



UTV SOFTWARE COMMUNICATIONS LIMITED

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 www.utvgroup.com

POSTAL BALLOT NOTICE

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

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 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 resolutions appended below.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of resolution passed at the Extra Ordinary General Meeting of the Company held on August 27, 2012, consent of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) thereof) and the rules thereunder for the time being in force, to the Board of Directors of the Company to borrow 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 ₹ 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”.

2. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any statutory modification(s) or re-enactment thereof, for the time being in force, the approval of the Members be and is hereby granted for the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to exclusion of, all the existing articles thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For **UTV Software Communications Limited**

Pawan Jaggi
Company Secretary

Registered Office:

1st Floor, Building No.14, Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai - 400 093
Date: August 5, 2014

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts and the reasons for the proposal is enclosed hereto
2. In terms of Section 180(1)(c) and Section 14 of the Companies Act, 2013 and the rules made thereunder read with Section 110 of the Companies Act, 2013 read with applicable rules framed under the Companies Act, 2013 relating to passing of the resolution by postal ballot, the item of business set out in the Notice above is sought to be passed through Postal Ballot.
3. The Board of Directors on August 5, 2014 have appointed Mr. Sanjay Parab, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. The Notice is being sent to all the members whose names appear in the Register of members/list of beneficial owners as on August 1, 2014

5. 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 September 9, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny and the results of Postal Ballot will be announced, by the Chairman or any other person so authorized by him, on September 11, 2014 at the Registered Office of the Company and the same will be placed on the website of the Company www.utvgroup.com
6. Postal Ballot Form and self-addressed postage prepaid envelope are enclosed.

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

Item No. 1

The Members of the Company, at their meeting held on August 27, 2012, had accorded by way of a Special Resolution, their approval under Section 293(1)(d) of the Companies Act, 1956 to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount (apart from temporary loans obtained or to be obtained in the ordinary course of business) not exceeding at any time 2,800 Crores (Rupees Two Thousand Eight Hundred Crores) over and above the paid up share capital of the Company and its free reserves.

Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the company for making such borrowings i.e not exceeding at any time 2,800 Crores (Rupees Two Thousand Eight Hundred Crores) over and above the paid up share capital of the Company and its free reserves.

Your Directors recommend the resolution at item no.1 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.1 of the Notice

Item No. 2

Members are informed that the existing Articles of Association (“AOA”) of the Company are based on the erstwhile Companies Act, 1956 and many of the articles of existing AOA contains references to specific sections of the erstwhile Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013. Hence, with the new Companies Act, 2013 coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs, it is considered expedient to replace existing AOA by adopting new set of AOA.

The Board of Directors of the Company at their meeting held on August 5, 2014 proposed adoption of new set of AOA, subject to approval of the members.

As per provisions of Section 14 of the Companies Act, 2013 a Company cannot, except with the permission of the members alter its Articles of Association. Members’ approval is therefore sought by means of postal ballot to adopt new set of Articles of Association by substitution of existing Articles of Association. A copy of the draft of the new Articles of Association is available for inspection of the members at the Company’s Registered Office on any working day except Saturday between 10.00 a.m. to 4.00 p.m. up to September 9, 2014.

Your Directors recommend the resolution at item No. 2 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

By order of the Board
For **UTV Software Communications Limited**

Pawan Jaggi
Company Secretary

Registered Office:

1st Floor, Building No.14, Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala,
Andheri (E) , Mumbai - 400 093
Date: August 5, 2014



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POSTAL BALLOT FORM

(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 resolutions 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 resolutions 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 to authorise the Board of Directors to borrow up to 2,800 Crores (Rupees Two Thousand Eight Hundred Crores Only) over and above the paid-up share capital and free reserves.			
2.	Special resolution pursuant to Section 14 of the Companies Act, 2013 to adopt new set of Articles of Association			

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. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.utvgroup.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned below.
4. Unsigned Postal Ballot will be rejected.
5. 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
6. **Duly Completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on September 9, 2014. All Postal Ballot forms received after this date will strictly be treated as if reply from such shareholder has not been received.**
7. Voting Rights shall be reckoned on the number of shares registered in the name of Shareholders on August 1, 2014.
8. 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.
9. 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 11, 2014 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 and will be placed on the website of the Company www.utvgroup.com and the resolution will be taken as passed effectively on the date of announcement of the result.
10. Members may if they so desires, may address their query(ies) in relation to the aforesaid Resolution, to Mr. Pawan Jaggi, Company Secretary at the registered office of the Company.