

**Ref. No.:** UTI/AMC/CS/SE/2023-24/0402

**Date:** 7<sup>th</sup> March, 2024

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1  
G Block Bandra Kurla Complex  
Bandra East Mumbai – 400 051  
**Scrip Symbol – UTIAMC**

**BSE Limited,**

Phiroze Jeejeeboy Towers  
Dalal Street,  
Mumbai- 400 001  
**Scrip Code / Symbol: 543238 / UTIAMC**

**Sub: Proceedings Scrutinizer's Report and e-voting Results of the 7<sup>th</sup> Extra Ordinary General Meeting of the UTI Asset Management Company Limited held on 7<sup>th</sup> March, 2024**

**Ref: Our letter bearing Ref. No. UTI/AMC/CS/SE/2023-24/0398 dated 9<sup>th</sup> February, 2024**

Dear Sir / Madam,

We would like to inform you that the 7<sup>th</sup> Extra Ordinary General Meeting (7<sup>th</sup> EGM) of the members of UTI Asset Management Company Limited was held on Thursday, 7<sup>th</sup> March, 2024 at 1600 hrs IST through video conferencing / other audio visual means, to transact the business set forth in the Notice of the 7<sup>th</sup> EGM dated 7<sup>th</sup> February, 2024.

In this regard, we are forwarding herewith:

1. The proceedings of the 7<sup>th</sup> EGM in compliance with the Regulation 30 read with Part A Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and the SEBI Circular dated 13<sup>th</sup> July, 2023 and 7<sup>th</sup> October, 2023 as **Annexure – I**;
2. The Scrutinizer's Report dated 7<sup>th</sup> March, 2024, pursuant to Section 108 and 109 of the Companies Act, 2013 read with relevant rules made thereunder as **Annexure – II**; and
3. The e-voting results as required under Regulation 44 of the SEBI Listing Regulations as **Annexure – III**.

The resolution set forth in the Notice of 7<sup>th</sup> EGM was passed by the Members with requisite majority.

The said proceedings, Scrutinizer's Report and E-voting Result are also available on the Company's website *i.e.* <https://www.utimf.com> in compliance with Regulation 46 of the SEBI Listing Regulations.

Thanking you,

**For UTI Asset Management Company Limited**

Arvind Patkar

**Company Secretary and Compliance Officer**  
**Membership no.: ACS 21577**

**Place:** Mumbai

**Encl:** As above

**Proceedings of the 7<sup>th</sup> Extra Ordinary General Meeting (EGM) of  
UTI Asset Management Company Limited (the Company)**

The 7<sup>th</sup> EGM of the Company was held on Thursday, 7<sup>th</sup> March, 2024 at 1600 hrs IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) read with the provisions of the Companies Act, 2013; the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The VC platform provided by the KFin Technologies Limited (KFintech) was used to conduct the 7<sup>th</sup> EGM.

A total of 88 members participated in the 7<sup>th</sup> EGM. After ensuring the presence of requisite quorum, the Chairman called the meeting in order.

Mr. Arvind Patkar, Company Secretary and Compliance Officer welcomed the members at the 7<sup>th</sup> EGM of the Company and informed that Mr. Dinesh Kumar Mehrotra, Non-Executive Chairman and Independent Director presided over the meeting. He mentioned that the following Board members and other key invitees have joined the meeting:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
<b>Directors attended through Video Conferencing</b>		
1.	Mr. Narasimhan Seshadri joined from Bangaluru	Non-Executive Independent Director and Chairperson of Nomination and Remuneration Committee
2.	Mr. Rajeev Kakar joined from Dubai	Non-Executive Independent Director and Chairperson of Risk Management Committee
3.	Ms. Dipali Sheth joined from Mumbai	Non-Executive Independent Director and Chairperson of Corporate Social Responsibility Committee
4.	Ms. Jayashree Vaidhyathan joined from Chennai	Non-Executive Independent Director and Chairperson of Digital Transformation Committee
5.	Mr. Kiran Kumar Taranian joined from Mumbai	Non- Executive Nominee Director

6.	Mr. Imtaiyazur Rahman joined from Mumbai	Managing Director and Chief Executive Officer
<b>Other key Invitees attended through video conferencing</b>		
7.	Mr. Sameer Mota joined from Mumbai	Partner of M/s. B S R & Co. LLP, the Statutory Auditor
8.	Mr. Vishal N. Manseta joined from Mumbai	Secretarial Auditor
9.	Mr. Vaibhav Dandawate joined from Mumbai	Scrutinizer for the 7 <sup>th</sup> EGM

Mr. Flemming Madsen, Non-Executive Nominee Director, Mr. Srivatsa Desikamani, Non-Executive Nominee Director and Mr. Deepak Kumar Chatterjee, Independent Director could not participate in the meeting.

