

## 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 27th Annual General Meeting of the Members of UTV Software Communications Limited will be held on Monday, December 18, 2017 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, 2017 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 Mr. Sujit Vaidya (DIN: 03287161), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, consent of the Company be and is hereby given for appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 32nd (Thirty Second) Annual General Meeting of the Company, on such remuneration and other terms and conditions as may be mutually agreed to by M/s. MSKA & Associates, Chartered Accountants and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

#### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
**“RESOLVED THAT** Ms. Monisha Suresh Shroff (DIN: 05220951), who was appointed as an Additional Director of the Company with effect from July 01, 2017 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and to finalise and execute all such deeds documents and writings as may be necessary, desirable or expedient as the Board may deem fit.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution:**  
**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded for the appointment of Mr. Sujit Vaidya (DIN: 03287161) as the Whole Time Director of the Company for a period of 05 (Five) years commencing from July 01, 2017 and expiring on June 30, 2022 on the terms and conditions as set out under item no.5 & 6 of the Explanatory Statement annexed to this Notice, with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment of Mr. Sujit Vaidya in the best interests of the Company and as may be permissible at law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to finalise and execute all such deeds documents and writings as may be necessary, desirable or expedient as the Board may deem fit.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**  
**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies

Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment to Mr. Sujit Vaidya, Whole Time Director (DIN: 03287161), such remuneration, for a period of 03 (three) years commencing from July 01, 2017 to June 30, 2020, as stated under item no.5 & 6 of the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to finalise and execute all such deeds documents and writings as may be necessary, desirable or expedient as the Board may deem fit.

**RESOLVED FURTHER THAT** that the Board be and is hereby authorised to delegate all or any of the powers conferred by the aforesaid resolution on it to any committee of directors or any director(s) or officer(s) of the Company to give effect to the above resolution.”

7. 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 Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded for the appointment of Mr. Mahesh Samat (DIN: 02321902) as the Managing Director of the Company for a period of 05 (Five) years commencing from July 01, 2017 and expiring on June 30, 2022 on the terms and conditions as set out under item no.7 & 8 of the Explanatory Statement annexed to this Notice, with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment of Mr. Mahesh Samat in the best interests of the Company and as may be permissible at law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to finalise and execute all such deeds documents and writings as may be necessary, desirable or expedient as the Board may deem fit.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment to Mr. Mahesh Samat, Managing Director (DIN: 02321902), such remuneration, for a period of 03 (three) years commencing from July 01, 2017 to June 30, 2020, as stated under item no.7 & 8 of the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to finalise and execute all such deeds documents and writings as may be necessary, desirable or expedient as the Board may deem fit.

**RESOLVED FURTHER THAT** that the Board be and is hereby authorised to delegate all or any of the powers conferred by the aforesaid resolution on it to any committee of directors or any director(s) or officer(s) of the Company to give effect to the above resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in part modification to the resolution passed by the members on June 29, 2016 and 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, 2017 with such annual limits per details and on the terms and conditions as set out under item no.9 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.”

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 22, 2017

**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) 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.
- (3) 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 the Special Business to be transacted at the Meeting is annexed hereto.
- (4) The Notice is being sent to all the Members whose names appear in the Register of Members/list of beneficial owners maintained by the 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 10, 2017. 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](http://www.utvgroup.com).
- (5) 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.
- (6) 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.
- (7) 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 on holidays, up to and including the date of the Meeting and shall also be available at the Meeting.
- (8) Only registered members of the Company may attend and vote (either in person or by proxy or by authorized representative under Section 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.

- (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 18, 2017.
- (12) The Board of Directors on November 17, 2017 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 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. Monday, December 11, 2017 ("cut-off date"). A person who is not a Member as on Monday, December 11, 2017 should treat this Notice as for information purposes only.
- (15) The e-voting period will commence on **Friday, December 15, 2017** (9:00 a.m. IST) and end on **Sunday, December 17, 2017** (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 **Sunday, December 17, 2017** 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) 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**

### **Item No.3:**

The Explanatory Statement for Item No. 3 of the preceding Notice has been provided for Members' clarity though not strictly required as per Section 102 of the Act.

