

UTI Asset Management Company Limited

CIN: L65991MH2002PLC137867

Registered Office: UTI Tower 'Gn' Block Bandra Kurla Complex Bandra (East) Mumbai – 400 051.

Website: www.utimf.com | Email: cs@uti.co.in | Tel. No.: 022 6678 6666

NOTICE OF POSTAL BALLOT

NOTICE is hereby given that pursuant to Sections 110 and 108 of the Companies Act, 2013 (**the Act**) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular Nos. 14/2020, 17/2020 and 03/2022 dated 8th April, 2020, 13th April, 2020 and 5th May, 2022 respectively, issued by the Ministry of Corporate Affairs (**MCA Circulars**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), Secretarial Standard on General Meetings (**SS-2**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the ordinary resolution provided below is proposed to be passed by the members of UTI Asset Management Company Limited (**the Company**) by way of postal ballot through voting by electronic means (**remote e-voting**) only.

In compliance with the MCA Circulars, the notice of postal ballot is being sent only through electronic mode to those members, whose names appear in the register of members / list of beneficial owners and whose email addresses are registered with the Company / its Registrar and Share Transfer Agent / Depositories as on Friday, the 9th September, 2022 (**Cut-off date**).

The Company has appointed M/s. KFin Technologies Limited (*formerly known as 'KFin Technologies Private Limited'*) (Kfintech / E-voting Service Provider), Registrar and Share Transfer Agent of the Company, to provide remote e-voting facility to enable the members to exercise their voting rights. The members, whose name appears in the register of members / list of beneficial owners as on Friday, the 9th September, 2022, being the cut-off date, are entitled to vote on the ordinary resolution set forth in this Notice. The remote e-voting period commences from 09:00 am (IST) on Tuesday, the 13th September, 2022 and ends at 05:00 pm (IST) on Wednesday, the 12th October, 2022. The detailed instructions for remote e-voting are provided in the Notes to this Notice.

Pursuant to the provision of Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has appointed Mr. Vishal N. Manseta, the Practicing Company Secretary (Membership No. ACS 25183, Certificate of Practice No. 8981 and Peer Review Certificate No. 1584 / 2021), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him

upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Friday, the 14th October, 2022.

The resolution, if approved by the requisite majority of members, shall be deemed to have been passed on the last date of remote e-voting, *i.e.* Wednesday, the 12th October, 2022.

The results of remote e-voting along with the Scrutinizer's Report will be submitted to the stock exchanges on which the equity shares of the Company are listed *i.e.* National Stock Exchange of India Limited and BSE Limited and it can be accessed at www.nseindia.com and www.bseindia.com respectively. The results will also be uploaded on the website of the Company at www.utimf.com and of the Kfintech at <https://evoting.kfintech.com>. The results will also be displayed at the registered office of the Company in accordance with SS-2.

SPECIAL BUSINESS:

To appoint Mr. Kiran Kumar Taranía (DIN: 09637366) as Non – Executive Nominee Director:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as **Ordinary Resolution:**

"Resolved,

that pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and Article 129 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kiran Kumar Taranía (DIN: 09637366), nominee of Punjab National Bank, who has given his consent to act as Director of the Company and who was appointed by the Board of Directors as an Additional Director (Nominee Non – Executive Category) of the Company with effect from 26th July, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Kiran Kumar Taranía as a Director of the Company, be and is hereby appointed as a Non – Executive Nominee Director of the Company, liable to retire by rotation."

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“Resolved Further,
that the Board of Directors be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable and to delegate all or any of its powers herein conferred to any Director(s) or officer(s) of the Company to give effect to the above resolution and matter incidental thereto.”

