

# UTV SOFTWARE COMMUNICATIONS LIMITED

CIN: U72200MH1990PLC056987

Registered Office: 1<sup>st</sup>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 resolutions 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 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 Saturday, March 26, 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. The result of the Postal Ballot would be announced by the Whole-time Director or the Company Secretary of the Company on Monday, March 28, 2016 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  
M.No.: A17151  
Registered Office:  
1st Floor, Building No. 14  
Solitaire Corporate Park,  
Guru Hargovindji Marg, Chakala,  
Andheri (E), Mumbai -400 093.

February 22, 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, and the Memorandum and Articles of Association of the Company, the Company hereby approves the re-appointment of Mr. Narendra Ambwani (DIN: 00236658), in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, as an Independent Director of the Company with effect from March 31, 2016 for a term of 5 (five) years up to March 30, 2021, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** all the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized 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.”

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

**“RESOLVED THAT** pursuant to the provisions of 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, and the Memorandum and Articles of Association of the Company, the Company hereby approves the re-appointment of Mr. Prem Mehta (DIN:00005622), in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, as an Independent Director of the Company with effect from March 31, 2016 for a term of 5 (five) years up to March 30, 2021, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** all the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized 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.”

#### **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 February 22, 2016 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 February 12, 2016. 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 March 26, 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.
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](http://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](http://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](mailto: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. on March 26, 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 cut-off date, i.e. February 12, 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 Friday, February 26, 2016 (9.00 a.m. IST) and end on Saturday, March 26, 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 March 26, 2016 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 whole time director 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 1<sup>st</sup> Floor, Building No. 14, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri East, Mumbai – 400 093 on Monday, March 28, 2016 and the same will be placed on the website of the Company [www.utvgroup.com](http://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 relevant documents (including copies of the draft letters of appointment of Mr. Narendra Ambwani and Mr. Prem Mehta as Independent Directors, setting out the terms and conditions of their appointment) 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 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  
M. No.: A17151  
Registered Office:  
1st Floor, Building No. 14  
Solitaire Corporate Park,  
Guru Hargovindji Marg, Chakala,  
Andheri (E), Mumbai 400 093.  
February 22, 2016

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

**For Item No.1**

The Board of Directors at its meeting held on March 31, 2015 had appointed Mr. Narendra Ambwani (DIN: 00236658) as Independent Director of the Company with effect from March 31, 2015 for a period of 1(One) year up to March 30, 2016, which appointment was regularized by the shareholders of the Company at the Annual General Meeting held on September 30, 2015.

Your company has received a notice under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- from a shareholder signifying his intention to propose the name of Mr. Narendra Ambwani for re-appointment as an Independent Director of your company.

The Company has received from Mr. Narendra Ambwani the consent letter in Form DIR-2 together with the disclosures made by Mr. Narendra Ambwani pursuant to Section 184 and Section 164(2) of the Companies Act, 2013 [read with rule 9(1) of the Companies (Meetings of Board and its powers) Rules, 2014] and a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the Re- appointment of Mr. Narendra Ambwani as an Independent Director of the Company for a period of 5 (five) years from March 31, 2016 up to March 30, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

Mr. Narendra Ambwani has more than 34 years of experience in marketing and general management and he serves on the Boards of various corporates in India. Therefore, the Board feels that presence of Mr. Narendra Ambwani on the Board is desirable and would be beneficial to the Company and hence recommend resolution as set out at item no. 1 for your approval. Further details of Mr. Narendra Ambwani as required are set out in **Annexure A** hereto.

The Board has carried out the performance evaluation of Mr. Narendra Ambwani basis the attendance in Board and Committee Meetings, timely inputs on the minutes of the meetings, contribution and active participation in the meeting, adherence to ethical standards & code of conduct of Company, disclosure of independence, as and when required and disclosure of interest and value addition to the Board. Basis the framework adopted by the Board to carry out the evaluation, Mr. Narendra Ambwani surpasses expectation in all areas as aforementioned.

In the opinion of the Board, Mr. Narendra Ambwani fulfils the conditions specified in the Companies Act, 2013 and rules issued thereunder for re-appointment as an Independent Director of the Company; Mr. Narendra Ambwani is independent of the management; and basis the performance evaluation by the Board, Mr. Narendra Ambwani be re-appointed for the period as aforesaid.

Other than Mr. Narendra Ambwani, no Director or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

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.

**For Item No.2**

The Board of Directors, at its meeting held on March 31, 2015, had appointed Mr. Prem Mehta (DIN:00005622) as Independent Director of the Company with effect from March 31, 2015 for a period of 1(One) year up to March 30, 2016, which appointment was regularized by the shareholders of the Company at the Annual General Meeting held on September 30, 2015.

Your company has received a notice under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- from a shareholder signifying his intention to propose the name of Mr. Prem Mehta for Re-appointment as an Independent Director of your company.

The Company has received from Mr. Prem Mehta the consent letter in Form DIR-2 together with the disclosures made by Mr. Prem Mehta pursuant to Section 184 and Section 164(2) of the Companies Act, 2013 [read with rule 9(1) of the Companies (Meetings of Board and its powers) Rules, 2014] and a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the Re-appointment of Mr. Prem Mehta as an Independent Director of the Company for a period of 5 (five) years from March 31, 2016 up to March 30, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He will not be liable to retire by rotation.

Mr. Prem Mehta has more than 30 years of professional experience of marketing, advertising and general management. Therefore, the Board feels that presence of Mr. Prem Mehta on the Board is desirable and would be beneficial to the Company and hence recommend resolution as set out at item no. 2 for your approval. Further details of Mr. Prem Mehta as required are set out in **Annexure A** hereto.

