

Corporate Governance Report submitted for the quarter ended 30th September, 2022

1. Name of the Company - **UTI Asset Management Company Limited**
2. Quarter ended - **30th September, 2022**

I. Composition of Board of Directors:

Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Dinesh Kumar Mehrotra	00142711	Non-Executive - Independent Director	Chairperson		05-05-1953	No	-	-	-	Active	NA	-	11-04-2017	28-11-2020	-	65.63	4	4	4	0
Mr.	Edward Cage Bernard	08243277	Non-Executive - Nominee Director	Not Applicable		12-02-1956	No	-	-	-	Active	NA	-	01-10-2018	29-07-2021	-	-	1	0	1	1
Mr.	Flemming Madsen	02904543	Non-Executive - Nominee Director	Not Applicable		12-08-1965	No	-	-	-	Active	NA	-	20-01-2010	26-07-2022	-	-	1	0	1	0
Mr.	Narasimhan Seshadri	03486485	Non-Executive - Independent Director	Not Applicable		30-04-1953	No	-	-	-	Active	NA	-	14-10-2016	28-11-2020	-	71.52	1	1	2	0
Mr.	Deepak Kumar Chatterjee	03379600	Non-Executive - Independent Director	Not Applicable		01-11-1953	No	-	-	-	Active	NA	-	25-09-2018	29-07-2021	-	48.17	2	2	2	1
Mr.	Rajeev Kakar	01888608	Non-Executive - Independent	Not Applicable		01-07-1963	No	-	-	-	Active	NA	-	20-11-2019	20-11-2019	-	34.33	1	1	1	0



Titl e (Mr / Ms)	Name of the Director	DIN	Categor y 1 of directors	Categor y 2 of directors	Category 3 of directors	Date of Birth	Whethe r the director is disquali fied?	Start Date of disq ualifi cation	End Date of disqua lificati on	Details of disqua lificati on	Curre nt status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulation s]	Date of passing special resolutio n	Initial Date of appoin tment	Date of Re- appoi ntment	Date of cessa tion	Tenur e of directo r (in month s)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independen t Directorshi p in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	Number of membershi ps in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
			ent Director																		
Ms.	Dipali Hemant Sheth	0755 6685	Non- Executiv e - Independ ent Director	Not Applicab le		04-07- 1965	No	-	-	-	Active	NA	-	20-11- 2019	20-11- 2019	-	34.33	4	4	5	0
Ms.	Jayashree Vaidhyanatha n	0714 0297	Non- Executiv e - Independ ent Director	Not Applicab le		01-02- 1970	No	-	-	-	Active	NA	-	20-11- 2019	20-11- 2019	-	34.33	1	1	3	0
Mr.	Kiran Kumar Taranian	0963 7366	Non- Executiv e - Nominee Director	Not Applicab le		10-09- 1964	No	-	-	-	Active	NA	-	26-07- 2022	26-07- 2022	-	-	1	0	0	0
Mr.	Imtaiyazur Rahman	0181 8725	Executiv e Director	Not Applicab le	CEO-MD	07-09- 1963	No	-	-	-	Active	NA	-	28-04- 2019	26-07- 2022	-	-	1	0	1	0
Mr.	Sanjay Varshneya	0816 1701	Non- Executiv e - Nominee Director	Not Applicab le		01-12- 1965	No	-	-	-	Active	NA	-	29-07- 2021	29-07- 2021	26- 07- 2022	-	0	0	0	0

Company Remarks	<p>Mr. Flemming Madsen retired by rotation at the 19th Annual General Meeting of the Company and the shareholders had appointed him as a Nominee Director (Non-Executive Category) of the Company w.e.f. 26th July, 2022, liable to retire by rotation.</p> <p>The shareholders had, at the 19th Annual General Meeting of the Company approved the appointment of Mr. Imtaiyazur Rahman as Managing Director w.e.f. 26th July, 2022 to 12th June, 2024, not liable to retire by rotation and he had discontinued as Whole-time Director w.e.f. 25th July, 2022. Accordingly, Mr. Rahman was re-designated as the Managing Director & Chief Executive Officer of the Company.</p> <p>Mr. Sanjay Varshneya resigned as Nominee Director of the Company and Mr. Kiran Kumar Taranian was appointed as an Additional Director (Nominee Non-Executive Category) w.e.f. 26th July, 2022. The shareholders had, through postal ballot, approved the appointment of Mr. Kiran Kumar Taranian as Non-Executive Nominee Director, liable to retire by rotation.</p>
Whether Regular Chairperson appointed	Yes
Whether Chairperson	No



is related to managing director or CEO	
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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 - Nominee 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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Remarks: Mr. Deepak Kumar Chatterjee was appointed as chairman & member of the Committee w.e.f. 24th October, 2018.

