

**Ref. No.:** UTI/AMC/CS/SE/2024-25/0494

**Date:** 17<sup>th</sup> December, 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 re-appointment of Ms. Jayashree Vaidhyanathan (DIN: 07140297) as Non – Executive Independent 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 13<sup>th</sup> December, 2024 along with explanatory statement for seeking approval of members on Special Resolution for re-appointment of Ms. Jayashree Vaidhyanathan (DIN: 07140297) as Non – Executive Independent 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 13<sup>th</sup> December, 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 Wednesday, the 18<sup>th</sup> December, 2024 and ends at 05:00 pm IST on Thursday, the 16<sup>th</sup> January, 2025. The remote e-voting module shall be disabled thereafter by KFintech.

The postal ballot notice is available on the Company's website at [www.utimf.com](http://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

## 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](http://www.utimf.com) | Email: [cs@uti.co.in](mailto: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 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 19<sup>th</sup> 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 special 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 13<sup>th</sup> December, 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 13<sup>th</sup> December, 2024, being the cut-off date, are entitled to vote on the special resolution set forth in this Notice. The remote e-voting period commences from 09:00 am IST on Wednesday, the 18<sup>th</sup> December, 2024 and ends at 05:00 pm IST on Thursday, the 16<sup>th</sup> January, 2025. 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 Monday, the 20<sup>th</sup> January, 2025.

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. Thursday, the 16<sup>th</sup> January, 2025.

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](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. The results will also be uploaded on the Company's website at [www.utimf.com](http://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 re-appoint Ms. Jayashree Vaidhyanathan (DIN: 07140297) as Non-Executive Independent Director:

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 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association, Ms. Jayashree Vaidhyanathan (DIN: 07140297), who was appointed as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from 16<sup>th</sup> December, 2019 upto 15<sup>th</sup> December, 2024, who being eligible for re-appointment as Non-Executive Independent Director has given her consent along with a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a Notice in writing from a member under Section

## NOTICE (Contd.)

160(1) of the Companies Act, 2013 proposing her candidature for the office of Director, based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company and approval of Board of UTI Trustee Company Private Limited, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years on the Board of the Company commencing from 16<sup>th</sup> December, 2024 upto 15<sup>th</sup> December, 2027.”

“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:** 13<sup>th</sup> December, 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 re-appointment through Postal Ballot are also annexed to this Notice. The Company has received the requisite consent / declaration from the Director for her re-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](http://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 websites 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](http://www.nseindia.com) and [www.bseindia.com](http://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 Wednesday, the 18<sup>th</sup> December, 2024 till Thursday, the 16<sup>th</sup> January, 2025 and to inspect such documents, the members are requested to send an email to [cs@uti.co.in](mailto: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](mailto:scrutiniseramc@gmail.com) with a copy marked to KFinTech at [evoting@kfintech.com](mailto: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 13<sup>th</sup> December, 2024 ("Cut-Off Date") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Accordingly, 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 11<sup>th</sup> 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.

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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 appear 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 13<sup>th</sup> December, 2024, will be entitled to cast 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 Wednesday, the 18<sup>th</sup> December, 2024 and ends at 05:00 pm IST on Thursday, the 16<sup>th</sup> January, 2025. 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](http://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 Rangareddi Hyderabad 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><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section.</li> <li>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'.</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select 'Register Online for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point no. 1 above.</li> </ol> <p><b>3. Alternatively, by downloading NSDL Mobile Application:</b></p> <ol style="list-style-type: none"> <li>Members can also download the NSDL Mobile App "NSDL Speede" facility from app store for IOS and play store for Android.</li> </ol> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

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Type of Members	Login Method
Individual members holding share in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and select 'Myeasi New (Token)' or click on <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a>.</li> <li>Login with your registered user id and password.</li> <li>Click on 'Evoting' to access e-voting page without any further authentication.</li> <li>Click on ESP name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) and then click on registration option.</li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point no.1 above.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on 'E Voting' to access e-voting page.</li> <li>Provide your demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile &amp; email address as recorded in the demat account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</li> </ol>
Individual members login through their demat accounts / website of Depository Participant (DP)	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see e-voting option.</li> <li>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.</li> <li>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.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 – 48867000
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 – 23058738 or 022 – 23058542 - 43

### 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:**

- Visit URL: <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. 8566, 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.