Section 139(2) of the Act read with the Companies (Audit and Auditors) Rules, 2014, mandates certain categories of unlisted public companies to compulsorily rotate their Statutory Auditor, in the case of a firm, who have been in office for 02 (two) consecutive terms of 05 (five) years each. However, companies incorporated prior to April 01, 2014 were provided a moratorium period of 03 (three) years to comply with the requirement to rotate their auditors under the third proviso to Section 139(2) of the Act.

You may note that the above referred moratorium period is due to expire on the conclusion of the forthcoming Annual General Meeting which shall also coincide with the expiration of the term of the existing Statutory Auditors of the Company, M/s. Price Waterhouse & Co, Bangalore LLP, Chartered Accountants who are entitled to hold office only upto the conclusion of this Annual General Meeting (AGM) and cannot be re-appointed for another consecutive term.

The Board of Directors, has based on the recommendation of the Audit Committee, at its meeting held on November 17, 2017, proposed the appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the 32nd Annual General Meeting of the Company to be held in the calendar year 2022, subject to ratification of their appointment at every Annual General Meeting, as required under the Act.

M/s. MSKA & Associates is the India member of the internationally acclaimed BDO International network and they possess rich experience in the field of financial reporting and auditing which in the Board's opinion shall be of immense benefit to the Company in light of which the Board recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

M/s. MSKA & Associates have consented to the said appointment and confirmed that their appointment, if made, would be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

### **Item No.4**

Ms. Monisha Shroff (DIN: 05220951) was appointed as an Additional Director of the Company by the Board of Directors, with effect from July 01, 2017. Pursuant to Section 161 of the Act and Articles of Association of the Company, Ms. Monisha Shroff holds office as Director upto the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as a Director.

Ms. Monisha Shroff is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member along with a deposit of ₹ 1 Lakh proposing the candidature of Ms. Monisha Shroff to be appointed as a Director per the provisions of the Companies Act, 2013.

The Board considers it desirable to continue to receive the benefit of Ms. Monisha Shroff's advice and guidance and recommends the Resolution as set out in Item No.4 of the Notice for approval by the Members of the Company.

Additional details of the appointee required pursuant to Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Monisha Shroff, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

### **Item No.5 and 6**

Based on the recommendation of the Nomination & Remuneration Committee, Mr. Sujit Vaidya was appointed as a Whole Time Director of the Company with effect from July 01, 2017, subject to approval of Members at the forthcoming Annual General Meeting. He was also designated as Key Managerial Personnel of the Company in compliance with Section 203 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Sujit Vaidya is not disqualified from being appointed as Whole Time Director in terms of Section 164 of the Act and has given his consent to act as Whole Time Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Sujit Vaidya as the Whole Time Director of the Company.

Details of the appointee, in respect of Item Nos. 2 and 5, required pursuant to Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

The remuneration and other terms and conditions of Mr. Sujit Vaidya's appointment as Whole Time Director are provided herein below:

**i. Period:**

05 (five) years commencing w.e.f. July 01, 2017 and expiring on June 30, 2022.

**ii. Remuneration with such performance based annual increment as decided by the Company on year on year basis:**

– Salary (inclusive of specified allowances and statutory contributions):

Not exceeding ₹ 21,979,533 (Rupees Two Crore Nineteen Lakh Seventy Nine Thousand Five Hundred Thirty Three) per annum which is inclusive of the following perquisites/others:

