

Ref. No.: UTI/AMC/CS/SE/2024-25/0485

Date: 14th November, 2024

National Stock Exchange of India Limited

Exchange Plaza Plot No. C/1

G Block Bandra-Kurla Complex

Bandra East Mumbai – 400 051.

Scrip Symbol: UTIAMC

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001.

Scrip Code / Symbol: 543238 / UTIAMC

Sub: Postal Ballot Notice for appointment of Mr. Santosh Kumar as Non – Executive Nominee Director

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are forwarding herewith the postal ballot notice dated 11th November, 2024 for seeking approval of members by way of Ordinary Resolution for appointment of Mr. Santosh Kumar as Non – Executive Nominee Director on the Board of the Company through voting by electronic means (remote e-voting).

Voting through electronic means:

In compliance with relevant general circulars issued by Ministry of Corporate Affairs, the postal ballot notice along with explanatory statement and instructions for e-voting has been sent only through electronic mode to those members, whose names appear in the register of members / list of beneficial owners and whose email addresses are registered with the Company / its Registrar and Share Transfer Agent / Depositories as on cut-off date *i.e.* Friday, the 8th November, 2024.

The Company has appointed M/s. KFin Technologies Limited (*formerly known as 'KFin Technologies Private Limited'*) (KFinTech), Registrar and Share Transfer Agent of the Company, to provide remote e-voting facility to enable the members to exercise their voting rights.

Remote e-voting period:

The remote e-voting period commences from 09:00 am IST on Friday, the 15th November, 2024 and ends at 05:00 pm IST on Saturday, the 14th December, 2024. The remote e-voting module shall be disabled thereafter by KFinTech.

UTI Asset Management Company Limited



The postal ballot notice is available on the Company's website at www.utimf.com and the KFinTech's website at <https://evoting.kfintech.com>.

Thanking you,

For UTI Asset Management Company Limited

Arvind Patkar

Company Secretary and Compliance Officer

Membership No.: ACS 21577

Encl.: As above

Registered Office : UTI Tower, 'Gn' Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051.

CIN : L65991MH2002PLC137867

Follow us on :



Website : www.utimf.com

Email : service@uti.co.in

Phone : 022-6678 6666

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

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (**the Act**) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular Nos. 14/2020, 17/2020 and 09/2024 dated 8th April, 2020, 13th April, 2020 and 19th September, 2024 respectively, issued by the Ministry of Corporate Affairs (**MCA Circulars**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), Secretarial Standard on General Meetings (**SS-2**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the ordinary resolution provided in this notice is proposed to be passed by the members of UTI Asset Management Company Limited (**the Company**) by way of postal ballot through voting by electronic means (**remote e-voting**) only.

In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members, whose names appear in the register of members / list of beneficial owners and whose email addresses are registered with the Company / its Registrar and Share Transfer Agent / Depositories as on Friday, the 8th November, 2024 (**Cut-off date**).

The Company has appointed M/s. KFin Technologies Limited (formerly known as 'KFin Technologies Private Limited') (KFinTech / E-voting Service Provider), Registrar and Share Transfer Agent of the Company, to provide remote e-voting facility to enable the members to exercise their voting rights. The members, whose name appears in the register of members / list of beneficial owners as on Friday, the 8th November, 2024, being the cut-off date, are entitled to vote on the ordinary resolution set forth in this Notice. The remote e-voting period commences from 09:00 am IST on Friday, the 15th November, 2024 and ends at 05:00 pm IST on Saturday, the 14th December, 2024. The detailed instructions for remote e-voting are provided in the Notes.

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

upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Tuesday, the 17th December, 2024.

The resolution, if approved by the requisite majority of members, shall be deemed to have been passed on the last date of remote e-voting, i.e. Saturday, the 14th December, 2024.

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

SPECIAL BUSINESS:

To appoint Mr. Santosh Kumar (DIN: 10166739) as Non – Executive Nominee Director:

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

"Resolved,

that pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and Article 129 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Santosh Kumar (DIN: 10166739), nominee of Punjab National Bank, who has given his consent to act as Director of the Company and who was appointed by the Board of Directors as an Additional Director (Non – Executive Nominee Category) of the Company with effect from 1st October, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Santosh Kumar as a Director of the Company, be and is hereby appointed as a Non – Executive Nominee Director of the Company, liable to retire by rotation."

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“Resolved Further,
that the Board of Directors and / or Company Secretary jointly and severally be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, expedient, incidental and desirable, 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 Director(s) or officer(s) of the Company to give effect to the above resolution and matter incidental thereto.”

