

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Tata Sky Broadband Private Limited will be held on Friday, December 3, 2021, at 10:00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following:

SPECIAL BUSINESS:**Item No. 1: Change in Name of the Company**

To consider and, if thought fit to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any statutory authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the Members be and is hereby accorded to change the Name of the Company from "Tata Sky Broadband Private Limited" to "Tata Play Broadband Private Limited" or any other name as may be approved by the statutory authorities under the Companies Act, 2013 and that the name "Tata Sky Broadband Private Limited" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the name "Tata Play Broadband Private Limited."

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant statutory authorities and seek approval for change in the name of the Company accordingly without any further reference to the Members for their approval."

NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circulars No. 14/ 2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ('Act') and the rules made thereunder on account of the threat posed by Covid-19" (collectively referred to as 'MCA Circulars') permitted the holding of General Meeting(s) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act

TATA SKY BROADBAND PRIVATE LIMITED

Registered Office: Unit 306, 3rd Floor, Windsor, Off C.S.T Road, Kalina, Santacruz (East), Mumbai – 400098, India
Tel: +91-22-62404800/ 62404999 CIN: U64204MH2015PTC267808 Email: contact@tataskybroadband.com Website: www.tataskybroadband.com



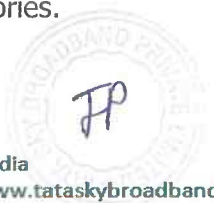
and MCA Circulars, the Extraordinary General Meeting ('EGM') of the Company is being held through VC/OAVM on Friday, December 3, 2021, at 10:00 a.m. (IST). The link for attending the EGM will be shared separately. The deemed venue for the EGM will be Unit 306, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, as the case maybe, to attend the EGM through VC or OAVM are requested to send a certified copy of the Board Resolution to the Company Secretary by e-mail at jamshed.patel@tataskybb.com
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 1 of the accompanying Notice, are unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto.
7. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. Members who need assistance with using the technology before or during the EGM, may reach out on the following number – 022 6240 4800.
10. In line with the aforesaid MCA Circulars, Notice of the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.

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11. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the Members up to the date of the EGM.
12. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote by e-mail at jamshed.patel@tataskybb.com

**By Order of the Board of Directors
For and on behalf of
Tata Sky Broadband Private Limited**



A handwritten signature in blue ink that reads "Jamshed Patel".

**Jamshed Patel
Company Secretary
ACS: 40081**

Mumbai, September 13, 2021

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EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (herein after referred to as "Act" or "the Act" or "Companies Act"), sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

Tata Sky Broadband Private Limited is a wholly owned subsidiary of Tata Sky Limited. Tata Sky Limited is proposing to change its name. Your Company being the subsidiary must ensure Name and Brand resemblance. The Board at its meeting held on September 13, 2021, has subject to the approval of the Members and other statutory authorities, approved the change in the name of the Company from "Tata Sky Broadband Private Limited" to "Tata Play Broadband Private Limited".

As per the provision of the Companies Act, 2013, approval of the Members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, Considering the above, this resolution is put up before the Members for their approval.

By virtue of the above change in the Name clause of the company, it is required to alter its Memorandum of Association and Articles of Association accordingly.

A copy of the Memorandum and Articles of Association of the Company with proposed alterations will be available for electronic inspection by members upto the date of the EGM.

The Board of Directors recommend the Special Resolution as set out at Item No. 1 of this Notice for the approval of the Member of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in this Resolution set out at Item No. 1 of this Notice.

**By Order of the Board of Directors
For and on behalf of
Tata Sky Broadband Private Limited**




**Jamshed Patel
Company Secretary
ACS: 40081**

Mumbai, September 13, 2021

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