

**Ref. No.:** UTI/AMC/CS/SE/2025-26/0604

**Date:** 3<sup>rd</sup> November, 2025

**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: Notice of the 9<sup>th</sup> Extra-Ordinary General Meeting**

Dear Sir / Madam,

We would like to inform you that the 9<sup>th</sup> Extra-Ordinary General Meeting (9<sup>th</sup> EGM) of UTI Asset Management Company Limited (the Company) has been scheduled on Tuesday, the 25<sup>th</sup> November, 2025 at 1030 hrs IST through Video Conferencing / Other Audio Visual Means (VC / OAVM) in compliance with the Companies Act, 2013 (the Act), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and relevant circulars issued by Ministry of Corporate Affairs, to transact the business set forth in the notice convening the 9<sup>th</sup> EGM.

Pursuant to the relevant provisions of the SEBI Listing Regulations, we are forwarding herewith the copy of the Notice of the 9<sup>th</sup> EGM of the Company. The same is also available on the Company's website at [www.utimf.com](http://www.utimf.com).

The Notice of the 9<sup>th</sup> EGM will be sent to the members of the Company through electronic mode only.

**Voting through electronic means (remote e-voting):**

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, members whose name appears in the register of members / list of beneficial owners as on Thursday, the 20<sup>th</sup> November, 2025 *i.e.* the cut-off date, shall be entitled to cast votes through electronic means.

**UTI Asset Management Company Limited**



**Remote e-voting period:**

The remote e-voting period will commence on Saturday, the 22<sup>nd</sup> November, 2025 from 0900 hrs IST and will end on Monday, the 24<sup>th</sup> November, 2025 at 1700 hrs IST.

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 :**



Information Classification: **UTI AMC - Internal**  
**Website :** [www.utimf.com](http://www.utimf.com)

**Email :** [service@uti.co.in](mailto: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](http://www.utimf.com) | **Email:** [cs@uti.co.in](mailto:cs@uti.co.in) | **Tel. No.:** 022 6678 6666

## **NOTICE OF 9<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the **9<sup>th</sup> (Ninth) Extra-Ordinary General Meeting (9<sup>th</sup> EGM)** of UTI Asset Management Company Limited (**the Company**) will be held on **Tuesday, the 25<sup>th</sup> November, 2025 at 1030 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. To approve the appointment of Mr. Atul Dhawan (07373372), as the Non-Executive Independent 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 **Special Resolution:**

"Resolved, that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read alongwith Schedule IV of 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, based on the recommendation of the Nomination and Remuneration Committee and approval of Board of UTI Trustee Company Private Limited, Mr. Atul Dhawan (07373372), who was appointed as an Additional Director (Non-Executive Independent Category) by the Board of Directors of the Company with effect from 30<sup>th</sup> October, 2025, who being eligible for appointment as Non-Executive Independent Director has given his consent along with a declaration that he 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 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of

three (3) consecutive years on the Board of the Company commencing from 30<sup>th</sup> October, 2025 upto 29<sup>th</sup> October, 2028."

"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 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."

**2. To approve the appointment of Ms. P V Bharathi (DIN: 06519925), as Non-Executive Independent 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 **Special Resolution:**

"Resolved,

that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read alongwith Schedule IV of 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, based on the recommendation of the Nomination and Remuneration Committee and approval of Board of UTI Trustee Company Private Limited, Ms. P V Bharathi (DIN: 06519925), who was appointed as an Additional Director (Non-Executive Independent Category) by the Board of Directors of the Company with effect from 30<sup>th</sup> October, 2025, who being eligible for 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 160(1) of the Companies Act, 2013 proposing her candidature

## NOTICE (Contd.)

for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years on the Board of the Company commencing from 30<sup>th</sup> October, 2025 upto 29<sup>th</sup> October, 2028.”

“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 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.”

### 3. To approve the appointment of Mr. Philip Mathew (DIN: 09638394), as Non-Executive Independent 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 **Special Resolution:**

“Resolved,  
that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read alongwith Schedule IV of 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, based on the recommendation of the Nomination and Remuneration Committee and approval of Board of UTI Trustee Company Private Limited, Mr. Philip Mathew (DIN: 09638394), who was appointed as an Additional Director (Non-Executive Independent Category) by the Board of Directors of the Company with effect from 30<sup>th</sup> October, 2025, who being eligible for appointment as Non-Executive Independent Director has given his consent along with a declaration that he 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 160(1) of the Companies Act, 2013 proposing his candidature for the

office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years on the Board of the Company commencing from 30<sup>th</sup> October, 2025 upto 29<sup>th</sup> October, 2028.”

