

UTV SOFTWARE COMMUNICATIONS LIMITED

CIN: U72200MH1990PLC056987

Registered Office: 1stFloor, 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 the Company seeks approval of Members, through Postal Ballot in respect of the following resolution(s) appended below. The explanatory statement pursuant to Section 102 of the Act and pertaining to the said resolutions 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. IST on Tuesday, June 28, 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 or any other director authorised in this regard. The result of the Postal Ballot would be announced by the Whole-time Director or any other director of the Company authorised by him on Wednesday, June 29, 2016 at the Registered Office of the Company at 5:00 p.m. IST. 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.

May 23, 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 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and all other applicable rules, regulations, guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, ratification/approval of the Members of the Company be and is hereby accorded for entering into contracts or arrangements with related party(ies) as defined under the Act and the Rules made thereunder from April 01, 2016 with such annual limits per details and on the terms and conditions as set out under item no.1 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may constitute to exercise its powers) be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such transaction/payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the inputs and services as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder, the Members hereby approve and ratify the following contract / arrangement entered into by the Company during the financial year 2015-16 which was at arm’s length basis details of which are more particularly set out under item no.2 of the Explanatory Statement annexed to this Notice.

| Name of Related Party | Relationship | Nature, Duration, Particulars of Contract/Arrangement | Transaction value in INR Millions |
|-------------------------|-----------------------|---|-----------------------------------|
| Disney Destinations LLC | Common Control Entity | Central Support on an ongoing basis including but not limited to sharing of common services & Facilities, Salary recharge, expense reimbursement etc. | 0.45 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the inputs and services as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this 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 May 23, 2016 has 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 May 20, 2016. A person who is not a Member as on May 20, 2016 should treat this Notice as for information purposes only. Notice of Postal Ballot is also being sent by email to those

Members who have registered their e-mail addresses with the Company or with the Depository Participant (“DP”) unless any Member has requested for a physical copy of the same. 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 Tuesday, June 28, 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. Voting, both by ballot or e-voting, shall not be allowed beyond the aforesaid date and time.
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”), the Registrar and Transfer Agents of the Company for facilitating e-voting to enable the Members to cast their votes electronically instead of by 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.
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. IST on June 28, 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 record date, i.e. May 20, 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 Monday, May 30, 2016 (9:00 a.m. IST) and end on Tuesday, June 28, 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 June 28, 2016 at 5:00 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 Whole Time Director of the Company or any other director authorised in this regard after the completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at 5:00 p.m. IST 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, June 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, it shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting. 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 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 Record 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) 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 44655000 or 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
 May 23, 2016

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

For Item No.1 and 2

The provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 ("the Rules") governs the Related Party Transactions, requiring a Company to obtain prior approval of the Board and in certain cases, the prior approval of Members by way of a resolution if such transactions are not in the ordinary course of business and/or not on arm's length basis.

Further, Section 188(3) of the Act provides that where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting under sub-section (1) the same shall be ratified by the Board or, as the case may be, by the Members at a meeting within a period of three months from the date on which such contract or arrangement was entered into, failing which such contract or arrangement shall be voidable at the option of the Board.

Members are informed that your Company had entered into following transaction(s) with a related party during FY 2015-16 which was not in the ordinary course of business and the same is proposed for ratification by shareholders:

| Name of Related Party | Relationship | Nature, Duration, Particulars of Contract/Arrangement | Transaction value in INR Millions |
|-------------------------|-----------------------|---|-----------------------------------|
| Disney Destinations LLC | Common Control Entity | Central Support on an ongoing basis including but not limited to sharing of common services & Facilities, Salary recharge, expense reimbursement etc. | 0.45 |

Members are informed that your Company proposes to enter into following transaction(s) with related party(ies) with such annual limits as specified below with effect from **April 01, 2016** for which the Company would require shareholders' approval since they are not in the ordinary course of business and exceed the threshold limit laid down in Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

| Name of Related Party (ies) | Relationship | Nature, Duration, Particulars of Contract/Arrangement | Transaction value in INR Millions |
|---|-----------------------|---|-----------------------------------|
| The Walt Disney Company (India) Private Limited | Common Control Entity | Central Support on an ongoing basis including but not limited to sharing of common services & Facilities, Salary recharge, expense reimbursement etc. | 500.00 |
| The Walt Disney Company (Asia Pacific) Limited | Common Control Entity | | 300.00 |
| Buena Vista International Inc. | Common Control Entity | | 100.00 |

| | | | |
|---|--------------------------|--------------|----------------|
| The Walt Disney Company UK | Common Control Entity | | 40.00 |
| The Walt Disney Company, USA | Ultimate Holding Company | | 30.00 |
| IG Interactive Entertainment Limited UK | Wholly Owned Subsidiary | | 45.00 |
| UTV Communications (USA) LLC | Wholly Owned Subsidiary | | 25.00 |
| Disney Broadcasting (India) Limited | Step Down Subsidiary | | 70.00 |
| Genx Entertainment Limited | Step Down Subsidiary | | 60.00 |
| Disney Entertainment (India) Limited | Subsidiary | | 25.00 |
| Indiagames Limited | Subsidiary | | 20.00 |
| The Walt Disney Company (Australia) P/L | Common Control Entity | | 25.00 |
| Disney Destinations LLC | Common Control Entity | | 2.50 |
| | | Total | 1242.50 |

Details as required by Explanation 3 to the Rules in respect of the proposed transaction(s) with related party (ies) mentioned in Item No.1 and transaction(s) with related party during FY 2015-16 mentioned in Item No.2 are furnished below:

(a) Name of the related party: As provided in the table above.

(b) Name of the director or key managerial personnel who is related, if any: N.A.

(c) Nature of relationship: As stated above

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Company and Related Party amongst themselves provide and receive central support on an on-going basis for carrying its business operations including but not limited to the use and sharing of office premises and services to be provided at the premises such as electricity, cafeteria facilities, communication facilities, housekeeping services, salary recharge, water facilities, security personnel, administration and information technology support services amongst others. Further, your Company in its normal course of business also incurs expenses on behalf of Related Party and also reimburse various expenses paid by Related Party on behalf of your Company. The nature and monetary value are as provided in table above.

(e) Any other information relevant or important for the Members to take a decision on the proposed resolution: NIL

Members are also informed that in terms of the second proviso to Section 188(1), no Member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into, by the Company, if such Member is a related party.

Considering the nature of the support being provided/received and the value obtained as a result of such support, the Board of Directors have evaluated the said arrangement and found it to be reasonable.

The Board recommends the resolution as set out in the accompanying notice for the approval and ratification by Members of the Company as Special Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution as set out in Resolution No. 1 & 2 above except to the extent of their shareholding, if any.

Your Directors recommend the resolutions at item nos.1 and 2 for your approval. 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

Registered Office:

1st Floor, Building No. 14,

Solitaire Corporate Park,

Guru Hargovindji Marg, Chakala,

Andheri (E), Mumbai 400 093.

May 23, 2016