

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL FOR M/s UTC FIRE & SECURITY INDIA LIMITED

To,

The Chairman
M/s UTC Fire & Security India Limited
Unit No.8, 1st Floor,
The Centrium, Lal Bhadur Shastri Marg,
Kurla west, Mumbai City 400070

Sub: Combined Scrutinizer's Report on Remote E-voting and voting at the AGM through Physical Ballot Forms/ E-voting

Dear Sir,

The Board of Directors of the Company at its meeting held on Friday August 31, 2018 has appointed Mr. Deepak Kukreja as Scrutinizer and Ms. Monika Kohli, as alternate Scrutinizer, partner, DMK Associates, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and all other provision as applicable, to conduct the e-voting and voting through ballot paper process for its 36th Annual General Meeting of the Company held on September 25, 2018 in fair and transparent manner.

The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company. The e-voting process was started on Saturday, the 22nd day of September, 2018 at 09:00 A.M. to Monday, the 24th day of September, 2018 upto 05:00 P.M. The e-voting results were unblocked by me on 25th September, 2018 at 01.10 P.M. in the presence of two witnesses.

At the 36th Annual General Meeting of the Company held on September 25, 2018, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

As on September 18, 2018, the cut-off date there were 3,598 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through e-voting/ voting through ballot papers conducted at the 36th Annual General Meeting of the Company.



**DMK ASSOCIATES
COMPANY SECRETARIES**

The paid-up share capital of the company as on cut-off date was Rs. 3,068,423,680/- divided into 306,842,368 equity shares of Rs. 10/- each.

ORDINARY BUSINESS

RESOLUTION NO. 1 –ORDINARY RESOLUTION

To receive, consider and adopt audited financial statements of the company for the financial year ended on 31st March, 2018 and the report of board of directors and auditors thereon

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
0	0	18	306,313,819	306,313,819	99.83

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	0	0	0



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RESULT

As there was no vote cast against the resolution, we report that the ordinary resolution is passed with regard to item no. 1 as set out in the Notice of the AGM with requisite majority.

RESOLUTION NO.2 –ORDINARY RESOLUTION

To re-appoint Mr. Balasubramaniam Prasad (DIN: 07916810) who retires by rotation and being eligible, offers himself for re-appointment.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
0	0	18	306,313,819	306,313,819	99.83

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	0	0	0



RESULT

As there was no vote cast against the resolution, we report that the ordinary resolution is passed with regard to item no. 2 as set out in the Notice of the AGM with requisite majority.

RESOLUTION NO. 3 –ORDINARY RESOLUTION

To re-appoint Ms. Piyali Ghosh (DIN: 07124622) who retires by rotation and being eligible, offers herself for re-appointment

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
0	0	18	306,313,819	306,313,819	99.83

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	0	0	0

RESULT

As there was no vote cast against the resolution, we report that the ordinary resolution is passed with regard to item no. 3 as set out in the Notice of the AGM with requisite majority.



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SPECIAL BUSINESS

RESOLUTION NO. 4 –SPECIAL RESOLUTION

To approve remuneration of Mr. Balasubramaniam Prasad (DIN: 07916810) Whole Time Director of the company

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
0	0	18	306,313,819	306,313,819	99.83

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	0	0	0

RESULT

As there was no vote cast against the resolution, we report that the Special Resolution is passed with regard to item no. 4 as set out in the Notice of the AGM with requisite majority.



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The relevant records relating to E – Voting and Poll were sealed and handed over to the Company Secretary/Director authorized by the Board of the Company for safe keeping.

Thanking you

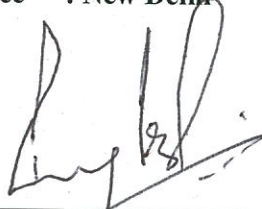
Yours Sincerely

**For DMK ASSOCIATES
COMPANY SECRETARIES**



**DEEPAK KUKREJA
PARTNER
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265**

**Date : 26.09.2018
Place : New Delhi**



Signed by Chairman