“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 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.”

### 4. To approve the appointment of Ms. Vishakha R M (DIN: 07108012), as Non-Executive Independent 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 **Special Resolution:**

“Resolved,  
that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read alongwith Schedule IV of 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, based on the recommendation of the Nomination and Remuneration Committee and approval of Board of UTI Trustee Company Private Limited, Ms. Vishakha R M (DIN: 07108012), who was appointed as an Additional Director (Non-Executive Independent Category) by the Board of Directors of the Company with effect from 30<sup>th</sup> October, 2025, who being eligible for 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 160(1) of the Companies Act, 2013 proposing

## NOTICE (Contd.)

her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years on the Board of the Company commencing from 30<sup>th</sup> October, 2025 upto 29<sup>th</sup> October, 2028.”

“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 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.”

**5. To approve the appointment of Ms. Linsley Carruth (DIN: 11347011) as a Non-Executive Nominee Director, 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, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (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 approval of Board of UTI Trustee Company Private Limited, Ms. Linsley Carruth (DIN: 11347011), nominee of T. Rowe Price International Ltd, who has given her 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 30<sup>th</sup> October, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing her candidature as a Director, be and is hereby appointed as a Non-Executive Nominee Director of the Company, liable to retire by rotation.”

“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 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**  
For **UTI Asset Management Company Limited**

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

**Place:** Mumbai

**Date:** 30<sup>th</sup> October, 2025

## NOTICE (Contd.)

### Notes:

1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations). 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 Listing Regulations read with the provisions of Companies Act, 2013 (the Act), the 9<sup>th</sup> Extra-Ordinary General Meeting (9<sup>th</sup> 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 9<sup>th</sup> EGM and e-voting during the 9<sup>th</sup> 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 to 5 are annexed herein as an explanatory statement and forms part of this Notice.
4. Members joining the 9<sup>th</sup> 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 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 Directors seeking appointment at this EGM are also annexed to this Notice. The Company has received the requisite consents / declarations from the Directors for their 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](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\_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 23<sup>rd</sup> 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 the entire grievance redressal process more efficient by

## NOTICE (Contd.)

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 7<sup>th</sup> November, 2022, 20<sup>th</sup> September, 2023, 1<sup>st</sup> December, 2023 and 28<sup>th</sup> December, 2023 respectively.
13. SEBI has, vide its master circular no. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated 23<sup>rd</sup> 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 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.**

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 no. 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.

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:** [inward.ris@kfintech.com](mailto:inward.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](mailto:cs@uti.co.in).

## NOTICE (Contd.)

### Dispatch of Notice of 9<sup>th</sup> EGM and procedure for registration of email address for obtaining copy of Notice:

19. In compliance with MCA and the SEBI, the Notice of the 9<sup>th</sup> 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 9<sup>th</sup> 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 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 9<sup>th</sup> EGM:

22. 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. 35 herein below.
23. Pursuant to SEBI Master circular dated 11<sup>th</sup> 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.
24. 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.
25. The members holding shares either in physical form or demat form, whose names appear in the register of members / list of beneficial owners as on Thursday the 20<sup>th</sup> November, 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.
26. 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.
27. Such person may obtain the login id and password by sending an email request at [evoting@kfintech.com](mailto: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.
28. The remote e-voting period will commence at 0900 hrs IST on Saturday, the 22<sup>nd</sup> November, 2025 and will end at 1700 hrs IST on Monday, the 24<sup>th</sup> November, 2025.
29. The facility for e-voting shall also be made available at this EGM. The members, who have cast their vote prior to the 9<sup>th</sup> EGM by remote e-voting, may attend the 9<sup>th</sup> EGM but shall not be entitled to vote again. Further, a vote once cast by way of remote e-voting or at the 9<sup>th</sup> EGM cannot be changed.
30. 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.
31. 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.
32. 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.
33. The Scrutiniser will, after the conclusion of e-voting at the 9<sup>th</sup> EGM, first count the votes cast during the 9<sup>th</sup> EGM, thereafter unblock the votes cast through remote e-voting, not later than two working days of conclusion of 9<sup>th</sup> 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 9<sup>th</sup> EGM and the

## NOTICE (Contd.)


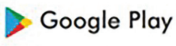


same will also be placed on the website of the Company, the stock exchanges and KFinTech. The results will also be displayed at the registered office of the Company in accordance with SS-2.

