

Corporate Governance Report for the quarter ended 30th June, 2021

1. Name of Listed Entity - **UTI Asset Management Company Limited**
 2. Quarter ended - **30th June, 2021**

i. Composition of Board of Directors:

Name of the Director	DIN	Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	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
Dinesh Kumar Mehrotra	00142711	Non-Executive - Independent Director and Chairperson	11-Apr-2017	28-Nov-2020		50	05-May-1953	NA	4	4	6	0
Edward Cage Bernard*	08243277	Non-Executive Non Independent Director	01-Oct-2018	01-Oct-2018			12-Feb-1956	NA	1	0	1	1
Flemming Madsen**	02904543	Non-Executive Non Independent Director	20-Jan-2010	27-Nov-2020			12-Aug-1965	NA	1	0	1	0
Narasimhan Seshadri	03486485	Non-Executive - Independent Director	14-Oct-2016	28-Nov-2020		56	30-Apr-1953	NA	1	1	3	



Deepak Kumar Chatterjee	03379600	Non-Executive - Independent Director	25-Sep-2018	25-Sep-2018		33	01-Nov-1953	NA	2	2	2	1
Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		19	04-Jul-1965	NA	2	2	2	0
Jayashree Vaidhyanathan	07140297	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		19	01-Feb-1970	NA	1	1	1	0
Rajeev Kakar	01888608	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		19	01-Jul-1963	NA	1	1	1	0
Imtaiyazur Rahman	01818725	Executive Director and CEO	28-Apr-2019	28-Apr-2019			07-Sep-1963	NA	1	0	1	0

(*) Mr. Edward Cage Bernard is a foreign national and does not mandatorily required to have PAN. Accordingly, the dummy number as ZZZZZ9999Z is quoted.

(**) Mr. Flemming Madsen is a foreign national and does not mandatorily required to have PAN. Accordingly, the dummy number as ZZZZZ9999Z is quoted.

Company Remarks	<p>1. Mr. Imtaiyazur Rahman was appointed as the Chief Executive Officer of our Company for a period of two years with effect from 13th June, 2020.</p> <p>2. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors had approved the appointment of Mr. Sanjay Varshneya as a Nominee Director of the Company, who shall be liable to retire by rotation and the appointment shall be effective post approval of shareholders at the 18th Annual General Meeting.</p>
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 and Chairperson	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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. 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 Non-Independent Director	Chairperson	24-Oct-2018	
2	Deepak Kumar Chatterjee	Non-Executive – Independent Director	Member	24-Oct-2018	
3	Jayashree Vaidhyathan	Non-Executive – Independent Director	Member	04-Dec-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. 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 Vaidhyathan	Non-Executive – Independent Director	Member	16-Dec-2019	



Company Remarks	
Whether Permanent chairperson appointed	Yes

d. 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 and Chairperson	Member	05-Apr-2018	
3	Edward Cage Bernard	Non-Executive Non-Independent Director	Member	24-Oct-2018	
4	Dipali Hemant Sheth	Non-Executive – Independent Director	Member	16-Dec-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Number of Directors present	Number of Independent Directors present
29-Jan-2021	28-Apr-2021	Yes	8	5
05-Feb-2021	07-Jun-2021	Yes	9	6
	30-Jun-2021	Yes	8	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	81



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during 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)	Number of Directors present	Number of independent directors present
Audit Committee	29-Jan-2021		Yes	5	4
Audit Committee		28-Apr-2021	Yes	5	4
Audit Committee		07-Jun-2021	Yes	5	4
Nomination & Remuneration Committee	27-Jan-2021		Yes	4	3
Nomination & Remuneration Committee		21-Apr-2021	Yes	4	3
Nomination & Remuneration Committee		04-Jun-2021	Yes	4	3
Nomination & Remuneration Committee		25-Jun-2021	Yes	4	3
Stakeholders Relationship Committee		26-Apr-2021	Yes	3	2
Risk Management Committee	22-Jan-2021		Yes	5	4
Risk Management Committee		02-Jun-2021	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	88



v. **Related Party Transactions:**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 100 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Arvind Patkar**
Designation : **Company Secretary & Compliance Officer**

