

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 8TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **8th (Eighth) Extra-Ordinary General Meeting (EGM)** of UTI Asset Management Company Limited (**the Company**) will be held on **Tuesday, the 30th September, 2025 at 1400 hrs IST** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in its registered office at UTI Tower 'Gn' Block Bandra – Kurla Complex Bandra East Mumbai – 400 051 (the deemed venue), to transact the following businesses:

Special Businesses:

1. Approval of the appointment of Mr. Vetri Subramaniam (DIN: 11106784) as a Director of the Company, not liable to retire by rotation:

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the 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 amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vetri Subramaniam (DIN: 11106784), who has given his consent to act as Director of the Company with effect from 1st February, 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, signifying his intention to propose Mr. Vetri Subramaniam as a candidate for the office of a director of the Company, be and is hereby appointed as a Director (Executive Category) of the Company with effect from 1st February, 2026 and whose period of office shall not be liable to retire by rotation."

"Resolved Further,

that the Board of Directors and / or Company Secretary be and is hereby jointly and severally authorised 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 of its officer(s) to give effect to the above resolution and matter incidental thereto."

2. Approval of the appointment and remuneration of Mr. Vetri Subramaniam (DIN: 11106784) as a Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation:

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, 196, 197, 198, 203, 202 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules and regulations made under the Companies Act, 2013, 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 the Company and based on the approval of the Board of UTI Trustee Company Private Limited and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vetri Subramaniam (DIN: 11106784), who has given his consent to act as Managing Director & Chief Executive Officer of the Company, be and is hereby appointed as Managing Director & Chief Executive Officer of the Company for a period of 5 (five) years with effect from 1st February, 2026 till 31st January, 2031, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice of 8th Extra-Ordinary General Meeting, with the authority to the Board of Directors to alter or vary the terms and conditions of the said appointment and / or remuneration, as it deems fit, in compliance with the applicable provisions of the Companies Act, 2013, and other applicable laws."

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“Resolved Further,
that the Board of Directors and / or Company Secretary
be and is hereby jointly and severally authorised 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 of its officer(s) to give effect to the above
resolution and matter incidental thereto.”

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

Sd/-
Arvind Patkar
Company Secretary & Compliance Officer
Membership No. ACS 21577

Place: Mumbai

Date: 5th September, 2025

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Notes:

1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and Securities and Exchange Board of India circulars (SEBI circulars). The Companies are permitted to conduct the Extra Ordinary General Meeting through Video Conferencing / Other Audio Visual Means (VC / OAVM), without the physical presence of the Members at a common venue. 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 8th Extra-Ordinary General Meeting (8th 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 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 businesses mentioned under item no. 1 & 2 are annexed herein as an explanatory statement and forms part of this Notice.
4. Members joining the 8th EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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. Hence, Route Map is not annexed to this Notice.
6. 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 appointment at this EGM are also annexed to this Notice. The Company has received the requisite consents / declarations from the Director for his appointment under the Act and the rules made thereunder.
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., authorising its representative to attend this EGM through VC / OAVM and cast vote on its behalf together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email at scrutiniseramc@gmail.com 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 shareholders:

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 no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025 on 'Master Circular for Registrars to an Issue and Share Transfer Agents' (RTAs), mandated Company / RTA to issue the securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, subdivision / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition. Accordingly, members are encouraged to dematerialise their equity shareholding as it will enable the Company to serve better and therefore, the members are requested to make the service requests by submitting a duly filled and signed requisite Form, the ISR forms which 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 centralised web-based complaint redressal facilitation platform as SCORES to enable the members 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