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

Arvind Patkar

**Company Secretary and Compliance Officer
Membership No.: ACS 21577**

Date: 11th November, 2024

Place: Mumbai

Notes:

1. Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), a statement setting out all material facts relating to the special business is annexed herein as an explanatory statement and forms part of this Notice.
2. In accordance with Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the relevant details in respect of Director seeking appointment through Postal Ballot are also annexed to this Notice. The Company has received the requisite consent / declaration from the Director for his appointment under the Act and the rules made thereunder.
3. The Postal Ballot Notice is also available on the Company's website at www.utimf.com and the website of M/s. KFin Technologies Limited (formerly known as 'KFin Technologies Private Limited') (KFinTech / e-voting Service Provider [ESP]), Registrar and Share Transfer Agent (RTA) of the Company, at <https://evoting.kfintech.com> and on the website of the stock exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
4. All the documents referred to in this Notice and the explanatory statement will be made available for inspection by the Company from Friday, the 15th November, 2024 till Saturday, the 14th December, 2024 and to inspect such

documents, the members are requested to send an email to cs@uti.co.in.

5. Corporate / Institutional members (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter etc., authorising its representative to cast vote on its behalf together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at scrutiniseramc@gmail.com with a copy marked to KFinTech at evoting@kfintech.com. The file name of the attachment should be 'Corporate Name'.

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

6. In compliance with Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the Listing Regulations and relevant circulars issued by Ministry of Corporate Affairs (MCA), the Company is pleased to provide to its members, the facility to exercise their voting rights on the resolution set forth in this Notice electronically through e-voting services provided by KFinTech.
7. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, the 8th November, 2024 ("Cut-Off Date") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
8. Pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the e-voting process.
9. Individual demat account holders would be able to cast their vote without having to register again with the ESP, thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
10. Only those members whose names appears in the register of members / list of beneficial owners, maintained by the Company / its RTA / Depositories, as on the cut-off date i.e. Friday, the 8th November, 2024, will be entitled to cast

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their votes through remote e-voting. A person who is not a member as on the cut-off date shall treat this Notice for information purposes only. It is however, clarified that the members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / its RTA / Depositories, shall also be entitled to vote on the resolution set forth in this Notice.

11. The voting rights of the members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date. The remote e-voting period commences from 09:00 am IST on Friday, the 15th November, 2024 and ends at 05:00 pm IST on Saturday, the 14th December, 2024. The remote e-voting module shall be disabled thereafter by KFintech. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently.

12. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the Company's website at www.utimf.com) duly filled and signed along with requisite supporting documents to KFintech at Selenium Building Tower-B, Plot No. 31 & 32 Financial District Nanakramguda Serilingampally Hyderabad Rangareddi Telangana India – 500 032.

13. 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> <ul 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 'Login' 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' under 'Value Added Services'. 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> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com. ii. Select 'Register Online for IDeAS Portal' 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 downloading NSDL Mobile Application:</p> <ul style="list-style-type: none"> i. Members can also download the NSDL Mobile App "NSDL Speede" facility from app store for IOS and play store for Android. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </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 share in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest:</p> <ul style="list-style-type: none"> i. Visit URL: www.cdslindia.com and click on login and select 'Myeasi New (Token)' or click on https://web.cdslindia.com/myeasitoken/Home/Login. ii. Login with your registered user id and password. iii. Click on 'Evoting' to access e-voting page without any further authentication. iv. Click on ESP name to cast your vote. <p>2. User not registered for Easi / Easiest:</p> <ul style="list-style-type: none"> i. Option to register is available at www.cdslindia.com and click on login & My Easi New (Token) and then click on registration option. ii. Proceed with completing the required fields. iii. Follow the steps given in point no.1 above. <p>3. Alternatively, by directly accessing the e-voting website of CDSL:</p> <ul style="list-style-type: none"> i. Visit URL: www.cdslindia.com. ii. Click on 'E Voting' to access e-voting page. iii. Provide your demat account number and PAN. iv. System will authenticate user by sending OTP on registered mobile & email address as recorded in the demat account. v. 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 Depository Participant (DP)	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. ii. Once logged-in, you will be able to see e-voting option. 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. 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.

Important note: Members who are unable to retrieve User ID / Password are advised to use 'forgot user id' and '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 Depositories i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 – 48867000
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 – 23058738 or 022 – 23058542 - 43

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Step 2: Access to KFinTech e-voting system in case of members holding shares in physical mode 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:

- i. Visit URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. user id and password). In case of physical folio, user id will be EVEN i.e. 8497, 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.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach to password change menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). 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.
- 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. '8497' 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 and / or 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. If you are holding multiple folios / demat accounts, you 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 confirmed to vote on the resolution(s), you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.

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

- i. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of this Notice and e-voting instructions along with the User ID and password. In case of any queries, members may send an email request at einward.ris@kfintech.com.