- a) Special allowance on monthly basis.
  - b) Car Allowance, car lease and reimbursement of driver and fuel expenses as per pre-set limits, which may be amended from time to time and as per the rules of the Company.
  - c) Contribution to Provident Fund as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
  - d) Gratuity on the basis of half month's salary for each completed year of service as provided in the Payment of Gratuity Act as amended from time to time.
- Other allowances and perquisites not covered above:
- a) Reimbursement of Medical expenses (including Insurance Premium for Medical and hospitalisation policy, if any) for self and family as aforesaid per company policy.
  - b) Group Term Life and Personal Accident Insurance cover as per the Company's Service Rules.
  - c) Paid Leaves in accordance with the rules of the Company.
  - d) Reimbursement of official mobile phones expenses
  - e) Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company.
  - f) Bonus and stock options as per Company policy and agreed between the Company and the employee.

iii. Annual remuneration review is effective 1st January each year, as per the policy of the Company.

iv. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment, if required.

v. Mr. Sujit Vaidya shall not be subject to retirement by rotation during his tenure as the Whole Time Director of the Company. So long as Mr. Sujit Vaidya functions as the Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**vi. Disclosures as per sub clause (iv) of the second proviso to clause (B) of Section II of Part-II of Schedule V of the Act:**

**GENERAL INFORMATION**

(a) Nature of Industry: The Company is in the business of distribution of content on various media including interactive and digital platforms.

(b) Date or expected date of commercial production

The Company was incorporated on June 22, 1990 and has started business since then.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable

(d) Financial performance based on given indicators –

(Amount in ₹ Millions)

Particulars	Period ended March 31, 2017
Total Income	8,644.29
Profit / (Loss) before tax	(1,628.95)
Profit / (Loss) after tax	(1,627.31)

(e) Foreign investments of collaborators-

As on date of the notice convening the 27th Annual General Meeting ("Notice"), The Walt Disney Company (Southeast Asia) Pte. Ltd., existing promoter of the Company, holds 98.70 % of the company and Disney Enterprises Inc. holds 1.28% of the company.

**INFORMATION ABOUT THE APPOINTEE:**

(a) Background details

The Board of Directors in their meeting held on July 07, 2017, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Sujit Vaidya as the Whole Time Director of the Company for a period of 05 (Five years) with effect from July 01, 2017, subject to the approval of Members.

(b) Past remuneration

Mr. Sujit Vaidya was appointed as Whole Time Director of the Company with effect from July 01, 2017 and hence no remuneration was drawn from the company during the previous year.

(c) Recognition or awards

As given at item No. d below under the sub heading "Job Profile".

(d) Job Profile and its suitability

Mr. Sujit Vaidya, is a qualified Chartered Accountant with a varied experience in financial control & accounting, business strategy & planning and financial analysis gained through the post-qualification employment of over 25 years in Multinational Companies, accounting & consulting firms, Oil and Media & Entertainment Companies.

(e) Remuneration proposed

The remuneration proposed to Mr. Sujit Vaidya is detailed in this Notice.

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar top/senior level appointees in other companies.

(g) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Besides the remuneration proposed, Mr. Sujit Vaidya does not have any other pecuniary relationship with the Company.

**OTHER INFORMATION:**

(a) Reasons for losses:

- The synergies of the Interactive and Licensing business of the two legal entities viz. Indiagames Limited and The Walt Disney Company (India) Private Limited, which merged into the Company with effect from April 1, 2015 pursuant to the Scheme of Amalgamation being approved by the National Company Law Tribunal (NCLT), helped offset the losses of the Movies business to some extent. However, the finance cost of Rs. 870.45 million could not be recovered.
- The Company has made investments in Disney Entertainment (India) Limited for further investments into their downstream subsidiaries, Genx Entertainment Limited and Disney Broadcasting (India) Limited, respectively, which are in the business of Media and Television and during the year, they have generated profits after making losses for the past few years. The Company has noted the shift in the Media and Television strategy on account of the certain key developments and consequent future business projections. As a consequence of such strategy shifts, the Company has recognized a provision of Rs. 505.93 million in standalone financial statements with respect to its investments in Disney Entertainment (India) Limited.

