

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 | E-mail: cs@uti.co.in | Tel. No.: 022 6678 6666

NOTICE

Notice is hereby given that the **7th (Seventh) Extra Ordinary General Meeting (EGM)** of the members of UTI Asset Management Company Limited (**the Company**) will be held on **Thursday, the 7th March, 2024 at 1600 hrs IST** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at its registered office at UTI Tower 'Gn' Block Bandra – Kurla Complex Bandra East Mumbai – 400 051, to transact the following business:

Special Business:**1. To re-appoint Mr. Imtaiyazur Rahman (DIN: 01818725) as Managing Director and Chief Executive Officer of the Company:**

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

"Resolved,

that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules and regulations made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 and any other applicable laws (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in accordance with Article 131 of the Articles of Association of UTI Asset Management Company Limited (the Company) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Imtaiyazur Rahman (DIN: 01818725), who was appointed as Managing Director of the Company with effect from 26th July, 2022 to 12th June, 2024, be and is hereby re-appointed as Managing Director and Chief Executive

Officer of the Company with effect from 13th June, 2024 to 12th June, 2026 and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing him as a Managing Director of the Company, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice of 7th Extra Ordinary General Meeting, with the authority to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and / or remuneration, as it deems fit, in compliance with the applicable provisions of the Act and other applicable laws."

"Resolved Further,

that Mr. Imtaiyazur Rahman (DIN: 01818725) shall not be liable to retire by rotation during his tenure as Managing Director and Chief Executive Officer of the Company."

"Resolved Further,

that the Board of Directors and/ or Company Secretary jointly and severally be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable and to take all steps and give such directions as may be required, necessary, expedient, incidental or desirable and to delegate all or any of its powers herein conferred to any of the Committee of Board or any Director or officer of the Company to give effect to the above resolutions."

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

Arvind Patkar
Company Secretary and Compliance Officer

Membership No.: **ACS 21577**

Place: Mumbai

Date: 7th February, 2024

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Notes:

1. Pursuant to the general circular nos. 14/2020, 17/2020, 2/2022, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Master circular dated 11th July, 2023 and circular dated 7th October, 2023, issued by the Securities and Exchange Board of India (hereinafter collectively referred to as 'SEBI Circulars'), the companies are permitted to conduct the Extra Ordinary General Meeting (EGM) through Video Conferencing / Other Audio Visual Means (VC / OAVM). In accordance with the MCA and SEBI Circulars read with the provisions of Companies Act, 2013 (the Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations), the 7th EGM of the members of the Company is being held through VC / OAVM without the physical presence of the members at the deemed venue.
2. The Company has appointed M/s. KFin Technologies Limited (KFintech / E-voting Service Provider), Registrar and Share Transfer Agent (RTA) of the Company, to provide the remote e-voting, VC / OAVM facility to conduct the EGM and e-voting during the EGM.
3. Pursuant to the provisions of Section 102 of the Act, a statement setting out the material facts relating to special business under item no. 1 is annexed herein as an explanatory statement which forms part of this Notice.
4. In accordance with Regulation 36 (3) of the SEBI Listing Regulations and provisions of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the relevant details in respect of Director seeking reappointment at this EGM is also annexed to this Notice. The Company has received the requisite consent / declarations from the Director for his reappointment under the Act and the rules made thereunder.
5. Members joining the 7th EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since this EGM is being convened through VC / OAVM, physical attendance of members has been dispensed with in line with the MCA and SEBI Circulars. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence, the proxy form and attendance slip are not annexed to this Notice. The venue of this EGM shall be deemed to be the registered office of the Company in accordance with the relevant provisions of the Act.
7. 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., authorizing its representative to attend this EGM through VC / OAVM and cast vote on its behalf together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through email at scrutinisers@mmjc.in with a copy marked to KFintech at evoting@kfintech.com. The file name of the attachment should be 'Corporate Name_Even No.'.

8. The recorded transcript of this EGM will be disclosed on the Company's website at <https://www.utimf.com/amc-shareholders/egm-postal-ballot>.