34. 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 9<sup>th</sup> EGM i.e. Tuesday, 25<sup>th</sup> November, 2025.

### 35. 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 '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'.</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: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li> <li>Select 'Register Online for IDeAS' 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 directly accessing the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>Click on the icon 'Login' which is available under 'Shareholder / Member' section.</li> <li>A new screen will open. Enter your user id (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.</li> <li>Post successful authentication, you will be redirected to NSDL site wherein you can see the e-voting page.</li> <li>You will be requested to select the name of the Company and the ESP name, i.e. KFinTech.</li> <li>On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.</li> </ol>
	<p><b>4. 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 by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

## NOTICE (Contd.)

Type of members	Login Method
Individual members holding shares 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' 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="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login &amp; My Easi New.</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="https://www.cdslindia.com/">https://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 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 / or 'forgot password' option available at above mentioned websites.

### Helpdesk for individual members holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-62343625, 022-62343626 and 022-62343259.

## NOTICE (Contd.)

### 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:

- i. Visit: <https://emeetings.kfintech.com/> or <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. 9288, 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 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. 9288 and click on 'Submit'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR / AGAINST' taken together shall not exceed your total shareholding as mentioned herein above. You may also choose

the option 'ABSTAIN'. If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
  - x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
- (B) Members whose email ids are not registered with the Company / DPs and consequently the Notice of 9<sup>th</sup> EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of this Notice and e-voting instructions along with the user id and password. The member can update these details by submitting requisite ISR forms with Kfintech.
  - ii. Alternatively, members may send an email request to [einward.ris@kfintech.com](mailto: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 9<sup>th</sup> EGM and the e-voting instructions.
  - iii. Members who have registered their email address, mobile number, postal address and bank account details are requested to validate / update their registered details by contacting the 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.

## NOTICE (Contd.)

### 36. 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>9288 IN12345612345678
    - II. Example for CDSL:  
MYEPWD <SPACE> 9288 1402345612345678
    - III. Example for Physical:  
MYEPWD <SPACE> 9288 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 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.

## NOTICE (Contd.)

- 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](mailto:evoting@kfintech.com).

### Submission of Questions / queries:

37. 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](mailto: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 23<sup>rd</sup> November, 2025 till 1600 hrs IST) so as to enable the management to keep the answers ready. Please mention the subject line as "9<sup>th</sup> 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.
38. **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 22<sup>nd</sup> November, 2025 (from 0900 hrs IST) to Monday, the 24<sup>th</sup> November, 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.
39. **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 22<sup>nd</sup> November, 2025 (from 0900 hrs IST) to Monday, the 24<sup>th</sup> November, 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.
40. 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](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1800 309 4001 for any further clarifications.
41. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2<sup>nd</sup> July, 2025, all shareholders are hereby informed that a special window has been opened for a period of six months, from 7<sup>th</sup> July, 2025 to 6<sup>th</sup> January, 2026 to facilitate re-lodgement of transfer requests of physical shares. This facility is available for transfer deeds lodged prior to 1<sup>st</sup> 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 31<sup>st</sup> 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.
42. The Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate Affairs (MCA), has initiated a 100 Day Campaign titled "Saksham Niveshak" from 28<sup>th</sup> July, 2025 to 6<sup>th</sup> November, 2025, aimed at reaching out to shareholders whose dividends remain unpaid or unclaimed. In alignment with this initiative, the Company is participating in the campaign to assist shareholders in claiming their rightful entitlement, by creating awareness among shareholders to update their details and claim any unpaid or unclaimed dividends before they get transferred to the Investor Education and Protection Fund (IEPF). The details regarding the campaign is available on the Company's website at <https://www.utimf.com/amc-shareholders/investor-relations>

## NOTICE (Contd.)

### EXPLANATORY STATEMENT:

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

#### Item No. 1 to 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had on 30<sup>th</sup> October, 2025 appointed Mr. Atul Dhawan (07373372), Ms. P V Bharathi (DIN: 06519925), Mr. Philip Mathew (DIN: 09638394) and Ms. Vishakha R M (DIN: 07108012) as an Additional Directors (Non-Executive Independent Category) of the Company for a term of three (3) consecutive years commencing from 30<sup>th</sup> October, 2025, not liable to retire by rotation, subject to approval of the members of the Company.

