

Corporate Governance Report submitted for the quarter ended 30th September, 2021

1. Name of Listed Entity - **UTI Asset Management Company Limited**

2. Quarter ended - **30th September, 2021**

I. Composition of Board of Directors:

Title	Name of the Director	DIN	Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure of Directors (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Dinesh Kumar Mehrotra	00142711	Non-Executive - Independent Director and Chairperson	11-Apr-2017	28-Nov-2020	-	53	05-May-1953	4	4	6	0
Mr.	Edward Cage Bernard	08243277	Non-Executive Nominee Director	01-Oct-2018	29-Jul-2021	-	-	12-Feb-1956	1	0	1	1
Mr.	Flemming Madsen	02904543	Non-Executive Non Independent Director	20-Jan-2010	27-Nov-2020	-	-	12-Aug-1965	1	0	1	0
Mr.	Narasimhan Seshadri	03486485	Non-Executive - Independent Director	14-Oct-2016	28-Nov-2020	-	59	30-Apr-1953	1	1	2	0



Mr.	Deepak Kumar Chatterjee	03379600	Non-Executive - Independent Director	25-Sep-2018	29-July-2021	-	36	01-Nov-1953	2	2	2	1
Mr.	Rajeev Kakar	01888608	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	22	01-Jul-1963	1	1	1	0
Ms.	Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	22	04-Jul-1965	2	2	3	0
Ms.	Jayashree Vaidhyanathan	07140297	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	22	01-Feb-1970	1	1	1	0
Mr.	Sanjay Varshneya	08161701	Non-Executive - Nominee Director	29-July- 2021	29-July- 2021	-	-	01-Dec-1965	1	0	0	0
Mr.	Imtaiyazur Rahman	01818725	Executive Director and CEO	28-Apr-2019	28-Apr-2019	-	-	07-Sep-1963	1	0	1	0

Company Remarks	<p>The shareholders had, at the 18th Annual General Meeting of the Company held on 28th July, 2021, <i>inter-alia</i> approved the following:</p> <ol style="list-style-type: none"> 1. Appointment of Mr. Edward Cage Bernard (DIN: 08243277) as a Nominee Director (Non-Executive Category) with effect from 29th July, 2021, liable to retire by rotation. 2. Appointment of Mr. Sanjay Varshneya (DIN: 08161701) as a Nominee Director (Non-Executive Category) with effect from 29th July, 2021, liable to retire by rotation. 3. Re-appointment of Mr. Deepak Kumar Chatterjee (DIN: 03379600) as an Independent Director for another term of 5 (five) consecutive years from 29th July, 2021 to 28th July, 2026, not liable to retire by rotation.
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Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

II. Composition of Committees:

a. Audit Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Deepak Kumar Chatterjee	Non-Executive Independent Director	Chairperson	24-Oct-2018	-
2	Dinesh Kumar Mehrotra	Non-Executive Independent Director	Member	29-Jan-2018	-
3	Flemming Madsen	Non-Executive Non Independent Director	Member	02-Mar-2010	-
4	Narasimhan Seshadri	Non-Executive Independent Director	Member	27-Jan-2017	-
5	Rajeev Kakar	Non-Executive Independent Director	Member	16-Dec-2019	-

Whether Regular chairperson appointed	Yes
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b. Nomination and Remuneration Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Narasimhan Seshadri	Non-Executive Independent Director	Chairperson	24-Oct-2018	-
2	Dinesh Kumar Mehrotra	Non-Executive Independent Director	Member	05-Apr-2018	-
3	Edward Cage Bernard	Non-Executive Nominee Director	Member	24-Oct-2018	-
4	Dipali Hemant Sheth	Non-Executive Independent Director	Member	16-Dec-2019	-

Whether Regular chairperson appointed	Yes
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c. Stakeholders Relationship Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Edward Cage Bernard	Non-Executive Nominee Director	Chairperson	24-Oct-2018	-
2	Deepak Kumar Chatterjee	Non-Executive Independent Director	Member	24-Oct-2018	-
3	Jayashree Vaidhyanathan	Non-Executive Independent Director	Member	04-Dec-2020	-



Whether Regular chairperson appointed	Yes
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d. Risk Management Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajeev Kakar	Non-Executive Independent Director	Chairperson	04-Dec-2020	-
2	Flemming Madsen	Non-Executive Non Independent Director	Member	02-Mar-2010	-
3	Narasimhan Seshadri	Non-Executive Independent Director	Member	05-Apr-2018	-
4	Deepak Kumar Chatterjee	Non-Executive Independent Director	Member	27-Apr-2019	-
5	Jayashree Vaidhyanathan	Non-Executive Independent Director	Member	16-Dec-2019	-