General Guidelines for members:

9. The equity shares of the Company are traded in dematerialised form, since it eliminates all risks associated with physical share certificates and to ease the portfolio management. In terms of the SEBI Listing Regulations, transmission and transposition of shares of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has, *vide* its master circular dated 17th May, 2023 on 'Master Circular for Registrars to an Issue and Share Transfer Agents', 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, members are encouraged to dematerialize the equity shares as it will enable the company to serve better. Make the service requests by submitting a duly filled and signed requisite Form, the ISR forms are available on the Company's and RTA's website at <https://www.utimf.com/amc-shareholders/investor-relations> and <https://ris.kfintech.com> respectively.
10. Members holding shares in electronic form are requested to register / update their postal address, email addresses, mobile numbers, Permanent Account Number (PAN), bank mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., with their Depository Participants (DP).
11. The SEBI has created a centralized web-based complaint redressal facilitation platform as SCORES to enable the shareholders to raise their complaints. Further, in order to strengthen the existing investor grievance handling mechanism through SCORES, the SEBI has made the entire redressal process of grievances in the securities market comprehensive for providing a solution that makes the entire grievance redressal process more efficient by reducing timelines and introducing auto-routing & auto-escalation of complaint. The SEBI has amended the

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process of investor grievances against the entities and has established a mechanism through a new platform i.e. Online Dispute Resolution (ODR) platform.

12. The grievances of the shareholders shall be resolved as per the framework and timelines as defined in the SEBI master circular / circulars nos. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195, SEBI/HO/OIAE/IGRD/CIR/P/2023/156 and SEBI/HO/OIAE/IGRD /CIR/P/2023/183 dated 28th December, 2023, 20th September, 2023 and 1st December, 2023 respectively.
13. SEBI has, *vide* its circular dated 26th September, 2023, mandated the physical shareholders to furnish / update PAN, email address, postal address, mobile number, bank account details nomination details and signature with RTA / Company and ensure that PAN is linked to Aadhaar by 31st December, 2023. Members still holding shares in physical form are requested to update their details by submitting a duly filled and signed requisite form.
14. ISR forms are required to be submitted to KFinTech at the address mentioned below:

Ms. Krishna Priya M

Senior Manager - Corporate Registry KFin Technologies Limited

Unit: UTI Asset Management Company Limited

Selenium Building, Tower - B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

Toll Free / Phone No.: 1800-309-4001

WhatsApp Number: (+91) 910-009-4099

Email: einward.ris@kfintech.com

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

Investor Support Centre (DIY Link):

<https://ris.kfintech.com/clientservices/isc>.

The documents should be e-signed if the same is being sent through email, along with the necessary documents.

15. Members are requested to note that KFinTech has launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> wherein members can view portfolios serviced by KFinTech, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from play store by searching for 'KPRISM'.

KFinTech has devised a web-based portal for redressal of investors queries and the members may utilize the facility by visiting <https://ris.kfintech.com/clientservices/isc> and clicking on 'Post a Query' option for query registration through an identity registration process. After entering all the details related to the members holding and the desired

query, the 'query registration number' is generated. For accessing the status / response to the query submitted, the query registration number can be used at the option 'VIEW REPLY' after 24 hours. Members can continue to put an additional query, if any, relating to the grievance till they get a satisfactory reply.

16. In accordance with the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the members may avail the facility for making nomination in respect of the shares held by them. In case any member has not yet registered the details of his / her nominee, the same may be done by submitting the details in requisite form to their Depository Participants (DPs), in case the shares are held in electronic form and to KFinTech / the Company, in case the shares are held in physical form.
 17. **Non-Resident shareholders:** Non-Resident shareholders are requested to notify the following to the Company in respect of shares held in physical form and to their DP in respect of shares held in dematerialized form:
 - (i) Indian address for sending all communications, if not provided before;
 - (ii) Change in their residential status on return to India for permanent settlement; and
 - (iii) Particulars of the bank account maintained with a bank in India, if not furnished earlier.
 18. The Register of Directors and Key Managerial Personnel maintained under Section 170 of the Act and all other documents referred to in this EGM Notice will be made available for inspection electronically to the Members during the EGM and the same may be accessed upon log-in to <https://emeetings.kfintech.com/>. All documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM or on request sent to email of the Company at cs@uti.co.in.
- Dispatch of Notice of 7th EGM and procedure for registration of email address for obtaining copy of Notice:**

19. In compliance with MCA and SEBI Circulars, the Notice of the 7th EGM, are being sent only through electronic mode to those members whose email addresses are registered with the Company / RTA / Depositories.
20. The Notice of this EGM is also available on the Company's website at <https://www.utimf.com/amc-shareholders/egm-postal-ballot> and on the website of National Stock Exchange of India Limited and BSE Limited (collectively referred as 'Stock Exchanges') at www.nseindia.com and www.bseindia.com respectively and on the website of KFinTech at <https://evoting.kfintech.com/>.