Further, in terms of the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations), a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the members is sought to comply with the SEBI Listing Regulations.

Brief profiles of Mr. Atul Dhawan, Ms. P V Bharathi, Mr. Philip Mathew and Ms. Vishakha R M are as under:

Name of proposed director	Mr. Atul Dhawan	Ms. P V Bharathi	Mr. Philip Mathew	Ms. Vishakha R M
<b>Present Position</b>	Currently appointed as an Additional Director (Non-Executive Independent Category).	Currently appointed as an Additional Director (Non-Executive Independent Category).	Currently appointed as an Additional Director (Non-Executive Independent Category).	Currently appointed as an Additional Director (Non-Executive Independent Category).
<b>Education</b>	Chartered Accountant and B.A. (Hons.) Economics.	B.Sc., M.A., B.Ed., CAIIB and IIBF (NIBM).	B.Sc. (Statistics) and M.A. (PM & IR).	Chartered Accountant, B.Com., FIII, Harvard All fellow.
<b>Experience &amp; Ability</b>	More than four decades of experience in Finance, Risk Management, Audit, Consulting and Corporate Governance.	More than four decades of experience in Banking, Corporate & Retail Credit, Risk Management and Recovery.	More than two decades of experience in Human Resources, Business Transformation, Corporate Strategy and Banking.	More than three decades of experience in Marketing, Sales, Insurance, Business Strategy and Executive Coaching.

The Nomination and Remuneration Committee (NRC) and the Board are of the view that Mr. Atul Dhawan, Ms. P V Bharathi, Mr. Philip Mathew and Ms. Vishakha R M, possess 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 it is desirable to appoint them as Non-Executive Independent Director. Accordingly, pursuant to the recommendation of the NRC, the Board of Directors had through circular resolution, appointed Mr. Atul Dhawan (07373372), Ms. P V Bharathi (DIN: 06519925), Mr. Philip Mathew (DIN: 09638394) and Ms. Vishakha R M (DIN: 07108012) as an Additional Directors (Non-Executive Independent Category) of the Company to hold office for a first term of three (3) consecutive years on the Board of the Company commencing from 30<sup>th</sup> October, 2025 upto 29<sup>th</sup> October, 2028, not liable to retire by rotation and recommended the members to appoint them as Non-Executive Independent Directors of the Company 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 Mr. Atul Dhawan, Ms. P V Bharathi, Mr. Philip Mathew and Ms. Vishakha R M for appointment as Non-Executive Independent Directors.

The Company has received all statutory disclosures / declarations from aforementioned directors including:

- Consent in writing to act as the Director;
- Form MBP-1 as per Section 184 of the Companies Act, 2013;
- List of Relatives;
- Form DIR-8 containing the other directorship of the Director and intimation to the effect that he / she is not disqualified under Section 164(2) of the Act;

## NOTICE (Contd.)

- v. A declaration that he / she 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. Affirmation to comply with Code of Conduct for Board of Directors and Senior Management Personnel;
- xi. Disclosure on becoming Director in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- xii. Disclosure by Designated Person in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- xiii. Disclosure of Holdings in securities of UTI Asset Management Company Limited by Directors / Designated Persons.
- xiv. 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 the SEBI Listing Regulations; and
- xv. Declaration pursuant to Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the NRC and Board, Mr. Atul Dhawan, Ms. P V Bharathi, Mr. Philip Mathew and Ms. Vishakha R M fulfil the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations for appointment as Non-Executive Independent Director and that they are independent of the management.

