



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

Email: utvinvestors@disney.in Website: www.utvgroup.com

NOTICE

NOTICE is hereby given that the Twenty-fifth Annual General Meeting of the Members of UTV Software Communications Limited will be held at 11.00 a.m. on Wednesday, September 30, 2015 at The Hall of Culture, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Profit and Loss Account and the Cash Flow Statement for the financial year ended on that date and 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 reappointment.
3. To appoint statutory auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an ordinary resolution.

“RESOLVED THAT M/s. Price Waterhouse & Co Bangalore LLP (Registration No. 007567S/S-200012) Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and the rules made thereunder and such other consent/s, permission/s and approval/s as may be required, if any, the Company hereby approves the appointment of Mr. Nimish Shah (DIN: 05250183) as Whole-time Director of the Company for a period of 5 (Five) Years commencing from September 5, 2014 without any remuneration, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Nimish Shah (“the Appointee”).

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.”

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Ms. Parul Tevatia (DIN: 07129849) who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of Sections 149 and 161 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

6. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Prem Raj Mehta (DIN: 00005622) who was appointed as an Additional (Independent) Director by the Board of Directors pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, and the Memorandum and Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, up to March 31, 2016, not liable to retire by rotation.”

7. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Narendra Ambwani (DIN: 00236658) who was appointed as an Additional (Independent) Director by the Board of Directors pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013

("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, and the Memorandum and Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, up to March 31, 2016, not liable to retire by rotation."

By Order of the Board of Directors

For **UTV Software Communications Limited**

Puneet Juneja
Company Secretary
M. No. – A17151

Registered Office:

1st Floor, Building No. 14,
Solitaire Corporate Park
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai 400 093.
Mumbai, July 27, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A proxy, in order to be valid, should be deposited at the registered office not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
2. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, 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 and carry the same to 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. The Board of Directors, at their meeting held on July 27, 2015, has appointed Mr. Sanjay Parab, Practicing Company Secretary as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
7. The Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been annexed explaining the process of remote e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 30, 2015.
8. 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.
9. 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.
10. The Register of Members and the Share Transfer books in respect of equity shares will remain closed from Wednesday, September 23, 2015 to Wednesday, September 30, 2015 (both days inclusive).
11. 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.

12. 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.
13. The relevant amounts which remain unpaid or unclaimed for a period of seven years will be transferred by the Company, on due dates, to the Investor Education and Protection Fund ("IEPF"). Members should also note that any sum transferred to IEPF shall stand forfeited and no claim shall lie either against IEPF or the Company.
14. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 23, 2014 (date of last Annual General Meeting) on the website of the Company (www.utvgroup.com) and on the website of the Ministry of Corporate Affairs.
15. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
16. 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.
17. Members may also note that notice to 25th AGM and the Annual Report of the Company will be available on Company's website: www.utvgroup.com. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company and shall also be available at the AGM.

Information and other instructions relating to e-voting are as under:

- 1 In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (KCPL) on all resolutions set forth in this Notice.
- A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password) mentioned in the e-voting instructions slip annexed hereto. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., UTV Software Communications Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: sanjay.parabcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "UTV Software Communications Limited 25th Annual General Meeting".
- B. In case of members receiving physical copy of Notice [for members whose email IDs are not registered with the Company/Depository participant/s]
- (i) E-Voting Sequence Number (EVSN), User ID and Password is provided in the e-voting instructions slip annexed hereto.
 - (ii) Please follow all steps from SL. No. (i) to (xii) above to cast your vote by electronic means.

Voting at AGM:

1. The Members who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The Chairman shall, with the assistance of the Scrutinizer, order voting through polling paper for all those members who are present but have not cast their votes through remote e-voting.
2. The members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
3. The members who have cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call KCPL on 44655000 & Toll Free No.1800 3454 001.
- ii. The e-voting period commences on Saturday, September 26, 2015 (9.00 a.m. IST) and ends on Tuesday, September 29, 2015 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2015, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date September 23, 2015. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. September 23, 2015 should treat this notice for information purpose only.
- iv. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of the Annual General Meeting and holds shares as on the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at evoting@karvy.com. However, if such person is already registered with Karvy for remote e-voting, they may use their existing user ID and password for casting their vote.
- v. The Board of Directors has appointed Mr. Sanjay Parab, Practicing Company Secretary (Membership No. F6613 and PCS No. 7093), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- vii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- viii. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.utvgroup.com.
- ix. In case of any query or grievance pertaining to e-voting, please visit the website <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free) or contact:

Mr. Rajendra Prasad V
Manager – Corporate Registry
Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad – 500 032
rajendra.v@karvy.com +91 040 6716 1510 / 1512

ANNEXURE TO THE NOTICE:
STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Members are informed that the Board of Directors by passing a resolution on September 05, 2014, appointed Mr. Nimish Shah (DIN: 05250183) as Whole-time Director of the Company for a period of five years with effect from September 05, 2014 without any remuneration.