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21. Members may request for a hard copy of the aforesaid documents by sending an email request at einward.ris@kfintech.com or cs@uti.co.in.
22. Members are requested to register / update their email addresses with the Company / DPs for receiving all communication including other Notices from the Company through electronic means.





Procedure for remote e-voting and e-voting at the EGM:

23. In compliance with Section 108 of the Act read together with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS-2 and relevant MCA and SEBI Circulars, the members may cast their votes on electronic voting system from any place (remote e-voting). The Company has engaged 'KFintech' as the agency to provide e-voting facility. The manner of voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode and (iii) members holding shares of the Company in physical mode, is explained in the instructions given under point no. 36 herein below.
24. Pursuant to SEBI Master circular dated 11th July, 2023, 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 / DPs in order to increase the efficiency of the voting process.
25. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
26. The members holding shares either in physical form or demat form, whose names appear in the register of members / list of beneficial owners as on Thursday, the 29th February, 2024 *i.e.* cut-off date, are entitled to vote on resolutions set forth in this Notice. A person who is not the member of the Company as on the cut-off date shall treat this Notice for information purpose only. Once the vote on resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
27. Any person, who acquires shares of the Company and becomes a member of the Company after sending of this Notice and holding shares as of the cut-off date, may refer the detailed instructions mentioned below on remote e-voting as well as attending this EGM through VC / OAVM and casting votes during this EGM.
28. Such person may obtain the login id and password by sending an email request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing user id and password for casting the vote.
29. The remote e-voting period will commence at 0900 hrs IST on Sunday, the 3rd March, 2024 and will end at 1700 hrs IST on Wednesday, the 6th March, 2024.
30. The facility for e-voting shall also be made available at the EGM. The members, who have cast their vote prior to the EGM by remote e-voting, may attend the EGM but shall not be entitled to vote again. Further, a vote once cast by way of remote e-voting or at the EGM cannot be changed.
31. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
32. In case of joint holders attending the EGM, only such joint holder whose name appears as the first holder in the order of names as per register of members / list of beneficial owners will be entitled to vote at the EGM, provided that the votes are not already cast by remote e-voting.
33. The Board of Directors has appointed M/s. MMJB & Associates LLP, Practicing Company Secretaries (LLPIN: AAR 9997), as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner for this EGM and it has submitted its consent to act as Scrutinizer.
34. The Scrutinizer will, after the conclusion of e-voting at the 7th EGM, first count the votes cast during this EGM, thereafter unblock the votes cast through remote e-voting, not later than two working days of conclusion of the 7th EGM and prepare a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or such other person authorized by him. The results of the voting along with the Scrutinizer's Report will be announced within two working days after the conclusion of this EGM, and the same will also be placed on the website of the Company, the stock exchanges and KFintech. The results will also be displayed at the registered office of the Company in accordance with SS-2.
35. Pursuant to the provisions of Section 107 of the Act, the voting on resolutions, as set out in this Notice, is conducted through electronic means, and therefore, the said resolutions will not be decided on a show of hands at this EGM. The resolutions, mentioned in this Notice, if approved by the members, shall be deemed to be passed on the date of 7th EGM *i.e.* Thursday, the 7th March, 2024.

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36. 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 either on a personal computer or on a mobile. 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 e-voting service provider (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 link: 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/ either on a personal computer or on a mobile. ii. Click on the 'Login' which is available under 'Shareholder / Member' section. iii. A new screen will open. Enter your user id (i.e. 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.e. KFintech. vi. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period. <p>4. Alternatively, by downloading NSDL Mobile Application:</p> <ol style="list-style-type: none"> i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |

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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 'Myeasi New' or click on https://web.cdslindia.com/myeasitoken/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/myeasitoken/Registration/EasiRegistration. Proceed with completing the required fields. Follow the steps given in point no.1 above. <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.e. KFintech where the e-voting is in progress. |
| Individual members login through their demat accounts / Website of DP | <ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. 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. 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. |

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

Helpdesk for individual members holding shares in demat mode for any technical issues related to login through Depository 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 toll free no. 1800 22 55 33 |

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: <https://emeetings.kfintech.com/>. or <https://evoting.kfintech.com/>

- Enter the login credentials (i.e. user id and password). In case of physical folio, user id will be EVEN i.e. 7855, followed by folio number. In case of demat account, user id will be your DP id and Client id. However, if you are already registered with KFintech for e-voting, you can use your existing user id and password for casting the vote.
- After entering these details appropriately, click on 'LOGIN'.
- You will now reach password change menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters

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with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVEN' i.e. '7855 UTI Asset Management Company Limited - EGM' and click on 'Submit'.
- vii. 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 / AGAINST' taken together shall not exceed your total shareholding as mentioned herein above. 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.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.