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the entire grievance redressal process more efficient by reducing timelines and introducing auto-routing & auto escalation of complaint. The SEBI has amended the process of investor grievances against the entities and has established a mechanism through a 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 / IGRD / P / CIR / 2022 / 0150, SEBI/HO/OIAE/IGRD/CIR/P/2023/156, SEBI/HO /OIAE/ IGRD/ CIR/ P/2023/183 and SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 7th November, 2022, 20th September, 2023, 1st December, 2023 and 28th December, 2023 respectively.
13. SEBI has, vide its master circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025, mandated the physical shareholders to furnish / update PAN, email address, postal address, mobile number, bank account details and signature with RTA / Company and ensure that PAN is linked to Aadhaar by 1st April, 2024. **Members still holding shares in physical form are requested to update their details by submitting a duly filled in and signed requisite form.**

Further, with effect from 1st April, 2024, 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. Pursuant to SEBI Circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, has waived off the provision of freezing non KYC folios w.e.f 31st December, 2023 and transferring of such frozen shares after 31st December, 2025 to Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

14. The ISR forms 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,
Rangareddy Hyderabad 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/>

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, check dividend status, 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 also devised a web-based portal for redressal of investors queries and the members may utilise the facility by visiting <https://kprism.kfintech.com/> and clicking on 'Post a Query' option for query registration through an identity registration process. After entering all the details related to the members shareholding 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 dematerialised 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 Notice will be made available for inspection electronically to the members during this 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 this EGM or on request sent to email of the Company at cs@uti.co.in.

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Dispatch of Notice of 8th 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 8th EGM, is being sent only through electronic mode to those members whose email addresses are registered with the Company / RTA / Depositories.
20. The Notice of the 8th EGM is also available on the Company's website at <https://www.utimf.com/amc-shareholders/egm-postal-ballot>, on the website of National Stock Exchange of India Limited and BSE Limited (collectively referred as 'Stock Exchanges') at <https://www.nseindia.com/> and <https://www.bseindia.com/> respectively, and on the website of KFintech at <https://evoting.kfintech.com/>.
21. Members may request for a hard copy of the 8th EGM notice 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 and other Notices from the Company through electronic means.

Procedure for remote e-voting and e-voting at the 8th 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, 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 November, 2024, e-voting process has been enabled for 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 Friday, the 26th September, 2025 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, 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 Saturday, the 27th September, 2025 and will end at 1700 hrs IST on Monday, the 29th September, 2025.
30. The facility for e-voting shall also be made available at this 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 this EGM, only such joint holder whose name appears as the first holder in the order of names as per register of member / list of beneficial owners will be entitled to vote at this EGM, provided that the votes are not already cast by remote e-voting.
33. The Board of Directors has appointed Mr. Vishal N. Manseta, Practicing Company Secretary (Membership No. 25183, Certificate of Practice No. 8981 and Peer Review Certificate No. 1584/2021), as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner for this EGM and he has also submitted his consent to act as Scrutiniser.

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34. The Scrutiniser will, after the conclusion of e-voting at the 8th EGM, first count the votes cast during the 8th EGM, thereafter unblock the votes cast through remote e-voting, not later than two working days of conclusion of 8th EGM and prepare a consolidated Scrutiniser's Report and submit the same to the Chairperson of the Company or such other person authorised by him. The results of the voting along with the Scrutiniser's Report will be announced within two working days of the conclusion of the 8th 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 the 8th EGM *i.e.* Tuesday, the 30th September, 2025.

