

UTV SOFTWARE COMMUNICATIONS LIMITED

CIN: U72200MH1990PLC056987

Registered Office: 1st Floor, Building No. 14, Solitaire Corporate Park,

Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai – 400 093

Tel No. 022 - 61091000, Fax No. 022 - 67421930

Website: www.utvgroup.com, Email: utvinvestors@disney.in

POSTAL BALLOT FORM

Serial No.:

1. Name and Registered Address of the
First named Member
(In block letters)

2. Name(s) of the Joint Holder(s) (if any)

3. Regd. Folio No./DP ID No. & Client ID No.*
(*Applicable to investors holding
shares in dematerialized form)

4. Number of Equity Share(s) held

I/We hereby exercise my/our vote in respect of the following Special resolution to be passed through Postal Ballot for the business stated in the Notice of Postal ballot dated August 29, 2016 of UTV Software Communications Limited ("the Company") by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Resolution	No. of shares held	I/We assent to the resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To approve the closure of the Company's local studios business pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013			

Place: _____ Date: _____ (Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN

NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES.

INSTRUCTIONS

1. A Members desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the Members (s) will also be accepted. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on September 29, 2016. 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.
2. Please convey your assent / dissent in this Postal Ballot Form. Assent or dissent received in any other form or on a photocopy of the ballot paper shall not be considered valid. Votes should be cast by putting a tick mark in the column provided in the Ballot Form.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the Member (per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his / her absence, by the next named Members.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected. A ballot form will also be rejected if it is received in torn, defaced or mutilated condition. The Scrutinizer's decision on the validity of a form shall be final.
6. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories.
7. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Form.
8. A Member may request for a duplicate Postal Ballot Form, if so required by sending an email to evoting@karvy.com . However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on September 29, 2016.
9. The exercise of vote through postal ballot is not permitted through a proxy.
10. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date, i.e. August 26, 2016.
12. The Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
15. The Company is pleased to offer e-voting facility as an alternative mode of casting vote by all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.