

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) Rules, 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 alternative to the Members which would enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Members desiring to opt for e-voting 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 Thursday, September 29, 2016 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 the Whole-time Director. The result of the Postal Ballot would be announced by the Whole-time Director or the Company Secretary of the Company on Thursday, September 29, 2016 at the Registered Office of the Company at 5:15 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.

August 29, 2016

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 read with rules issued there under including the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to any regulatory approvals that may be required under applicable law, the approval of the Company be and is hereby granted to take such decision in relation to the Local Studios business of the Company (including restructuring, reorganizing or otherwise dealing with such business) as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors is hereby authorised to take all steps necessary for the implementation of the above resolution including but not limited to providing intimations to appropriate statutory bodies and contractual counterparties and by undertaking such other acts, deeds and things from time to time, and on such terms as the Board of Directors deems appropriate, necessary for the implementation of above resolution including making the necessary filings and applications, if any, with all necessary regulatory authorities including the Registrar of Companies.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any director or Company Secretary, be forwarded to concerned authorities for necessary action."

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 August 29, 2016 have 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 August 26, 2016. 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.
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 September 29, 2016 (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 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 Karvy, 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 September 29, 2016 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. August 26, 2016.
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 Wednesday, August 31, 2016 (9.00 a.m. IST) and end on Thursday, September 29, 2016 (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 Thursday, September 29, 2016 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 the Chairman 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 5:15 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 Thursday, September 29, 2016 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.
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 Holidays) up to the date of announcement of the results of this Postal Ballot.

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)(I) 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> or contact Mr. Varghese P. A. of Karvy Computershare Private Limited at 040-44655000 or at 1800-3454-001 (toll free).

(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.

August 29, 2016

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

For Item No.1

The domestic box office collection from Hindi films has remained stagnant over the past 3 years, with ancillary revenue streams unable to make up for it. At the same time, the cost of production of Hindi films remains high, driven by top talent, which drives a bulk of the box office revenues, commanding a disproportionate share of the overall economics.

Over the last few years, the Company's Studio strategy was predicated on content-driven movies breaking out in a meaningful manner and top talent rationalizing their share of the total revenue pool. The Company made efforts to work with upcoming talent and produce or acquire content driven movies, but this was unable to achieve the expected financial results. The lack of profitability was further exacerbated by the inherent creative risks in the business. Since the Company does not see the risk profile of the business changing in the foreseeable future, it proposes to discontinue the Local Studio business and focus on other more profitable areas of operations.

Section 180 (1) (a) of the Companies Act, 2013 states that a company requires the approval of its shareholders by way of a special resolution for selling, leasing or otherwise disposing off the whole or substantially the whole of the undertaking of a company. For the purposes of Section 180, the term 'undertaking' means an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Local Studios business constitutes an 'undertaking' of the Company as it contributes to more than 20% of the revenues of the Company. The Chairman therefore believes that it is appropriate to place this matter before the shareholders of the Company for their approval, as any decision taken by the Company in relation to the Local Studio business as contemplated in the resolution at Item 1, could result in the revenues declining by more than 20% and could be regarded as a disposal of a substantial part of an undertaking of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item 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.

By Order of the Board of Directors

For **UTV Software Communications Limited**

Sd/-

Puneet Juneja

Company Secretary

M. No.: A17151

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August 29, 2016