



**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** vide resolution dated August 21, 2018. 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 August 21, 2018 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary Resolutions as mentioned below:

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account of the Company for the financial year ended on 31st March, 2018 and the Balance Sheet as on that date together with the Report of Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2018 on equity shares.
3. To appoint a director in place of Mr. Flemming Madsen, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors.
5. To Appoint Mr. Arun Kanti Dasgupta (DIN:01462177) as an independent director of the company.
6. To Appoint Mr. Deepak Kumar Chatterjee (DIN:03379600) as an independent director of the company.

Which were passed at the Annual General Meeting of the Company held on September 25, 2018.

The Company has also availed the 'e-voting' facility offered by Karvy Computershake Private Limited for conducting e-voting by the Shareholders.



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VISHAL N. MANSETA

Practicing Company Secretary

The e-voting period commenced on Friday September 21, 2018 at 9.00 a.m. and ended on Monday, September 24, 2018 at 4.30 p.m. and the Karvy e-voting platform was blocked thereafter.

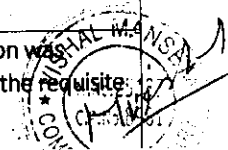
I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the insta-poll submitted by the members at the meeting.

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 AGM	September 25, 2018
Total number of shareholders on Record Date: Cut-off date for e-voting -	September 18, 2018
No. of shareholders Present in meeting either in person or through proxy: Promoters and Promoters Group: Public:	4 80
No. of Shareholders attended the meeting through Video Conferencing:	Not arranged

Agenda-wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show-of hands/Postal Ballot/E-voting/Insta-poll)	Remarks
1.	To receive, consider and adopt the Audited Statement of Profit and Loss Account of the Company for the financial year ended on 31st March, 2018 and the Balance Sheet as on that date together with the Report of Board of Directors and Auditors thereon.	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
2.	To declare a dividend for the financial year ended 31st March, 2018 on equity shares.	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
3.	To appoint a director in place of Mr. Flemming Madsen, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
4.	To fix the remuneration of the Statutory Auditors.	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
5.	To Appoint Mr. Arun Kanti Dasgupta (DIN:01462177) as an independent director of the company.	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority
6.	To Appoint Mr. Deepak Kumar Chatterjee (DIN:03379600) as an independent director of the company.	Ordinary	E-Voting and Insta-Poll	The resolution was passed with the requisite majority



*Handwritten signature*

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	To receive, consider and adopt the Audited Statement of Profit and Loss Account of the Company for the financial year ended on 31st March, 2018 and the Balance Sheet as on that date together with the Report of Board of Directors and Auditors thereon.	115	125660641	100.00%	0	0	0.001%
2	To declare a dividend for the financial year ended 31st March, 2018 on equity shares.	115	125660641	100.00%	0	0	0.00%
3	To appoint a director in place of Mr. Flemming Madsen, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	64	125607054	99.96%	51	53587	0.04%
4	To fix the remuneration of the Statutory Auditors.	115	125660641	100.00%	0	0	0.00%
5	To Appoint Mr. Arun Kanti Dasgupta (DIN:01462177) as an independent director of the company.	114	92695955	100.00%	0	0	0.00%
6	To Appoint Mr. Deepak Kumar Chatterjee (DIN:03379600) as an independent director of the company.	112	92694760	99.99%	2	1195	0.01%

No. of People Abstained from Voting – 1 Shareholder holding, 3,29,34,686 shares abstained from voting in resolution No. 5 and 6.

Statutory Auditors of the Company were present in the Annual General Meeting of the Company

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: September 26, 2018



Approved  
*[Signature]*  
D. K. Mehta  
Chairman