The Company has received from Mr. Nimish Shah the consent letter in Form DIR-2 together with the disclosures made by Mr. Nimish Shah pursuant to Section 184 and Section 164(2) of the Companies Act, 2013 [read with rule 9(1) of the Companies (Meetings of Board and its powers) Rules, 2014].

Your company has received a notice under Section 160 of the Companies Act, 2013 along with a deposit of ₹ 1,00,000/- from a shareholder signifying intention to propose the name of Mr. Nimish Shah for appointment as Whole-time Director of your 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.

The Board feels that presence of Mr. Nimish Shah as Whole-time Director is desirable and would be beneficial to the Company and hence recommend resolution as set out at Item No. 4 for your approval.

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

The Board recommends the resolution in relation to the appointment of Whole-time Director under Item No. 4 to be passed as ordinary resolution.

Item No. 5

Ms. Parul Tevatia (DIN: 07129849) was appointed as an Additional Director by the Board of Directors w.e.f. March 18, 2015 in accordance with the provisions of Sections 149 and 161 of the Companies Act, 2013, and holds office up to the date of the ensuing Annual General Meeting. Your company has received a notice under Section 160 of the Companies Act, 2013 along with a deposit of ₹ 1,00,000/- from a shareholder signifying intention to propose the name of Ms. Parul Tevatia for appointment as director of your Company.

The Company has received from Ms. Parul Tevatia the consent letter in Form DIR-2 together with the disclosures made by Ms. Parul Tevatia pursuant to Section 184 and Section 164(2) of the Companies Act, 2013 [read with rule 9(1) of the Companies (Meetings of Board and its powers) Rules, 2014].

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.

The Board feels that presence of Ms. Parul Tevatia on the Board is desirable and would be beneficial to the Company and hence recommend resolution as set out at Item No. 5 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Parul Tevatia, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends resolution under Item No. 5 to be passed as ordinary resolution.

Item No. 6

Mr. Prem Raj Mehta (DIN: 00005622) was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. March 31, 2015 in accordance with the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, and the Memorandum and Articles of Association of the Company and holds office up to the date of the ensuing Annual General Meeting. Your company has received a notice under Section 160 of the Companies Act, 2013 along with a deposit of ₹ 1,00,000/- from a shareholder signifying intention to propose the name of Mr. Prem Raj Mehta for appointment as an Independent Director of your company.

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

The resolution seeks the approval of members for the appointment of Mr. Prem Raj Mehta as an Independent Director of the Company for a period up to March 31, 2016 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

Mr. Prem Mehta has more than 30 years of professional experience of marketing, advertising and general management. Therefore, the Board feels that presence of Mr. Prem Mehta on the Board is desirable and would be beneficial to the Company and hence recommend resolution as set out at Item No. 6 for your approval.

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.

The Board is of the opinion that Mr. Prem Raj Mehta fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an independent director and he is independent of the management.

The terms and conditions of his appointment as an independent director (along with the letter of appointment) shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting, and has also been uploaded on the website of the Company at www.utvgroup.com.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Prem Raj Mehta, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends resolution under Item No. 6 to be passed as ordinary resolution.

Item no. 7

Mr. Narendra Ambwani (DIN: 00236658) was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. March 31, 2015 in accordance with the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, and the Memorandum and Articles of Association of the Company and holds office up to the date of the ensuing Annual General Meeting. Your company has received a notice under Section 160 of the Companies Act, 2013 along with a deposit of ₹ 1,00,000/- from a shareholder signifying intention to propose the name of Mr. Narendra Ambwani for appointment as an Independent Director of your Company.

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

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

Mr. Narendra Ambwani has more than 34 years of experience in marketing and general management and he serves on the Boards of various corporates in India. Therefore, the Board feels that presence of Mr. Narendra Ambwani on the Board is desirable and would be beneficial to the Company and hence recommend resolution as set out at Item No. 7 for your approval.

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.

The Board is of the opinion that Mr. Narendra Ambwani fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an independent director and he is independent of the Management.