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

- i. 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 along with the user id and password. The member can update this details by submitting requisite ISR forms with 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 the 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 are held in electronic form or by contacting KFinTech, in case the shares are held in physical form.

- iv. After receiving the e-voting instructions, please follow all steps mentioned above to cast your vote by electronic means.
- v. The details of persons to be contacted for issues relating to e-voting are provided at point no. 14 above.

37. Process for joining the EGM through VC / OAVM:

Instructions for all the members for attending the EGM of the Company through VC / OAVM and e-voting during the meeting.

- i. Members have been provided with the facility to attend the EGM through VC / OAVM platform of KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials (user id and password) provided in the email sent by the Company / KFinTech.
- ii. After logging in, click on the 'Video Conference' tab and select the 'EVEN' of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting.
- iii. Please note that the members who do not have user id and password for e-voting or have forgotten the user id and password may retrieve the same by following the remote e-voting instructions as mentioned above.
- iv. Facility of joining the EGM through VC / OAVM shall be open 15 minutes before the time scheduled for the EGM and will be available for members on first come first served basis. The members can join the EGM up to 15 minutes after the scheduled time of the EGM by following the procedure mentioned in this Notice.
- v. Members are encouraged to join the meeting through laptops / desktops with Google Chrome (preferred browser), Safari, Microsoft Edge or Mozilla Firefox 22.
- vi. Members will be required to grant access to the webcam to enable VC / OAVM. The quality of OAVM will depend upon the internet connectivity of your device. It is therefore recommended to use stable WI-FI or LAN connection to avoid any kind of aforesaid glitches.
- vii. The window for e-voting at the EGM shall be activated upon instruction of the Chairman of the Company.
- viii. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC

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/ OAVM platform. The members may click on the voting tab displayed on the screen to cast their votes during the EGM.

- ix. A member can opt for only one mode of voting either through remote e-voting or voting at the EGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- x. Facility of joining the EGM through VC / OAVM shall be available for at least 2000 members on first come first serve basis. However, please note that pursuant to the MCA circulars, Large Shareholders (i.e. shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. shall be allowed to attend the meeting without restriction on account of first come first serve principle.
- xi. Institutional members are encouraged to attend the EGM through VC / OAVM and vote through remote e-voting before the EGM.
- xii. In case a person has become a member of the Company after dispatch of this notice but on or before the cut - off date for e-voting, he / she may obtain the user id and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID & Client ID, the member may send SMS: MYEPWD <space> e-voting Event Number+Folio No. or DP ID & Client ID to 9212993399
 - I. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 - II. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 - III. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - b. If email address or mobile number of the member is registered against Folio No. / DP ID & Client ID, then on the home page of <https://emeetings.kfintech.com/>, the member may click 'Forgot Password' and enter Folio No. or DP ID & Client ID and PAN to generate a password. However, if the member is already registered with KFintech for remote e-voting then member can use his / her existing user id and password for casting the vote.

- xiii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

Submission of Questions / queries:

38. As this EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, members desiring any additional information with regard to Notice or want to express their views or have any question or query are requested to write to the Company at cs@uti.co.in along with their details viz. name, demat account number / folio number, email address, mobile number at least 2 days before the date of the EGM (i.e. on or before 5th March, 2024 till 1700 hrs IST) so as to enable the management to keep the answers ready. Please mention the subject line as "7th EGM". Please note that member's question(s) / query(ies) will be considered and responded during the EGM only if they continue to hold the shares as on cut-off date.
39. **Post your Question:** The members who wish to post their questions prior to this EGM can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 0900 hrs (IST) on Sunday, the 3rd March, 2024 to Tuesday, the 5th March, 2024 (till 1600 hrs IST). Under 'Post Your Question' option, members will be required to fill-in email id, mobile number and questions of up to 500 characters including special characters.
40. **Speaker Registration:** The members who wish to speak during this EGM may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be open from 0900 hrs (IST) on Monday, the 4th March, 2024 to Wednesday, the 6th March, 2024 (till 1600 hrs IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at this EGM, only to those members who have registered themselves, depending on the availability of time for the EGM.
41. In case of any query and / or grievance, in respect of voting by electronic means, members may refer to the Help & 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 or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

NOTICE (Contd.)