The Board has carried out the performance evaluation of Mr.Prem Mehta basis the attendance in Board and Committee Meetings, timely inputs on the minutes of the meetings, contribution and active participation in the meeting, adherence to ethical standards & code of conduct of Company, disclosure of independence, as and when required and disclosure of interest and value addition to the Board. Basis the framework adopted by the Board to carry out the evaluation, Mr.Prem Mehta surpasses expectation in all areas as aforementioned.

In the opinion of the Board, Mr. Prem Mehta fulfils the conditions specified in the Companies Act, 2013 and rules issued thereunder for re-appointment as an Independent Director of the Company; Mr. Prem Mehta is independent of the management; and basis the performance evaluation by the Board, Mr. Prem Mehta be re-appointed for the period as aforesaid.

Other than Mr. Prem Mehta, no Director or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

Your Directors recommend the resolution at item no.2 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.

#### **Annexure A**

#### **Details of the Independent directors seeking Re-Appointment (In pursuance of Clause 1.2.5 of Secretarial Standards on General Meetings)**

<b>Name of the Director</b>	<b>PremMehta</b>	<b>Narendra Kumar Ambwani</b>
Date of Birth	16-Oct-1944	15-Nov-1948
Date of first appointment on Board	31-Mar-2015	31-Mar-2015
Relationship with Directors, Manager and Key Managerial Personnel of the Company	None	None
Expertise in Specific functional area	Marketing, advertising and general management	Marketing and general management
Qualification	MBA, Commerce Graduate	PGDBA-IIT, B-Tech and Electrical Engineer – IIT
Board Membership of Companies as on December 31, 2015	<ol style="list-style-type: none"> <li>1. Northpoint Training and Research Private Limited</li> <li>2. Polygel Industries Private Limited</li> <li>3. Indiagames Limited</li> <li>4. Genx Entertainment Limited</li> <li>5. Disney Broadcasting (India) Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. The Advertising Standards Council of India</li> <li>2. Agro Tech Foods Limited</li> <li>3. Godrej Consumer Products Limited</li> <li>4. RPG Life Sciences Limited</li> <li>5. The Indian Society of Advertisers</li> <li>6. Indiagames Limited</li> <li>7. Genx Entertainment Limited</li> <li>8. Disney Broadcasting (India) Limited</li> <li>9. Zeus career &amp; performance coach private Limited</li> <li>10. Parag Milk foods Limited</li> </ol>

<p>Chairman/Member of the Committee of the Board of directors of other Companies as on December 31, 2015</p>	<p><b>1. Indiagames Limited</b> Member – Audit Committee, and Nomination and Remuneration Committee.</p> <p><b>2. Genx Entertainment Limited</b> Member – Audit Committee, and Nomination and Remuneration Committee</p> <p><b>3. Disney Broadcasting (India) Limited</b> Member – Audit Committee, and Nomination and Remuneration Committee</p>	<p><b>1. Agro Tech Foods Limited</b> Member - Nomination and Remuneration Committee, Audit Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee</p> <p><b>2. Godrej Consumer Products Limited</b> Chairperson – Nomination and Remuneration Committee Member - Audit Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee</p> <p><b>3. RPG Life Sciences Limited</b> Member – Stakeholders Relationship Committee</p> <p><b>4. Indiagames Limited</b> Member – Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee</p> <p><b>5. Genx Entertainment Limited</b> Member – Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee</p> <p><b>6. Disney Broadcasting (India) Limited</b> Member – Audit Committee, and Nomination and Remuneration Committee</p>
<p>Number of Shares held in the Company as on March 31, 2015 and December 31,2015</p>	<p><b>Nil</b></p>	<p><b>Nil</b></p>
<p>Number of Board Meetings attended from April 1, 2015 onwards till date</p>	<p><b>4</b></p>	<p><b>4</b></p>
<p>Remuneration sought to be paid</p>	<p>Only Sitting Fees of Rs.40,000/- per meeting of the Board and its Committees</p>	<p>Only Sitting Fees of Rs.40,000/- per meeting of the Board and its Committees</p>
<p>Remuneration last drawn</p>	<p>Sitting Fees of Rs.40,000/- per meeting of the Board and its Committees.</p>	<p>Sitting Fees of Rs.40,000/- per meeting of the Board and its Committees.</p>

Terms and conditions of re-appointment	The proposed re-appointment will be for a period of 5 (five) years with effect from March 31, 2016 up to March 30, 2021. Other than sitting fees of Rs.40,000/- per meeting of the Board and its Committees, no other remuneration will be paid to the proposed appointee. A draft of the letter of appointment to be entered into with Mr.Prem Mehta is available for inspection at the Registered Office of the Company on all working days, during business hours up to March 26,2016.	The proposed re-appointment will be for a period of 5 (five) years with effect from March 31, 2016 up to March 30, 2021. Other than sitting fees of Rs.40,000/- per meeting of the Board and its Committees, no other remuneration will be paid to the proposed appointee. A draft of the letter of appointment to be entered into with Mr.Narendra Ambwani is available for inspection at the Registered Office of the Company on all working days, during business hours up to March 26,2016.
Justification for appointment as Independent Director	Mr. Prem Mehta has more than 30 years of professional experience of marketing, advertising and general management.Further, basis the performance evaluation by the Board, the Board feels that presence of Mr. Prem Mehta on the Board is desirable and would be beneficial to the Company.	Mr. Narendra Ambwani has more than 34 years of experience in marketing and general management and he serves on the Boards of various corporates in India. Further, basis the performance evaluation by the Board, the Board feels that presence of Mr. Narendra Ambwani on the Board is desirable and would be beneficial to the Company.

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

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.  
February 22, 2016