



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 July 01, 2016. 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 July 01, 2016 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:

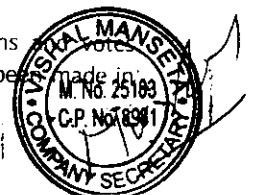
1. To receive, consider and adopt the Audited Statement of Profit and Loss Account of the Company for the financial year ended on 31st March, 2016 and the Balance Sheet as on that date together with the Report of Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2016 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.

Which were passed at the **Annual General Meeting of the Company held on August 05, 2016**.

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 Tuesday August 02, 2016 at 10.00 a.m. and ended on Thursday, August 04, 2016 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 tendered therein and maintained a register in which necessary entries have been



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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	August 05, 2016
Total number of shareholders on Record Date:	July 29, 2016
Cut-off date for e-voting -	
No. of shareholders Present in meeting either in person or through proxy:	4
Promoters and Promoters Group:	37
Public:	
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, 2016 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, 2016 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



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, 2016 and the Balance Sheet as on that date together with the Report of Board of Directors and Auditors thereon.	177	12,58,22,779	99.99%	1	500	0.01%
2	To declare a dividend for the financial year ended 31st March, 2016 on equity shares.	179	12,58,24,179	100.00%	-	-	-
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.	87	12,57,18,392	99.92%	90	1,03,458	0.08%
4	To fix the remuneration of the Statutory Auditors.	175	12,58,20,679	99.99%	2	1,700	0.01%

No. of People Abstained from Voting

Sr. No.	Particulars	Number of Shareholders	Number of Shares held
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, 2016 and the Balance Sheet as on that date together with the Report of Board of Directors and Auditors thereon.	1	900
2	To declare a dividend for the financial year ended 31st March, 2016 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.	2	1330
4	To fix the remuneration of the Statutory Auditors.	2	1800

* Members having 999 shares have not voted on resolution number 3, the number of shareholders could not be ascertained.

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: August 08, 2016
Place: Mumbai



Approved
P. N. Venkatar
(P.N. Venkatar
@Kam)