The terms and conditions of his appointment as an independent director (along with the letter of appointment) shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting, and has also been uploaded on the website of the Company at www.utvgroup.com.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Narendra Ambwani, is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends resolution under Item No. 7 to be passed as ordinary resolution.

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

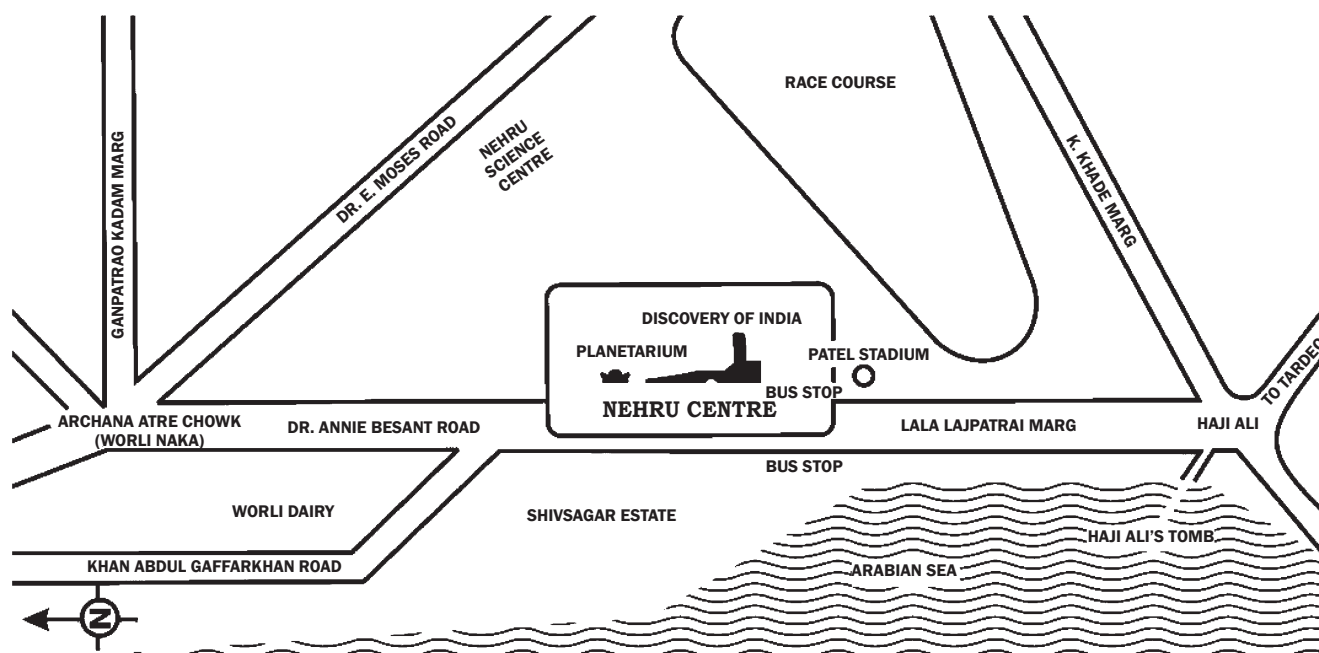
Name of the Director	Sujit Vaidya	Nimish Shah	Parul Tevatia
Date of Birth & Age	19-Apr-1967 / 48 yrs	27-Nov-1974 / 41 yrs	14-Jul-1975 / 40 yrs
Date of first Appointment on Board	11-Dec-2013	05-Apr-2012	18-Mar-2015
Relationship with Directors	None	None	None
Expertise in Specific functional area	Financial control & reporting, business performance & risk management, planning and strategy	Finance	Human Resources
Qualification	CA, Commerce Graduate	CA	MBA
Board Membership of Companies as on March 31, 2015	Nil	Nil	Nil
Chairman/Member of the Committee of the Board of directors of other Companies as on March 31, 2015	Nil	Nil	Nil
Number of Shares held in the Company as on March 31, 2015	Nil	1	Nil
Number of Board Meetings attended during the year	17	18	1
Remuneration to be paid	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil
Terms and conditions of appointment	N.A.	N.A.	N.A.

