

UTV SOFTWARE COMMUNICATIONS LIMITED

CIN: U72200MH1990PLC056987

Registered Office: 1st Floor, Building No. 14, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093. Phone: +91 (022) 61091000 Fax: +91 (022) 67421930
Email: utvinvestors@disney.in Website: www.utvgroup.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rule,2014]

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the Company seeks approval of Members, through Postal Ballot in respect of the following resolution appended below. The explanatory statement pursuant to Section 102 of the Act and pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

The Company is also pleased to offer e-voting facility as an alternate for the members which would enable the members to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice.

Members desiring to exercise their vote by postal ballot are requested to carefully read and follow the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same, duly completed, in original in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday, June 06, 2017 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

Upon completion of the e-voting process and the scrutiny of Postal Ballot Forms, the Scrutinizer will submit his report to Mr.Sujit Vaidya or Ms. Parul Tevatia, Director of the Company. The result of the Postal Ballot would be announced by Mr.Sujit Vaidya or Ms.Parul Tevatia, Director of the Company on Tuesday, June 06, 2017 at the Registered Office of the Company at 5:30 p.m. The said results will be displayed at the Registered Office of the Company and on the Company's website viz. www.utvgroup.com along with the Scrutinizer's report.

By Order of the Board of Directors

For **UTV Software Communications Limited**

Sd/-

Puneet Juneja

Company Secretary

M.No – A17151

Registered Office:

1st Floor, Building No. 14
Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai 400 093.

Mumbai, May 05, 2017

SPECIAL BUSINESS:

- (1) To consider and if thought fit, to approve with or without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Hon’ble National Company Law Tribunal (‘NCLT’) and subject to such other approvals, permissions and sanctions imposed by the Hon’ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), in view of the increase in share capital of the Company subsequent to approval of the Composite Scheme of Amalgamation and Arrangement between The Walt Disney Company (India) Pvt. Ltd. (“Transferor Company1”); Indiagames Ltd. (“Transferor Company2”); and UTV Software Communications Ltd. (“Transferee Company / the Company”)(“Scheme”) by the members at their Court Convened Meeting held on September 29, 2016, consent of the members to the aforesaid Scheme be and is hereby unequivocally reaffirmed.

RESOLVED FURTHER THAT any of the Directors viz. Mr. Sujit Vaidya or Ms. Parul Tevatia, Directors of the Company or Mr. Puneet Juneja, Company Secretary of the Company be and are hereby *severally* authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements and/or imposed by the Hon’ble NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme and to accept such modifications, amendments, if any, as the Board may deem fit and proper.”

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the special resolution and the reasons thereof is annexed hereto.
2. The Board of Directors on **May 05, 2017** have through resolution passed by circulation appointed Mr. Sanjay Parab, Proprietor, M/s. Sanjay Parab & Co., Practicing Company Secretaries (Membership No. 6613, Certificate of Practice No. 7093), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members whose names appear in the Register of Members/list of beneficial owners maintained by the Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **April 28, 2017**. The Notice along with requisite annexure/s, Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope are being sent in physical form by permitted mode to all Members whose email addresses are not registered.
4. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before **June 06, 2017(5.00 pm I.S.T)** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
5. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s. Karvy Computershare Private Limited (“Karvy”) for facilitating e-voting to enable the Members to cast their votes electronically instead of by physical mode. E-voting is optional for the Members. The Members who wish to vote by Postal Ballot Form (instead of e-voting), can download the Postal Ballot Form from the link www.utvgroup.com or from <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company.
6. The Postal Ballot Notice is placed in the ‘Investor Relations’ section on the Company’s website: www.utvgroup.com and on the e-voting website of Karvy, i.e. <https://evoting.karvy.com>.
7. Members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If the Member is opting for e-voting, then they must not vote by Ballot Form and vice versa. However, in case the Members cast their vote by Ballot Form and e-voting, then the voting done through e-voting shall prevail and voting done through Ballot Form will be treated as invalid.
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to evoting@karvy.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Members desiring to exercise vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Member will also be accepted. Assent / Dissent received after 5.00

p.m. on **June 06, 2017** would be strictly treated as if reply from the Member(s) has not been received. No other Form or photocopy thereof is permitted.