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"> Visit URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Click on the 'Beneficial Owner' icon under 'IDeAS' section. On the new page, enter User ID and Password or select OTP based login. Post successful authentication, click on 'Access to e-voting'. 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"> To register click on: https://eservices.nsdl.com/. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields. 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"> Open URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Click on the icon 'Login' which is available under 'Shareholder / Member' section. 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. Post successful authentication, you will be redirected to NSDL site wherein you can see the e-voting page. You will be requested to select the name of the Company and the ESP name, <i>i.e.</i> KFinTech. 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
	<p>4. Alternatively, by downloading NSDL Mobile Application:</p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility from app store for IOS and play store for Android by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual members holding shares in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest:</p> <p>i. Visit URL: www.cdslindia.com and click on login and select ‘Myeasi New’ or click on https://web.cdslindia.com/myeasitoken/home/login/</p> <p>ii. Login with your registered user id and password.</p> <p>iii. Click on ‘Evoting’ to access e-voting page without any further authentication.</p> <p>iv. Click on ESP name to cast your vote.</p> <p>2. User not registered for Easi / Easiest:</p> <p>i. Option to register is available at https://www.cdslindia.com/ and click on login & My Easi New.</p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point no.1 above.</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL:</p> <p>i. Visit URL: https://www.cdslindia.com/.</p> <p>ii. Click on ‘E Voting’ to access e-voting page.</p> <p>iii. Provide your demat account number and PAN.</p> <p>iv. System will authenticate user by sending OTP on registered mobile & email address as recorded in the demat account.</p> <p>v. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</p>
Individual members login through their demat accounts / Website of DP	<p>i. 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>ii. Once logged-in, you will be able to see e-voting option.</p> <p>iii. 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>iv. 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 / or ‘forgot password’ option available at above mentioned websites.

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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.: 022-4886 7000 / 1800 102 0990.
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626 and 022-62343259.

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 ids 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. 9225, 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 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 forgot 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the 'EVEN' i.e. 9225 and click on 'Submit'.
- 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.

- Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
 - 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 ids 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:
- 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 these details by submitting requisite ISR forms with KFinTech.
 - Alternatively, members may send an email request to 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 of EGM and the e-voting instructions.
 - Members who have registered their email address, mobile number, postal address and

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bank account details are requested to validate / update their registered details by contacting the DPs, in case if the 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 in 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 updated version of 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 glitches.
- vii. The window for e-voting at the EGM shall be activated upon instruction of the Chairperson 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 / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes during the EGM.
- ix. A member can opt for only one mode of voting i.e. through remote e-voting or voting at the EGM. If a member cast 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 of shareholding), Institutional Investors, Directors, Key Managerial Personnel, Chairperson 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, 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>9225 IN12345612345678
 - II. Example for CDSL:
MYEPWD <SPACE>9225 1402345612345678
 - III. Example for Physical:
MYEPWD <SPACE>9225 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 on 'Forgot Password' and enter Folio No. or DP ID & Client ID and PAN to generate a

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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 Sunday, the 28th September, 2025 till 1600 hrs IST) so as to enable the management to keep the answers ready. Please mention the subject line as "8th 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 Saturday, the 27th September, 2025 (from 0900 hrs IST) to Monday, the 29th September, 2025 (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 Saturday, the 27th September, 2025 (from 0900 hrs IST) to Monday, the 29th September, 2025 (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. 1800 309 4001 for any further clarifications.
42. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, all shareholders are hereby informed that a special window has been opened for a period of six months, from 7th July, 2025 to 6th January, 2026 to facilitate re-lodgement of transfer requests of physical shares.

This facility is available for transfer deeds lodged prior to 1st April, 2019 and which were rejected, returned, or not attended to due to deficiencies in documentation / process / or otherwise.

The securities that are re-lodged for transfer (including those requests that are pending with the company / RTA, as on date) shall be issued only in demat mode.

Investors who have missed the earlier deadline of 31st March, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar and Transfer Agent *i.e.* Kfin Technologies Limited at the address mentioned in Point no. 14.

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EXPLANATORY STATEMENT:

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 & 2

Pursuant to the provisions of Sections 152, 196, 197, 198, 203 and 202 of the Companies Act, 2013 (The Act) read together with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Rules), Mr. Vetri Subramaniam (DIN: 11106784) has been appointed as a Managing Director & Chief Executive Officer of UTI Asset Management Company Limited (the Company/UTI AMC) for 5 (five) years effective from 1st February, 2026 to 31st January, 2031, by the Board in its meeting held on 3rd September, 2025, based on the recommendation of Nomination and Remuneration Committee (NRC). He shall not be liable to retire by rotation.

