Ref. No.: UTI/AMC/CS/SE/2026-27/0711 **Date:** 7th September, 2026

National Stock Exchange of India Limited
Exchange Plaza Plot No. C/1
G Block Bandra-Kurla Complex
Bandra East Mumbai – 400 051.
Scrip Symbol: UTIAMC

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001.
Scrip Code / Symbol: 543238 / UTIAMC

Sub: Postal Ballot Notice for appointment of Mr. Narayan Subramaniam Ayypankav (DIN:00007404), as the 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 20th August, 2026 along with explanatory statement for seeking approval of members on Special Resolution for appointment of Mr. Narayan Subramaniam Ayypankav (DIN:00007404), as Non-Executive Independent Director on the Board of the Company through voting by electronic means (remote e-voting).

Voting through electronic means (remote e-voting):

In compliance with the relevant 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 to an issue and Share Transfer Agent / Depositories as on cut-off date *i.e.* Friday, the 4th September, 2026.

The Company has appointed M/s. KFin Technologies Limited (KFintech), Registrar to an issue 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 0900 hrs IST on Tuesday, the 8th September, 2026 and ends at 1700 hrs IST on Wednesday, the 7th October, 2026. 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 and the KFintech's website at https://evoting.kfintech.com.

Thanking you,

For **UTI Asset Management Company Limited**

Arvind Bhagwan Das Patkar

Digitally signed by Arvind Bhagwan Das Patkar
Date: 2026.09.07 16:00:17 +05'30'

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 | **Email:** cs@uti.co.in | **Tel. No.:** 022 6678 6666

POSTAL BALLOT NOTICE

NOTICE is hereby given to the members of UTI Asset Management Company Limited **(the Company)** 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 relevant circulars issued by the Ministry of Corporate Affairs (hereinafter referred to as **'MCA Circulars'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the SEBI 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 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 to an issue and Share Transfer Agent / Depositories as on Friday, the 4th September, 2026 (**Cut-off date**).

The Company has appointed M/s. KFin Technologies Limited (KFintech / E-voting Service Provider), Registrar to an issue 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 4th September, 2026, 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 0900 hrs IST on Tuesday, the 8th September, 2026 and ends at 1700 hrs IST on Wednesday, the 7th October, 2026. 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 (FCS No. 14075, 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 Chairperson of the Company or any person authorized by her 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 Friday, the 9th October, 2026.

The resolution, if approved by the requisite majority of members, shall be deemed to have been passed on the last day of remote e-voting, *i.e.* Wednesday, the 7th October, 2026.

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

SPECIAL BUSINESS:

To approve the appointment of Mr. Narayan Subramaniam Ayypankav (DIN:00007404), 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. Narayan Subramaniam Ayypankav (DIN:00007404), who was appointed as an Additional Director (Non-Executive Independent Category) by the Board of Directors of the Company with effect from 31st July, 2026, 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 from 31st July, 2026 upto 30th July, 2029."

"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 and Compliance Officer
Membership No.: ACS 21577

Place: Mumbai
Date: 20th August, 2026

Notes:

1. Pursuant to the provisions of Section 102 of the Act, a statement setting out the 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 SEBI Listing Regulations and provisions of SS-2 issued by the Institute of Company Secretaries of India, the relevant details in respect of Director seeking appointment through Postal Ballot is attached to this Notice as ***Annexure-I***. The Company has received the requisite consents / declarations from the Director for his appointment under the Act and the rules made thereunder.
3. The Postal Ballot Notice is also available on the Company's website at https://www.utimf.com, 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/.
4. All other documents referred to in this Notice will be made available for inspection electronically to the members without any fee from the date of circulation of this Notice up to Wednesday, 7th October, 2026 or on request sent to email of the Company at 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 authorised representative(s), to the Scrutinizer through email at scrutiniseramc@gmail.com with a copy marked to KFintech at evoting@kfintech.com. The file name of the attachment should be 'Corporate Name_Even No.'.

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

6. In compliance with Section 108 and 110 of the Act read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS-2, relevant MCA circulars 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. 14 herein below.

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 4th September, 2026 ("Cut-Off Date") and whose email address is registered with the Company / Registrar to an issue and Share 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 dated 30th January, 2026, 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.

9. 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.

