

**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**Form No. MGT-12****Polling Paper***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*Name of the Company: **UTV SOFTWARE COMMUNICATIONS LIMITED**

Registered Office: 1st Floor, Building No. 14, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai – 400 093

POSTAL BALLOT FORM / BALLOT PAPER

Serial No. :

1. Name and Registered Address of the sole / first
named Shareholder :

2. Name(s) of the Joint Shareholder(s) if any :

3. Registered Folio No./ DP ID No./ Client ID*
(*Applicable for investors holding shares in
dematerialized form) :

4. Class of share :

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 November 03, 2015 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.	Description	No. of shares held by me	I / we assent to the resolution (FOR)	I / we dissent to the resolution (AGAINST)
1.	To change the object clause of the Memorandum of Association of the Company			

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 Shareholder(s) 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 Shareholder(s) will also be accepted. Assent / Dissent received after 5 p.m. on December 15, 2015 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 Shareholder (as 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 Shareholder and in his / her absence, by the next named Shareholder.
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. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on December 15, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
7. 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.
8. 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.
9. A Shareholder 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 December 15, 2015.
10. The exercise of vote through postal ballot is not permitted through a proxy.
11. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e. October 30, 2015.
13. The Shareholders 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.
14. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
15. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
16. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.