EXPLANATORY STATEMENTS:

As required under Section 102 of the Companies Act, 2013, the explanatory statement setting out all material facts relating to the business mentioned in the accompanying Notice is as under:

Item No. 1

Pursuant to the provisions of Sections 196, 197 and 203 of the Act read together with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Rules), Mr. Imtaiyazur Rahman (DIN: 01818725) was appointed as a Managing Director of the Company by the members at the 19th Annual General Meeting held on 25th July, 2022 for the period from 26th July, 2022 to 12th June, 2024, and was redesignated as a Managing Director and Chief Executive Officer.

The brief profile of Mr. Imtaiyazur Rahman is as under:

| | |
|-------------------------|--|
| Present Position | Mr. Imtaiyazur Rahman is the Managing Director & Chief Executive Officer of the Company. |
| Education | He is a Science graduate, Fellow member of Institute of Cost Accountants of India and Institute of Company Secretaries of India, Certified Public Accountancy (USA) and GAMP from Indian School of Business & Kellogg School of Management. He has completed the Leadership programme - "Leading for Results" from INSEAD (France). He has been awarded ESG Competent Board's Global Certification and Designation. He has also been conferred a Honorary doctorate degree, D.Litt, by the ITM University, Raipur. He has successfully completed programs on "Making Corporate Boards more Effective", "Compensation Committees-New Challenges, New Solutions" and "Audit Committees in a New Era of Governance" from the Harvard Business School. |
| Experience | Mr. Rahman is on the Board of UTI International (Singapore) Pte. Limited, UTI Venture Funds Management Company Private Limited, UTI Alternatives Private Limited, UTI Retirement Solutions Limited and IndianOil Adani Ventures Limited. Mr. Rahman is the Chairperson for the FICCI Task Force on ESG for 2023. He is also a member of the CII National Committee on Financial Markets; CII Financial Sector Development Council 2022-23; and Banking & Finance Committee of IMC Chamber of Commerce & Industry. He was on the Board of Association of Mutual Funds in India (AMFI) and is presently a permanent invitee to the AMFI Board Meetings. Prior to joining the Company, he was associated with Sumeet Machines Ltd, Leasing Finance India Ltd, Bells Controls Ltd, New India Rubber Works (P) Ltd. and S. Gupta & Co. |
| Ability | Mr. Imtaiyazur Rahman has more than three decades of experience in management, business leadership, leading change and forming strategic alliances. He joined the UTI Group in 1998 as part of UTI Investor Services Ltd. and joined the Company in 2003. He was also the CFO of the Company from 2005. In his role as Group President & Chief Finance Officer, he headed the functions of Finance, Accounts, Taxation, Information Technology, Board related matters, Offshore funds, Alternate Investments and Portfolio Management Services. |

The Nomination and Remuneration Committee and the Board are of the view that Mr. Imtaiyazur Rahman possesses the requisite knowledge of industry and have diverse skills, leadership capabilities, expertise in financial industry and vast business experience which would be of immense benefit to the Company and hence, it is desirable to re-appoint him as Managing Director. Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, in its meeting held on 30th January, 2024, recommended the re-appointment of Mr. Imtaiyazur Rahman (DIN: 01818725) as Managing Director and Chief Executive Officer of the Company, who shall not be liable to retire by rotation, to the members for their approval at this EGM on the following terms and conditions:

Remuneration & Benefits:

| | |
|-------------------------------|--|
| Band | 14 |
| Annual Fixed Pay | ₹ 42,719,408 |
| Variable Pay @ Level 3 | 100% of Annual Fixed Pay |
| Gratuity | Entitled to Gratuity as per UTI AMC Payment of Gratuity to Employees Rules, 2003. |
| Provident Fund | Governed by Provident Fund Regulations as applicable to UTI AMC Employees. |
| Pension | Entitled for Pension as per UTI AMC Pension Regulations of 2003. He will be eligible for benefit of additional qualifying service of maximum 5 years in terms of Rule 23(i) on his superannuation. |

