

**Corporate Governance Report submitted for the quarter ended 30<sup>th</sup> June, 2022**

1. Name of the Company - **UTI Asset Management Company Limited**  
 2. Quarter ended - **30<sup>th</sup> June, 2022**

**I. Composition of Board of Directors:**

Title	Name of the Director	DIN	Category	Initial Date of Appointment	Date of Re-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	-	62	05-May-1953	4	4	4	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	-	68	30-Apr-1953	1	1	2	0
Mr.	Deepak Kumar Chatterjee	03379600	Non-Executive - Independent Director	25-Sep-2018	29-July-2021	-	45	01-Nov-1953	2	2	2	1
Mr.	Rajeev Kakar	01888608	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	31	01-Jul-1963	1	1	1	0
Ms.	Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	31	04-Jul-1965	4	4	6	0
Ms.	Jayashree Vaidhyanathan	07140297	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	31	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	(1) Mr. Imtaiyazur Rahman was appointed as the Chief Executive Officer (CEO) of the Company for a term of 2 (two) years effective from 13 <sup>th</sup> June, 2020 till 12 <sup>th</sup> June, 2022. The Board has, based on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Rahman as the CEO of the Company for another term of 2 years effective from 13 <sup>th</sup> June, 2022 till 12 <sup>th</sup> June, 2024.
Whether Regular Chairperson appointed	Yes



Whether Chairperson is related to MD or CEO	No
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## II. Composition of Committees:

### a. Audit Committee:

<i>Sr. No.</i>	<i>DIN</i>	<i>Name of the Committee Members</i>	<i>Category</i>	<i>Chairperson / Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	03379600	Deepak Kumar Chatterjee	Non-Executive Independent Director	Chairperson	24-Oct-2018	-
2	00142711	Dinesh Kumar Mehrotra	Non-Executive Independent Director	Member	29-Jan-2018	-
3	02904543	Flemming Madsen	Non-Executive Non Independent Director	Member	02-Mar-2010	-
4	03486485	Narasimhan Seshadri	Non-Executive Independent Director	Member	27-Jan-2017	-
5	01888608	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>DIN</i>	<i>Name of the Committee Members</i>	<i>Category</i>	<i>Chairperson / Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	03486485	Narasimhan Seshadri	Non-Executive Independent Director	Chairperson	24-Oct-2018	-
2	00142711	Dinesh Kumar Mehrotra	Non-Executive Independent Director	Member	05-Apr-2018	-
3	08243277	Edward Cage Bernard	Non-Executive Nominee Director	Member	24-Oct-2018	-
4	07556685	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>DIN</i>	<i>Name of the Committee Members</i>	<i>Category</i>	<i>Chairperson / Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	08243277	Edward Cage Bernard	Non-Executive Nominee Director	Chairperson	24-Oct-2018	-
2	03379600	Deepak Kumar Chatterjee	Non-Executive Independent Director	Member	24-Oct-2018	-
3	07140297	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>DIN</i>	<i>Name of the Committee Members</i>	<i>Category</i>	<i>Chairperson / Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	01888608	Rajeev Kakar	Non-Executive Independent Director	Chairperson	04-Dec-2020	-
2	02904543	Flemming Madsen	Non-Executive Non Independent Director	Member	02-Mar-2010	-
3	03486485	Narasimhan Seshadri	Non-Executive Independent Director	Member	05-Apr-2018	-
4	03379600	Deepak Kumar Chatterjee	Non-Executive Independent Director	Member	27-Apr-2019	-
5	07140297	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>DIN</i>	<i>Name of the Committee Members</i>	<i>Category</i>	<i>Chairperson / Membership</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	07556685	Dipali Hemant Sheth	Non-Executive Independent Director	Chairperson	04-Dec-2020	-
2	00142711	Dinesh Kumar Mehrotra	Non-Executive Independent Director	Member	29-Jan-2018	-
3	08243277	Edward Cage Bernard	Non-Executive Nominee Director	Member	24-Oct-2018	-
4	01818725	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>DIN</i>	<i>Name of the Committee Members</i>	<i>Category</i>	<i>Chairperson / Membership</i>
1	07140297	Jayashree Vaidhyanathan	Non-Executive Independent Director	Chairperson
2	02904543	Flemming Madsen	Non-Executive Non Independent Director	Member
3	01888608	Rajeev Kakar	Non-Executive Independent Director	Member
4	07556685	Dipali Hemant Sheth	Non-Executive Independent Director	Member
5	01818725	Imtaiyazur Rahman	Executive Director and CEO	Member

Whether Regular chairperson appointed	Yes
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**g. ESG Committee:**

<i>Sr. No.</i>	<i>DIN</i>	<i>Name of the Committee Members</i>	<i>Category</i>	<i>Chairperson / Membership</i>
1	02904543	Flemming Madsen	Non-Executive Non Independent Director	Chairperson
2	03486485	Narasimhan Seshadri	Non-Executive Independent Director	Member
3	01888608	Rajeev Kakar	Non-Executive Independent Director	Member
4	07556685	Dipali Hemant Sheth	Non-Executive Independent Director	Member
5	08161701	Sanjay Varshneya	Non-Executive Nominee Director	Member

Whether Regular chairperson appointed	Yes
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### 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 (All directors including Independent Director)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
06-Jan-2022	-	Yes	10	6	-
28-Jan-2022	-	Yes	10	6	21
18-Feb-2022	-	Yes	10	6	20
22-Mar-2022	-	Yes	10	6	31
-	26-Apr-2022	Yes	10	6	34
-	26-May-2022	Yes	10	6	29
-	20-Jun-2022	Yes	9	6	24
-	21-Jun-2022	Yes	9	6	0

### 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 (All directors including Independent Director)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
Audit Committee	28-Jan-2022	Yes	5	4	-
Audit Committee	18-Feb-2022	Yes	5	4	20
Audit Committee	26-Apr-2022	Yes	4	4	66
Audit Committee	26-May-2022	Yes	5	4	29
Audit Committee	20-Jun-2022	Yes	5	4	24
Nomination and remuneration Committee	17-Jan-2022	Yes	4	3	-
Nomination and remuneration Committee	15-Mar-2022	Yes	4	3	56



Nomination and remuneration Committee	24-Apr-2022	Yes	4	3	39
Nomination and remuneration committee	13-Jun-2022	Yes	4	3	49
Stakeholders Relationship Committee	07-Apr-2022	Yes	3	2	-
Risk Management Committee	11-Mar-2022	Yes	5	5	-
Risk Management Committee	23-May-2022	Yes	5	5	72
Corporate Social Responsibility Committee	24-Apr-2022	Yes	3	2	-
Digital Transformation Committee	16-Mar-2022	Yes	4	3	-
Digital Transformation Committee	17-Jun-2022	Yes	5	3	92
ESG Committee	10-Feb-2022	Yes	4	3	-

**Note:** In line with the Frequently Asked Questions issued by National Stock Exchange of India Limited on 15<sup>th</sup> July, 2022, the Company has disclosed total no. of members of RMC present for the meeting (board members as well as non-board members) in the field of 'Number of Directors present' and total no. of members of Board of Directors present in the field of 'Number of Independent Directors present'.

#### V. Related Party Transactions

Subject	Compliance status (Yes / No / NA)
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**

  
**Name** : Arvind Patkar  
**Designation** : Company Secretary & Compliance Officer  
**Place** : Mumbai  
**Date** : 21<sup>st</sup> July, 2022

