

UTV SOFTWARE COMMUNICATIONS LIMITED

CIN: U72200MH1990PLC056987

Regd. 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

Website: www.utvgroup.com **E-mail:** utvinvestors@disney.in

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of UTV Software Communications Limited will be held on **Friday, December 21, 2018** at The Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account, both standalone and consolidated, for the financial year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Monisha Shroff (DIN: 05220951), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**
“RESOLVED THAT pursuant to Sections 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby accorded to alter the main clause of the Memorandum of Association of the Company by inserting the following new clauses after the existing sub-clause no. 3(C) of Clause (III)(A) dealing with main objects of the Company.
4A) To provide, promote, undertake, engage, conceptualize, develop, create, maintain, assist, establish or perform, either on its own or in collaboration or association with third party, any designing, developing, engineering, technical and consultancy services for development of Information Technology covering Software & Networking (IT) Projects of all types and descriptions in India and outside India including but not limited to re-engineering, process analysis, prototyping, test and validation, marketing, sourcing support, maintenance, sustenance and any such other services.
4B) To engage in and conduct the business of planning, processing, analysing, test and validation, sourcing support, procurement services, inventory management, maintenance, sustenance and any such other support services in India or at any place outside India for developing the business or businesses of the Company.
4C) To provide and increase stakeholder value through the delivery of enterprise reporting and analytics, efficiency and productivity projects, value-added process improvements, and automation-related initiatives in support of the Company’s centralized shared services functions. Perform systems administration and configuration responsibilities associated with support to Disney Worldwide Shared Services tools. Leverage contemporary technologies, process reengineering, and in-depth data-mining/analysis to innovate and drive improvements in compliance, data accuracy, productivity, and service excellence.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra, Mumbai and do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

4. To consider and if thought fit, to pass with or without modification(s), 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 2017-18 which was at arm’s length basis details of which are more particularly set out under item no. 4 of the Explanatory Statement annexed to this Notice.

Name of Related Party	Relationship	Nature, Duration, Particulars of Contract/Arrangement	Transaction value in INR Millions
PT. Walt Disney Indonesia	Common Control Entity	Central Support on an ongoing basis including but not limited to sharing of common services & Facilities, Salary recharge etc.	9.60
The Walt Disney Company (Malaysia) Sdn. Bhd.			6.57
The Walt Disney Company (Philippines), Inc.			14.62
The Walt Disney (Thailand) Co. Ltd.			7.64

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.”

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

Sd/-
Puneet Juneja
Company Secretary
ACS 17151

Registered Office:

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

Date: November 16, 2018

Notes:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY / PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTYEIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.
- (2) Only registered members of the Company may attend and vote (either in person or by proxy or by authorized representative under Sections 112 and 113 of the Companies Act, 2013) at the Meeting. The authorized representative of a body corporate which is a registered equity shareholder of the Company may attend and vote at the Meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote in the Meeting is deposited at the registered office of the Company not later than 48 hours before the Meeting.
- (3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (4) Information regarding particulars of the Directors to be appointed requiring disclosures in terms of Secretarial Standard 2 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the AGM is annexed hereto.
- (5) The Notice is being sent to all the Members whose names appear in the Register of Members/list of beneficial owners maintained by the Company’s Registrars and share transfer agents, M/s. Karvy Computershare Private Limited and the Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on November 09, 2018. Notice of the Meeting is 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) are being sent in physical form by permitted mode to all other Members. This Notice convening the Meeting is also displayed/posted on the website of the Company www.utvgroup.com.
- (6) Members are requested to notify any change of their address to the Company’s Registrars and share transfer agents, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.
- (7) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited.