The brief profile of Mr. Vetri Subramaniam (DIN: 11106784) is as under:

Present Position / Occupation	Currently, Mr. Vetri Subramaniam (DIN: 11106784) is the Managing Director & Chief Executive Officer - Designate (MD & CEO - Designate) of the Company.
Education	a) B. Com; and b) Post Graduate Diploma in Management from the Indian Institute of Management Bangalore.
Experience	Mr. Vetri Subramaniam held the position of Chief Investment Officer at UTI Asset Management Company Limited. He joined UTI AMC as Head of Equity in January 2017 and assumed the role of Chief Investment Officer from August 2021. He is Chair of the UTI Management Committee, which also includes subsidiary businesses, since April 2024. Prior to joining UTI, he was Chief Investment Officer at Invesco Asset Management Limited. He was part of the start-up team at Invesco (then Religare Asset Management) in 2008 and helped establish the firm's proprietary investment process and the team. He started his career at Kotak Mahindra in 1992 after passing out from IIM Bangalore with a PG Diploma in Management. His experience in equity markets & investment roles at various firms from 1994 includes Kotak Mahindra, SSKI & Motilal Oswal. He was also one of the founders of Sharekhan.com (now Mirae Asset Sharekhan) where he led the research & content team. He has also worked as an advisor to a UK Hedge fund on its equity investments in India during 2003-2007.
Ability / Expertise	Mr. Vetri Subramaniam has more than three decades of experience in equity markets, investment strategy, mentorship and financial literacy advocacy. He is a frequent contributor to the media and regularly speaks on investing and markets at various forums - including the media & educational institutions.

The Nomination and Remuneration Committee and the Board are of the view that Mr. Vetri Subramaniam possesses the requisite knowledge of industry and has 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 appoint him as Managing Director & Chief Executive Officer. Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has, in its meeting held on 3rd September, 2025, recommended the appointment of Mr. Vetri Subramaniam (DIN: 11106784) as Managing Director & Chief Executive Officer of the Company for 5 (five) years effective from 1st February, 2026 to 31st January, 2031, 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	Rs. 4,62,50,000.00 per annum Increments to be determined on an annual basis by the Nomination & Remuneration Committee and Board based as per the applicable policy
Variable Pay	Based on the annual performance evaluation by NRC and Board and as per the applicable scale subject to the cap of 150% of fixed pay. This is subject to annual review by the Nomination and Remuneration Committee / Board from time to time.
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.

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Benefits	Domestic Travel - Mode of Travel	Air – Business Class
	Domestic Travel - Hotel Stay	At Actuals
	Domestic Travel - Incidental Charges	Rs. 350/- per day
	Domestic Travel - Halting Allowance (Own arrangement for stay)	Rs. 1,200/- per day
	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 \$ 1500 is reimbursed.
		Incidental Allowance - US \$ 250 per diem. Applicable for entire period of stay, if full hospitality (i.e. Lodging & Boarding) is provided by the host organisation.
	Club Memberships	Membership to 2 clubs e.g. Bombay Gymkhana & Willingdon Sports Club or equivalent
	Membership to Business Centres	Membership to 2 Business Centres - The Chambers & The Belvedere or equivalent
	Cars	2 Office provided Cars with Driver (Limit - At Actuals)
	Mobile - Handset	Handset Cost - at actuals (per year)
	Mobile - Reimbursement (At Centre & during Domestic & Foreign Travel)	Monthly reimbursement limit - at actuals
	Devices and accessories	Laptop - Latest edition (Limit - at actuals)
		IPads & Ear Pods - 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
	Entertainment Allowance	Annual Limit - At Actuals

Other Key Terms of appointment:

- I. His 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 Managing Director and Chief Executive Officer 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 31st January, 2031 (other than due to demise, disability or normal retirement), the following would apply:
 - a. 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.
 - b. 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.
 - c. Calculation of retirals would be based on entitlement at the time of completion of full term as MD & CEO.

