

Corporate Governance Report submitted for the quarter ended 31st December, 2022

1. Name of the Company - **UTI Asset Management Company Limited**
2. Quarter ended - **31st December, 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	-	68.20	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	-	74.17	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	-	51.06	2	2	2	1
Mr.	Rajeev Kakar	01888608	Non-Executive - Independent Director	Not Applicable		01-07-1963	No	-	-	-	Active	NA	-	20-11-2019	20-11-2019	-	37.11	1	1	1	0



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)
Ms.	Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	Not Applicable		04-07-1965	No	-	-	-	Active	NA	-	20-11-2019	20-11-2019	-	37.11	4	4	5	0
Ms.	Jayashree Vaidhyanathan	07140297	Non-Executive - Independent Director	Not Applicable		01-02-1970	No	-	-	-	Active	NA	-	20-11-2019	20-11-2019	-	37.11	1	1	3	0
Mr.	Kiran Kumar Tarania	09637366	Non-Executive - Nominee Director	Not Applicable		10-09-1964	No	-	-	-	Active	NA	-	26-07-2022	26-07-2022	-	-	1	0	0	0
Mr.	Imtaiyazur Rahman	01818725	Executive Director	Not Applicable	CEO-MD	07-09-1963	No	-	-	-	Active	NA	-	28-04-2019	26-07-2022	-	-	1	0	1	0

Company Remarks	Mr. Tarania was appointed as an Additional Director (Nominee Non Executive Category) by the Board w.e.f. 26 th July 2022 and his appointment was regularised by shareholders through Postal Ballot passed on 12 th October 2022.
Whether Regular Chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	No

II. Composition of Committees:

a. Audit Committee:

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership	Date of Appointment	Date of Cessation
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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b. Nomination and Remuneration Committee:

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership	Date of Appointment	Date of Cessation
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. Seshadri was designated as the chairman of the Committee *w.e.f.* 16.12.2019.

c. Stakeholders Relationship Committee:

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership	Date of Appointment	Date of Cessation
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. Bernard was designated as a chairman of the Committee *w.e.f.* 27.04.2019.

d. Risk Management Committee:

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership	Date of Appointment	Date of Cessation
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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e. Corporate Social Responsibility Committee:

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership	Date of Appointment	Date of Cessation
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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f. **Digital Transformation Committee:**

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership
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

g. **ESG Committee:**

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership
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

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 meetings (in number of days)
26-Jul-2022	-	Yes	10	10	6	-
-	20-Oct-2022	Yes	10	10	6	85
-	18-Nov-2022	Yes	10	9	6	28
-	14-Dec-2022	Yes	10	9	6	25

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	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	26-Jul-2022	-	Yes	5	5	4	0	-
Audit Committee	-	20-Oct-2022	Yes	5	5	4	0	85
Audit Committee	-	14-Dec-2022	Yes	5	5	4	0	54
Nomination and remuneration committee	04-Jul-2022	-	Yes	4	4	3	0	-
Nomination and remuneration committee	18-Jul-2022	-	Yes	4	4	3	0	13
Nomination and remuneration committee	05-Aug-2022	-	Yes	4	4	3	0	17



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	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	Maximum gap between any two consecutive meetings (in number of days)
Nomination and remuneration committee	07-Sep-2022	-	Yes	4	4	3	0	32
Nomination and remuneration committee	13-Sep-2022	-	Yes	4	4	3	0	5
Nomination and remuneration committee	-	14-Dec-2022	Yes	4	3	3	0	91
Stakeholders Relationship Committee	-	12-Oct-2022	Yes	3	3	2	0	-
Risk Management Committee	22-Aug-2022	-	Yes	5	5	4	0	-
Risk Management Committee	-	10-Nov-2022	Yes	5	5	4	0	79
Corporate Social Responsibility Committee	-	13-Oct-2022	Yes	4	3	2	0	-
Digital Transformation Committee	-	18-Nov-2022	Yes	5	5	3	0	-
ESG Committee	19-Aug-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:

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - Audit Committee - **Yes**
 - Nomination & Remuneration Committee - **Yes**
 - Stakeholders Relationship Committee - **Yes**
 - Risk Management Committee (applicable to the top 1000 listed entities) - **Yes**
- 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**
- 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**
- 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 : 21st January, 2023

