

Corporate Governance Report for the quarter ended 31st March, 2021

1. Name of Listed Entity - **UTI Asset Management Company Limited**
 2. Quarter ended - **31st March, 2021**

i. Composition of Board of Director

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		47	05-May-1953	4	4	6	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	27-Nov-2020			12-Aug-1965	1	0	1	0
Narasimhan Seshadri	03486485	Non-Executive - Independent Director	14-Oct-2016	28-Nov-2020		53	30-Apr-1953	1	1	4	0



Deepak Kumar Chatterjee	03379600	Non-Executive - Independent Director	25-Sep-2018	25-Sep-2018		30	01-Nov-1953	2	2	2	1
Dipali Hemant Sheth	07556685	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		16	04-Jul-1965	2	2	2	0
Jayashree Vaidhyanathan	07140297	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		16	01-Feb-1970	1	1	1	0
Rajeev Kakar	01888608	Non-Executive - Independent Director	20-Nov-2019	20-Nov-2019		16	01-Jul-1963	1	1	1	0
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 13th June, 2020.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 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	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	

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	Member	05-Apr-2018	



		Chairperson			
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
03-Oct-2020	29-Jan-2021	Yes	9	6
28-Oct-2020	05-Feb-2021	Yes	9	6
17-Nov-2020		Yes	10	7

Company Remarks	
Maximum gap between any two consecutive (in number of days)	72

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	28-Oct-2020		Yes	5	4
Audit Committee		29-Jan-2021	Yes	5	4
Nomination & Remuneration Committee	23-Oct-2020		Yes	5	4
Nomination & Remuneration Committee		27-Jan-2021	Yes	4	3
Risk Management Committee	27-Oct-2020		Yes	5	4
Risk Management Committee	18-Dec-2020		Yes	4	4
Risk Management Committee		22-Jan-2021	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92



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		

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**



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://utimf.com/about/overview/
Terms and conditions of appointment of independent directors	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
Composition of various committees of board of directors	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/committee-of-the-board/
Code of conduct of board of directors and senior management personnel	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
Criteria of making payments to non-executive directors	Not Applicable		
Policy on dealing with related party transactions	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
Policy for determining 'material' subsidiaries	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
Details of familiarization programs imparted to independent directors	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://www.utimf.com/investors-contacts/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://www.utimf.com/investors-contacts/



Financial results	Yes		https://www.utimf.com/uti-amc-shareholders/financials-filings/results/
Shareholding pattern	Yes		https://www.utimf.com/uti-amc-shareholders/listing-compliances/shareholding-pattern/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.utimf.com/uti-amc-shareholders/listing-compliances/other-filings-with-stock-exchanges/
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.utimf.com/uti-amc-shareholders/listing-compliances/other-filings-with-stock-exchanges/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.utimf.com/uti-amc-shareholders/financials-filings/subsidiaries-financials/
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.utimf.com/
Materiality Policy as per Regulation 30	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.utimf.com/uti-amc-shareholders/corporate-governance/code-and-policies/
It is certified that these contents on the website of the listed entity are correct.	Yes		https://www.utimf.com/



II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	



<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	



<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

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