Notes:

- I. He would be eligible to stock options under the company's ESOP scheme or its equivalent as may be approved by the NRC / Board from time to time.
- II. He would be entitled to compensation from the company for the loss of office, subject to the provisions of Section 202 and other relevant sections of the Companies Act, 2013.

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

- (i) Consent in writing to act as the Managing Director & Chief Executive Officer;
- (ii) Form MBP-1 as per Section 184 of the Companies Act, 2013;
- (iii) List of Relatives;
- (iv) Form DIR-8 containing the other directorship of the Director and intimation to the effect that he is not disqualified under Section 164(2) of the Act;
- (v) A declaration that 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;
- (vi) Details of Committee Positions;
- (vii) Bio- Data of proposed Director of AMC;
- (viii) Affidavit;
- (ix) Fit and Proper Person Undertaking;
- (x) Certificate under Section 197 read with Schedule V of the Act;
- (xi) Affirmation to comply with Code of Conduct for Board of Directors and Senior Management Personnel;

- (xii) Disclosure on becoming a Key Managerial Personnel / Director / Promoter / Member of the promoter group in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (xiii) Disclosure by Designated Person in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (xiv) Disclosure of Holdings in securities of UTI Asset Management Company Limited by Directors / Designated Persons.

Pursuant to the provisions of Securities and Exchange Board of India (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. Subramaniam are provided in **Annexure-I** to the Notice of EGM to be held on Tuesday, the 30th September, 2025.

The Board recommends the Ordinary Resolutions set out at Item No. 1 and 2 of the Notice of 8th EGM to be held on Tuesday, the 30th September, 2025.

Save and except Mr. Subramaniam 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 and 2 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 director proposed to be appointed at this EGM are as under:

Particulars	Details
Name of the Director	Mr. Vetri Subramaniam
DIN	11106784
Date of Birth	3 rd May, 1970
Age	55 years
Date of first Appointment on the Board	Effective from 1 st February, 2026
Nationality	Indian
Brief profile including experience, nature of expertise in specific functional areas and qualification	<p>Mr. Vetri Subramaniam held the position of Chief Investment Officer at UTI Asset Management Company Limited. He has more than three decades of experience in equity markets, investment strategy, mentorship, and financial literacy advocacy. He joined UTI AMC as Head of Equity in January 2017 and assumed the role of Chief Investment Officer from August 2021. He is Chair of the UTI Management Committee, which also includes subsidiary businesses, since April 2024. Prior to joining UTI, he was Chief Investment Officer at Invesco Asset Management Limited. He was part of the start-up team at Invesco (then Religare Asset Management) in 2008 and helped establish the firm's proprietary investment process and the team. He started his career at Kotak Mahindra in 1992 after passing out from IIM Bangalore with a PG Diploma in Management. His experience in equity markets & investment roles at various firms from 1994 includes Kotak Mahindra, SSKI & Motilal Oswal. He was also one of the founders of Sharekhan.com (now Mirae Asset Sharekhan) where he led the research & content team. He has also worked as an advisor to a UK Hedge fund on its equity investments in India during 2003-2007.</p> <p>He is a frequent contributor to the media and regularly speaks on investing and markets at various forums - including the media & educational institutions.</p>
Remuneration last drawn and sought to be paid	<ol style="list-style-type: none"> 1. Remuneration last drawn : Rs. 7,50,49,805; and 2. Remuneration sought to be paid : It is as per the terms and conditions mentioned in the explanatory statement of this Notice.
Number of Board Meetings attended during the FY 2025-26	NA
Directorships in other listed entities and memberships of Committees of the Board including listed entity from which Director has resigned in the past three years	Nil
Directorship in other Companies	Nil
Membership / Chairmanship of Committees of the Board in other Companies	Nil
Number of shares held including shareholding as a beneficial owner	42,725 equity shares
Relationship with other directors and KMP inter-se	Mr. Vetri Subramaniam is not related to any Director and / or Key Managerial Personnel of the Company.
Terms & Conditions of appointment	Please refer explanatory statement for Item no. 1 and 2