Whether Regular chairperson appointed	Yes
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e. Corporate Social Responsibility Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Dipali Hemant Sheth	Non-Executive Independent Director	Chairperson	04-Dec-2020	-
2	Dinesh Kumar Mehrotra	Non-Executive Independent Director	Member	29-Jan-2018	-
3	Edward Cage Bernard	Non-Executive Nominee Director	Member	24-Oct-2018	-
4	Imtaiyazur Rahman	Executive Director and CEO	Member	04-Dec-2020	-

Whether Regular chairperson appointed	Yes
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f. Digital Transformation Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Jayashree Vaidhyanathan	Non-Executive Independent Director	Chairperson
2	Flemming Madsen	Non-Executive Non Independent Director	Member
3	Rajeev Kakar	Non-Executive Independent Director	Member
4	Dipali Hemant Sheth	Non-Executive Independent Director	Member
5	Imtaiyazur Rahman	Executive Director and CEO	Member

Whether Regular chairperson appointed	Yes
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g. ESG Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Flemming Madsen	Non-Executive Non Independent Director	Chairperson
2	Narasimhan Seshadri	Non-Executive Independent Director	Member
3	Rajeev Kakar	Non-Executive Independent Director	Member
4	Dipali Hemant Sheth	Non-Executive Independent Director	Member
5	Sanjay Varshneya	Non-Executive Nominee Director	Member

Company Remarks	The ESG Committee has been constituted by the Board through circular resolution dated 2 nd August, 2021.
Whether Regular chairperson appointed	Yes

III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the current quarter	Whether requirement of Quorum met	Number of Directors present (other than Independent Directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
28-Apr-2021	-	Yes	3	5	-
07-Jun-2021	-	Yes	3	6	39
30-Jun-2021	-	Yes	2	6	22
-	28-Jul-2021	Yes	3	6	27
-	24-Aug-2021	Yes	4	6	26
-	20-Sep-2021	Yes	4	6	26



IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present (other than Independent Directors)	Number of Independent Directors attending the meeting	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days) (only audit committee)
Audit Committee	-	Yes	1	4	28-Apr-2021	-
Audit Committee	-	Yes	1	4	07-Jun-2021	39
Audit Committee	28-Jul-2021	Yes	1	4	-	50
Nomination & Remuneration Committee	-	Yes	1	3	21-Apr-2021	-
Nomination & Remuneration Committee	-	Yes	1	3	04-Jun-2021	-
Nomination & Remuneration Committee	-	Yes	1	3	25-Jun-2021	-
Nomination & Remuneration Committee	09-Jul-2021	Yes	1	3	-	-
Nomination & Remuneration Committee	28-Jul-2021	Yes	1	3	-	-
Nomination & Remuneration Committee	21-Aug-2021	Yes	1	3	-	-
Nomination & Remuneration Committee	16-Sep-2021	Yes	1	3	-	-
Stakeholders Relationship Committee	-	Yes	1	2	26-Apr-2021	-
Risk Management Committee	-	Yes	1	4	02-Jun-2021	-
Risk Management Committee	17-Aug-2021	Yes	1	4	-	-



Corporate Social Responsibility Committee	26-Apr-2021	Yes	2	2	-	-
Digital Transformation Committee	-	Yes	2	3	14-Jun-2021	-
Digital Transformation Committee	15-Sep-2021	Yes	2	3	-	-

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

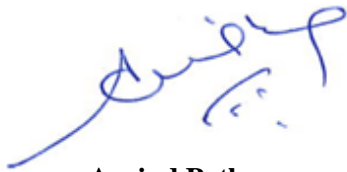
VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk Management Committee (applicable to the top 500 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. – **Yes**



VII. Affirmations:

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	No Mr. Edward Cage Bernard could not participate at the 18th Annual General Meeting due to different time zone. Mr. Deepak Kumar Chatterjee, representative of Stakeholders Relationship Committee participated at the 18 th Annual General Meeting of the Company.
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes



Name : Arvind Patkar
Designation : Company Secretary & Compliance Officer
Place : Mumbai
Date : 19-10-2021



VIII. Disclosure of Loans / guarantees / comfort letters / securities etc

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	None	0	0
Promoter Group or any other entity controlled by them	None	0	0
Directors (including relatives) or any other entity controlled by them	None	0	0
KMPs or any other entity controlled by them	None	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate amount of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	None	0	0
Promoter Group or any other entity controlled by them	None	0	0



Directors (including relatives) or any other entity controlled by them	None	0	0
KMPs or any other entity controlled by them	None	0	0

IX. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

- The Company has neither given any loans and/or advances (or any other debt by whatever name called) nor issued any comfort letter (or any such letter by whatever name called) directly or indirectly to the directors (including their relatives) or KMP (including their relatives). The Company is a professionally managed company and does not have an identifiable promoter.

S. Saha

Name : Surojit Saha
Designation : Chief Financial Officer
Place : Mumbai
Date : 19-10-2021

