

Corporate Governance Report for the quarter ended 31st December, 2020

1. Name of Listed Entity - **UTI Asset Management Company Limited**
2. Quarter ended - **31-Dec-2020**

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	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		44	05-May-1953	4	4	6	0
Ashok Shah	01194846	Non-Executive - Independent Director	07-May-2019	07-May-2019	28-Nov-2020	18	05-Jun-1950	1	1	2	1
Deepak Kumar Chatterjee	03379600	Non-Executive - Independent Director	25-Sep-2018	25-Sep-2018		27	01-Nov-1953	1	1	2	1
Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		13	04-Jul-1965	2	2	2	0



Edward Cage Bernard	08243277	Non-Executive - Non Independent Director	01-Oct-2018	01-Oct-2018			12-Feb-1956	1	0	1	1
Flemming Madsen	02904543	Non-Executive - Non Independent Director	20-Jan-2010	20-Jan-2010			12-Aug-1965	1	0	1	0
Imtaiyazur Rahman	01818725	Executive Director and CEO	28-Apr-2019	28-Apr-2019			07-Sep-1963	1	0	0	0
Jayashree Vaidhyanathan	07140297	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		13	01-Feb-1970	1	1	1	0
Narasimhan Seshadri	03486485	Non-Executive - Independent Director	14-Oct-2016	28-Nov-2020		50	30-Apr-1953	1	1	4	0
Rajeev Kakar	01888608	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		13	01-Jul-1963	1	1	1	0
Uttara Dasgupta	06570950	Non-Executive - Independent Director	14-Oct-2016	14-Oct-2016	28-Nov-2020	49	19-Nov-1949	0	0	0	0



Company Remarks	<ol style="list-style-type: none"> 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. 2. Mr. Dinesh Kumar Mehrotra was re-appointed as an Independent Director for a period of 5 (five) consecutive years from 28th November, 2020 to 27th November, 2025, not liable to retire by rotation. 3. Mr. Ashok Shah ceased to be an Independent Director of the Company with effect from the conclusion of 17th Annual General Meeting held on 27th November, 2020. 4. Mr. Narasimhan Seshadri was re-appointed as an Independent Director for a period of 5 (five) consecutive years from 28th November, 2020 to 27th November, 2025, not liable to retire by rotation. 5. Ms. Uttara Dasgupta ceased to be an Independent Director of the Company with effect from the conclusion of the 17th Annual General Meeting held on 27th November, 2020 due to the completion of her term.
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	Uttara Dasgupta	Non-Executive - Independent Director	Member	05-Apr-2018	28-Nov-2020
3	Deepak Kumar Chatterjee	Non-Executive - Independent Director	Member	24-Oct-2018	
4	Jayashree Vaidhyanathan	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	Narasimhan Seshadri	Non-Executive - Independent Director	Member	05-Apr-2018	
3	Flemming Madsen	Non-Executive – Non Independent Director	Member	02-Mar-2010	
4	Deepak Kumar Chatterjee	Non-Executive - Independent Director	Member	27-Apr-2019	
5	Ashok Shah	Non-Executive - Independent Director	Member	23-Oct-2019	28-Nov-2020
6	Jayashree Vaidhyanathan	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	Uttara Dasgupta	Non-Executive - Independent Director	Member	27-Jan-2017	28-Nov-2020
4	Edward Cage Bernard	Non-Executive – Non Independent Director	Member	24-Oct-2018	
5	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
22-Jul-2020	03-Oct-2020	Yes	11	8
26-Aug-2020	28-Oct-2020	Yes	11	8
12-Sep-2020	17-Nov-2020	Yes	10	7
21-Sep-2020		Yes	11	8
28-Sep-2020		Yes	10	8

Company Remarks	
Maximum gap between any two consecutive (in number of days)	24

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	22-Jul-2020		Yes	5	4
Audit Committee	28-Sep-2020		Yes	4	4
Audit Committee		28-Oct-2020	Yes	5	4
Nomination & Remuneration Committee		23-Oct-2020	Yes	5	4
Risk Management Committee		27-Oct-2020	Yes	5	4
Risk Management Committee		18-Dec-2020	Yes	4	4
Corporate Social Responsibility Committee		27-Oct-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	29



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	Not Applicable

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**

Name :
Designation :

Arvind Patkar
Company Secretary & Compliance Officer

