

**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 in respect of passing of resolutions through electronic mode and poll conducted at 37th Annual General Meeting of M/s UTC Fire & Security India Limited (the company) held on 23rd day of September, 2019

Dear Sir,

The Board of Directors of the Company at its meeting held on Tuesday August 20, 2019 has appointed Mr. Deepak Kukreja as Scrutinizer and Ms. Monika Kohli, as alternate Scrutinizer, partner, DMK Associates, Company Secretaries, New Delhi 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 Poll process for its 37th Annual General Meeting of the Company held on September 23, 2019 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 Friday, the 20th day of September, 2019 at 09:00 A.M. to Sunday, the 22nd day of September, 2019 upto 05:00 P.M. The e-voting results were unblocked by me on 23rd September, 2019 in the presence of two witnesses.

At the 37th Annual General Meeting of the Company held on September 23, 2019, 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.



**DMK ASSOCIATES
COMPANY SECRETARIES**

As on September 16, 2019, the cut-off date, there were 3603 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through e-voting/ voting through polling process conducted at the 37th Annual General Meeting of the Company.

ORDINARY BUSINESS

RESOLUTION NO. 1 –ORDINARY RESOLUTION

To consider and adopt audited financial statements of the company for the financial year ended on 31st March, 2019 and the report of board of directors and auditors thereon.

(I) VOTED IN FAVOUR 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	% of total number of valid votes cast in favour
0	0	20	306313848	306313848	100

(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 in against
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



**DMK ASSOCIATES
COMPANY SECRETARIES**

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. Vikram Arthur Fernandes Prabhu (DIN:06421340). who retires by rotation and being eligible, offers himself for re-appointment.

(I) VOTED IN FAVOUR 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	% of total number of valid votes cast in favour
0	0	20	306313848	306313848	100

(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 in against
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



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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. 2 as set out in the Notice of the AGM with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 3 –ORDINARY RESOLUTION

To appoint Mr. Farokh Phiroz Madan (DIN: 07412324) as a director of the company liable to retire by rotation in the category of non-executive director of the company.

(I) VOTED IN FAVOUR 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	% of total number of valid votes cast in favour
0	0	20	306313848	306313848	100

(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 in Against
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.

RESOLUTION NO. 4 –SPECIAL RESOLUTION

To approve the appointment and remuneration of Ms. Vasanthi Narayana (DIN: 08319835) as whole-time director of the company -

(I) VOTED IN FAVOUR 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	% of total number of valid votes cast in favour
0	0	20	306313848	306313848	100

(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 in against
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:



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**DMK ASSOCIATES
COMPANY SECRETARIES**

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 the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

RESOLUTION NO. 5 -SPECIAL RESOLUTION

To re-appoint Mr. Srinivas Kotni (DIN: 01085277) as an independent director on the Board of Directors of the company.

(I) VOTED IN FAVOUR 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(shares) through E-voting and poll	% of total number of valid votes cast in favour
0	0	20	306313848	306313848	100

(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 in Against
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:



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**DMK ASSOCIATES
COMPANY SECRETARIES**

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 the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

RESOLUTION NO. 6 –SPECIAL RESOLUTION

To approve the appointment and remuneration of Mr. Muthalagappan Karuppiah (DIN: 08539111) as whole-time director of the company

(I) VOTED IN FAVOUR 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	% of total number of valid votes cast in favour
0	0	20	306313848	306313848	100

(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 in against
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:



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**DMK ASSOCIATES
COMPANY SECRETARIES**

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 the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

RESOLUTION NO. 7 –SPECIAL RESOLUTION

To approve waive-off recovery of excess managerial remuneration received by Mr. Devendra Mehta (DIN:01533089) erstwhile whole-time director of the company:

(I) VOTED IN FAVOUR 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(shares) through E-voting and poll	% of total number of valid votes cast in favour
0	0	20	306313848	306313848	100

(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 in against
0	0	0	0	0	0

(III) INVALID VOTES OF THE RESOLUTION:



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**DMK ASSOCIATES
COMPANY SECRETARIES**

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

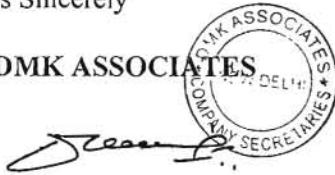
As the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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



DEEPAK KUKREJA

Practicing Company Secretaries

31/36, Basement, Old Rajinder Nagar

Delhi - 110060

FCS No: 4140

CP No: 8265

Date : 24.09.2019

Place : New Delhi

A handwritten signature in blue ink, appearing to read "Srinivas Kotni".

SRINIVAS KOTNI

Signed by Chairman