The terms and conditions of the appointment of Independent Directors is uploaded on the Company's website at <https://www.utimf.com/amc-shareholders/code-and-policies> and would also be made available for inspection to the members during this EGM and the same may be accessed upon log-in to <https://emeetings.kfintech.com/>

The Board recommends the Special Resolutions set out at Item No. 1 to 4 of the Notice of 9<sup>th</sup> EGM to be held on Tuesday, the 25<sup>th</sup> November, 2025.

Save and except Mr. Atul Dhawan, Ms. P V Bharathi, Mr. Philip Mathew and Ms. Vishakha R M and his / 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 and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1 to 4 of this EGM Notice.

Disclosures as required under Regulation 36(3) of the SEBI 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.

### Item No 5:

The Company has received a letter from T. Rowe Price International Ltd holding 22.74% of the paid up equity share capital of the Company as on 30<sup>th</sup> September, 2025, nominating Ms. Linsley Carruth (DIN: 11347011) as Non-Executive Nominee Director on the Board of the Company 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 appointed Ms. Linsley Carruth as an Additional Director (Non-Executive Nominee Category) of the Company with effect from 30<sup>th</sup> October, 2025. As per Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) she 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 Ms. Linsley Carruth is as under:

<b>Name of proposed director</b>	Ms. Linsley Carruth
<b>Present Position</b>	She is currently working as Director of Investor Relations at T. Rowe Price Group, responsible for leading all stockholder engagement efforts. She is a Vice President of T. Rowe Price Group and T. Rowe Price Associates. Currently appointed as an Additional Director (Non-Executive Nominee Category) in the Company.
<b>Education</b>	A.B. in government from Dartmouth College and M.B.A. from the University of Virginia and Darden School of Business.
<b>Experience &amp; Ability</b>	More than two decades of experience in Stockholder engagement, corporate strategy, product management, global distribution and retail direct business.

## NOTICE (Contd.)

The Company has received all statutory disclosures / declarations from Ms. Linsley Carruth including:

- i. Consent in writing to act as the Director;
- 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 she is not disqualified under Section 164(2) of the Act;
- v. A declaration that she 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. Affirmation to comply with Code of Conduct for Board of Directors and Senior Management Personnel;
- xi. Disclosure on becoming Director in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- xii. Disclosure by Designated Person in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- xiii. Disclosure of Holdings in securities of UTI Asset Management Company Limited by Directors / Designated Persons.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Ms. Linsley Carruth for appointment as Non-Executive Nominee director.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice of 9<sup>th</sup> EGM to be held on Tuesday, the 25<sup>th</sup> November, 2025.

Save and except Ms. Linsley Carruth 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 and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this EGM Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed as **Annexure – II** 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 Independent directors proposed to be appointed at this EGM are as under:**

**Mr. Atul Dhawan:**

<b>Particulars</b>	<b>Details</b>
<b>Name of the Director</b>	Mr. Atul Dhawan
<b>DIN</b>	07373372
<b>Date of Birth</b>	8 <sup>th</sup> September, 1958
<b>Age</b>	67
<b>Original Date of Appointment</b>	30 <sup>th</sup> October, 2025
<b>Nationality</b>	Indian
<b>Brief profile including experience, nature of expertise in specific functional areas and qualification</b>	<p>Mr. Atul Dhawan is a seasoned business leader and board advisor with over four decades of experience across professional services, corporate governance and strategic advisory. Mr. Dhawan currently serves as President of the Indus Entrepreneurs (TiE) – Delhi-NCR Chapter and as an Independent Director on the Board of Biocon Limited, one of India’s leading biopharmaceutical company.</p> <p>Mr. Dhawan is a former Senior Partner from Deloitte, where he spent nearly 40 years in various leadership roles. His career has spanned audit, client service, innovation, governance and strategy-driving value for clients and contributing to firm-wide transformation.</p> <p>At Deloitte, Mr. Dhawan served as Chairperson of the South Asia Coordinating Board and represented India on the firm’s Asia Pacific and Global Boards. His work shaped policy, risk frameworks and global strategy alignment. Mr. Dhawan was known for navigating multi-market dynamics and advising CXOs and boards on complex strategic matters.</p> <p>As Chief Strategy &amp; Innovation Officer, he led the design and execution of Deloitte India’s strategic roadmap and its engagement with the innovation and startup ecosystem. Mr. Dhawan also served as Regional Managing Partner – North, National Leader – Client Programmes, and Head of Brand &amp; Communications, driving growth and market presence.</p> <p>Beyond Deloitte, Mr. Dhawan is active in the non-profit and entrepreneurial ecosystems. Mr. Dhawan serves on the Board of Plan India, which advances gender equity and empowerment for women and girls, and mentors several startups, founders, and young professionals. Mr. Dhawan blends deep corporate experience with a passion for guiding emerging leaders.</p> <p>Mr. Dhawan has played a visible role in industry platforms. He was Chair of the American Chamber of Commerce in India, served on the CII National Council, and sat on the Advisory Board of the Confederation of British Industry (CBI) in India. He has also advised the U.S.-India Strategic Partnership Forum (USISPF) on cross-border initiatives and policy campaigns.</p> <p>A strong advocate for diversity and inclusion, Mr. Dhawan has mentored many professionals throughout his career and continues to contribute as a coach and advisor.</p> <p>He is a Chartered Accountant and Economics graduate from the University of Delhi.</p>