Details of the Independent directors seeking 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	Prem Raj Mehta	Narendra Kumar Ambwani
Date of Birth	16-Oct-1944 / 71 yrs	15-Nov-1948 / 67 yrs
Date of first Appointment on Board	31-Mar-2015	31-Mar-2015
Relationship with Directors	None	None
Expertise in Specific functional area	Marketing, advertising and general management	Marketing and general management
Qualification	MBA, Commerce Graduate	PGDBA-IIT, B-Tech and Electrical Engineer-IIT
Board Membership of Companies as on March 31, 2015	<ol style="list-style-type: none"> 1. Northpoint Training and Research Private Limited 2. Polygel Industries Private Limited 3. Indiagames Limited 	<ol style="list-style-type: none"> 1. The Advertising Standards Council of India 2. Agro Tech Foods Limited 3. Godrej Consumer Products Limited 4. RPG Life Sciences Limited 5. The Indian Society of Advertisers 6. Indiagames Limited
Chairman/Member of the Committee of the Board of directors of other Companies as on March 31, 2015	<ol style="list-style-type: none"> 1. Indiagames Limited Member - Audit cum Nomination and Remuneration Committee 	<ol style="list-style-type: none"> 1. Agro Tech Foods Limited Member - Nomination and Remuneration Committee, Audit Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee 2. Godrej Consumer Products Limited Chairperson - Nomination and Remuneration Committee Member - Audit Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee 3. RPG Life Sciences Limited Member - Stakeholders Relationship Committee 4. Indiagames Limited Member - Audit cum, Nomination and Remuneration Committee and Corporate Social Responsibility Committee

Name of the Director	Prem Raj Mehta	Narendra Kumar Ambwani
Number of Shares held in the Company as on March 31, 2015	Nil	Nil
Number of Board Meetings attended during the year	Nil	Nil
Remuneration to be paid	Only Sitting Fees of ₹ 40,000/- per meeting of the Board and its Committees	Only Sitting Fees of ₹ 40,000/- per meeting of the Board and its Committees
Remuneration last drawn	Nil	Nil
Terms and conditions of appointment	Available for inspection at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting.	Available for inspection at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting.
Justification for appointment as Independent Director	Mr. Prem Mehta has more than 30 years of professional experience of marketing, advertising and general management. Therefore, the Board feels that presence of Mr. Prem Mehta on the Board is desirable and would be beneficial to the Company.	Mr. Narendra Ambwani has more than 34 years of experience in marketing and general management and he serves on the Boards of various corporates in India. Therefore, the Board feels that presence of Mr. Narendra Ambwani on the Board is desirable and would be beneficial to the Company.

Route Map to the Venue of the AGM





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

Email: 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:
Email Id:
Folio No./Client Id:
DP ID:

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

1. Name:
Address:
Email Id:
Signature: _____

or failing him/her

2. Name:
Address:
Email Id:
Signature: _____

or failing him/her

3. Name:
Address:
Email Id:
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 25th ANNUAL GENERAL MEETING of the Company to be held at 11.00 a.m. on Wednesday the 30th day of September, 2015 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 such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Profit and Loss Account and the Cash Flow Statement for the financial year ended on that date and 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 reappointment.
3. To appoint statutory auditors and fix their remuneration.
4. To approve the appointment of Mr. Nimish Shah as a Whole-time Director of the Company.



5. To approve the appointment of Ms. Parul Tevatia as a Director of the Company, earlier appointed by the Board as Additional Director.
6. To approve the appointment of Mr. Prem Raj Mehta as an Independent Director of the Company, earlier appointed by the Board as Additional (Independent) Director.
7. To approve the appointment of Mr. Narendra Kumar Ambwani as an Independent Director of the Company, earlier appointed by the Board as Additional (Independent) Director.

Signed this _____ day of _____ 2015

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
₹ 1/-
Revenue
Stamp

Important:

- a) Revenue Stamp of ₹ 1/- is to be affixed on this form.
- b) The form should be signed across the stamp as per specimen signature registered with the Company/Depository participant
- c) This form of proxy in order to be effective should be duly completed and deposited 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, not less than that FORTY EIGHT HOURS before the commencement of the meeting.



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
Email: utvinvestors@disney.in Website: www.utvgroup.com

ATTENDANCE SLIP

25th Annual General Meeting – Wednesday, September 30, 2015

Registered Folio No. / DP ID No. / Client Id No.: _____

Number of Shares held: _____

I certify that I am a registered shareholder / proxy / authorized representative for the registered Shareholder of the Company and hereby record my presence at the 25th Annual General Meeting of the Company on Wednesday, September 30, 2015 at 11.00 a.m. at The Hall of Culture, Discovery of India Building, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Name of the Member / Proxy
(in BLOCK Letters)

Signature of the Member / Proxy

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

