



**UTV SOFTWARE COMMUNICATIONS LIMITED**

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

**NOTICE**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of UTV Software Communications Limited will be held at 11.00 a.m on Tuesday, November 27, 2012 at The Hall of Culture, Discovery of India Building, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit and Loss Account for the financial year ended on that date and Reports of Directors and Auditors thereon.
2. To appoint M/s. Price Waterhouse & Co., (Registration No. 007567S) Chartered Accountants, Mumbai, as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.
3. To appoint a Director in place of Mr. Nitin Chawla, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the 'Act') read with Schedule XIII of the Act and such other consent/s, permission/s and approval/s as may be required, if any, the Company hereby approves the appointment of Mr. Siddharth Roy Kapur as Managing Director of the Company for a period of 3 (Three) years commencing from September 17, 2012 on the terms and conditions as set out in explanatory statement and in the agreement entered into/to be entered into in this behalf, with liberty to the Board of Directors or any Committee of the Board ("Committee") to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board/Committee and Mr. Siddharth Roy Kapur ("the Appointee").

**RESOLVED FURTHER THAT** in the event wherein any financial year during the currency of tenure of Mr. Siddharth Roy Kapur, the Company has no profits or its profits are inadequate the Company will pay a remuneration to Mr. Siddharth Roy Kapur for a period of three years by way of salary, perquisites and allowances as specified in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take such steps and do all such act/s, deed/s, matter/s and thing/s as may be necessary, expedient or desirable to give effect to the above resolution."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 1956 and subject to such consent/s, permission/s and approvals as may be required, the remuneration of ₹10,129,534/- (Rupees One Crore One Lakh Twenty Nine Thousand Five Hundred and Thirty Four only) paid to Mr. Rohinton Screwvala, CMD & Chief Executive Officer of the Company for the period beginning from April 1, 2011 to February 1, 2012 be and is hereby approved and be treated as minimum remuneration payable for the financial year 2011-12.

**RESOLVED FURTHER THAT** in case the minimum remuneration approved by the Central Government is less than the remuneration of ₹ 10,129,534/- (Rupees One Crore One Lakh Twenty Nine Thousand Five hundred and Thirty Four only) paid to Mr. Rohinton Screwvala, CMD & Chief Executive Officer for the period beginning from April 1, 2011 to February 1, 2012, the recovery of excess remuneration paid to Mr. Rohinton Screwvala be and is hereby waived.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorised to take such steps and do all such act/s, deed/s, matter/s and thing/s as may be necessary, expedient or desirable to give effect to the above resolution."

6. 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 31 and all other applicable provisions, if any, of the Companies Act, 1956, 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 take such steps as may be necessary or required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

**Mohd. Sajid Ali**  
Company Secretary

**Registered Office:**  
1181-82, Building No. 11,  
Solitaire Corporate Park,  
Guru Hargovindji Marg, Chakala,  
Andheri (E), Mumbai - 400 093.  
September 17, 2012

**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 are requested to bring their copy of the Annual Report to the meeting.
4. Members/Proxies should fill in the attendance slip for attending the meeting.
5. 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.
6. 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.
7. The Register of Members and the Share Transfer books in respect of equity shares will remain closed with effect from Friday, November 23, 2012 to Tuesday, November 27, 2012 (both days inclusive)
8. 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.
9. Corporate members are requested to send a duly certified copy of the Board resolution authorising their representative to attend and vote at the meeting.
10. Queries on the Annual Report and operations of the Company, if any, may write to the Company so as to reach us seven days prior to the date of the meeting so that the answers may be made available at the meeting.

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.****Item No. 4**

Members are informed that the Board of Directors by passing resolution on March 16, 2012, appointed Mr. Siddharth Roy Kapur as Whole Time Director of the Company for a period of five years with effect from March 16, 2012. On the same day, the Audit cum Remuneration Committee by passing resolution approved remuneration payable to him.

However, the Board of Directors at their meeting held on September 17, 2012 re-designated Mr. Siddharth Roy Kapur as Managing Director of the Company and approved the appointment and remuneration payable to him w.e.f. April 1, 2012 for a period of three years. The Audit cum Remuneration Committee at their meeting held on September 17, 2012 approved the remuneration payable to Mr. Siddharth Roy Kapur.

