

Date: December 16, 2019

To,
The Members,
UTI Asset Management Company Limited,
UTI Tower, 'Gn' Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051.

Sub:- Scrutinizer's report on e-voting and insta – poll during the Extra-Ordinary General Meeting of the company during its meeting held on 16th December, 2019

Dear Members,

I was appointed as Chairman of Extra-Ordinary General Meeting (EGM) of the company during its meeting held on 16th December, 2019. The company has provided for remote e-voting facility before the date of EGM and insta-poll facility at the venue of the meeting to members (as on cut-off date) of the company for voting at the resolutions as set out in notice.

Scrutinizer's report for the voting done through remote-e-voting facility and insta-poll facility at the venue is enclosed here with.

For UTI Asset Management Company Limited



D. K. Mehrotra
Chairman of the Meeting





VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

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To,
The Chairman,
UTI ASSET MANAGEMENT COMPANY LIMITED,
UTI Tower, 'Gn' Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051.

Dear Sir,

Sub.: Scrutinizer's Report E-voting and Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rule, 2014

I, Vishal N. Manseta, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **UTI ASSET MANAGEMENT COMPANY LIMITED**, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014, to conduct the scrutiny of electronic voting process and scrutinizer of insta-poll.

As required under Section 101 and 108 of the Companies Act, 2013, Notice November 20, 2019 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Resolutions as mentioned below:

- 1) ADOPTION OF NEW ARTICLES OF ASSOCIATION.
- 2) AMENDMENTS TO THE UTI AMC EMPLOYEE STOCK OPTION SCHEME - 2007.
- 3) APPROVAL OF THE APPOINTMENT OF MS. DIPALI SHETH (DIN:07556685) AS AN INDEPENDENT DIRECTOR.
- 4) APPROVAL OF THE APPOINTMENT OF MS. JAYASHREE VAIDHYANATHAN (DIN:07140297) AS AN INDEPENDENT DIRECTOR.
- 5) APPROVAL OF THE APPOINTMENT OF MR. RAJEEV KAKAR (DIN:01888608) AS AN INDEPENDENT DIRECTOR.

Which were passed at the **Extra Ordinary General Meeting of the Company held on December 16, 2019.**

The Company has also availed the 'e-voting' facility offered by Karvy Computershare Private Limited for conducting e-voting by the Shareholders ("remote e-voting") and "Insta-Poll" to the Shareholders of the Company.

The e-voting period commenced on Friday December 13, 2019 at 9.00 a.m. and ended on Sunday December 15, 2019 at 5.00 p.m. and the Karvy e-voting platform was blocked thereafter.



I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the insta-poll submitted by the members at the meeting.

I now submit my report as under on the result of the voting through electronic means and by Insta-Poll in respect of the said Resolutions.

Date of Extra Ordinary General Meeting	December 16, 2019
Total number of shareholders on Record Date: Cut-off date for e-voting -	December 06, 2019
No. of shareholders Present in meeting either in person or through proxy: Promoters and Promoters Group: Public:	93
No. of Shareholders attended the meeting through Video Conferencing:	Not arranged

Agenda –wise

Item No.	Details of the Agenda	Resolution required (Special/ Ordinary)	Mode of Voting (Show of hands/Postal Ballot/E-voting/Insta-poll)	Remarks
1.	ADOPTION OF NEW ARTICLES OF ASSOCIATION.	Special	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
2.	AMENDMENTS TO THE UTI AMC EMPLOYEE STOCK OPTION SCHEME – 2007.	Special	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
3.	APPROVAL OF THE APPOINTMENT OF MS. DIPALI SHETH (DIN:07556685) AS AN INDEPENDENT DIRECTOR	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
4.	APPROVAL OF THE APPOINTMENT OF MS. JAYASHREE VAIDHYANATHAN (DIN:07140297) AS AN INDEPENDENT DIRECTOR	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
5.	APPROVAL OF THE APPOINTMENT OF MR. RAJEEV KAKAR (DIN:01888608) AS AN INDEPENDENT DIRECTOR	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority



The voting details of the resolutions passed at the meeting are as under:

Sr. No	Particulars	In favour of the Ordinary/Special Resolution(s)			Against Ordinary/Special Resolution(s)		
		Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
1.	ADOPTION OF NEW ARTICLES OF ASSOCIATION.	119	1,25,6,25,870	99.93%	98	89,593	0.07%
2.	AMENDMENTS TO THE UTI AMC EMPLOYEE STOCK OPTION SCHEME – 2007.	121	1,25,6,28,970	99.93%	97	86,593	0.07%
3.	APPROVAL OF THE APPOINTMENT OF MS. DIPALI SHETH (DIN:07556685) AS AN INDEPENDENT DIRECTOR	121	1,25,6,26,695	99.93%	95	88,743	0.07%
4.	APPROVAL OF THE APPOINTMENT OF MS. JAYASHREE VAIDHYANATHAN (DIN:07140297) AS AN INDEPENDENT DIRECTOR	123	1,25,6,29,035	99.93%	92	86,353	0.07%
5.	APPROVAL OF THE APPOINTMENT OF MR. RAJEEV KAKAR (DIN:01888608) AS AN INDEPENDENT DIRECTOR	123	1,25,6,29,035	99.93%	92	86,353	0.07%

As per table given below members abstained from voting in case of remote e-voting for the resolutions considered at the meeting.