The Chairman welcomed the members to the 7<sup>th</sup> EGM of the Company. He mentioned that the Company has made all efforts to enable the members to participate in 7<sup>th</sup> EGM; and to vote on the item being considered at the meeting. The notice of the 7<sup>th</sup> EGM alongwith the explanatory statement was issued on 9<sup>th</sup> February, 2024. The proposed agenda was relating to “Re-appointment of Mr. Imtaiyazur Rahman as a Managing Director and Chief Executive Officer of the Company for 2 years effective from 13<sup>th</sup> June, 2024 to 12<sup>th</sup> June, 2026.” He also informed the members that the due process has been followed and all applicable statutory provisions have been complied with in respect of 7<sup>th</sup> EGM.

He further mentioned that the participation of members through video conference would be reckoned for the purpose of quorum as per the circulars issued by the Ministry of Corporate Affairs and Section 103 of the Companies Act, 2013.

The Company Secretary & Compliance Officer informed the members that the Notice of the 7<sup>th</sup> EGM alongwith the explanatory statement thereto, containing re-appointment of Mr. Imtaiyazur Rahman (DIN: 01818725) as a Managing Director and Chief Executive Officer of the Company for 2 years effective from 13<sup>th</sup> June, 2024 till 12<sup>th</sup> June 2026, were circulated to the members through permitted mode and with the permission of Chairman and members, the same were taken as read.

The relevant statutory records were made available electronically for inspection during the 7<sup>th</sup> EGM. As the 7<sup>th</sup> EGM was held through VC / OAVM, the option for appointment of proxies by the members was not applicable and hence, the proxy register was not made available for inspection. Similarly, the resolution provided in the notice was put to vote by e-voting, and accordingly, there was no requirement for proposing or seconding the resolution.

The business transacted at the 7<sup>th</sup> EGM was as follows:

<b>Item No.</b>	<b>Agenda Item</b>	<b>Type of Resolution</b>
<b>Special business</b>		
1.	To re-appoint Mr. Imtaiyazur Rahman (DIN: 01818725) as Managing Director and Chief Executive Officer of the Company	Special

The Company Secretary and Compliance Officer informed the members that the Company had provided to the members facility to cast their votes electronically through remote e-voting provided by KFin Technologies Limited (KFintech). The remote e-voting period commenced at 0900 hrs IST on Sunday, the 3<sup>rd</sup> March, 2024 and ended at 1700 hrs IST on Wednesday, the 6<sup>th</sup> March, 2024. The voting rights were reckoned on the basis of equity shares held as on the cut-off date *i.e.* the 29<sup>th</sup> February, 2024. It was further informed that there would be no voting by show of hands.

Those members, who had not exercised their voting rights through remote e-voting, were provided an opportunity to cast their vote through the e-voting at the EGM.

The members who had registered their name as speakers were given an opportunity to ask questions and / or express their views on the aforementioned agenda. However, no one participated in question and answer session.

The Chairman informed the members that M/s MMJB & Associates LLP, Practicing Company Secretary (LLP- AAR 9997), was appointed as scrutinizer to scrutinize the e-voting process for the 7<sup>th</sup> EGM in a fair and transparent manner.

The Chairman further informed that consolidated results of remote e-voting and e-voting at the 7<sup>th</sup> EGM, together with the Report of the Scrutinizer thereon, would be intimated by the Company Secretary and Compliance Officer to the Stock Exchanges *viz.* National Stock Exchange of India Limited and BSE Limited as authorized by the Chairman and would also be uploaded on the website of the Company and KFintech. The results would also be displayed at the registered office of the Company in accordance with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The e-voting facility was kept open for 15 minutes for those members who had not voted through remote e-voting.

The 7<sup>th</sup> EGM concluded at 1624 hrs IST (including the time allowed for e-voting at the 7<sup>th</sup> EGM).