## NOTICE (Contd.)

Particulars	Details
<b>Remuneration last drawn</b>	Not Applicable
<b>Remuneration sought to be paid</b>	Not Applicable
<b>Number of Board meetings attended from the date of appointment</b>	Nil
<b>Names of listed entities in which he also holds the directorship</b>	Biocon Limited
<b>listed entities from which he has resigned in the past three years</b>	Nil
<b>Directorship in other Companies</b>	Nil
<b>Membership / Chairpersonship of Committees of the Board in other Companies</b>	Biocon Limited: 1. Member of Audit Committee 2. Member of Risk Committee
<b>Number of shares held including shareholding as a beneficial owner</b>	Nil
<b>Relationship with other directors and KMP inter-se</b>	Mr. Atul Dhawan is not related to any Director and / or Key Managerial Personnel of the Company
<b>Terms &amp; Conditions of appointment</b>	Please refer explanatory statement for Item no. 1 to 4

### Ms. P V Bharathi

Particulars	Details
<b>Name of the Director</b>	Ms. P V Bharathi
<b>DIN</b>	06519925
<b>Date of Birth</b>	22 <sup>nd</sup> March, 1960
<b>Age</b>	65
<b>Original Date of Appointment</b>	30 <sup>th</sup> October, 2025
<b>Nationality</b>	Indian
<b>Brief profile including experience, nature of expertise in specific functional areas and qualification</b>	<p>Ms P V Bharathi has 37 years of professional Banking experience. She started her Career as a Probationary Officer in Canara Bank in December 1982 and rose to the position of Executive Director (WTD) of the Bank in September 2016.</p> <p>Ms P V Bharathi has worked in rural, semi- urban, urban and metro branches across the country.</p> <p>She has served in the different levels of administrative offices – Regional Office, Circle Office and at the Head Office of the Bank. These hands on experience had helped her in the formulation of Policies, operating procedures and smooth implementation of the same at the operational levels.</p> <p>Ms P V Bharathi had also worked at the Hong Kong Branch of the Bank and handled International Operations. As Executive Director, she was responsible for monitoring of the Bank’s International Operations, conducting road shows for raising of funds from abroad and meeting the Regulators of the different countries where the Bank had its branches.</p> <p>As head of the Risk Management Wing, she was the Chief Risk Officer of the Bank. Was the main proponent in drawing up and implementing the blue print for Canara Bank’s move over to Advanced Approaches in Credit risk, Market Risk and Operational Risk. Authored the Road Map for the implementation of the Enterprise – wide Integrated Risk Management Architecture for the Bank.</p>