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| | | |
|--------------------------------|--|---|
| Benefits | Domestic Travel - Mode of Travel | Air – Business Class |
| | Domestic Travel - Hotel Stay | At Actuals |
| | Domestic Travel - Incidental Charges | ₹ 350 |
| | Domestic Travel - Halting Allowance (Own arrangement for stay) | ₹ 1,200 |
| | Foreign Travel - Mode of Travel | Air – Business Class |
| | Foreign Travel - Allowance | US\$ 1000 - Per Diem Allowance for all Foreign Countries. If the actual cost incurred is more than US\$ 1000, the actual cost incurred subject to maximum of US\$ 1,500 is reimbursed. Incidental Allowance - US\$ 250 per Diem. Applicable for entire period of stay, if full hospitality (ie. Lodging and Boarding) is provided by the host organization. |
| | Club Memberships | 2 Elite Club Memberships e.g. Bombay Gymkhana & Willingdon Sports Club |
| | Membership to Business Centres | Membership to Business Centres - The Chambers & The Belvedere. |
| | Office Cars | 2 Office Cars with Driver (Limit - At Actuals) |
| | Mobile - Handset | Handset Cost - At Actuals |
| | Mobile - Reimbursement (At Centre & during Domestic & Foreign Travel) | Monthly Reimbursement Limit - At Actuals |
| | Mobile devices and its accessories | Mac Book Air - Latest Edition (Limit - At Actuals) Apple iPads & iPods - Latest Edition (Limit - At Actuals) |
| | Leave | As per Company's policy and as applicable to all Officers of the Company. |
| | Leave Encashment | As per Company's policy and as applicable to all Officers of the Company. |
| | Medical Benefits | Dependency Norms - As per Company's policy Hospitalization - Upper Limit for Bed Room Charges will be at actuals. Sum Insured per family per annum - As per Company's policy Medical Reimbursement - Domiciliary - As this facility is applicable to Officers who have joined the services of the Company prior to and upto March 31, 2003, MD & CEO will continue to be eligible for this facility. |
| Entertainment Allowance | Annual Limit - At Actuals | |

Key Terms:

- I. His re-appointment as Managing Director and Chief Executive Officer (MD & CEO) of the Company will continue until the dates approved by the Board and Members and he shall retire only on the expiry or earlier termination of his tenure as MD & CEO or till the expiry of any further extended period of his tenure, as may be decided by the members of the Company.
- II. If at any point of time, his tenure as MD & CEO would be determined before 12th June, 2026 (other than due to demise, disability or normal retirement), he would be paid severance benefits as below for the remaining period of his service as he would have been paid, had he continued in the position of MD & CEO of the Company till 12th June, 2026:
 - a. Payment of 100% of last drawn Annual Fixed Pay. Such amount shall be payable in one lump sum and not later than one month from the last working day with the Company.
 - b. All stock options granted shall become fully vested and exercisable as on the termination date to the extent such stock options are outstanding and not exercised at the time of such termination.
 - c. Entitlement to medical hospitalisation and domiciliary benefits for self and dependents as would be applicable to live employees till the completion of his term as MD & CEO and thereafter as applicable to retired employees of the Company.
 - d. Entitled variable pay / last drawn variable pay for the financial year till the completion of full term as MD & CEO.

NOTICE (Contd.)

- e. Calculation of retirals would be based on entitlement at the time of completion of full term as MD & CEO.
- f. Pension – as per the UTI AMC (Staff Rules). Computation / reckoning of 10 months average salary for pension purpose would be based on the date of completion of his full term as MD & CEO.

The Company has received all statutory disclosures / declarations from Mr. Imtaiyazur Rahman *inter-alia*:

- (i) consent in writing to act as the managing director;
- (ii) intimation to the effect that he is not disqualified under of Section 164 of the Act; and
- (iii) certificate under Section 197 read with Schedule V 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 such authority.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the relevant details of

Mr. Rahman are provided in **Annexure-I** to the Notice of EGM to be held on 7th March, 2024.