Post conclusion of the 7<sup>th</sup> EGM, the scrutinizer of the 7<sup>th</sup> EGM had submitted the consolidated report to the chairman of 7<sup>th</sup> EGM and as per his report, the **item set forth in the Notice of the 7<sup>th</sup> EGM was declared as passed as special resolution.**

Thanking you,

For **UTI Asset Management Company Limited**

Arvind Patkar

**Company Secretary and Compliance Officer**

**Membership No.** : ACS 21577

**Date** : 7<sup>th</sup> March, 2024

**Place** : Mumbai



**UTI Asset Management Company Limited**

To,  
**The Members,**  
**UTI Asset Management Company Limited**  
UTI Tower 'Gn' Block Bandra – Kurla Complex,  
Bandra – East, Mumbai - 400 051

7<sup>th</sup> March, 2024

**Sub: Scrutinizer's Report on remote e-voting and e-voting at the 7<sup>th</sup> Extra Ordinary General Meeting (EGM) of the Company**

Dear Members,

The Company has provided e-voting facility to the members to cast votes on the resolution set out in the Notice of the 7<sup>th</sup> EGM held on Thursday, 7<sup>th</sup> March, 2024.

In this regard, we are forwarding herewith the scrutinizer's report on the voting done through remote e-voting and e-voting at the 7<sup>th</sup> EGM in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations.

Further, I hereby authorise Mr. Arvind Patkar, Company Secretary and Compliance Officer of the Company to accept and countersign the Scrutinizer Report on my behalf and submit the results of 7<sup>th</sup> EGM to the Stock Exchanges.

**For UTI Asset Management Company Limited**

Dinesh Kumar Mehrotra

**Chairman of the Meeting**  
**DIN: 00142711**

**Encl:** As above

**Registered Office :** UTI Tower, 'Gn' Block, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051.

**CIN :** L65991MH2002PLC137867

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**Website :** [www.utimf.com](http://www.utimf.com)

**Email :** [service@uti.co.in](mailto:service@uti.co.in)

**Phone :** 022-6678 6666

# *MMJB & Associates LLP*

## Company Secretaries

Ecstasy, 803-804, 8<sup>th</sup> Floor, City of Joy, JSD Road, Mulund (West), Mumbai - 400080, (T) 022-21678100  
LLPIN - AAR-9997

### Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Extra Ordinary General Meeting (EGM)

To,  
Mr. Dinesh Kumar Mehrotra,  
Chairperson,  
UTI Asset Management Company Limited,  
UTI Tower, Gn Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 7<sup>th</sup> EGM of the shareholders of the Company, held on Thursday, March 07, 2024 at 04:00 P.M. (IST) through video conferencing ("VC")/other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")**

- A. I, Deepti Kulkarni, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer through resolution passed by circulation by the Board of Directors of the Company on Wednesday, February 07, 2024, to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic Voting at the EGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 held on Thursday, March 07, 2024 at 04.00 P.M. (IST).
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of the Notice convening the 7<sup>th</sup> EGM of the Company along with the process of remote e-voting was sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with the Circulars issued by the Ministry of Corporate Affairs dated 14/2020, 17/2020, 2/2022, 10/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2022, December 28, 2022 and September 25, 2023 respectively and Master circular dated July 11, 2023 and circular dated



October 07, 2023, issued by the Securities and Exchange Board of India and other applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company has completed dispatch of Notice along with explanatory statement on Friday, February 09, 2024, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, February 02, 2024.

- C. The Company had appointed M/s. KFin Technologies Limited (“KFintech”) for conducting the electronic voting by the shareholders of the Company at the EGM. After the time fixed for closing of electronic voting at EGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by KFintech for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Sunday, March 03, 2024 at 9:00 A.M. (IST) and ends on Wednesday, March 06, 2024 at 5:00 P.M. (IST) and the KFintech remote e-voting portal was blocked for voting thereafter.
- E. The Notice sent through email contained the detailed procedure to be followed by the Members who desirous of casting their votes electronically.
- F. After the closure of the voting at EGM, the votes cast through remote e-voting facility and voting facility at the EGM was duly unblocked by me as scrutinizer in the presence of Mr. Vishal N. Manseta and Mr. Kunal Sharma who are not in the employment of the Company, as prescribed in Sub-Rule 4 (xii) of the said Rule 20.
- G. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the EGM I have issued this Scrutinizer’s Report dated March 07, 2024.

