

➤ **Post Issue:**

The entire post issue capital shall comprises of 50,082,750 Equity Shares of Rs. 10/- each. Foreign Investment Promotion Board vide its approval dated December 19, 2011 approved the acquisition of existing Equity Shares capital of the Company by TWDC (SEA), including outstanding stock options. The post issue Shareholding Pattern of the Company subsequent to acquisition of existing capital of the Company, outstanding stock option and further issue of capital will be as follows:

Sr. No.	Name of the Equity Shareholder	No. of shares held assuming acquisition of existing Equity Share Capital of the Company	Percentage of shareholding	No. of shares held assuming acquisition of existing Equity Share Capital of the Company along with 6,38,500 outstanding stock options	Percentage of shareholding	No. of shares held assuming acquisition of existing Equity Share Capital of the Company, outstanding stock options and new Shares	Percentage of shareholding
1	The Walt Disney Company (Southeast Asia) Pte. Ltd.	4,19,44,250	100%	4,25,82,750	100%	50,082,750	100%
	<b>Total</b>	<b>4,19,44,250</b>	<b>100%</b>	<b>4,25,82,750</b>	<b>100%</b>	<b>50,082,750</b>	<b>100%</b>

(g) **Proposed time within which the allotment shall be completed:**

The allotment of equity shares shall be completed within twelve months from the date of passing of this resolution by the shareholders.

(h) **Whether a change in control is intended or expected:**

No

(i) **Memorandum of Interest:**

None of the Directors is concerned or interested in this resolution.

By Order Of The Board Of Directors  
For UTV Software Communications Limited

**Mohd. Sajid Ali**  
Company Secretary

Dated: 27<sup>th</sup> July, 2012  
Registered Office:  
1181-1182, 8th Floor,  
Solitaire Corporate Park,  
Guru Hargovindji Marg, Chakala,  
Andheri (E), Mumbai 400 093



UTV SOFTWARE COMMUNICATIONS LIMITED

Registered Office : 1181-1182, 8<sup>th</sup> Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093.  
www.utvgroup.com

**NOTICE**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of **UTV Software Communications Limited** will be held at 10.30 a.m on Monday, 27<sup>th</sup> August, 2012 at The Hall of Culture, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400013 to transact the following business: -

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** Mr. Siddharth Roy Kapur who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office up to the date of ensuing General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

**“RESOLVED THAT** Mr. Nitin Chawla who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office up to the date of ensuing General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

**“RESOLVED THAT** Mr. Nimish Shah who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office up to the date of ensuing General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

**“RESOLVED THAT** in supersession of resolution passed at the Annual General Meeting of the Company held on 12<sup>th</sup> August, 2008, the consent of the company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provision/s of the Companies Act, 1956 to the Board of Directors of the Company for borrowing from time to time any sum or sums of money together with moneys already borrowed by the company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves (that is reserves not set apart for any specific purpose); provided that the total amount of such borrowings in excess of the paid up capital and free reserves shall not at any time exceed Rs. 2,800 Crores (Rupees Two thousand eight hundred crores only ) or its equivalent in foreign currency in case all or any of the borrowings are in currencies other than Indian Rupees”.

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

**“RESOLVED THAT** pursuant to Section 81 and all other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and subject to Unlisted Public Companies (Preferential Allotment) Rules, 2003 as amended from time to time including in particular by the Unlisted Public Companies (Preferential Allotment) Amendment Rules, 2011, and provisions of all other applicable laws and regulations applicable thereunder including the pricing guidelines of the Reserve Bank of India relating to allotment of shares, provisions in the Memorandum of Association and Articles of Association of the Company and subject to all concerned approvals from the statutory and other authorities including approval from the Foreign Investment Promotion Board and to the extent necessary and such other approvals, consents, permissions sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the proposed allottee i.e. The Walt Disney Company (Southeast Asia) Pte Ltd. (hereinafter referred as “TWDC (SEA)”), a parent company incorporated under the laws of Singapore, having its registered office at One Marina Boulevard # 28-00, Singapore – 018989 and carrying business of operating Disney channels which are broadcast throughout the Asia Pacific region, and the Board of Directors of the Company, the consent, permission and approval of the Company be and is hereby accorded to the Board to offer, issue and allot in accordance with applicable law, 75,00,000 equity shares of Rs.10/- (“Equity Shares”) each at a premium of Rs.1090/- per equity shares to TWDC (SEA).