**By Order of the Board of Directors of
UTI Asset Management Company Limited**

Arvind Patkar
Company Secretary and Compliance Officer
Membership No.: ACS 21577

Date: 6th September, 2022

Place: Mumbai

Notes:

1. Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), a statement setting out all material facts relating to the special business is annexed herein as an explanatory statement and forms part of this Notice.
2. In accordance with Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the relevant details in respect of Director seeking appointment through Postal Ballot are also annexed to this Notice. The Company has received the requisite consent / declaration from the Director for his appointment under the Act and the rules made thereunder.
3. The notice of postal ballot is also available on the website of the Company at www.utimf.com and the website of M/s. KFin Technologies Limited (*formerly known as 'KFin Technologies Private Limited'*) (KFinTech / e-voting Service Provider [ESP]), Registrar and Share Transfer Agent (RTA) of the Company, at <https://evoting.kfintech.com> and on the website of the stock exchanges on which the equity shares of the Company are listed *i.e.* National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
4. All the documents referred to in this Notice and the explanatory statement will be made available for inspection by the Company from Tuesday, the 13th September, 2022 till Wednesday, the 12th October, 2022 and as such the members are requested to send an email to cs@uti.co.in.
5. Corporate / Institutional members (*i.e.* other than Individuals, Hindu Undivided Family, Non-Resident Indians etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter etc., authorising its representative to cast vote on its behalf together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at scrutiniseramc@gmail.com with a copy marked to KFinTech at evoting@kfintech.com and may also be uploaded in the e-voting module of KFinTech. The scanned PDF file of the above-mentioned documents should be in the naming format 'Corporate Name_Even No.'

Procedure for voting through electronic means (remote e-voting):

6. In compliance with Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the Listing Regulations and relevant circulars issued by Ministry of Corporate Affairs (MCA), the Company is pleased to provide to its members, the facility to exercise their voting rights on the resolution set forth in this Notice electronically through e-voting services provided by KFinTech.

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7. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on 'e-Voting Facility Provided by Listed Entities', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the e-voting process.
8. Individual demat account holders would be able to cast their vote without having to register again with the ESP, thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
9. Only those members whose names appears in the register of members / list of beneficial owners, maintained by the Company / its RTA / Depositories, as on the cut-off date *i.e.* Friday, the 9th September, 2022, will be entitled to cast their votes through remote e-voting. A person who is not a member as on the cut-off date shall treat this Notice for information purposes only.

It is however, clarified that the members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / its RTA / Depositories, shall also be entitled to vote on the resolution set forth in this Notice.

10. The voting rights of the members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date. The remote e-voting period commences from 09:00 am (IST) on Tuesday, the 13th September, 2022 and ends at 05:00 pm (IST) on Wednesday, the 12th October, 2022. The remote e-voting module shall be disabled thereafter by KFintech. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently.
11. Members are advised to register / update their mobile number and email address by contacting their DPs, in case of shares held in electronic form or by contacting KFintech, in case the shares held in physical form. Members may temporarily get their email address and mobile number updated with KFintech, by accessing <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>.

12. The process and manner for remote e-voting is explained herein below:

Step 1: Access to e-voting system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in case of individual members holding shares in demat mode.

Type of Members	Login Method
Individual members holding shares in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com. ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section. iii. On the new page, enter user id and password or select OTP based login. Post successful authentication, click on 'Access to e-Voting'. iv. Click on company name or ESP and you will be re-directed to ESP website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAS facility:</p> <ol style="list-style-type: none"> i. To register click on URL: https://eservices.nsdl.com. ii. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Proceed with completing the required fields. iv. Follow steps given in point no. 1 above. <p>3. Alternatively, by directly accessing the e-voting website of NSDL:</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com. ii. Click on the icon 'Login' which is available under 'Shareholder / Member' section. iii. A new screen will open. Enter your user id (<i>i.e.</i> your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL site wherein you can see e-voting page. v. You will be requested to select the name of the company and the ESP name, <i>i.e.</i> KFintech. vi. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.

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Type of Members	Login Method
Individual members holding shares in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com and click on login and select 'New System Myeasi' or click on https://web.cdslindia.com/myeasi/home/login. Login with your registered user id and password. Click on 'Evoting' to access e-voting page without any further authentication. Click on ESP name to cast your vote. <p>2. User not registered for Easi / Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Proceed with completing the required fields. Follow the steps given in point no.1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com. Click on 'E Voting' to access e-voting page. Provide your demat account number and PAN. System will authenticate user by sending OTP on registered mobile & email address as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP, <i>i.e.</i> Kfintech where the e-voting is in progress.
Individual members login through their demat accounts / website of Depository Participant (DP)	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL site after successful authentication, wherein you can see e-voting feature.</p> <p>Click on options available against company name or ESP and you will be redirected to e-voting website of ESP for casting your vote during the remote e-voting period without any further authentication.</p>

Important note: Members who are unable to retrieve user id / password are advised to use forgot user id and forgot password option available on above mentioned websites.