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- 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. '8566' 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](mailto: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](mailto: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.
- 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 7<sup>th</sup> 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 1<sup>st</sup> 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**

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Selenium Building Tower-B Plot 31 & 32 Financial District Nanakramguda Serilingampally Rangareddi Hyderabad Telangana India – 500 032.

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

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

**Email:** [einward.ris@kfintech.com](mailto: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 could be done till 30<sup>th</sup> June, 2024, pursuant to SEBI circular dated 27<sup>th</sup> December, 2023. Further, with effect from 1<sup>st</sup> 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 17<sup>th</sup> November, 2023, has waived off the provision of freezing non KYC folios w.e.f 31<sup>st</sup> December, 2023 and transferring of such frozen shares after 31<sup>st</sup> 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 7<sup>th</sup> 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.



## NOTICE (Contd.)

### 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 re-appoint Ms. Jayashree Vaidhyanathan (DIN: 07140297) as Non-Executive Independent Director**

Pursuant to Section 149 and 152 of the Companies Act, 2013 (the Act) read with the rules made thereunder, schedule IV of the Act, Regulations 17, 16 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (Mutual Fund Regulations), Ms. Jayashree Vaidhyanathan was appointed as a Non-Executive Independent Director of the Company by the members at the Extra Ordinary General Meeting of the Company held on 16<sup>th</sup> December, 2019 for a period of 5 (five) consecutive years commencing from 16<sup>th</sup> December, 2019 to 15<sup>th</sup> December, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

The brief profile of Ms. Jayashree Vaidhyanathan is as under:

<b>Name of proposed director</b>	Ms. Jayashree Vaidhyanathan
<b>Present Position</b>	She currently serves as a co-founder and CEO of BCT Digital, a technology company specialising in AI and Predictive Analytics.
<b>Education</b>	She holds a B.E. degree in Computer Science Engineering from the University of Madras and MBA from Cornell University. She is also a Chartered Financial Analyst from the CFA Institute, USA.
<b>Experience</b>	She was associated with Scope International Private Limited as Head of Technology and Strategy and served as a partner with Accenture Services Private Limited. She has also served as an Independent Director in Altran, a US based Global Engineering and Innovation consulting firm and Mahindra Sanyo Steel.
<b>Ability</b>	She is a knowledgeable professional who brings more than thirty years of experience within Financial Services. Her experiences within the sector span across various facets including management consulting, investment banking, outsourcing, technology and risk management. She has spearheaded several high-profile assignments in these areas across the globe. She has been honoured with several awards including a Stevie for Best in Business, ABLF for Powerful Women in Business, Woman Icon of India, Outstanding manager of the year by the All India Management Association and IT Person of the Year by Dataquest Weekly.

The Nomination and Remuneration Committee (NRC) and the Board are of the view that Ms. Jayashree Vaidhyanathan possesses the requisite knowledge, competencies, expertise required for the Board of the Company and have diverse skills and vast business experience which would be of immense benefit to the Company and based on the performance evaluation report, it is desirable to re-appoint her as Non-Executive Independent Director. Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors had through circular resolution, recommended the re-appointment of Ms. Jayashree Vaidhyanathan (DIN: 07140297) as Non-Executive Independent Director of the Company to hold office for a second term of 3 (three) consecutive years on the Board of the Company commencing from 16<sup>th</sup> December, 2024 upto 15<sup>th</sup> December, 2027, not liable to retire by rotation, to the members for their approval by way of a Special Resolution.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Ms. Jayashree Vaidhyanathan for re-appointment as Non-Executive Independent Director.