<b>Date of EGM</b>	March 07, 2024
<b>Total number of shareholders on record date (i.e., as on Thursday, February 29, 2024)</b>	1,50,901
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	NA
Public	88

**Resolution Item No. 1 - Special Resolution:**

To re-appoint Mr. Imtaiyazur Rahman (DIN: 01818725) as Managing Director and Chief Executive Officer of the Company:

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2	Public - Institutional holders	Remote E-Voting	11,41,89,866	11,33,58,017	99.2715	10,76,29,840	57,28,177	94.9468	5.0532
		Poll		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>11,33,58,017</b>	<b>99.2715</b>	<b>10,76,29,840</b>	<b>57,28,177</b>	<b>94.9468</b>	<b>5.0532</b>
3	Public-Non- Institutional	Remote E-Voting	1,30,63,944	2,10,917	1.6145	1,53,037	57,880	72.5579	27.4421
		Poll		35,243	0.2698	34,458	785	97.7726	2.2274
		<b>Total</b>		<b>2,46,160</b>	<b>1.8843</b>	<b>1,87,495</b>	<b>58,665</b>	<b>76.1679</b>	<b>23.8321</b>
<b>Total</b>			<b>12,72,53,810</b>	<b>11,36,04,177</b>	<b>89.2737</b>	<b>10,78,17,335</b>	<b>57,86,842</b>	<b>94.9061</b>	<b>5.0939</b>

H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the EGM.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. There were no invalid votes in the total votes cast on aforesaid resolution.
3. The aforesaid resolution was passed with requisite majority.

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP  
Company Secretaries**

DEEPTI  
AMEY  
KULKARNI

Digitally signed  
by DEEPTI AMEY  
KULKARNI  
Date: 2024.03.07  
22:16:43 +05'30'

**Deepti Kulkarni  
Designated Partner  
ACS No. 34733  
CP No. 22502  
UDIN: A034733E003557153  
Date: March 07, 2024  
Place: Mumbai**

**For UTI Asset Management Company Limited**

ARVIND  
BHAGWAN  
DAS  
PATKAR

Digitally signed  
by ARVIND  
BHAGWAN DAS  
PATKAR  
Date: 2024.03.07  
22:33:42 +05'30'

**Arvind Patkar  
Company Secretary and Compliance Officer  
(Authorised Representative)  
Date: March 07, 2024  
Place: Mumbai**

**Annexure III**

<b>Name of the Company</b>		UTI ASSET MANAGEMENT COMPANY LIMITED						
<b>Date of the AGM/EGM</b>		07-03-2024						
<b>Total number of shareholders on record date</b>		1,50,901						
<b>No. of shareholders present in the meeting either in person or through proxy:</b>								
<b>Promoters and Promoter Group:</b>		Not Applicable						
<b>Public:</b>		Not Applicable						
<b>No. of Shareholders attended the meeting through Video Conference</b>								
<b>Promoters and Promoter Group:</b>		0						
<b>Public:</b>		88						
<b>Resolution No.</b>		1						
<b>Resolution required: (Ordinary / Special)</b>		SPECIAL						
<b>Subject</b>		To re-appoint Mr. Imtaiyazur Rahman (DIN: 01818725) as Managing Director and Chief Executive Officer of the Company						
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>		Not Applicable						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	11,41,89,866	11,33,58,017	99.2715	10,76,29,840	57,28,177	94.9468	5.0532
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11,33,58,017</b>	<b>99.2715</b>	<b>10,76,29,840</b>	<b>57,28,177</b>	<b>94.9468</b>	<b>5.0532</b>
Public- Non Institutions	E-Voting	1,30,63,944	2,10,917	1.6145	1,53,037	57,880	72.5579	27.4421
	Poll		35,243	0.2698	34,458	785	97.7726	2.2274
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,46,160</b>	<b>1.8843</b>	<b>1,87,495</b>	<b>58,665</b>	<b>76.1679</b>	<b>23.8321</b>
<b>Total</b>		<b>12,72,53,810</b>	<b>11,36,04,177</b>	<b>89.2737</b>	<b>10,78,17,335</b>	<b>57,86,842</b>	<b>94.9061</b>	<b>5.0939</b>