Helpdesk for individual members holding shares in demat mode for any technical issues related to login through Depositories *i.e.* NSDL and CDSL.

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 – 2305 8738 or 022 – 2305 8542-43

Step 2: Access to Kfintech e-voting system in case of members holding shares in physical and non-individual members in demat mode.

(A) Members whose email id are registered with the Company / DPs, will receive an email from Kfintech which will include details of e-voting event number (EVEN), user id and password. They will have to follow the following process to cast their vote:

- Visit URL: <https://evoting.kfintech.com>.
- Enter the login credentials (*i.e.* user id and password) mentioned in the email. In case of physical folio, user id will be EVEN *i.e.* 7006,

- followed by folio number. In case of demat account, user id will be your DP id and Client id.
- After entering these details appropriately, click on 'LOGIN'.
- You will now reach to password change menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

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- v. You need to login again with the new credentials.
- vi. If you are already registered with KFinTech for e-voting, you can use your existing user id and password for casting the vote.
- vii. On successful login, the system will prompt you to select the 'EVENT' i.e. '7006' and click on 'Submit'.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR and/or AGAINST' taken together shall not exceed your total shareholding. You may also choose the option 'ABSTAIN'. If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- x. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have confirmed to vote on the resolution, you will not be allowed to modify your vote. During the remote e-voting period, members can login any number of times till they have voted on the Resolution.

(B) Members whose email id are not registered with the Company / DPs, and consequently this Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Such members may temporarily get their email address and mobile number provided with KFinTech, by accessing at <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of this Notice and e-voting instructions. The members holding shares in physical mode can also register the aforesaid details by submitting Form ISR-1 with the KFinTech.
- ii. Alternatively, members may send an email request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number,

self-attested PAN copy and Client Master copy, in case of electronic folio and copy of share certificate, in case of physical folio, for sending this Notice and e-voting instructions.

- iii. Members who have registered their email address, mobile number, postal address and bank account details are requested to validate / update their registered details by contacting the DP, in case of shares held in electronic form or by contacting KFinTech, in case the shares held in physical form.
- iv. After receiving the e-voting instructions, please follow all steps mentioned above to cast your vote by electronic means.

13. The details of person to be contacted for issues relating to remote e-voting are as under:

Ms. Krishna Priya M

Senior Manager - Corporate Registry

KFin Technologies Limited

Unit: UTI Asset Management Company Limited

Selenium Tower B Plot 31-32 Financial District Nanakramguda Serilingampally Mandal Hyderabad – 500 032 Telangana.

Toll Free No.: 1800-309-4001

Email: einward.ris@kfintech.com

Website: <https://www.kfintech.com> or <https://ris.kfintech.com>

14. In case of any query and / or grievance, in respect of remote e-voting, members may also refer to the Help and Frequently Asked Questions (FAQs) and e-voting user manual available at the download section at KFinTech website at <https://evoting.kfintech.com> or may write to KFinTech at evoting@kfintech.com for any further clarifications.

General Guidelines for members:

15. The shares of the Company are traded in dematerialized form since it eliminates all risks associated with physical shares and to ease the portfolio management. In terms of Listing Regulations, transfer, transmission and transposition of shares of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th January, 2022 and 25th May, 2022, respectively mandated Company / RTA to issue the securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition. Accordingly,

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members holding shares in physical form are requested to consider converting their physical holdings into demat form and make the above mentioned service requests by submitting a duly filled and signed Form ISR – 4.

16. SEBI has, *vide* its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 on 'Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination', mandated the physical shareholders to furnish / update PAN, email address, postal address, mobile number, bank account details and nomination details with RTA / Company and ensure that PAN is linked to Aadhaar by 31st March, 2022 or any other date as may be specified by the Central Board of Direct Taxes. Pursuant to aforesaid SEBI Circular, the Company has sent individual communication to all the members holding shares of the Company in physical form.

Members holding shares in physical form are requested to update their details by submitting a duly filled and signed Form ISR – 1.