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, in its meeting held on 30th January, 2024, re-appointed Mr. Imtaiyazur Rahman (DIN: 01818725) as Managing Director and Chief Executive Officer of the Company effective from 13th June, 2024 till 12th June, 2026.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice of EGM to be held on 7th March, 2024 for the re-appointment of Mr. Imtaiyazur Rahman (DIN: 01818725) as Managing Director and Chief Executive Officer of the Company with effect from 13th June, 2024 till 12th June, 2026, not liable to retire by rotation.

Save and except Mr. Rahman 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 and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this EGM Notice.

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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 – 2 on General Meetings issued by the Institute of Company Secretaries of India, the details of directors proposed to be re – appointed at this EGM are as under:

| Particulars | Details |
|---|---|
| Name of the Director | Mr. Imtaiyazur Rahman |
| DIN | 01818725 |
| Date of Birth | 7 th September, 1963 |
| Age | 60 Years |
| Original Date of Appointment | 28 th April, 2019 |
| Nationality | Indian |
| Brief profile including experience, nature of expertise in specific functional areas and qualification | <p>Mr. Imtaiyazur Rahman is the Managing Director & Chief Executive Officer of the Company. He has more than three decades of experience in management, business leadership, leading change and forming strategic alliances. He joined the UTI Group in 1998 as part of UTI Investor Services Ltd. and joined UTI AMC Ltd. in 2003. He was also the CFO of the Company from 2005. In his role as Group President & Chief Finance Officer, he headed the functions of Finance, Accounts, Taxation, Information Technology, Board related matters, Offshore funds, Alternate Investments and Portfolio Management Services.</p> <p>He is a Science graduate, Fellow member of Institute of Cost Accountants of India and Institute of Company Secretaries of India, Certified Public Accountancy (USA) and GAMP from Indian School of Business & Kellogg School of Management. He has completed the Leadership programme - “Leading for Results” from INSEAD (France). He has been awarded ESG Competent Board’s Global Certification and Designation. He has also been conferred a Honorary doctorate degree, D.Litt, by the ITM University, Raipur.</p> <p>He has successfully completed programs on “Making Corporate Boards more Effective”, “Compensation Committees-New Challenges, New Solutions” and “Audit Committees in a New Era of Governance” from the Harvard Business School.</p> <p>Mr. Rahman is on the Board of UTI International (Singapore), UTI Venture Funds Management Co. Pvt. Ltd., UTI Alternatives Pvt. Ltd., UTI Retirement Solutions Ltd. and IndianOil Adani Ventures Ltd.</p> <p>Mr. Rahman is the Chairperson for the FICCI Task Force on ESG for 2023. He is also a member of the CII National Committee on Financial Markets; CII Financial Sector Development Council 2022-23; and Banking & Finance Committee of IMC Chamber of Commerce & Industry. He was on the Board of Association of Mutual Funds in India (AMFI) and is presently a permanent invitee to the AMFI Board Meetings.</p> <p>Prior to joining the Company, he was associated with Sumeet Machines Ltd, Leasing Finance India Ltd, Bells Controls Ltd, New India Rubber Works (P) Ltd. and S. Gupta & Co.</p> |
| Remuneration last drawn and sought to be paid | ₹ 9,06,23,086 for FY 2022-23 |
| Number of Board Meetings attended during the year 2023-24 | 8 out of 8 |

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| Particulars | Details |
|--|--|
| Directorships in other listed entities including listed entities from which Director has resigned in the past three years | None |
| Directorship in other Companies | <ul style="list-style-type: none"> • UTI International (Singapore) Pte. Limited • UTI Retirement Solutions Limited • UTI Alternatives Private Limited (<i>Previously known as UTI Capital Private Limited</i>) • UTI Venture Funds Management Company Private Limited • IndianOil Adani Ventures Limited |
| Membership / Chairmanship of Committees of the Board in other Companies | <p>UTI Retirement Solutions Limited CSR Committee : Chairman of the Committee</p> <p>UTI Alternatives Private Limited (<i>Previously known as UTI Capital Private Limited</i>) Audit Committee: Member</p> <p>UTI International (Singapore) Pte. Limited Audit Committee: Member</p> <p>Indian Oil Adani Ventures Limited Audit Committee: Member CSR Committee : Member</p> |
| Number of shares held including shareholding as a beneficial owner | 60,304 Equity Shares |
| Relationship with other directors and KMP <i>inter-se</i> | Mr. Imtaiyazur Rahman is not related to any other Director and / or Key Managerial Personnel of the Company. |
| Terms & Conditions of appointment | Please refer explanatory statement for Item no. 1 |