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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Remarks: Mr. Narasimhan Seshadri was designated as the chairman of the Committee w.e.f. 16th December, 2019.

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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Remarks: Mr. Edward Cage Bernard was designated as a chairman of the Committee w.e.f. 27th April, 2019.

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 - Nominee 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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Remarks: Mr. Rajeev Kakar was appointed as chairman & member of the Committee w.e.f. 4th December, 2020.

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	Member	04-Dec-2020	-

Whether Regular chairperson appointed	Yes
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Remarks: Ms. Dipali Hemant Sheth was appointed as the chairperson & member of the Committee w.e.f. 4th December 2020.

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 - Nominee 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	Member

Whether Regular chairperson appointed	Yes
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Remarks: Ms. Jayashree Vaidhyanathan became the chairperson of the Committee w.e.f. 4th December, 2020.

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 - Nominee 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	09637366	Kiran Kumar Tarania	Non-Executive - Nominee Director	Member

Whether Regular chairperson appointed	Yes
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Remarks: Mr. Flemming Madsen became the chairman of the Committee w.e.f. 2nd August, 2021.

Mr. Kiran Kumar Tarania was appointed as member of the Committee in the place of Mr. Sanjay Varshneya with effect from 26th July, 2022.



III. Meeting of Board of Directors:

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)
26-Apr-2022	-	Yes	10	10	6	-
26-May-2022	-	Yes	10	10	6	29
20-Jun-2022	-	Yes	10	9	6	24
21-Jun-2022	-	Yes	10	9	6	0
-	26-Jul-2022	Yes	10	10	6	34

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Audit Committee	26-04-2022	-	-	Yes	5	4	4	0
Audit Committee	26-05-2022	-	29	Yes	5	5	4	0
Audit Committee	20-06-2022	-	24	Yes	5	5	4	0
Audit Committee	-	26-07-2022	35	Yes	5	5	4	0
Nomination and remuneration committee	24-04-2022	-	-	Yes	4	4	3	0
Nomination and remuneration committee	13-06-2022	-	49	Yes	4	4	3	0
Nomination and remuneration committee	-	04-07-2022	20	Yes	4	4	3	0
Nomination and remuneration committee	-	18-07-2022	13	Yes	4	4	3	0
Nomination and remuneration committee	-	05-08-2022	17	Yes	4	4	3	0
Nomination and remuneration committee	-	07-09-2022	32	Yes	4	4	3	0
Nomination and remuneration committee	-	13-09-2022	5	Yes	4	4	3	0
Risk Management Committee	23-05-2022	-	-	Yes	5	5	4	0
Risk Management Committee	-	22-08-2022	90	Yes	5	5	4	0
Corporate Social Responsibility Committee	24-04-2022	-	-	Yes	4	3	2	0
Stakeholders Relationship Committee	07-04-2022	-	-	Yes	3	3	2	0
Digital Transformation Committee	17-06-2022	-	-	Yes	5	5	3	0
ESG Committee	-	19-08-2022	-	Yes	5	5	3	0



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 1000 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:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes


Name : Arvind Patkar
Designation : Company Secretary & Compliance Officer
Place : Mumbai
Date : 21st October, 2022



Disclosure under Corporate Governance Report for the half year ended 30th September, 2022:

I. Disclosure of Loans / guarantees / comfort letters / securities etc.: Not Applicable

Reason for Non Applicability: UTI Asset Management Company Limited is a professionally managed company and does not have an identifiable promoter. The Company has not granted any loans or provided any guarantee / security / comfort letter to any director (including relatives) or KMPs or any other entity controlled by them.

(A) Any loan or any other form of debt advanced by the Company 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	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them.	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the Company 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	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the Company 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 value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. 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 Company 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.


Name : Surojit Saha
Designation : Chief Financial Officer
Place : Mumbai
Date : 13th October, 2022