(b) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

- The Company remains optimistic about the potential of our integrated business model to navigate these changing scenarios. We are focused on exploring how to build and monetize our assets digitally. We have re-aligned our business portfolio to minimize risk from volatility in our business segments and will continue to focus on building capabilities for the future. The infusion of equity capital has been used to repay all long term borrowings. The Company also merged its affiliate/subsidiary namely The Walt Disney Company (India) Limited and Indiagames Limited carrying on the Licensing & Media Service Business and Games & Interactive Business respectively, more particularly detailed below, so as to create a more integrated structure.

Mr. Sujit Vaidya is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Sujit Vaidya and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 5 and 6 of this Notice is accordingly recommended for your approval.

**Item No.7 and 8**

Based on the recommendation of the Nomination & Remuneration Committee, Mr. Mahesh Samat was appointed as an Additional Director on the Board of the Company with effect from July 01, 2017 to hold office upto the date of the Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from July 01, 2017, subject to the approval of the Members.

Mr. Mahesh Samat was also designated as Key Managerial Personnel of the Company in compliance with Section 203 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



Mr. Mahesh Samat is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Mahesh Samat as the Managing Director of the Company.

Details of the appointee, in respect of Item No. 7, required pursuant to Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

The remuneration and other terms and conditions of Mr. Mahesh Samat's appointment as Managing Director are provided herein below:

**i. Period:**

05 (five) years w.e.f. July 01, 2017 and expiring on June 30, 2022.

**ii. Remuneration with such performance based annual increment as decided by the Company on year on year basis:**

- Salary (inclusive of specified allowances and statutory contributions):  
Not exceeding ₹ 44,876,090/- (Rupees Four Crore Forty Eight Lakh Seventy Six Thousand Ninety Only) per annum which is inclusive of the following perquisites/others.:
  - a) Special allowance on monthly basis.
  - b) Car Allowance, car lease and reimbursement of driver and fuel expenses as per pre-set limits, which may be amended from time to time and as per the rules of the Company.
  - c) Contribution to Provident Fund as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
  - d) Gratuity on the basis of half month's salary for each completed year of service as provided in the Payment of Gratuity Act as amended from time to time.
- Other allowances and perquisites not covered above:
  - g) Reimbursement of Medical expenses (including Insurance Premium for Medical and hospitalisation policy, if any) for self and family as aforesaid per company policy.
  - h) Group Term Life and Personal Accident Insurance cover as per the Company's Service Rules.
  - i) Paid Leaves in accordance with the rules of the Company.
  - j) Reimbursement of official mobile phones expenses
  - k) Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company.
  - l) Bonus and stock options as per Company policy and agreed between the Company and the employee.
- iii. Annual remuneration review is effective 1st January each year, as per the policy of the Company.
- iv. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
- v. Mr. Mahesh Samat shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Mahesh Samat functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- vi. Disclosures as per sub clause (iv) of the second proviso to clause (B) of Section II of Part-II of Schedule V of the Act:

**GENERAL INFORMATION**

- (a) Nature of Industry: The Company is in the business of distribution of content on various media including interactive and digital platforms.
- (b) Date or expected date of commercial production  
The Company was incorporated on June 22, 1990 and has started business since then.
- (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.  
Not Applicable
- (d) Financial performance based on given indicators –

(Amount in Millions)

Particulars	Period ended March 31, 2017
Total Income	8,644.27
Profit / (Loss) before tax	(1,628.95)
Profit / (Loss) after tax	(1,627.31)

(e) Foreign investments of collaborators-

As on date of the notice convening the 27th Annual General Meeting ("Notice"), The Walt Disney Company (Southeast Asia) Pte. Ltd., existing promoter of the Company, holds 98.70 % of the company and Disney Enterprises Inc. holds 1.28% of the company.

**INFORMATION ABOUT THE APPOINTEE:**

(a) Background details

The Board of Directors in their meeting held on July 07, 2017, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Mahesh Samat as the Managing Director of the Company for a period of 5 (Five years) with effect from July 01, 2017, subject to the approval of Shareholders.