## NOTICE (Contd.)

Particulars	Details
	<p>As the MD &amp; CEO of Corporation Bank's. She developed strategies to build up the business of the Bank. New strategies were formed, motivated the people.</p> <p>After the announcement of the merger, held Town Hall Meetings jointly with Union Bank of India and Andhra Bank and paved way for the staff and the customers to have a smooth continuity of their working and business environment.</p> <p>Ms P V Bharathi was a recipient of Jhansi Rani Award for Banking. She was awarded Aryabhata International Award 2017 in recognition of excellent contribution, talent and service in the field of Banking.</p>
<b>Remuneration last drawn</b>	Not Applicable
<b>Remuneration sought to be paid</b>	Not Applicable
<b>Number of Board meetings attended from the date of appointment</b>	Nil
<b>Names of listed entities in which she also holds the directorship</b>	IDBI Bank Limited
<b>listed entities from which she has resigned in the past three years</b>	PTC India Financial Services Limited
<b>Directorship in other Companies</b>	Nabkisan Finance Limited
<b>Membership / Chairpersonship of Committees of the Board in other Companies</b>	<p><b>IDBI Bank Limited:</b></p> <p>Chairperson of Risk Management Committee;            Member of Executive Committee;            Member of Wilful defaulters review Committee;            Member of CSR &amp; ESG Committee;            Member of Nomination &amp; Remuneration Committee; and            Member of Recovery Review Committee.</p> <p><b>NABKISAN Finance Limited:</b></p> <p>Chairperson of Audit Committee;            Chairperson of Risk Management Committee;            Chairperson of Nomination &amp; Remuneration Committee; and            Chairperson of Investment Committee.</p>
<b>Number of shares held including shareholding as a beneficial owner</b>	Nil
<b>Relationship with other directors and KMP inter-se</b>	Ms. P V Bharathi is not related to any Director and / or Key Managerial Personnel of the Company
<b>Terms &amp; Conditions of appointment</b>	Please refer explanatory statement for Item no. 1 to 4

### Mr. Philip Mathew:

Particulars	Details
<b>Name of the Director</b>	Mr. Philip Mathew
<b>DIN</b>	09638394
<b>Date of Birth</b>	20 <sup>th</sup> January, 1963
<b>Age</b>	62
<b>Original Date of Appointment</b>	30 <sup>th</sup> October, 2025

## NOTICE (Contd.)

Particulars	Details
<b>Nationality</b>	Indian
<b>Brief profile including experience, nature of expertise in specific functional areas and qualification</b>	Mr. Philip Mathew is a seasoned HR Professional with a blend of experience in manufacturing industry and financial services sector. He has served as an Independent Director on the board of Bandhan Bank Ltd. In executive capacity, his last role was with HDFC Bank Ltd. as its Chief People Officer. His career journey has been through the entire landscape of HR with significant depth in design, development and delivery of HR interventions. Major domains include HR Strategy, Employee Engagement, Compensation Design, Learning & Development and HR IT systems. He holds a M.A (PM & IR) from Tata Institute of Social Sciences, Mumbai and B.Sc (Statistics) from Loyola College, Chennai.
<b>Remuneration last drawn</b>	Not Applicable
<b>Remuneration sought to be paid</b>	Not Applicable
<b>Number of Board meetings attended from the date of appointment</b>	Nil
<b>Names of listed entities in which he also holds the directorship</b>	Nil
<b>listed entities from which he has resigned in the past three years</b>	Bandhan Bank Limited
<b>Directorship in other Companies</b>	Nil
<b>Membership / Chairpersonship of Committees of the Board in other Companies</b>	Nil
<b>Number of shares held including shareholding as a beneficial owner</b>	He hold 27 equity shares of the Company as on 30 <sup>th</sup> October, 2025
<b>Relationship with other directors and KMP inter-se</b>	Mr. Philip Mathew is not related to any Director and / or Key Managerial Personnel of the Company
<b>Terms &amp; Conditions of appointment</b>	Please refer explanatory statement for Item no. 1 to 4

### Ms. Vishakha R M:

Particulars	Details
<b>Name of the Director</b>	Ms. Vishakha R M
<b>DIN</b>	07108012
<b>Date of Birth</b>	21 <sup>st</sup> June, 1964
<b>Age</b>	61
<b>Original Date of Appointment</b>	30 <sup>th</sup> October, 2025
<b>Nationality</b>	Indian
<b>Brief profile including experience, nature of expertise in specific functional areas and qualification</b>	<p>Ms. Vishakha R M served as the Managing Director and CEO of IndiaFirst Life Insurance Company Limited, Mumbai, from March 2015 to June 2024. Her responsibilities included the strategic planning and execution of business plans, as well as the management of various stakeholders such as customers, shareholders, regulators, employees, and distributors.</p> <p>She is a Harvard Advanced Leadership Initiative Fellow, 2025. She has a career spanning 37 years in Insurance, starting as a Direct Recruit Officer in May 1987 with New India Assurance Co. Ltd. She has worked in several companies, including Birla Sun Life Insurance, IDBI Federal Life Insurance, Universal Sompo General Insurance and Canara HSBC OBC Life Insurance through her career.</p>