Mr. Siddharth Roy Kapur is associated with the Company since May 9, 2005 and since then he was heading the Marketing and Communications division across motion pictures, Broadcasting, Television, Animation and Corporate.

Following are the terms and conditions and the remuneration payable to Mr. Siddharth Roy Kapur which commensurate with the responsibility in a company of this size and extent of business operations.

**Basic Salary:**

₹ 1,020,833/- per month.

**Special Allowance:**

₹ 1,065,263/- per month.

The Board be and is hereby authorised in its absolute discretion from time to time, to fix, within the range stated above, the salary payable to Mr. Siddharth Roy Kapur.

**Perquisites:**

- a) The Company to incur expenses for free furnished accommodation and paying all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof.  
In case Company accommodation is not provided, House Rent Allowance of not exceeding 60% of the Basic Salary shall be paid to the Director.
- b) Reimbursement of Leave Travel Expenses once in a year for self and family (which shall include spouse, dependent children and parents), subject to a ceiling of one month's Basic Salary.
- c) Reimbursement of Medical expenses (including Insurance Premium for Medical and hospitalisation policy, if any) for self and family as aforesaid, subject to a ceiling of one month's Basic Salary.
- d) Leave and Encashment of Leave at the end of the tenure in accordance with the rules of the Company.
- e) Personal Accident Insurance cover as per the Company's Service Rules.
- f) Contribution to Provident Fund, Superannuation fund or annuity fund as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- g) Car for use on Company's business, Mobile phones for official use only.
- h) Reimbursement of Entertainment, travelling and all other expenses incurred for the business of the Company.
- i) Gratuity on the basis of half month's salary for each completed year of service as provided in the Payment of Gratuity Act as amended from time to time.
- j) Incentive Scheme as per Company policy agreed between the Company and the employee.

**Minimum Remuneration**

The total remuneration payable to Mr. Siddharth Roy Kapur as aforesaid shall not exceed the overall limits laid down under Sections 198 and 309 of the Companies Act, 1956.

In the event of loss or inadequacy of profits in any year during the aforesaid tenure, Mr. Siddharth Roy Kapur shall be paid the remuneration as above as the minimum remuneration, subject to the provisions of the Companies Act, 1956 and subject to the restrictions, if any set out in Schedule XIII to the Companies Act, 1956, from time to time.

In any event the Managing Director shall not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956.

#### **I. GENERAL INFORMATION (As required under Part II (C) of Schedule XIII in respect of – Mr. Siddharth Roy Kapur**

- (1) Nature of Industry: The Company is engaged in the business of (i) film distribution, (ii) content development and distribution, (iii) animation production etc.
- (2) Date or expected date of commencement of commercial production: The Company was incorporated on June 22, 1990 and has started business since then.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (4) Financial performance based on given indicators –  
As per audited financial results for the accounting year ended March 31, 2011

<b>Particulars</b>	(Rupees in Million)
Turnover and other income	5,475.30
Net Profit/(Loss) before tax as per Profit and Loss Account	1,339.01
Profit as computed under Sections 198/349 of the Companies Act, 1956	1,359.65

#### **II. INFORMATION ABOUT THE APPOINTEE**

##### **A) SIDDHARTH ROY KAPUR**

- (1) Background  
Mr. Siddharth Roy Kapur has done Bachelor's degree in Commerce from Sydenham College and a Masters in Management Studies from the Jamnalal Bajaj Institute. He started his career with the Procter and Gamble Company ("P & G") in Mumbai and worked in brand management team on the Vicks and Ariel brand. From P & G, Siddharth moved to STAR TV in strategic planning division. He worked as Director (Marketing) at STAR headquarters in Hong Kong and was promoted to Vice President in 2003.  
In 2005, Siddharth joined UTV. He was heading the Marketing & Communications division across motion pictures, Broadcasting, Television, Animation and Corporate. He led the marketing efforts for Hungama TV and Classic movies like Rang De Basanti. He also led many successful projects like Parineeta, Taxi 9211 and Bluff Master. In his next role, he took over the function at UTV Motion Pictures and was responsible for distribution & syndication worldwide, in addition to his marketing responsibilities. In 2008, he took over as CEO of UTV Motion Pictures, responsible for all aspects of Development, Production, Marketing, Distribution and Syndication.
- (2) Past remuneration  
During the financial year 2010-11, Mr. Siddharth Roy Kapur was paid a remuneration of ₹ 23.33 lakh p.m. (inclusive of perquisites).
- (3) Recognition or awards:- As given under the Explanatory Statement at item No. 4 under the heading "Information about the Appointee"
- (4) Job profile and his suitability  
Siddharth Roy Kapur is responsible for Distribution & Syndication worldwide and marketing, subject to the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board.  
The Board of Directors considers that services and extensive experience of Mr. Siddharth Roy Kapur will be useful and beneficial to the Company.
- (5) Remuneration proposed: As stated in the proposed resolution.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile and position of the person (in case of expatriates the relevant details would be w.r.t. the country of his origin):  
Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar top/senior level appointees in other companies.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:  
Besides the remuneration proposed, he does not have any other pecuniary relationship with the Company.