(b) Past remuneration

Mr. Mahesh Samat was appointed as Managing Director of the Company with effect from July 01, 2017 and hence no remuneration was drawn from the Company during the previous year.

(c) Recognition or awards

As given at item No. d below under the sub heading "Job Profile".

(d) Job Profile and its suitability

Mr. Mahesh Samat had been Managing Director of The Walt Disney Company (India) Pvt. Ltd. He has over 25 years of experience across India, Asia-Pacific and Europe. Mr. Samat joined Disney from Johnson & Johnson, where he served as Managing Director, Southern Europe, J&J Vision Care, based out of London. He joined Johnson & Johnson in 2000, holding various positions in management and marketing. His responsibilities included the creation and execution of an emerging markets business plan, identifying key growth drivers, as well as creating stronger organizational development. Prior to Johnson & Johnson, Mr. Samat worked for Kellogg's where he was responsible for marketing, nutrition marketing and research for Kellogg's in India. While there, he developed a blue print for Kellogg's future growth, which included a consumer marketing strategy, product portfolio definition and distribution plan. In the past, Mr. Samat worked for Warner Lambert/Parke-Davis as Director of Consumer Health Products, where he was responsible for marketing products such as Benadryl and Listerine, as well as for Boots India Limited, managing the marketing for several brands in the Boots portfolio. Mr. Samat holds a Bachelor of Commerce degree from Sydenham College and a Masters of Business Administration from the Indian Institute of Management.

(e) Remuneration proposed

The remuneration proposed to Mr. Mahesh Samat is detailed in this notice.

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration of Mr. Mahesh Samat is in line with the remuneration being paid to Managing Director in the relevant industry.

Considering the background, competence and experience of Mr. Mahesh Samat the terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.

(g) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Besides the remuneration proposed, Mr. Mahesh Samat does not have any other pecuniary relationship with the Company.

**OTHER INFORMATION:**

a) Reason for loss or inadequate profit, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

Detailed in the Explanatory Statement of Item No 5 and 6.

Mr. Mahesh Samat is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Mahesh Samat and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 7 and 8 of this Notice is accordingly re-commended for your approval.

**Item No.9**

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.

In part modification to the resolution passed by the Members through Postal ballot on June 29, 2016, your Company further proposes to revise its annual transactional limits with the following related party(ies) with effect from April 01, 2017 for which the Company would require shareholders' approval since they are not in the ordinary course of business.

Name of Related Party	Relationship	Nature of Transaction	Transaction value in INR Millions
IG Interactive Entertainment Limited	Wholly Owned Subsidiary Company	Central Support on an ongoing basis including but not limited to sharing of common services & Facilities, Salary recharge, expense reimbursement etc.	40.00
UTV Communications (USA) LLC	Wholly Owned Subsidiary Company		40.00
Disney Broadcasting (India) Limited	Step Down Subsidiary Company		1,980.00
Genx Entertainment Limited	Step Down Subsidiary Company		790.00
Disney Entertainment (India) Limited	Subsidiary Company		100.00
Disney International Employee Services Ltd	Common Control Entity		100.00
Walt Disney Parks & Resorts US, Inc.	Common Control Entity		30.00
Buena Vista International Inc.	Common Control Entity		150.00
Disney Online Studios, Canada	Common Control Entity		30.00
Disney Online, USA	Common Control Entity		190.00
Disney Worldwide Services Inc.	Common Control Entity		480.00
The Walt Disney Company, USA	Ultimate Holding Company		910.00
United Home Entertainment Private Limited	Common Control Entity		660.00
Disney Enterprises Inc., USA	Intermediate Holding Company		10.00
The Walt Disney Company (Asia Pacific) Limited	Common Control Entity		10.00
The Walt Disney Company (Japan) Ltd.	Common Control Entity		20.00
The Walt Disney Company (Southeast Asia) Pte. Limited	Common Control Entity		60.00
The Walt Disney Company Ltd, London	Common Control Entity		20.00
Walt Disney Company (Shanghai) Limited	Common Control Entity		40.00
Disney Destinations LLC	Common Control Entity		67.00
Disney Financial Services	Common Control Entity		41.00
ESPN Digital Media	Common Control Entity		10.00
Disney Education Production	Common Control Entity		10.00
Disney Apac Shared Services	Common Control Entity		40.00
DCP International Inc.	Common Control Entity		2.00
The Walt Disney Company (AUSTRALIA) P/L	Common Control Entity		50.00
Walt Disney Internet Group	Common Control Entity		2.00
American Broadcasting Inc	Common Control Entity	2.00	
Disney financial Services LLC	Common Control Entity	2.00	
Disney Asia Pacific Shared Business Services (Shanghai) Co Ltd	Common Control Entity	60.00	