## NOTICE (Contd.)

Particulars	Details
<b>Remuneration last drawn</b>	Not Applicable
<b>Remuneration sought to be paid</b>	Not Applicable
<b>Number of Board meetings attended from the date of appointment</b>	Nil
<b>Names of listed entities in which she also holds the directorship</b>	Nil
<b>listed entities from which she has resigned in the past three years</b>	NRB Bearings Limited (Full Fledged Public Co)
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>i. J.C. Flowers Asset Reconstruction Private Limited;</li> <li>ii. Arriba Inclusive Finance Private Limited; and</li> <li>iii. SEWA Grih rin Limited.</li> </ul>
<b>Membership / Chairpersonship of Committees of the Board in other Companies</b>	<p><b>J.C.Flowers Asset Reconstruction Private Limited:</b>  Chairperson of Nomination and Remuneration Committee;  Member of Risk Management Committee;  Member of Asset Liability Management Committee; and  Member of Acquisition and Resolution Committee.</p> <p><b>SEWA GrihRin Private Limited:</b>  Member of Audit Committee;  Member of Nomination and Remuneration Committee; and  Member of Review Committee.</p> <p><b>Arriba Inclusive Finance Private Limited:</b>  Member of Borrowing Committee</p>
<b>Number of shares held including shareholding as a beneficial owner</b>	She hold 27 equity shares of the Company as on 30 <sup>th</sup> October, 2025
<b>Relationship with other directors and KMP inter-se</b>	Ms. Vishakha R M is not related to any Director and / or Key Managerial Personnel of the Company
<b>Terms &amp; Conditions of appointment</b>	Please refer explanatory statement for Item no. 1 to 4

**NOTICE (Contd.)**

**Annexure – II**

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 Non-Executive Nominee Director proposed to be appointed at this EGM are as under:

**Ms. Linsley Carruth:**

<b>Particulars</b>	<b>Details</b>
<b>Name of the Director</b>	Ms. Linsley Carruth
<b>DIN</b>	11347011
<b>Date of Birth</b>	10 <sup>th</sup> December, 1970
<b>Age</b>	54
<b>Original Date of Appointment</b>	30 <sup>th</sup> October, 2025
<b>Nationality</b>	United States of America
<b>Brief profile including experience, nature of expertise in specific functional areas and qualification</b>	<p>Ms. Linsley Carruth is Director of Investor Relations at T. Rowe Price Group, responsible for leading all stockholder engagement efforts. She is a Vice President of T. Rowe Price Group and T. Rowe Price Associates. She has worked for T. Rowe Price for over 25 years, including roles in corporate strategy, product management for the Europe, Middle East &amp; Africa region, global distribution and the retail direct business.</p> <p>Ms. Carruth earned an A.B. in government from Dartmouth College and M.B.A. from the University of Virginia, Darden School of Business. She was Treasurer and a member of the Board of Trustees of the Baltimore Museum of Industry from 2015-2024.</p>
<b>Remuneration last drawn</b>	Not Applicable
<b>Remuneration sought to be paid</b>	Not Applicable
<b>Number of Board meetings attended from the date of appointment</b>	Nil
<b>Names of listed entities in which she also holds the directorship</b>	Nil
<b>listed entities from which she has resigned in the past three years</b>	Nil
<b>Directorship in other Companies</b>	Nil
<b>Membership / Chairpersonship of Committees of the Board in other Companies</b>	Nil
<b>Number of shares held including shareholding as a beneficial owner</b>	Nil
<b>Relationship with other directors and KMP inter-se</b>	Ms. Linsley Carruth is not related to any Director and / or Key Managerial Personnel of the Company
<b>Terms &amp; Conditions of appointment</b>	Please refer explanatory statement for Item no. 5

\*The Non-Executive Nominee Directors were not paid remuneration or sitting fees for attending Board or Committee meetings either in person or through video conferencing.

\*\*\*\*\*