Members holding shares in Demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

- (8) All relevant documents referred to in the above Notice and other documents required to be open for inspection are open for inspection 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 during working hours on all working days except on holidays, up to and including the date of the Meeting and shall also be available at the venue of the Meeting.
- (9) Registered shareholders who hold shares in dematerialised form are requested to bring their Client ID and DP ID details and members who hold shares in physical form are requested to bring their folio numbers for easy identification of the attendance at the Meeting.
- (10) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the register of members of the Company in respect of such joint holding will be entitled to vote.
- (11) The Company is pleased to provide the facility of remote e-voting for voting on all items of business at the Meeting to all members as per the applicable Regulations relating to e-voting. E-voting instructions have been provided explaining the process of remote e-voting with necessary user ids and password(s) along with procedure for such e-voting below. Such remote e-voting facility is in addition to physical voting that may take place at the meeting venue on December 21, 2018.
- (12) The Board of Directors on November 16, 2018 had 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 remote e-voting for the Meeting in a fair and transparent manner.
- (13) Please note that the Members can opt for only one mode of voting i.e., either by voting at the Meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
- (14) Voting rights (for both manual and e-voting) 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. Friday, December 14, 2018 ("cut-off date"). A person who is not a Member as on Friday, December 14, 2018 should treat this Notice as for information purposes only.
- (15) The e-voting period will commence on Tuesday, December 18, 2018 (9:00 a.m. IST) and end on Thursday, December 20, 2018 (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 Thursday, December 20, 2018 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.
- (16) The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014, including the date of completion of dispatch of notices of the Meetings alongwith the Explanatory Statement etc. shall be published through an advertisement in the following newspapers: (i) Free Press Journal in English, (ii) Navshakti in Marathi in their Mumbai edition.
- (17) For members attending the Meeting and not casting vote by e-voting, a ballot process will be carried out by distributing ballot/poll slips at the Meeting. Any Member, who has already exercised his votes through e-voting, may attend the Meeting but is prohibited to vote at the Meeting and his vote, if any, cast at the Meeting shall be treated as invalid. A Proxy can vote in the ballot process.
- (18) The results of the e-voting and physical voting shall be declared at the end of the Meeting.
- (19) At the 27th AGM of the Company held on December 18, 2017, the members approved the appointment of M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of 27th AGM till the conclusion of the 32nd AGM, subject to ratification of their appointment by members at every AGM if so required under the Companies Act, 2013. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every AGM. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 28th AGM.
- (20) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
- (21) With the aim of curbing fraud and manipulation risk in physical transfer of securities, Ministry of Corporate Affairs on September 10, 2018 has notified that with effect from October 2, 2018, issue of further shares and transfer of all shares by unlisted public companies shall be in dematerialised form only. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
- (22) Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, 31-32, Unit: UTV Software Communications Limited, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
- (23) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share

Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-

- a. The change in the residential status on return to India for permanent settlement.
- b. The particulars of the NRE account with a Bank in India, if not furnished earlier.

(24) 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 Attendance Slip.
 - 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).

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

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS II ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA (“ICSI”)

Item No. 3:

The members are informed that the existing Objects clause III of the Memorandum of Association (“MOA”) of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C) Other objects.

You may note that the Company presently in the business of inter alia licensing and distribution of content on various media platforms including interactive and digital platforms. Further in line with the future plans of the Company and its respective subsidiaries and affiliates, the Board proposes to expand Company’s activities, in the areas of support services including but not limited to the business of sourcing and procurement and information technology.

The proposed business activities discussed herein above can be conventionally and advantageously combined with the existing business of the Company in order to enable the Company and its Subsidiaries to undertake this additional business as above, it is proposed to amend the main object clause of the MOA of the Company by inserting new objects under clause III.

Accordingly, the Board of Directors of the Company at its meeting held on November 12, 2018 proposed to alter Clause III (Objects Clause) of MOA of the Company as set out in the resolution at Item No. 3 of the Notice, subject to the approval of members of the Company by way of special resolution under the provisions of the Act and any other applicable statutory and regulatory approvals. Such alterations in the Object Clause shall be effective upon registration of the resolution by the Registrar of Companies, Mumbai.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Main object Clause of MOA of the Company.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

None of the Promoters /Directors/Key Managerial Personnel of the Company/ their respective relatives are in, anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members of the Company.