**Details as required by Explanation 3 to the Rules in respect of the proposed transaction(s) with related party (ies) mentioned in Item No.9 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, 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 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. 9 above except to the extent of their shareholding, if any.

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 22, 2017

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)

<b>Name of the Director</b>	<b>Monisha Shroff</b>	<b>Sujit Vaidya</b>	<b>Mahesh Samat</b>
Date of Birth & Age	08-Nov-1964 / 53 yrs	19-Apr-1967 / 50 yrs	12-Jul-1964/53 Yrs
Date of first Appointment on Board	01-Jul-2017	11-Dec-2013	01-Jul-2017
Relationship with Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Expertise in Specific functional area	Finance	Financial control & reporting, business performance & risk management, planning and strategy	Business Administration
Total years of experience	28	25	31
Qualification	B.Com, CA	B.Com, CA	Post Graduate Diploma in Management, IIM
Board Membership of Companies as on March 31, 2017*	01	Nil	01
Chairman/Member of the Committee of the Board of directors of other Companies as on March 31, 2017**	04	Nil	01
Number of Shares held in the Company as on March 31, 2017	Nil	Nil	Nil
Number of Board Meetings attended during the year	Nil	05	Nil
Remuneration to be paid	Nil	Detailed in the Notice	Detailed in the Notice
Remuneration last drawn from the Company	Nil	Nil	Nil
Terms and conditions of re-appointment	N.A.	N.A.	N.A.

\* As on March 31, 2017, Ms. Monisha Shroff was a Non-executive director of Indiagames Limited and Mr. Mahesh Samat was the Managing Director of The Walt Disney Company (India) Private Limited. However pursuant to the Composite Scheme of Amalgamation and Arrangement sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench ("the Tribunal") vide its order dated June 08, 2017 which has become effective from June 30, 2017 i.e. the date on which it has been filed with the Registrar of Companies, Mumbai, Maharashtra, Indiagames Limited and The Walt Disney Company India Private Limited stand merged with the Company.

\*\* As on the date of the notice, Ms. Monisha Shroff and Mr. Mahesh Samat do not hold any membership in any Committee(s) of other companies.

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**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 27th Annual General Meeting of the Company, to be held on Monday, 18th December, 2017 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
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Audited Financial Statements both Standalone & Consolidated for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Sujit Vaidya (DIN: 03287161), who retires by rotation and being eligible, offers himself for re-appointment.
3	To appoint statutory auditors and fix their remuneration.
<b>Special Business</b>	
4	To approve the appointment of Ms. Monisha Shroff (DIN: 05220951) as Director of the Company.
5	To approve the appointment of Mr. Sujit Vaidya (DIN:03287161) as Whole-time Director of the Company.
6	To approve the remuneration payable to Mr. Sujit Vaidya as Whole-time Director of the Company.
7	To approve the appointment of Mr. Mahesh Samat (DIN: 02321902) as Managing Director of the Company.
8	To approve the remuneration payable to Mr. Mahesh Samat as Managing Director of the Company.
9	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, w.e.f. April 01, 2017 with such annual limits as stated in the resolution

Signed this ..... day of ..... 2017

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

