ANNEXURE – II

UTI Mutual Fund - Stewardship Code

Background

UTI Asset Management Company Ltd (UTI AMC), the Investment Manager of UTI Mutual Fund (UTI MF) is responsible, in its fiduciary capacity, to act in the best interests of its unit holders which, inter alia, include monitoring and engaging with the investee companies.

The purpose of this policy is to describe the approach taken by UTI AMC to stewardship based on the principles specified by Securities Exchange and Board of India (SEBI) vide its circular no. CIR/CFD/CMD1/168/2019 dated 24th December 2019. The purpose of the Stewardship Code is to enhance the monitoring of, and engagement with, the investee companies to improve the Corporate Governance practices with a view to protect and enhance the long-term wealth of unit holders.

It is the responsibility of Mutual Funds to monitor and engage with investee Companies so that the interest of the unitholders can be protected. Such activities are called Stewardship Responsibilities which ensure enhancement of value to the unitholders. Stewardship Code is in the form of a set of principles that are being uniformly adopted for institutional investors like Mutual Funds, Pension Funds, Foreign Portfolio Investors (FPIs), Alternate Investment Funds (AIFs), etc.

Stewardship responsibilities include monitoring and actively engaging with investee companies on various matters (including performance and corporate governance) through detailed discussions with management, voting on resolutions submitted to shareholders, etc.

This Policy, effective from 1st April 2020, has been approved by the Boards of Directors of UTI AMC Limited (UTI AMC) and UTI Trustee Company Private Limited (UTI Trustee) in their meetings held on 30th January 2020 and 17th February 2020 respectively. The Policy has been reviewed by the Boards of Directors of UTI AMC Limited (UTI AMC) and UTI Trustee Company Private Limited (UTI Trustee) in their meetings held on 26th May 2022 and 23rd August 2022 respectively.

Any material changes in the policy will also be approved by the Board of Directors of UTI AMC Limited and UTI Trustee Company Private Limited and will be effective only post the approval of the changes.

This Code broadly requires UTI AMC to follow below principles as regards its conduct at general meetings of the Investee Listed Company and disclosures thereto:

Compliance with the Stewardship Code:

Principle 1 – Formulation of Policy, its Disclosure and Review

Stewardship activities of UTI AMC Ltd shall be undertaken by the Investment Team, which shall be responsible to ensure implementation of the Stewardship Code duly approved by the Board. Investment Team will seek guidance from Investment Committee with respect to fulfilling the Stewardship Responsibilities. The Investment Committee shall be responsible for monitoring implementation of the Stewardship Code.

Investments over and above the threshold level, as approved by the Boards of UTI AMC and UTI Trustee, of share capital/voting rights in any investee company shall be considered for stewardship activities with the aim of enhancing and protecting the interests of the unitholders. The investment Committee may review the threshold level from time to time based on experience.

UTI AMC may engage advisory service providers for consultation on stewardship responsibilities. The scope of such external agency shall be specified by the Investment Committee.

The policy on Stewardship Responsibilities will be uploaded on the website of UTI MF and will be reviewed once in two years.

Principle 2 – Managing conflict of Interest

Certain resolutions of investee company may entail some instances of a conflict of interestbetween the interests of unitholders of UTI MF and shareholders of UTI AMC. Some of the key instance may be:

a) Investment of the Investee Company in scheme/s of UTI MF.
b) Other business relationships between the investee company and UTI AMC (or its groupcompany or affiliates).
c) Personal interests of Investment Committee members and/or other personnel involvedin implementing the stewardship code

In such circumstances, UTI AMC will continue to review all Stewardship Responsibilities and perform its duties in a responsible manner keeping in mind the best interests of unit holders, in line with the regulatory requirement. Specific cases may be referred to the Investment committee, which will help in resolving any such conflicts in the best interest of unitholders.

Investment Committee members and other personnel involved in implementing the stewardship code must disclose their personal interest in the investee company and not participate in the steward responsibilities of such investee company. Further, there would be clear segregation of voting function and sales function.

