



UTV SOFTWARE COMMUNICATIONS LIMITED

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

POSTAL BALLOT FORM

Sr. No. :

(Please read the instructions carefully before completing this form)

1. Name (s) of Shareholder(s) :
(In Block Letters)
(Including joint holders, if any)
2. Registered Address of the Sole/ :
First named Shareholder
3. Registered Folio No./
DPID No./ Client ID No. * :
(*Applicable to investors holding
shares in dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through the postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick mark (✓) at the appropriate box below:

Item No.	Business in Brief	No. of Shares	I/We assent to the Resolution (Vote in favour)	I/We dissent to the Resolution (Vote against)
1.	Special Resolution pursuant to the Security and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, for the voluntary delisting of the equity shares of UTV Software Communications Limited ("Company") from the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited subject to a delisting offer by The Walt Disney Company (Southeast Asia) Pte. Limited, one of the promoters of the Company.			

Place:

Date:

(Signature of the Shareholder/
Authorised Representative)

Note: Please read carefully, the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to the Scrutinizer at the Registered Office address of the Company in the attached self - addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in absence, by the next named shareholder.
3. Unsigned Postal Ballot will be rejected.
4. In the case of shares held by Companies, Bodies Corporate, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority giving requisite authority to the person voting on the Postal Ballot form
5. **Duly Completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on September 3, 2011. All Postal Ballot forms received after this date will strictly be treated as if reply from such shareholder has not been received.**
6. Voting Rights shall be reckoned on the number of shares registered in the name of Shareholders on July 22, 2011.
7. Members are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the company would not be able to act on the same.
8. The result of the Postal Ballot shall be announced by the Chairman, or in his absence by any person so authorized by the Chairman at 5.P.M on September 5, 2011 at the Registered office of the Company at 1181- 1182, 8th Floor, Building No. 11, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093 and the resolution will be taken as passed effectively on the date of announcement of the result.
9. Members may if they so desires, may address their query(ies) in relation to the aforesaid Resolution, to Mr. Mohd. Sajid Ali, Company Secretary at the registered office of the Company.