

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of UTV Software Communications Limited will be held at 11.00 a.m on 18th July, 2011 at The Hall of Culture, Discovery of India Building, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the financial year ended on that date and Reports of Directors and Auditors thereon
2. To appoint a Director in place of Mr.Narendra Ambwani, who retires by rotation and being eligible, offers himself for reappointment
3. To appoint a Director in place of Mr.Prem Mehta, who retires by rotation and being eligible, offers himself for reappointment
4. To appoint a Director in place of Mr.Suketu Shah, who retires by rotation and being eligible, offers himself for reappointment
5. To appoint M/s. Price Waterhouse & Co., (Registration No. 007567S) Chartered Accountants, Mumbai as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General meeting and to authorise the Board of Directors to fix their remuneration

SPECIAL BUSINESS :

6. 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 198, 269, 309, 310 and 311 and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the 'Act') read with Schedule XIII of the Act and such other consent/s, permission/s and approval/s as may be required, if any, the Company hereby approves the appointment/re-appointment of Mr. Rohinton Screwvala as CMD & Chief Executive Officer of the Company for a period of 5 (Five) Years commencing from 1st August, 2011 on the terms and conditions as set out in the Explanatory statement and in the agreement entered into/to be entered into in this behalf, with liberty to the Board of Directors/Remuneration committee to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board/Remuneration Committee and Mr. Rohinton Screwvala ("the appointee").

RESOLVED FURTHER THAT in the event wherein any financial year during the currency of tenure of Mr. Rohinton Screwvala, the Company has no profits or its profits are inadequate the Company will pay a remuneration to Mr. Rohinton Screwvala for a period of five years by way of salary, perquisites and allowances as specified in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.”

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

Mohd. Sajid Ali
Company Secretary

Registered Office :
1181-82, 8th Floor,
Solitaire Corporate Park
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai 400 093.

Mumbai, 30th May, 2011

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies in order to be valid shall be deposited at the registered office not less than 48 hours before the commencement of the meeting
2. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special business to be transacted at the meeting is annexed hereto
3. Members are requested to bring their copy of the Annual report to the meeting
4. Members/ Proxies should fill in the attendance slip for attending the meeting
5. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote
6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting
7. The Register of Members and the Share Transfer books in respect of equity shares will remain closed with effect from Friday, July 8, 2011 to Monday, July 18, 2011 (both days inclusive)
8. Members are requested to notify any change of their address to the Company's Registrar's and share transfer agents, M/s. Karvy Computer Share Private Limited, Plot No.17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad - 500 081
9. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting
10. Queries on the Annual Report and operations of the Company, if any, may write to the Company so as to reach us seven days prior to the date of the meeting so that the answers may be made available at the meeting



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

The following Explanatory Statement, as required by Section 173 (2) of the Companies Act, 1956 sets out the material facts relating to business, under item No. 6 mentioned in the accompanying notice dated 30th May, 2011

The Board of Directors at their meeting held on 30th May,2011 appointed/reappointed Mr. Rohinton Screwvala as CMD & Chief Executive Officer of the Company for a period of five years with effect from 1st August, 2011. The Remuneration Committee of the Board on 13th May,2011 approved the remuneration payable to him.

Mr. Rohinton Screwvala is one of the founder promoters of the Company and is associated with the Company since its inception. Mr. Rohinton Screwvala is a key member of the executive team associated with formulating Company strategies besides being responsible for the overall business development of the Company.

Mr. Rohinton Screwvala has helped the Company to evolve into Pan -Asian Entertainment Company, within a span of Fifteen years. During the 1980's while the national broadcaster (Doordarshan) enjoyed a monopoly in Television broadcasting, he gave the Indian viewers first taste of choice, when he started India's very first Cable TV network. Today, not only has he built up one of India's first Corporate media & entertainment houses, with full fledged divisions catering to various aspects of the entertainment industry, but has also contributed to the growth of the Television, Animation, Feature Film and Broadcasting industries in India, Singapore and Malaysia.

The Board of Directors considers that services and extensive experience of Mr. Rohinton Screwvala will be useful and beneficial to the Company.

The following are the terms and conditions and the remuneration payable to Mr. Rohinton Screwvala which commensurate with the responsibility in a Company of this size and extent of business operations.

Basic Salary :

Upto Rs. 4,00,000/- per month.

Performance Allowance :

Not exceeding 50% of the Basic Salary.

The Board be and is hereby authorised in its absolute discretion from time to time, to fix, within the range stated above, the salary payable to Mr. Rohinton Screwvala.

Perquisites :

- a) The Company to incur expenses for free furnished accommodation and paying all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof.
In case Company accommodation is not provided, House Rent Allowance of not exceeding 60% of the Basic Salary shall be paid to the Director
- b) Reimbursement of Leave Travel Expenses once in a year for self and family (which shall include spouse, dependent children and parents), subject to a ceiling of One month's Basic Salary
- c) Reimbursement of Medical expenses (including Insurance Premium for Medical and hospitalisation policy, if any) for self and family as aforesaid, subject to a ceiling of One month's Basic Salary
- d) Leave and Encashment of Leave at the end of the tenure in accordance with the rules of the Company
- e) Personal Accident Insurance cover as per the Company's Service Rules
- f) Contribution to Provident Fund, Superannuation fund or annuity 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
- g) Car for use on Company's business and Telephone at Residence, Mobile phones for official use only
- h) Reimbursement of Entertainment, traveling and all other expenses incurred for the business of the Company
- i) 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

Commission :

Not exceeding 3% of the Net Profit of the Company calculated as per the provisions of the Section 198 and 309 of the Companies Act, 1956, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956. The specific amount payable to the appointee(s) will be payable annually after the Annual Accounts have been approved by the Board of Directors and adopted by the Members.