#### **III. OTHER INFORMATION:**

- (1) Reason for loss or inadequate profit, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:  
As at March 31, 2011, the Company has net profit of ₹ 1,338.88 million and in the coming and subsequent years, the Company shall take adequate steps for improvement of production and profit.

This may be treated as an abstract under Section 302 of the Companies Act, 1956, of the terms of appointment and remuneration payable to Mr. Siddharth Roy Kapur with effect from April 1, 2012.

Except Mr. Siddharth Roy Kapur, none of the directors is concerned or interested in the resolution.

## Item No. 5

Mr. Rohinton Screwvala was re-appointed as Managing Director w.e.f. August 1, 2011 for a period of 5 (Five) years by the Board of Directors on May 30, 2011 which appointment was confirmed by the members on July 18, 2011.

Mr. Rohinton Screwvala resigned as Managing Director of the Company with effect from February 2, 2012, However, he continues to be a Wholetime Director of the Company without remuneration. Further, on April 5, 2012, he resigned from the Directorship of the Company.

During the year 2011-12, a total remuneration of ₹ 10,129,534/- including gratuity of ₹ 1,000,000/- was paid to Mr. Rohinton Screwvala as per the approvals of Board of Directors and the Members pursuant to the agreement entered into by the Company with Mr. Rohinton Screwvala.

While finalizing the accounts for the financial year 2011-12, it was noticed that the Company has incurred losses and hence the remuneration of ₹ 10,129,534/- paid to Mr. Rohinton Screwvala for the financial year 2011-12 was in excess of the stipulated amount which required the approval of Central Government as per the provisions of Schedule XIII of the Act.

In respect of financial years 2009-10 and 2010-11, the profits of the Company, for the purposes of managerial remuneration were adequate and hence the provisions of Schedule XIII were not attracted. Now while finalising the accounts for the financial year 2011-12, it has been noticed that the Company has incurred losses and hence as per the provisions of Schedule XIII, the approval of the Central Government is necessary for the payment of remuneration of ₹ 10,129,534/- to Mr. Rohinton Screwvala. The limits of ₹ 4 lakh per month as prescribed under Part II of Schedule XIII of the Act would not be sufficient to protect the remuneration paid to Mr. Rohinton Screwvala for the financial year 2011-12.

The financial performance of the Company under the supervision and control of Managing Director has been growing for the last three years or so, with the exception of the financial year 2011-12. In the financial year 2011-12, the performance could not be up to the mark mainly due to amortisation of the movie copyrights. It is therefore submitted that financial year 2011-12 being an exceptional year, the remuneration of ₹ 10,129,534/- paid to Mr. Rohinton Screwvala be approved.

In view of these changed circumstances, this Special Resolution is being proposed by furnishing the information along with the Notice of this meeting as required by Part II of Schedule XIII, so that the necessary application can be made to the Central Government to approve the remuneration of ₹ 10,129,534/- paid to Mr. Rohinton Screwvala.

In the event remuneration paid to Mr. Rohinton Screwvala is more than the remuneration approved by the Central Government, the Company will apply for approval to waive the recovery of excess remuneration paid to Mr. Rohinton Screwvala for the financial year 2011-12 under Section 309(5B) of the Companies Act, 1956.

The aforesaid has been approved by the Remuneration Committee.