11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Members on the cut-off date, i.e. **April 28, 2017**.
12. The particulars as required by Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including the date of completion of dispatch of notices of the 'Postal Ballot Notice' and 'Explanatory Statement' along with the postal ballot papers shall be published through an advertisement in the following newspapers: (i) Free Press Journal in English, (ii) Navshakti in Marathi in their Mumbai editions.
13. The e-voting period will commence on **Monday, May 08, 2017** (9.00 a.m. IST) and end on **Tuesday, June 06, 2017** (5.00 p.m. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module will be disabled for voting on **Tuesday, June 06, 2017** at 05.00 p.m. IST. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
14. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
15. The Scrutinizer will submit his report to Mr. Sujit Vaidya or Ms. Parul Tevatia, Director of the Company after the completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at 5:30 p.m. at the Registered Office of the Company situated at 1st Floor, Building No. 14, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri East, Mumbai – 400 093 on **Tuesday, June 06, 2017** and the same will be placed on the website of the Company www.utvgroup.com and on Karvy's website <https://evoting.karvy.com>. In the event, the draft resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
16. The Board of Directors has appointed the Company Secretary as the person responsible for the entire postal ballot process.
17. All relevant documents referred to in the above Notice and other documents required to be open for inspection are open for inspection by Members of the Company at the Registered Office of the Company at 1st Floor, Building No. 14 Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093, which is also the head office of the Company, during working hours on all working days (except Saturdays, Sundays and Public Holidays) up to the date of announcement of the results of this Postal Ballot between 11:00 a.m. to 01:00 p.m.
18. The instructions for Members for e-voting are as under:
 - (a) **In case of Members receiving e-mail from Karvy:**
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **EVEN number** followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., UTV Software Communications Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: sanjay.parabcs@gmail.com with

a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format "UTV Software Communications Limited".

- (b) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company / Depository Participants (s)]
 - i. E-Voting **Event Number** (EVEN), User ID and Password is provided in the Ballot Form.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com>.
- (d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

19. In case of any query or grievance pertaining to e-voting, please visit the website <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on 1800-3454-001 (toll free) or contact:

Mr. Rajendra Prasad V
Manager – Corporate Registry
Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad – 500 032
Email: rajendra.v@karvy.com
Phone: +91 040 6716 1510 / 1512

By Order of the Board of Directors
For **UTV Software Communications Limited**

Sd/-

Puneet Juneja
Company Secretary
M. No.: A17151

Registered Office:

1st Floor, Building No. 14
Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai 400 093
Mumbai, May 05, 2017

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO.1

Members are informed that subsequent to the approval of the Composite Scheme of Amalgamation and Arrangement between The Walt Disney Company (India) Pvt. Ltd. ("Transferor Company1"); Indiagames Ltd. ("Transferor Company2"); and UTV Software Communications Ltd. ("Transferee Company / the Company")("Scheme") by the members at their Court Convened Meeting held on September 29, 2016, the share capital of the Company increased owing to preferential allotment of 817,692,308 equity shares of Rs.10 each at a premium of Rs.3 per share to The Walt Disney Company (Southeast Asia) Pte. Limited ('TWDSEA') on October 19, 2016 pursuant to the shareholders' resolution dated September 29, 2016 and thereafter conversion of 16,66,000 Compulsorily Convertible Preference Shares (CCPS) of Rs.1500 into 50,58,704 equity shares of Rs.10 each at a premium of Rs.484 per share on January 09, 2017 in accordance with the terms of the issue of the CCPS pursuant to the shareholders' resolution dated September 23, 2014.

Members may also note that after approval of the Scheme by the Board of Directors of the Company on December 22, 2015 and prior to the above allotments, the Transferee Company had also allotted 11,73,814 equity shares of Rs.10 each at premium of Rs.433 per share on March 14, 2016 to TWDSEA pursuant to shareholders approval dated March 14, 2016.

Members may further note that the Authorised Share Capital of the Company was also modified as below pursuant to shareholders approval dated September 29, 2016:

- Re-classification of the partial un-issued authorized preference share capital of Rs. 8,501,250,000/- (Rupees Eight Hundred and Fifty Crore Twelve Lakhs Fifty Thousand only) divided into 5,667,500 (Fifty Six Lakhs Sixty Seven Thousand and Five Hundred only) Preference Shares of Rs. 1,500/- each (Rupees One Thousand Five Hundred) each into 850,125,000 (Eighty Five Crore One Lakh Twenty Five Thousand) Equity Shares of Rs. 10 each and;
- Further increase in the Authorised Equity Share Capital by creation of additional 409,718,600 (Forty Crore Ninety Seven Lakh Eighteen Thousand Six Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Subsequent to the aforesaid, the Authorised Share Capital of the Company stood increased from Rs. 12,391,729,000 (Rupees One Thousand Two Hundred and Thirty Nine Crore Seventeen Lakh Twenty Nine Thousand only) divided into 989,272,900 (Ninety Eight Crore Ninety Two Lakh Seventy Two Thousand and Nine Hundred only) Equity Shares of Rs. 10 (Rupees Ten) each and 1,666,000 (Sixteen Lakh Sixty Six Thousand) Compulsorily Convertible Preference Shares of Rs. 1,500/- each (Rupees One Thousand Five Hundred) each to Rs. 16,488,915,000/- (Rupees One Thousand Six Hundred and Forty Eight Crore Eighty Nine Lakhs Fifteen Thousand only) divided into 1,398,991,500 (One Hundred and Thirty Nine Crore Eight Nine Lakh Ninety One Thousand Five Hundred) Equity Shares of Rs. 10 (Rupees Ten) each and 1,666,000 (Sixteen Lakh Sixty Six Thousand) Compulsorily Convertible Preference Shares of Rs. 1,500/- each (Rupees One Thousand Five Hundred) each.