10. The members holding shares either in physical form or demat form, whose names appear in the register of members / list of beneficial owners as on Friday, the 4th September, 2026 *i.e.* cut-off date, are entitled to vote on resolution 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. It is however, clarified that the members who may not have received this Notice due to non-registration of their email 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 members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

12. The remote e-voting period will commence at 0900 hrs IST on Tuesday, the 8th September, 2026 and will end at 1700 hrs IST on Wednesday, the 7th October, 2026. 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.

13. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their email address. Members who have not registered their email 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 email address with the Company, are requested to register / update their email address by submitting Form ISR-1 (available on the Company's website at www.utimf.com) duly filled and signed along with requisite supporting documents to KFintech at Selenium Building Tower-B, Plot No. 31 & 32 Financial District Nanakramguda Serilingampally Rangareddy Hyderabad Telangana India – 500 032.

14. **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	**1. User already registered for IDeAS facility:** i. Visit URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. ii. Click on the 'Beneficial Owner' icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password or select OTP based login. Post successful authentication, click on 'Access to e-voting'. iv. Click on company name or e-voting service provider (ESP) and you will be re-directed to ESP website for casting the vote during the remote e-voting period.

Type of members	Login Method
	2. User not registered for IDeAS facility: i. To register click on: https://eservices.nsdl.com/ ii. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point no. 1 above. **3. Alternatively, by directly accessing the e-voting website of NSDL:** i. Open URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. ii. Click on the icon 'Login' which is available under 'Shareholder / Member' section. iii. A new screen will open. Enter your user id (*i.e.* your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL site wherein you can see the e-voting page. v. You will be requested to select the name of the Company and the ESP name, *i.e.* KFintech. vi. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period. **4. Alternatively, by downloading NSDL Mobile Application:** i. Members can also download the NSDL Mobile App "NSDL Speede" facility from app store for IOS and play store for Android by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual members holding shares in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest:** i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com and click on login and select 'Myeasi New' or click on https://web.cdslindia.com/myeasitoken/Home/Login ii. Login with your registered user id and password. iii. Click on 'Evoting' to access e-voting page without any further authentication. iv. Click on ESP name to cast your vote. **2. User not registered for Easi / Easiest:** i. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com and click on login & My Easi New. ii. Proceed with completing the required fields. iii. Follow the steps given in point no.1 above. **3. Alternatively, by directly accessing the e-voting website of CDSL:** i. Visit URL: https://www.cdslindia.com/ ii. Click on 'E Voting' to access e-voting page. iii. Provide your demat account number and PAN. iv. System will authenticate user by sending OTP on registered mobile & email address as recorded in the demat account. v. After successful authentication, user will be provided links for the respective ESP, *i.e.* KFintech where the e-voting is in progress.

Type of members	Login Method
Individual members login through their demat accounts / Website of DP	i. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. ii. Once logged-in, you will be able to see e-voting option. iii. Once you click on e-voting option, you will be redirected to NSDL / CDSL site after successful authentication, wherein you can see e-voting feature. iv. Click on options available against company name or ESP and you will be redirected to e-voting website of ESP for casting your vote during the remote e-voting period without any further authentication.

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

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

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886-7000 and 022-2499-7000
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-22-55-33

Step 2: Access to KFintech e-voting system in case of members holding shares in physical and non-individual members in demat mode.

(A) Members whose email 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.* 10062, 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.* '10062' 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. During the voting period, members can login any number of times till they have voted on the resolution(s).

(B) Members whose email ids 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:

Procedure for Registration of email and Mobile: securities in physical mode

i. Physical shareholders are hereby notified that based on SEBI Master Circular number: HO/38/13/(4)2026-MIRSD-POD/I/4298/2026, dated 6th February, 2026, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register email Id. Holder can register / update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below:

Name	**KFin Technologies Limited**
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT A/c is being held.

ii. 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.

iii. Alternatively, members may send an email request to einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy, in case of electronic folio and copy of share certificate, in case of physical folio, for sending the Postal Ballot Notice and the e-voting instructions.

iv. 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.

v. After receiving the e-voting instructions, please follow all steps mentioned above to cast your vote by electronic means.

vi. The details of persons to be contacted for issues relating to e-voting are provided in the Postal Ballot Notice.