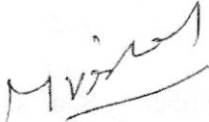
Sr. No.	Particulars	Number of Members	Number of Shares
1.	ADOPTION OF NEW ARTICLES OF ASSOCIATION.	2	460
2.	AMENDMENTS TO THE UTI AMC EMPLOYEE STOCK OPTION SCHEME – 2007.	1	360
3.	APPROVAL OF THE APPOINTMENT OF MS. DIPALI SHETH (DIN:07556685) AS AN INDEPENDENT DIRECTOR	3	485
4.	APPROVAL OF THE APPOINTMENT OF MS. JAYASHREE VAIDHYANATHAN (DIN:07140297) AS AN INDEPENDENT DIRECTOR	4	535
5.	APPROVAL OF THE APPOINTMENT OF MR. RAJEEV KAKAR (DIN:01888608) AS AN INDEPENDENT DIRECTOR	4	535




VISHAL N. MANSETA
Practicing Company Secretary

The Chairman of the company may declare the results of the e-voting and Poll.

For Vishal N. Manseta
(Practicing Company Secretary)



Vishal N. Manseta
ACS No. : 25183
C.P. No. : 8981
Date : December 16, 2019
Place : Mumbai
UDIN : A025183A000413692



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SPECIAL - ADOPTION OF NEW ARTICLES OF ASSOCIATION

Particulars	Remote E-voting		Polling at the EGM		Consolidated Voting Results		
	No. Of Members Voted	No. Of valid votes cast	No. Of Members/ Proxy Voted	No. Of valid votes cast	Total No. Of members voted	Total No. Of votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	71	74,839.00	50	125,551,031.00	121	125,625,870.00	99.93%
Voted against the Resolution	95	87,893.00	3	1,700.00	98	89,593.00	0.07%
Total	166	162,732.00	53	125,552,731.00	219	125,715,463.00	
Abstained Votes	2	460.00	0	-	2	460.00	
Invalid Votes	0	-	0	-	0	-	
Total	168	163,192.00	53	125,552,731.00	221	125,715,923.00	0

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SPECIAL - AMENDMENTS TO THE UTI AMC EMPLOYEE STOCK OPTION SCHEME - 2007

Particulars	Remote E-voting		Polling at the EGM		Consolidated Voting Results		
	No. Of Members Voted	No. Of valid votes cast	No. Of Members/ Proxy Voted	No. Of valid votes cast	Total No. Of members voted	Total No. Of votes casted	% of total number of valid votes cast
Voted in favour	71	77,939.00	50	125,551,031.00	121	125,628,970.00	99.93%
Voted against	95	84,893.00	3	1,700.00	98	86,593.00	0.07%
Total	166	162,832.00	53	125,552,731.00	219	125,715,563.00	
Abstained Votes	1	360.00	0	-	1	360.00	
Invalid Votes	0	-	0	-	0	-	
Total	167	163,192.00	53	125,552,731.00	220	125,715,923.00	0

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Ordinary - APPROVAL OF THE APPOINTMENT OF MS. DIPALI SHETH DIN07556685 AS AN INDEPENDENT DIRECTOR

Particulars	Remote E-voting		Polling at the EGM		Consolidated Voting Results		
	No. Of Members Voted	No. Of valid votes cast	No. Of Members/ Proxy Voted	No. Of valid votes cast	Total No. Of members voted	Total No. Of votes casted	% of total number of valid votes cast
Voted in favour	70	75,064.00	51	125,551,631.00	121	125,626,695.00	99.93%
Voted against	93	87,643.00	2	1,100.00	95	88,743.00	0.07%
Total	163	162,707.00	53	125,552,731.00	216	125,715,438.00	
Abstained Votes	3	485.00	0	-	3	485.00	
Invalid Votes	0	-	0	-	0	-	
Total	166	163,192.00	53	125,552,731.00	219	125,715,923.00	-

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Ordinary - APPROVAL OF THE APPOINTMENT OF MS. JAYASHREE VAIDHYANATHAN DIN07140297 AS AN INDEPENDENT DIRECTOR

Particulars	Remote E-voting		Polling at the EGM		Consolidated Voting Results		
	No. Of Members Voted	No. Of valid votes cast	No. Of Members/ Proxy Voted	No. Of valid votes cast	Total No. Of members voted	Total No. Of votes casted	% of total number of vlaind votes cast
Voted in favour	72	77,404.00	51	125,551,631.00	123	125,629,035.00	99.93%
Voted against	90	85,253.00	2	1,100.00	92	86,353.00	0.07%
Total	162	162,657.00	53	125,552,731.00	215	125,715,388.00	
Abstained Votes	3	535.00	0	-	3	535.00	
Invlaid Votes	0	-	0	-	0	-	
Total	165	163,192.00	53	125,552,731.00	218	125,715,923.00	0

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Ordinary - APPROVAL OF THE APPOINTMENT OF MR. RAJEEV KAKAR DIN01888608 AS AN INDEPENDENT DIRECTOR

Particulars	Remote E-voting		Polling at the EGM		Consolidated Voting Results		
	No. Of Members Voted	No. Of valid votes cast	No. Of Members/ Proxy Voted	No. Of valid votes cast	Total No. Of members voted	Total No. Of votes casted	% of total number of vlaind votes cast
Voted in favour	72	77,404.00	51	125,551,631.00	123	125,629,035.00	99.93%
Voted against	90	85,253.00	2	1,100.00	92	86,353.00	0.07%
Total	162	162,657.00	53	125,552,731.00	215	125,715,388.00	
Abstained Votes	3	535.00	0	-	3	535.00	
Invlaid Votes	0	-	0	-	0	-	
Total	165	163,192.00	53	125,552,731.00	218	125,715,923.00	0