**RESOLVED FURTHER THAT** the consent and approval of the Company be and is hereby accorded to the Board, and the Board is authorised to offer, issue and allot the 75,00,000 number of Equity Shares to TWDC (SEA).

**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject however to the applicable laws, the Board is authorised to agree to such terms as may be mutually agreed between the Board and TWDC (SEA).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable including receipt of the amount against the issue and allotment of Equity Shares; appointment of legal advisors, investment bankers and such other agencies / intermediaries as may be required; and to settle any question, difficulty or doubt that may arise in regard to the offer/ issue, allotment and utilization of the proceeds of allotment of Equity Shares and to do all such other acts, deeds, matters and things and to finalise and execute all such deeds documents and writings as may be necessary, desirable or expedient as the Board may deem fit”.

By Order of the Board  
For UTV Software Communications Limited

**Mohd. Sajid Ali**  
Company Secretary

**Dated: 27<sup>th</sup> July, 2012**

Registered Office:  
1181-1182, 8th Floor,  
Solitaire Corporate Park,  
Guru Hargovindji Marg, Chakala,  
Andheri (E),  
Mumbai 400 093

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies in order to be valid shall be deposited at the registered office not less than 48 hours before the commencement of the meeting.
2. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special business to be transacted at the meeting is annexed hereto.
3. Members/ Proxies should fill in the attendance slip for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
5. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
6. Members are requested to notify any change of their address to the Company's Registrar's and share transfer agents, M/s. Karvy Computer Share Private Limited, Plot No.17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad-500 081.
7. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.**

The following Explanatory Statement, as required by Section 173 (2) of the Companies Act, 1956 sets out the material facts relating to business, under item No. 1 to 5 mentioned in the accompanying notice dated 27<sup>th</sup> July, , 2012.

**Item No. 1**

Mr. Siddharth Roy Kapur was appointed as Additional Director by the Board of Director w.e.f. March 16, 2012 in accordance with the provisions of Section 260 of the Companies Act, 1956

Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing General Meeting. Your company has received a notice under Section 257 of the Companies Act, 1956 from a shareholder signifying her intension to propose the name of Mr. Siddharth Roy Kapur for appointment as director of your company.

The Board feels that presence of Mr. Siddharth Roy Kapur on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 1 for approval.

None of the Directors, except Mr. Siddharth Roy Kapur is concerned or interested in this resolution.

The Board recommends resolution under Item No. 1 to be passed as ordinary resolution.

**Item No. 2**

Mr. Nitin Chawla was appointed as Additional Director by the Board of Director w.e.f. March 16, 2012 in accordance with the provisions of Section 260 of the Companies Act, 1956

Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing General Meeting. Your company has received a notice under Section 257 of the Companies Act, 1956 from a shareholder signifying her intension to propose the name of Mr. Nitin Chawla for appointment as director of your company.

The Board feels that presence of Mr. Nitin Chawla on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 2 for approval.

None of the Directors, except Mr. Nitin Chawla is concerned or interested in this resolution.

The Board recommends resolution under Item No. 2 to be passed as ordinary resolution.

**Item No.3**

Mr. Nimish Shah was appointed as Additional Director by the Board of Director w.e.f. April 5, 2012 in accordance with the provisions of Section 260 of the Companies Act, 1956

Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing General Meeting. Your company has received a notice under Section 257 of the Companies Act, 1956 from a shareholder signifying her intension to propose the name of Mr. Nimish Shah for appointment as director of your company.

The Board feels that presence of Mr. Nimish Shah on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for approval.

None of the Directors, except Mr. Nimish Shah is concerned or interested in this resolution.

The Board recommends resolution under Item No. 3 to be passed as ordinary resolution.

**Item No.4**

At the Annual General Meeting of the Company held on 12<sup>th</sup> August, 2008 the members has pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 authorised the Board of Directors of the Company to borrow from time to time any sum or sums of money (apart from temporary loans obtained from the bankers in the ordinary course of business) in excess of the aggregate of the paid up capital of the Company and its free reserves upto a limit of Rs.1,000 crores. The said limit is now proposed to be increased from Rs.1,000 crores to Rs. 2,800 crores.

The consent of the shareholders is therefore, sought under the provision of Section 293(1)(d) of the Companies Act, 1956 to enable the Directors to borrow sums not exceeding Rs. 2,800 crores in excess of the paid up capital and free reserves of the Company.