(C) Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:

- i. 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 (EVEN) + Folio No. or DP ID & Client ID to +91 9212993399
 Example for NSDL:
 MYEPWD<SPACE>IN12345612345678
 Example for CDSL:
 MYEPWD<SPACE>1402345612345678
 Example for Physical:
 MYEPWD<SPACE>XXXX1234567890
- ii. If email ID of the member is registered against Folio No. / DP ID & Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot Password' and enter Folio No. or DP ID & Client ID and PAN to generate a password.
- iii. Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.

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- iv. Members may call KFintech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

(D) Procedure for Registration of email ID and mobile number for shares in physical mode:

- i. SEBI has, vide its master circular dated 7th May, 2024, 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.** The 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 31 & 32 Financial District Nanakramguda Serilingampally Hyderabad Rangareddi Telangana India – 500 032.

Toll Free / Phone No.: 1-800-309-4001

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.

14. However, the choice of nomination can be done till 30th June, 2024, pursuant to SEBI circular dated 27th December, 2023. 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.

15. In case of any queries, in respect of remote e-voting, members may also refer to the Help and Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>.

General Guidelines for members:

16. 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 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 7th May, 2024 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.

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EXPLANATORY STATEMENT:

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

To appoint Mr. Santosh Kumar (DIN: 10166739) as Non – Executive Nominee Director

The Company has received a letter from Punjab National Bank, holding 15.16% of paid-up equity share capital of the Company as on 30th September, 2024, nominating Mr. Santosh Kumar (DIN: 10166739) as Nominee Director of the Company in place of Mr. Kiran Kumar Tarania in exercise of its right under Article 129 of the Articles of Association of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors through circular resolution, had recommended the appointment of Mr. Santosh Kumar as an Additional Director (Non – Executive Nominee Category) of the Company with effect from 1st October, 2024. As per Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) he shall hold office up to the date of next general meeting or three months from the effective date of appointment, whichever is earlier.

The brief profile of Mr. Santosh Kumar is as under:

Present Position	General Manager – Treasury Division at Punjab National Bank.
Education	B.A.(Hons), LL.B. and CAIIB.
Experience	He has more than two decades of experience and carries a rich and diverse banking exposure mainly in areas of Treasury, International Banking, and as business unit head in the field. He also carries experience of working in Administrative offices like Circle Office and Head Office of the Bank.
Ability	He is having hands on professional knowledge and experience in Forex and Integrated Treasury functions. He is well versed in areas such as: Dealing in Foreign Currency and Precious Metals, Derivatives, Correspondent Banking, Trade Finance, Remittances, Non-Resident accounts, Nostro / Vostro A/c.

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

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

Pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Mr. Santosh Kumar are provided in **Annexure – I** to the Postal Ballot Notice.

The Board of Directors recommends the **Ordinary Resolution** as set out in the Postal Ballot Notice for appointment of Mr. Santosh Kumar as a Non – Executive Nominee Director of the Company, liable to retire by rotation.

Save and except Mr. Santosh Kumar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in the Postal Ballot 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 seeking appointment are mentioned below:

Particulars	Details
Name of the Director	Mr. Santosh Kumar
DIN	10166739
Date of Birth	11/05/1973
Age	51 years
Original Date of Appointment	1 st October, 2024
Nationality	Indian
Brief profile including experience, nature of expertise in specific functional areas and qualification	Mr. Santosh Kumar is an Additional Director (Non – Executive Nominee Category) of the Company. He is currently working as the General Manager – Treasury Division at Punjab National Bank. He holds a B.A.(Hons), LL.B. and CAIIB. He has more than two decades of experience and carries a rich and diverse banking exposure mainly in areas of Treasury, International Banking, and as business unit head in the field. He also carries experience of working in Administrative offices like Circle Office and Head Office of the Bank. He is having hands on professional knowledge and experience in Forex and Integrated Treasury functions. He is well versed in areas such as: Dealing in Foreign Currency and Precious Metals, Derivatives, Correspondent Banking, Trade Finance, Remittances, Non-Resident accounts, Nostro / Vostro A/c.
Remuneration last drawn and sought to be paid	Not Applicable*
Number of Board meetings attended from the date of appointment	1 out of 1
Names of listed entities in which he also holds the directorship and the membership of Committees of the Board along with listed entities from which he has resigned in the past three years	None
Directorship in other Companies	None
Membership / Chairmanship of Committees of the Board in other Companies	None
Number of shares held including shareholding as a beneficial owner	Nil
Relationship with other directors and KMP inter-se	Mr. Santosh Kumar is not related to any other Director and Key Managerial Personnel of the Company.
Terms & Conditions of appointment	As set out above in the Postal Ballot Notice.

* The Non – Executive Nominee Directors are not paid remuneration or sitting fees for attending Board or Committee meetings either in person or through video conference.