Principle 3 – Monitoring Investee Companies

Investment Team monitors the performance of all investee companies in which schemes hasinvested. The monitoring will use publicly available information, and may be carried out through a combination of following -

a) Interaction with Management through meetings, calls or emails.
b) Preparation of periodic notes on the Companies.
c) Information available in public domain.
d) Sell side Research Reports on Company and/or Industry.
e) Discussion with various stakeholders.

While endeavor would be to ensure at least one meeting is held with the investee company ina year, there may be investee companies where the management is not accessible or not accessible at appropriate levels or cases where the investment team believes that there is no incremental information is being provided by the management. In such cases, it is possible that monitoring is done on best efforts basis with the help of other sources.

Principle 4 – Intervention in Investee Companies and Collaboration with InstitutionalInvestors

UTI AMC Ltd. may intervene on case-to-case basis if it feels that its intervention is required to protect the interest of the investors/unit holders. Such intervention may be on standalone basis or along with collaboration with other institutional investors and/or though institutionalinvestors associations (e.g. AMFI).

Situations, which require intervention from time to time, may include but not limited to matters like insufficient disclosures, non-compliance to regulations, performance parameters, governance issues, remuneration and composition of Board, leadership issues, litigation, corporate plans/ strategy, CSR and environment and society related matters.

Decision on active intervention, as detailed below, would be taken by the Investment Committee in respect of the investee companies, where the investments are held above the threshold level specified by the Investment Committee under principle 1 above. In case the investment is already earmarked for divestment or post planned divestment holding will be below threshold level, intervention may not be considered, unless there are other factors which warrants intervention.

In case of issues of serious nature, the Investment Committee may decide, for rationale to be recorded in writing, to intervene in respect of investments less than the threshold level.

The hierarchy of intervention is outlined as below:

1st step – Interaction with the investee company, in a confidential manner, to resolve the issueconstructively. If there is no response from the management or there is any lack of follow-up action as promised despite the passage of a reasonable period of time, UTI AMC may re- engage with the management to reiterate the conclusions or the plans of action decided at theprior meetings.

Next step: Escalation – If dissatisfied with the progress through the 1st step above, UTI AMCwill proceed to escalate the matter further first by communication to the Managing Director and/or Chairman of the investee company, and thereafter to the Board of Directors of the investee company

Final step: Reporting to regulators/authorities - Despite escalation, if there is no response or action taken by Investee Company, the Investment Committee may decide to report to the relevant regulator, authority or any Government body as may be required.

In all cases of engagement with the management and / or the Board of Directors of the investee company, all communications and discussions should be conducted in private and confidential manner.

Principle 5 – Policy on Voting

Voting policy, approved by the Boards of UTI AMC and UTI Trustee Co., is disclosed on the website of UTI Mutual Fund. UTI AMC Ltd also take inputs from professional voting advisory service providers. Such inputs are recommendatory in nature and not binding on UTI AMC Limited, which takes3the final decision in case of voting on proposals.
As present,UTI AMC has engaged the services of Institutional Investors Advisory Services (IIAS) and Stakeholders Empowerment Services (SES).

In terms of SEBI guidelines, among others, UTI AMC records and discloses specific rationalesupporting its voting decision (for, against or abstain) with respect to each vote proposal in respect of investee company. Further, the details of votes cast are disclosed on utimf.com website (in spreadsheet format) on a quarterly basis.

Principle 6 – Reporting

Disclosure of Stewardship policy will be made the website of UTI MF in the format given in Annexure - A. The report will be disclosed on annual basis on the activities undertaken underthe Stewardship Responsibilities. Report on Voting will continue to be disclosed on quarterlybasis, as it is being done presently.

Ownership

The policy is owned by the Investment Equity Team (viz. DFM-Equity), as it is carrying out the core task of fulfilling stewardship responsibilities. Head-Research will ensure that the Policy is followed in true spirit and ensure that all relevant documents are maintained for internal and Audit purpose.

Annexure – A

Format for annual reporting of compliance status of stewardship code

S. No.	Particulars of Principles of Stewardship Code	Status (Complied, Deviation,Partly complied, Not complied)	Reason for deviation or non-compliance