Minimum Remuneration

The total remuneration payable to Mr. Rohinton Screwvala as aforesaid shall not exceed the over all limits laid down under section 198 and 309 of the Companies Act, 1956.

In the event of loss or inadequacy of profits in any year during the aforesaid tenure, Mr. Rohinton Screwvala shall be paid the remuneration as above as the minimum remuneration, subject to approval of the Central Government as may be required under the provisions of the Companies Act, 1956 and subject to the restrictions, if any set out in Schedule XIII to the Companies Act, 1956, from time to time.

The draft agreement between the Company and Mr. Rohinton Screwvala is available for inspection by the Members of the Company at its Registered Office between 11.00 a.m. and 1.00 p.m. on any working day (except Saturday) till the date of this meeting .

In any event Mr. Rohinton Screwvala shall not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956.

This may be treated as an abstract under Section 302 of the Act of the terms of the appointment and remuneration payable to Mr. Rohinton Screwvala with effect from 1st August, 2011.

Except Mr. Rohinton Screwvala and Mrs. Zarina Mehta none of the other Director are concerned or interested in the resolution.

Your Directors recommend the resolution at item no.6 for your approval.

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

Mohd. Sajid Ali
Company Secretary

Registered Office :

1181-82, 8th Floor,
Solitaire Corporate Park
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai 400 093.

Mumbai, 30th May, 2011

**Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Particulars	Rohinton Screwvala	Suketu Shah	Prem Mehta	Narendra Ambwani
Date of Birth	08.09.1956	04.12.1954	October 16,1944	November 15,1948
Date of Appointment	22.06.1990	07.07.2000	November 6, 2008	March 27,2008
Qualifications	Commerce Graduate	Commerce Graduate & MBA	MBA & B.Com	Engineering & PGDBA
Expertise in specific functional area	"Wide business experience in media and entertainment industry"	Eminent Industrialist with wide experience in Steel Industry	Wide experience in the field of marketing and was on the Board of leading corporations in positions of strategic importance.	More than 25 years of experience in consumer marketing and people management
Directorships held in other Public companies (excluding foreign companies) as on 31/3/2011	<ol style="list-style-type: none"> 1. Genx Entertainment Limited 2. UTV Entertainment Television Limited 3. UTV Global Broadcasting Limited 4. Indiagames Limited 5. UTV TV Content Limited 6. UTV New Media Limited 7. Unilazer Exports and Management Consultants Ltd. 8. Unilazer Media Limited 9. Unilazer Broadcasting Limited 10.UTV News Limited 	<ol style="list-style-type: none"> 1. Mukand Limited 2. Hospet Steels Limited 3. Metro Diary Ltd. 4. Jeewan Limited 5. Bharat Serums and Vaccines Ltd. 6. Lineage Investments Limited 7. Primus Investments and Finance Ltd. 8. Econium Investments and Finance Ltd. 9. Mukand Vijayanagar Steel Ltd. 10. Alloy Steel Producers Association of India 	NIL	Universal Print System Limited
Memberships/ Chairmanships of other public Companies (includes only Audit and Shareholders/ Investors Grievance/ Committee)* as on 31/3/2011	<ol style="list-style-type: none"> 1) Genx Entertainment Limited-(AC-C) 2) UTV Entertainment Television Limited (AC-C) 	<ol style="list-style-type: none"> 1. Lineage Investments Limited (AC-C) 2. Primus Investments and Finance Ltd. (AC-C) 3. Econium Investments and Finance Ltd. (AC-C) 	NIL	NIL
Number of shares held in the Company	1,727,347	NIL	NIL	1000

* Audit Committee Chairman-AC-C, Audit Committee Member-AC-M, Shareholders/Investor Grievance Committee Chairman STC-C and Shareholders/Investor Grievance Committee Member-STC-M



UTV SOFTWARE COMMUNICATIONS LIMITED

Registered Office: 1181-82, 8th Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093. www.utvgroup.com

PROXY FORM

I/We _____ of _____ being the member of the above named Company, hereby appoint _____ or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held at 11.00 a.m. on Monday, the 18th Day of July, 2011 at The Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018 and at any adjournment thereof.

Membership Foilo No. _____ DPID No. _____ Client ID No. _____ No. of Shares held _____

Signed this _____ day of _____ 2011

Affix Re. 1/- Revenue Stamp

Important :

- a) Revenue Stamp of Re. 1/- is to affixed on this form. b) The form should be singed across the stamp as per specimen signature registered with the Company/Depository participant. c) The Companies Act, 1956 lays down that an instrument appointing a proxy shall be deposited not less than FORTY EIGHT HOURS before the time for holding the meeting at the Registered office of the Company at 1181-82, 8th Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai - 400 093.



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ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

Table with 2 columns: Name of the attending, Membership Folio No., DPID No., Client ID No., Number of Shares held

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held at 11 a.m. on Monday, the 18th Day of July, 2011 at The Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Members/Proxy's Signatures (To be signed at the time of handling over the slip)