Further, with effect from 1st January, 2022, any service request or complaint received from the member holding shares in physical form, will not be processed by RTA till the aforesaid details / documents are provided to RTA. In case any of the above cited documents / details are not available in the folio(s), RTA shall be constrained to freeze such folio(s) with effect from 1st April, 2023 and after 31st December, 2025, the frozen folios will be referred to by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

17. All the investors service request forms are available on the Company's website at <https://www.utimf.com/investors-contacts>.

EXPLANATORY STATEMENT:

As required under Section 102 of the Companies Act, 2013 (the Act), the explanatory statement setting out all material facts relating to the special business mentioned in the accompanying notice of postal ballot is as under:

To appoint Mr. Kiran Kumar Tarania (DIN: 09637366) as Non – Executive Nominee Director

The Company has received a letter from Punjab National Bank, holding 15.22% of issued and paid-up equity share capital of the Company as on 30th June, 2022, nominating Mr. Kiran Kumar Tarania (DIN: 09637366) as Nominee Director of the Company in place of Mr. Sanjay Varshneya in exercise of its right under Article 129 of the Articles of Association of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors had, in its meeting held on 26th July, 2022, approved the appointment of Mr. Kiran Kumar Tarania as an Additional Director (Nominee Non – Executive Category) of the Company and he shall hold office up to the date of next general meeting or three months from the date of appointment, whichever is earlier.

The brief profile of Mr. Kiran Kumar Tarania is as under:

Present Position	He is currently the General Manager – Treasury Division at Punjab National Bank.
Education	He holds a B.Com (Hons), Masters of Management Studies and Certified Associate of Indian Institute of Bankers.
Experience	He is a finance professional with over 33 years of demonstrated history of work experience in banking industry. He has vast experience in treasury management, risk management, corporate credit & general banking.
Ability	He has analytical ability and urge to delve into details of responsibility areas; and an ability to lead through data driven decision making and innovation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Tarania for appointment as Non – Executive Nominee Director.

The Company has received all statutory disclosures / declarations from Mr. Tarania including (i) consent in writing to act as a director and (ii) intimation to the effect that he is not disqualified under Section 164 (2) of the Act. He is not debarred from holding the office of director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Mr. Tarania are provided in **Annexure – I** to the notice of postal ballot.

The Board of Directors recommends the **Ordinary Resolution** as set out in the notice of postal ballot for appointment of Mr. Kiran Kumar Tarania as a Non – Executive Nominee Director of the Company, liable to retire by rotation.

Save and except Mr. Tarania and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in the notice of postal ballot.

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Annexure – I

Pursuant to Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the details of director seeking appointment are mentioned below:

Particulars	Details
Name of the Director	Mr. Kiran Kumar Tarania
DIN	09637366
Date of Birth	10th September, 1964
Age	57 years
Original Date of Appointment	26th July, 2022
Nationality	Indian
Brief profile including experience, nature of expertise in specific functional areas and qualification	Mr. Kiran Kumar Tarania is an Additional Director (Nominee Non – Executive Category) of the Company. He is currently the General Manager – Treasury Division at Punjab National Bank. He is a finance professional with over 33 years of demonstrated history of work experience in banking industry. He has a vast experience in treasury management, risk management, corporate credit & general banking. He has analytical ability and urge to delve into details of responsibility areas; and an ability to lead through data driven decision making and innovation. He holds a B.Com (Hons), Masters of Management Studies and Certified Associate of Indian Institute of Bankers.
Remuneration last drawn and sought to be paid	Not Applicable*
Number of Board meetings attended from the date of appointment	1 out of 1
Directorships in other listed entities including listed entities from which Director has resigned in the past three years	None
Directorship in other Companies	None
Membership / Chairmanship of Committees of the Board in other Companies	None
Number of shares held including shareholding as a beneficial owner	Nil
Relationship with other directors, manager and Key Managerial Personnel <i>inter-se</i>	Mr. Kiran Kumar Tarania is not related to any other Director, Manager and / or Key Managerial Personnel of the Company.
Terms & Conditions of appointment	As set out above in the notice of postal ballot.

* The Non – Executive Directors are paid sitting fees for attending Board or Committee meetings either in person or through video conference. Other than sitting fees, no fees are paid to the Non – Executive Directors by the Company.