

Corporate Governance Report submitted for the quarter and year ended 31st March, 2023

1. **Name of the Company** - UTI Asset Management Company Limited
2. **Quarter and year ended** - 31st March, 2023

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	-	71.20	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.	N Seshadri	03486485	Non-Executive - Independent Director	Not Applicable		30-04-1953	No	-	-	-	Active	NA	-	14-10-2016	28-11-2020	-	77.17	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	-	54.06	2	2	2	1



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.	Rajeev Kakar	01888608	Non-Executive - Independent Director	Not Applicable		01-07-1963	No	-	-	-	Active	NA	-	20-11-2019	20-11-2019	-	40.11	1	1	1	0
Ms.	Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	Not Applicable		04-07-1965	No	-	-	-	Active	NA	-	20-11-2019	20-11-2019	-	40.11	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	-	40.11	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. Imtaiyazur Rahman (DIN: 01818725) was appointed as the Chief Executive Officer (CEO) of the Company with effect from 13th June, 2020. The shareholders had, at the 19th Annual General Meeting of the Company approved the appointment of Mr. Rahman as Managing Director with effect from 26th July, 2022 to 12th June, 2024, not liable to retire by rotation. Accordingly, Mr. Rahman was re-designated as the Managing Director & Chief Executive Officer of the Company.

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	N 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. Chatterjee was appointed as chairman & member of the Committee *w.e.f.* 24.10.2018.

b. Nomination and Remuneration Committee:

Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership	Date of Appointment	Date of Cessation
1	03486485	N 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	N Seshadri	Non-Executive - Independent Director	Member	05-Apr-2018	-
4	03379600	Deepak Kumar Chatterjee	Non-Executive - Independent Director	Member	27-Apr-2019	-



Sr. No.	DIN	Name of the Committee Members	Category	Chairperson / Membership	Date of Appointment	Date of Cessation
5	07140297	Jayashree Vaidhyanathan	Non-Executive - Independent Director	Member	16-Dec-2019	-

Whether Regular chairperson appointed	Yes
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Remarks: Mr. Kakar was appointed as chairman & member of the Committee *w.e.f.* 04.12.2020.

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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Remarks: Ms. Sheth was appointed as the chairperson & member of the Committee *w.e.f.* 04.12.2020.

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

Remarks: Ms. Vaidhyanathan was appointed as chairperson and member of the Committee *w.e.f.* 04.12.2020.

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	N 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

Remarks: Mr. Madsen was designated as chairman of the Committee *w.e.f.* 02.08.2021.



III. Meetings of Board of Directors:

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) 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 present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
20-Oct-2022	-	-	Yes	10	10	6
18-Nov-2022	-	-	Yes	10	9	6
14-Dec-2022	-	-	Yes	10	9	6
-	20-Jan-2023	36	Yes	10	9	6
-	01-Feb-2023	11	Yes	10	10	6
-	21-Mar-2023	47	Yes	10	10	6

IV. Meetings 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 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)
Audit Committee	20-Oct-2022	-	-	Yes	5	5	4	0
Audit Committee	14-Dec-2022	-	-	Yes	5	5	4	0
Audit Committee	-	01-Feb-2023	48	Yes	5	5	4	0
Nomination and Remuneration Committee	14-Dec-2022	-	-	Yes	4	3	3	0
Stakeholders Relationship Committee	12-Oct-2022	-	-	Yes	3	3	2	0
Risk Management Committee	10-Nov-2022	-	-	Yes	5	5	4	0
Risk Management Committee	-	02-Feb-2023	83	Yes	5	5	4	0
Risk Management Committee	-	16-Mar-2023	41	Yes	5	5	4	0
Corporate Social Responsibility Committee	13-Oct-2022	-	-	Yes	4	3	2	0
Digital Transformation Committee	18-Nov-2022	-	-	Yes	5	5	3	0
Digital Transformation Committee	-	14-Mar-2023	115	Yes	5	5	3	0
ESG Committee	-	17-Mar-2023	-	Yes	5	5	3	0

V. Related Party Transactions

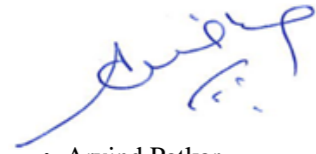
Subject	Compliance status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations:

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – **Yes**



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**




Name : Arvind Patkar
Designation : Company Secretary and Compliance Officer
Place : Mumbai
Date : 21st April, 2023

I. Disclosure on website in terms of Listing Regulations:

Sr. No.	Item	Compliance status (Yes / No / NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:			
1	Details of business	Yes	https://www.utimf.com/about/overview/
2	Terms and conditions of appointment of independent directors	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
3	Composition of various committees of board of directors	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/committee-of-the-board/
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
6	Criteria of making payments to non-executive directors	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
7	Policy on dealing with related party transactions	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
8	Policy for determining 'material' subsidiaries	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
10	Email address for grievance redressal and other relevant details	Yes	https://www.utimf.com/investors-contacts/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.utimf.com/investors-contacts/
12	Financial results	Yes	https://www.utimf.com/uti-amc-shareholders/financials-filings/results/
13	Shareholding pattern	Yes	https://www.utimf.com/uti-amc-shareholders/listing-compliances/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA	-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.utimf.com/uti-amc-shareholders/listing-compliances/other-filings-with-stock-exchanges/ https://www.utimf.com/uti-amc-shareholders/financials-filings/investors-updates-presentations-conference-calls/
16	New name and the old name of the listed entity	NA	-
17	Advertisements as per regulation 47 (1)	Yes	https://www.utimf.com/uti-amc-shareholders/financials-filings/results/
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	-



Sr. No.	Item	Compliance status (Yes / No / NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:			
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.utimf.com/uti-amc-shareholders/financials-filings/subsidiaries-financials/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.utimf.com/uti-amc-shareholders/disclosures-under-regulation-46-of-the-lodr/
21	Materiality Policy as per Regulation 30	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
23	It is certified that these contents on the website of the listed entity are correct.	Yes	https://www.utimf.com/

II. Annual Affirmations

Sr. No.	Particulars	Regulation Number	Compliance status (Yes / No / NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA



Sr. No.	Particulars	Regulation Number	Compliance status (Yes / No / NA)
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations

Sr. No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied	Yes

Name : Arvind Patkar
Designation : Company Secretary and Compliance Officer
Place : Mumbai
Date : 21st April, 2023



(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 : 21st April, 2023