Notwithstanding the fact that the above changes in share capital viz. by way of conversion of CCPS and preferential allotment to TWDSEA were carried out in accordance with shareholders' approval on September 23, 2014, March 14, 2016 and September 29, 2016 respectively, the changes were effected subsequent to the approval of the Scheme by the members and hence it is thought prudent to seek the members' reaffirmation on their approval to the Scheme.

It is highlighted that relevant disclosures in respect of the above preferential allotments and increase in authorised share capital were also made in the explanatory statement to the Notice convening the Court Convened Meeting dated August 29, 2016

It is further emphasized that above changes in share capital do not, in any way, impact the envisaged Scheme. The consideration payable pursuant to clause 11 of the Scheme remains the same.

The share capital structure of the Transferee Company pre and post Scheme (i.e. after considering the preferential allotment and conversion of the CCPS referred to above) is furnished below:

	Pre Amalgamation Share capital as on December 22, 2015		Post Amalgamation Share capital after considering preferential allotments and conversion of CCPS as stated above	
	No. of Shares	Amount	No. of shares	Amount
Authorised share capital				
Equity shares of Rs. 10/- each	13,91,47,900	1,39,14,79,000	1,66,02,41,500*	16,60,24,15,000
Compulsorily convertible preference shares of Rs. 1,500/- each	73,33,500	11,00,02,50,000	16,66,000	2,49,90,00,000
		12,39,17,29,000		19,10,14,15,000
Issued subscribed and paid up share capital				
Equity Shares of Rs. 10/- each	51,663,659	51,66,36,590	89,18,65,574^	8,91,86,55,740
Compulsorily Convertible Preference Shares of Rs. 1,500/- each	16,66,000	2,49,90,00,000	-	-
	Total	3,01,56,36,590		8,91,86,55,740

*After addition of Rs. 2,61,25,00,000 in the Authorised Share Capital of the Transferee Company in accordance with Clause 12 of the Scheme.

^ After addition of 1,62,77,089 Equity shares of Rs.10 each to be issued consequent to the merger in accordance with Clause 11 of the Scheme.

The shareholding pattern of the Transferee Company pre and post Scheme (i.e. after considering the preferential allotment and conversion of the CCPS referred to above) is as follows:

	Pre Amalgamation Shareholding as on December 22, 2015			Post Amalgamation Shareholding after considering preferential allotments and conversion of CCPS as stated above		
	No. of Shares	Amount	%	No. of shares	Amount	%
Equity shares of Rs.10/- each						
Promoter	5,15,06,659	51,50,66,590	99.6961	89,17,08,574	8,91,70,85,740	99.9824
Public	157,000	15,70,000	0.3039	157,000	15,70,000	0.0176
Total	51,663,659	51,66,36,590	100.00	89,18,65,574	8,91,86,55,740	100.00
Compulsorily Convertible Preference Shares of Rs. 1,500/- each						

Promoter	16,66,000	2,49,90,00,000	100.00	-	-	0.00
Public	-	-	0.00	-	-	0.00
Total	16,66,000	2,49,90,00,000	100.00	-	-	0.00

Pursuant to Section 110 of the Act read with the Rules, the consent of the shareholders for the above purpose is proposed to be obtained by means of a postal ballot.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at No.1 of the Notice except to the extent of their shareholding in the Company, if any.

Your Directors recommend the resolution at item no.1 for your approval as a special resolution. Your approval is sought by voting in postal ballot (either by ballot form/e-voting) in terms of the provisions of the section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The postal Ballot form and self-addressed envelope bearing the name of scrutinizer are attached.

Members may please note that the following documents will be open for inspection at the Registered Office of the Transferee Company on any working day (except Saturdays, Sundays and public holidays) prior to the last date of declaration of results between 11.00 a.m. to 1.00 p.m:

- i. Copy of the Notice of Court Convened Meeting held on September 29, 2016 along with explanatory statement;
- ii. Copy of the Composite Scheme of Arrangement approved by the members on September 29, 2016;
- iii. Copy of the order dated July 01, 2016 and August 12, 2016 of the Hon'ble High Court of Judicature at Bombay passed in Company Summons for Direction No. 531 of 2016 directing the convening of the meeting of the Equity Shareholders;
- iv. Memorandum of Association and Articles of Association of Transferor Company1, Transferor Company2 and Transferee Company;
- v. Audited Financial Statements of Transferor Company1, Transferor Company2 and Transferee Company for last three financial years ended March 31, 2016, March 31, 2015 and March 31, 2014 ;
- vi. Register of director's shareholdings of the Transferee Company;
- vii. Valuation report dated December 14, 2015 of Deloitte Haskins and Sells, Chartered Accountants;
- viii. Copy of shareholders' resolution dated September 23, 2014, March 14, 2016 and September 29, 2016 approving the aforesaid preferential issues to The Walt Disney Company (Southeast Asia) Pte. Limited.

By Order of the Board of Directors
For **UTV Software Communications Limited**

Sd/-

Puneet Juneja
Company Secretary

M.No. – A17151

Registered Office:

1st Floor, Building No. 14
Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai 400 093.
Mumbai, May 05, 2017

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