

Corporate Governance Report submitted for the quarter ended 31st December, 2021

1. Name of Listed Entity - **UTI Asset Management Company Limited**
 2. Quarter ended - **31st December, 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	-	56	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	-	62	30-Apr-1953	1	1	2	0



Mr.	Deepak Kumar Chatterjee	03379600	Non-Executive - Independent Director	25-Sep-2018	29-July-2021	-	39	01-Nov-1953	2	2	2	1
Mr.	Rajeev Kakar	01888608	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	25	01-Jul-1963	1	1	1	0
Ms.	Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	25	04-Jul-1965	3	3	5	0
Ms.	Jayashree Vaidhyanathan	07140297	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019	-	25	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	Mr. Imtaiyazur Rahman was appointed as the Chief Executive Officer of our Company for a period of two years with effect from 13 th June, 2020.
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
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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

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)
28-Jul-2021	-	Yes	9	6	-
24-Aug-2021	-	Yes	10	6	26
20-Sep-2021	-	Yes	10	6	26
-	28-Oct-2021	Yes	9	6	37



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) (only audit committee)
Audit Committee	28-07-2021	Yes	5	4	-
Audit Committee	28-10-2021	Yes	5	4	91
Nomination and remuneration committee	09-07-2021	Yes	4	3	-
Nomination and remuneration committee	28-07-2021	Yes	4	3	18
Nomination and remuneration committee	21-08-2021	Yes	4	3	23
Nomination and remuneration committee	16-09-2021	Yes	4	3	25
Nomination and remuneration committee	11-10-2021	Yes	4	3	24
Nomination and remuneration committee	17-12-2021	Yes	4	3	66
Stakeholders Relationship Committee	13-10-2021	Yes	3	2	-
Risk Management Committee	17-08-2021	Yes	5	4	-
Risk Management Committee	30-11-2021	Yes	5	4	104
Corporate Social Responsibility Committee	13-10-2021	Yes	4	2	-
Digital Transformation Committee	15-09-2021	Yes	5	3	-
ESG Committee	02-12-2021	Yes	5	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**


Name : Arvind Patkar
Designation : Company Secretary & Compliance Officer
Place : Mumbai
Date : 14th January, 2022