None of the Directors of the Company are in any way concerned or interested in the said resolution.

Your Directors recommend the resolution at item no.4 for your approval.

**Item No. 5**

The Walt Disney Company (Southeast Asia) Pte. Limited ("TWDC (SEA)") is the promoter of the Company and is its single largest shareholder. As of the date of this notice, TWDC (SEA) owns 4,16,00,205 Equity Shares of the Company representing 99.18% of the issued and paid up share capital of the Company.

Members are informed that the Company proposes to issue and allot 75,00,000 Equity Shares of Rs.10/- each at a premium of Rs. 1090/- per equity shares to TWDC (SEA), on preferential basis so as to utilise the issue proceeds for expansion of business and general corporate purposes including repayment of debt of the Company and its subsidiaries and meet working capital and capex requirement and making downstream investments in other companies and its subsidiaries. The new shares shall be allotted in accordance with pricing guidelines of the Reserve Bank of India.

Members are also informed that allotment of shares to TWDC (SEA) requires prior approval of the Foreign Investment Promotion Board ("FIPB"). TWDC (SEA) had submitted an application to FIPB on May 28, 2012 seeking the approval from FIPB to subscribe to the fresh Equity Shares of the Company. TWDC (SEA) is expecting the approval from FIPB shortly. The allotment of fresh Equity Shares shall be made to TWDC (SEA) only after the approval is received from the FIPB and the shareholders.

Your Directors recommend the resolution at item no.5 for your approval.

Mr. Sanjay Parab, Company Secretary in practice has certificated that the issue and allotment of new shares to TWDC (SEA) [in accordance with Resolution No.5 above] is in accordance with the Unlisted Public Companies (Preferential Allotment) Rules, 2003 as amended from time to time including in particular by the Unlisted Public Companies (Preferential Allotment) Amendment Rules, 2011.

**Additional Information required to be given under the Unlisted Public Companies (Preferential Allotment) Rules, 2003** as amended from time to time including in particular by the Unlisted Public Companies (Preferential Allotment) Amendment Rules, 2011.

**(a) The price or price band at which the allotment is proposed:**

The Equity Shares are proposed to be allotted to TWDC (SEA) at a premium of Rs. 1090/- per Equity Share;

**(b) The relevant date on the basis of which price has been arrived at:**

The relevant date for the purpose of determination of price of proposed allotment of the Equity Shares is 27<sup>th</sup> July, 2012.

**(c) The object/s of the issue through preferential offer:**

The members are informed that the Company intends to utilise the proceeds of the allotment of Equity Shares to TWDC (SEA) for expansion of the business and for general corporate purposes including repayment of debts of the Company, its affiliate companies and its subsidiaries, meeting working capital and capex requirements, and making downstream investments in other companies and all subsidiaries and affiliates of the Company.

**(d) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment of Equity Shares referred to in resolution No. 5 above is proposed to be issued and allotted exclusively to The Walt Disney Company (Southeast Asia) Pte. Ltd. , The parent company of the Company incorporated under the laws of Singapore and having its registered office at One Marina Boulevard # 28-00, Singapore 018989

**(e) Intention of promoters/directors/key management persons to subscribe to the offer:**

TWDC (SEA), the existing promoter and shareholder of the Company shall subscribe to the entire issue of Equity Shares as stated in resolution No. 5 above.

**(f) Share holding pattern of promoters and others classes of shares before and after the offer:**

➤ **The pre-issue equity shareholding pattern as at 30<sup>th</sup> June, 2012.**

The entire pre issue paid up share capital comprises of 4,19,44,250 equity shares of Rs. 10/- each and same is held as follows:

Sr.No.	Name of the Shareholder	No. of Shares held	Percentage of Shareholding
1.	The Walt Disney Company (Southeast Asia) Pte. Ltd.	4,16,00,205	99.18%
2.	Bodies Corporate	26,886	0.06%
3.	Individuals	2,77,427	0.66%
4.	Non Resident Indians	15,931	0.04%
5.	HUF	6,754	0.02%
6.	Clearing Members	100	0.00%
7.	Foreign Nationals	1,598	0.00%
8.	Foreign Companies / FCB	15,349	0.04%
	Total	4,19,44,250	100%

➤ **Proposed Issue:**

The Company proposes to issue 75,00,000 Equity Shares of Rs.10/- each at a premium of Rs. 1090/- per Equity Share to TWDC (SEA).