

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

ITEM NO.1

Members are informed that pursuant to Section 186 of the Companies Act, 2013, which corresponds to Section 372A of the erstwhile Companies Act, 1956, every company requires prior approval by means of a special resolution passed by the members to make investments, give loans or guarantees or provide any security in excess of sixty percent of its paid-up capital, free reserves and security premium account or one hundred percent of its free reserves and security premium account, whichever is more.

The Company had obtained approval from its shareholders vide postal ballot resolution passed on 19th August, 2008, under Section 372A of the erstwhile Companies Act, 1956 to make investments, give loans or guarantees or provide any security in excess of sixty percent of its paid-up capital, free reserves and security premium account or one hundred percent of its free reserves and security premium account, whichever is more, up to a limit of Rs. 1,000 Crores (Rupees One Thousand Crores only).

The increasing business operations and future growth plans of the company including the growth plans of subsidiary companies / bodies corporate necessitate restructuring limits by authorizing the Board of Directors to give intercorporate loans or guarantee or provide any security up to an aggregate value of Rs. 1,500 crores (Rupees One Thousand Five Hundred Crores) or its equivalent in foreign currency in case all or any of the inter-corporate loans, guarantees and investments is in currencies other than Indian Rupees, in one or more tranches from time to time.

The funds required to give loans or make any investments will be sourced through internal accruals, equity proceeds and/ or borrowings.

Pursuant to Section 110 of the Act read with the Rules, the consent of the shareholders for the above purpose is proposed to be obtained by means of a postal ballot.

Your Directors recommend the resolution at item no.1 for your approval. Your approval is sought by voting in postal ballot 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.

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

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

Puneet Juneja
Company Secretary
A.C.S – A17151

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

Mumbai, July 27, 2015



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) Rule, 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 alternate for the members which would enable the members to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Members desiring to opt for e-voting as 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 Monday, September 21, 2015 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 Wednesday, September 23, 2015 at the Registered Office of the Company. 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**

Puneet Juneja
Company Secretary
A.C.S – A17151

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

Mumbai, July 27, 2015

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 186 of the Companies Act, 2013 and other applicable provision(s) of the Companies Act, 2013 (read with Rule 11 of the Companies (Meetings of Board and its powers) Rules, 2014) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals of the regulatory authorities wherever necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company to directly or indirectly make any inter-corporate loans, give any guarantees or provide any security/ies, acquire by way of subscription, purchase or otherwise securities of the subsidiaries (whether present or future) / bodies corporate up to an aggregate value of Rs.1,500 crores (Rupees One Thousand Five Hundred Crores) or its equivalent in foreign currency in case all or any of the inter-corporate loans, guarantees and investments is in currencies other than Indian Rupees, in one or more tranches from time to time, including but not limited to the following subsidiaries / affiliate / group companies / bodies corporate namely (1) IG Interactive Entertainment Limited and its wholly-owned subsidiary Ignition Entertainment Limited – UK which includes its further step-down wholly-owned subsidiaries Ignition Entertainment Limited (USA) and Ignition London Limited (2) UTV Communications (USA) LLC (3) Indiagames Limited (4) Disney Entertainment (India) Limited and its wholly-owned subsidiaries Genx Entertainment Limited and Disney Broadcasting (India) Limited (5) The Walt Disney Company (India) Private Limited and (6) United Home Entertainment Private Limited, notwithstanding that the aggregate of the loans made, guarantees given or securities provided to all bodies corporate may exceed the limits prescribed under the said section and any other applicable provisions, if any, of the Companies Act, 2013.

FURTHER RESOLVED THAT any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to negotiate the terms and conditions of the proposed loans, guarantees, securities, investments etc., as they may deem fit and in the best interest of the Company and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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 July 27, 2015 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 July 24, 2015. 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 21, 2015 (**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 Shareholders 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 by physical mode. E-voting is optional for the shareholders. 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 M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company.
6. The Postal Ballot Notice is placed in the 'Investor's 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 p.m. on September 21, 2015 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. July 24, 2015.
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 Thursday, August 20, 2015 (9.00 a.m. IST) and end on Monday, September 21, 2015 (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 September 21, 2015 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 11.00 a.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 Wednesday, September 23, 2015 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. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
16. The Board of Directors has appointed the Company Secretary as the person responsible for the entire postal ballot process.
17. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered 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 Shareholders 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 shareholder 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. Shareholders 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 345 4001 (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**

Puneet Juneja
Company Secretary
A.C.S – A17151
Registered Office:
1st Floor, Building No. 14
Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai 400 093.

Mumbai, July 27, 2015