### I. GENERAL INFORMATION (As required under Part II of Schedule XIII in respect of – Mr. Rohinton Screwvala)

- (1) Nature of Industry: The Company is engaged in the business of (i) film distribution, (ii) content development and distribution, (iii) animation production etc.
- (2) Date or expected date of commencement of commercial production: The Company was incorporated on June 22, 1990 and has started business since then
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators –  
As per audited financial results for the accounting year ended March 31, 2011

Particulars	(Rupees in Million)
Turnover and other income	5,475.30
Net Profit/(Loss) before tax as per profit and Loss account	1,339.01
Profit as computed under Section 198/349 of the Companies Act, 1956	1,359.65
(5) Export performance and net foreign exchange collaborations Foreign Exchange earnings for the financial year ended 31st March, 2011 is ₹ 516.17 Million	
(6) Foreign investments or collaborators, if any: The Walt Disney Company (Southeast Asia) Pte. Ltd., existing promoter of the Company, holds 99.20% of the company as on August 31, 2012.	

### II. INFORMATION ABOUT MR. ROHINTON SCREWVALA

#### A) ROHINTON SCREWVALA

##### (1) Background

Mr. Rohinton Screwvala is graduate from Mumbai Cathedral and John Cannon School and Sydenham College of Commerce. Mr. Rohinton Screwvala has helped the Company to evolve into Pan -Asian Entertainment Company, within a span of Fifteen years. During the 1980's while the national broadcaster (Doordarshan) enjoyed a monopoly in Television broadcasting, he gave the Indian viewers first taste of choice, when he started India's very first Cable TV network. Today, not only has he built up one of India's first Corporate media & entertainment houses, with full fledged divisions catering to various aspects of the entertainment industry, but has also contributed to the growth of the Television, Animation, Feature Film and Broadcasting industries in India, Singapore and Malaysia.

##### (2) Past remuneration

During the financial year 2010-11, Mr. Rohinton Screwvala was paid a remuneration of ₹ 10.74 million (inclusive of perquisites).

##### (3) Recognition or awards:- As given under the Explanatory statement at point 5 under the heading "Information about Mr. Rohinton Screwvala".

##### (4) Job profile and his suitability

Mr. Rohinton Screwvala was responsible for over all management of the Company, subject to the supervision and control of the Board of Directors. He was also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into

consideration the qualifications and expertise, he was best suited for the responsibilities assigned to him by the Board of Directors.

- (5) Remuneration paid: As stated in the proposed resolution.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile and position of the person (in case of expatriates the relevant details would be w.r.t. the country of his origin):  
Taking into consideration the size of the Company, the profile of Mr. Rohinton Screwvala the responsibilities shouldered by him and the industry benchmarks, the remuneration paid is commensurate with the remuneration packages paid to similar top/senior level managerial personnel in other companies.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:  
Mr. Rohinton Screwvala was the founder promoter of the Company. Besides the remuneration proposed, Mr. Rohinton Screwvala does not have any other pecuniary relationship with the Company.

### III. OTHER INFORMATION:

- (1) Reason for loss or inadequate Profit, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

As at March 31, 2011, the Company has net profit of ₹ 1,338.88 million and in the coming and subsequent years, the Company shall take adequate steps for improvement of production & profit.

None of the Directors are concerned or interested in the resolution.

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

#### Item No. 6

Members are informed that the existing Articles of Association of the Company has reference to the Shareholders Agreement entered into between the Company, The Walt Disney Company (Southeast Asia) Pte Ltd and Mr. Rohinton Screwvala, M/s Unilazer Exports and Management Consultants Limited and M/s Unilazer (Hongkong) Limited (erstwhile Promoters of the Company) ("Shareholders Agreement"). The members are now been informed that subsequent to the termination of Shareholders Agreement and delisting of the Company w.e.f. March 16, 2012 the existing Articles of Association are thus proposed to be substituted with a new set of Articles applicable to the unlisted public limited companies.

As per provisions of Section 31 of the Companies Act, 1956 a Company cannot, except with the permission of the members alter its Articles of Association. Members' approval is therefore sought by Special Resolution 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 November 26, 2012.

None of the Directors are deemed to be concerned and interested to the extent of their shareholding in the Company.

The Directors of the Company recommend the passing of the resolution.

By Order of the Board of Directors

**For UTV Software Communications Limited**

**Mohd. Sajid Ali**

Company Secretary

#### Registered Office:

1181-82, Building No. 11,  
Solitaire Corporate Park,  
Guru Hargovindji Marg, Chakala,  
Andheri (E), Mumbai - 400 093.  
September 17, 2012