Item No. 4:

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.

You may kindly note that the members of the Company at the Extra Ordinary General Meeting held on May 29, 2018 had approved the transactions with the related parties during the financial year 2017-18 with the limits as herein below:

Name of Related Party	Relationship	Nature, Duration, Particulars of Contract/Arrangement	Transaction value in INR Millions
PT. Walt Disney Indonesia	Common Control Entity	Central Support on an ongoing basis including but not limited to sharing of common services & Facilities, Salary recharge etc.	8.80
The Walt Disney Company (Malaysia) Sdn. Bhd.			5.96
The Walt Disney Company (Philippines), Inc.			13.79
The Walt Disney (Thailand) Co Ltd.			6.94

However, during the financial year 2017-18, the actual value of the transactions with the aforesaid related parties at arm’s length basis, were as below, for which ratification and approval of the Members is being sought:

Name of Related Party	Relationship	Nature, Duration, Particulars of Contract/Arrangement	Transaction value in INR Millions
PT. Walt Disney Indonesia	Common Control Entity	Central Support on an ongoing basis including but not limited to sharing of common services & Facilities, Salary recharge etc.	9.60
The Walt Disney Company (Malaysia) Sdn. Bhd.			6.57
The Walt Disney Company (Philippines), Inc.			14.62
The Walt Disney (Thailand) Co. Ltd.			7.64

Details as required by Explanation 3 to the Rules in respect of the ratification of the transaction(s) with related party (ies) mentioned in Item No. 4.

- (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 a 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 Item No. 4 above except to the extent of their shareholding, if any.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members of the Company.

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

Sd/-
Puneet Juneja
Company Secretary
ACS 17151

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

November 16, 2018

Details of the directors seeking Appointment/ Re-Appointment in the forthcoming Annual General Meeting (In pursuance of Clause 1.2.5 of Secretarial Standards on General Meetings).

Name of the Director	Monisha Shroff
Date of Birth & Age	08-Nov-1964 / 54 yrs
Date of first Appointment on Board	01-Jul-2017
Relationship with Directors, Manager and other Key Managerial Personnel of the Company	None
Expertise in Specific functional area	Finance
Total years of experience	29
Qualification	B.Com, CA
Board Membership of other Companies as on March 31, 2018	Nil
Chairman/Member of the Committee of the Board of directors of other Companies as on March 31, 2018	Nil
Number of Shares held in the Company as on March 31, 2018	01 (excluding shares held as nominee)
Number of Board Meetings attended during the year	02
Remuneration to be paid	Nil
Remuneration last drawn from the Company	Nil
Terms and conditions of re-appointment	N.A.

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

E-mail: utvinvestors@disney.in **Website:** www.utvgroup.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) :
Registered address :
E-mail ID :
Folio No./DP ID-Client ID No. :

I/,We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- 1. Name : E-mail ID:
Address :
Signature : or failing him
- 2. Name : E-mail ID:
Address :
Signature : or failing him
- 3. Name : E-mail ID:
Address :
Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, December 21, 2018 at 11.00 a.m. at The Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution
Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statements both Standalone & Consolidated for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Ms. Monisha Shroff (DIN: 05220951), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
3	To alter the object clause of the Memorandum of Association of the Company.
4	Approval and ratification of transaction(s) with Related Parties under Section 188 of the Companies Act, 2013 and applicable Rules thereunder, as amended from time to time, for FY2017-18.

Signed this day of 2018

Signature of shareholder :

Signature of Proxy holder:



Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Applicant not less than 48 hours before the commencement of the Meeting.
- (2) Revenue Stamp of ₹ 1/- is to be affixed on this form. The form should be signed across the stamp as per specimen signature registered with the Company/Depository participant.
- (3) A proxy need not be a member of the company.
- (4) All alterations made in the form of proxy should be initialled.
- (5) A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Applicant carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

ROUTE MAP OF NEHRU CENTRE