The Company has received all statutory disclosures / declarations from Ms. Jayashree Vaidhyanathan including :

- i. consent in writing to act as a director;
- ii. intimation to the effect that she is not disqualified under Section 164 (2) of the Act;
- iii. declaration to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations;

## NOTICE (Contd.)

- iv. She is not debarred from holding the office of director pursuant to any order issued by the SEBI or any other authority; and
- v. confirmation that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and she is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the NRC and Board, Ms. Vaidhyanathan fulfils the conditions specified in the Act, rules thereunder and the Listing Regulations for re-appointment as Non-Executive Independent Director and that she is independent of the management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.utimf.com/amc-shareholders/code-and-policies> and would also be made available for inspection to the Members of the Company upto Thursday, the 16<sup>th</sup> January, 2025, by sending a request from their registered email address to the Company at [cs@uti.co.in](mailto:cs@uti.co.in).

Save and except, Ms. Jayashree Vaidhyanathan and her 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.

Disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed as **Annexure – I** to this Notice.

**NOTICE (Contd.)**

**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 re-appointment are mentioned below:**

<b>Particulars</b>	<b>Details</b>
<b>Name of the Director</b>	<b>Ms. Jayashree Vaidhyanathan</b>
<b>DIN</b>	07140297
<b>Date of Birth</b>	01/02/1970
<b>Age</b>	54 years
<b>Original Date of Appointment</b>	16 <sup>th</sup> December, 2019
<b>Nationality</b>	United States of America
<b>Brief profile including experience, nature of expertise in specific functional areas and qualification</b>	She currently serves as a co-founder and CEO of BCT Digital, a technology company specialising in AI and Predictive Analytics. She holds a B.E. degree in Computer Science Engineering from the University of Madras and MBA from Cornell University. She is also a Chartered Financial Analyst from the CFA Institute, USA. She was associated with Scope International Private Limited as Head of Technology and Strategy and served as a partner with Accenture Services Private Limited. She has also served as an Independent Director in Altran, a US based Global Engineering and Innovation consulting firm and Mahindra Sanyo Steel. She is a knowledgeable professional who brings more than thirty years of experience within Financial Services. Her experiences within the sector span across various facets including management consulting, investment banking, outsourcing, technology and risk management. She has spearheaded several high-profile assignments in these areas across the globe. She has been honoured with several awards including a Stevie for Best in Business, ABLF for Powerful Women in Business, Woman Icon of India, Outstanding manager of the year by the All India Management Association and IT Person of the Year by Dataquest Weekly.
<b>Remuneration last drawn</b>	For the <b>FY 2023-24</b> ₹ 43,00,000/-
<b>Remuneration sought to be paid</b>	She shall be paid sitting fees for attending meetings of the Board and committee thereof and for any other meetings as may be decided by the board of directors, reimbursement of expenses for participating in the board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
<b>Number of Board meetings attended from the date of appointment</b>	<b>FY 2023 – 24:</b> 9 out of 9; and <b>FY 2024 – 25 till the date of the postal ballot Notice:</b> 5 out of 5.
<b>Names of listed entities in which she also holds the directorship</b>	Godrej Properties Limited
<b>listed entities from which she has resigned in the past three years</b>	Nil
<b>Directorship in other Companies</b>	1 Indigrid Investment Managers Limited; 2 PWC India Oversight Committee; 3 PWC International Limited; and 4 Godrej Properties Limited;

**NOTICE (Contd.)**

<b>Membership / Chairpersonship of Committees of the Board in other Companies</b>	<b>Sr. No.</b>	<b>Name of companies / bodies corporate / firms / association of individuals</b>	<b>Name of the Committee</b>	<b>Designation in the Committee</b>
	1.	Indigrd Investment Managers Limited	Audit Committee	Member
			Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Chairperson
			Risk Management Committee	Chairperson
			ESG and CSR Committee	Chairperson
	2.	PWC India Oversight Committee	Growth and Markets Committee	Chairperson
	3.	PWC International Limited	Growth and Markets Committee	Member
	4.	Godrej Properties Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member
<b>Number of shares held including shareholding as a beneficial owner</b>	Nil			
<b>Relationship with other directors and KMP <i>inter-se</i></b>	Ms. Jayashree Vaidhyanathan is not related to any other Director and Key Managerial Personnel of the Company.			
<b>Terms &amp; Conditions of re-appointment</b>	As set out above in the Postal Ballot Notice.			