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

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

Example for NSDL MYEPWD <SPACE>IN12345612345678

Example for CDSL MYEPWD <SPACE>1402345612345678

Example for physical MYEPWD <SPACE>XXX1234567890

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.

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

General Guidelines for members:

15. The equity shares of the Company are traded in dematerialised form, since it eliminates all risks associated with physical share certificates and to ease the portfolio management. In terms of the SEBI Listing Regulations, transmission and transposition of shares of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has, *vide* its master circular dated 6th February, 2026 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.

16. Pursuant to SEBI Circular HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January, 2026, all shareholders are hereby informed that a special window is open for a period of one year, from 5th February, 2026 to 4th February, 2027 to facilitate re-lodgement of transfer requests of physical shares. This facility is available for transfer and dematerialisation of physical securities which were sold / purchased prior to 1st April, 2019. The said facility is also available for such transfer deeds lodged prior to 1st April, 2019 and were rejected / returned / not attended to due to deficiency in the documents/ process / or otherwise. The securities so transferred (including those requests that are pending with the Company / RTA, as on date) shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred / lien-marked / pledged during the said lock-in period. Investors who have missed the earlier deadline of 31st March, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar to an issue and Share Transfer Agent *i.e.* KFin Technologies Limited by furnishing the necessary documents at the address mentioned in the Postal Ballot Notice.

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 approve the appointment of Mr. Narayan Subramaniam Ayypankav (DIN:00007404), as the Non-Executive Independent Director of the Company, not liable to retire by rotation:

Based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors of the Company had on 31st July, 2026 appointed Mr. Narayan Subramaniam Ayypankav (DIN:00007404) as an Additional Director (Non-Executive Independent Category) of the Company for a term of three (3) consecutive years commencing from 31st July, 2026, 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 members 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.

Pursuant to the requirement under SEBI (Mutual Funds) Regulations, 2026, his appointment has been approved by the Board of UTI Trustee Company Private Limited.

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

Brief profile of Mr. Narayan Subramaniam Ayypankav (DIN:00007404) is as under:

Name of proposed director	Mr. Narayan Subramaniam Ayypankav
Present Position	Currently appointed as an Additional Director (Non-Executive Independent Category).
Education	Chartered Accountant, Advanced Management Program (Harvard Business School), Bachelor's Degree - University of Mumbai
Experience & Ability	Mr. Narayan Subramaniam Ayypankav is a seasoned finance and financial services leader with over three decades of experience at the Kotak Mahindra Group, bringing experience across banking, capital markets, broking, treasury, commercial lending and asset management. He has been a member of the Group Management Council of Kotak Mahindra Bank, the apex body overseeing strategy and policies related to the functioning and growth of the Bank and its subsidiaries. Across his career, he has held senior leadership and Board roles across Kotak Group entities, providing governance, business oversight and strategic stewardship. He served as Managing Director & CEO of Kotak Securities, where he built and led the retail broking business to a market leadership position across equities and online trading platforms. Earlier, as Executive Director & COO, he helped set up the foundational business architecture for Kotak Securities and supported its growth into a full-service broking house. He later served as Group President – Commercial Banking at Kotak Mahindra Bank, overseeing SME advances, Commercial Vehicles, Construction Equipment, Agri & Tractor Finance, Microfinance, and Semi-Urban & Rural Branch Banking. He also spearheaded the Group's strategic investment in Multi Commodity Exchange of India and led the acquisition of BSS Microfinance expanding Kotak's presence in microfinance. As Group President – Treasury, he led treasury operations including ALM, liquidity and investment portfolios. Post retirement, he continued as an Advisor to Kotak Mahindra Bank until May 2024, supporting the Bank's leadership. He brings strong operating depth, distribution understanding and governance perspective across regulated financial services businesses.

The NRC and the Board are of the view that Mr. Narayan Subramaniam Ayypankav (DIN:00007404) possesses the requisite knowledge, competencies, expertise required for the Board of the Company and has diverse skills and vast business experience which would be of immense benefit to the Company and it is desirable to appoint him as Non-Executive Independent Director. Accordingly, pursuant to the recommendation of the NRC, the Board of Directors had through circular resolution, appointed Mr. Narayan Subramaniam Ayypankav (DIN:00007404) as an Additional Director (Non-Executive Independent Category) of the Company to hold office for three (3) consecutive years commencing from 31st July, 2026 upto 30th July, 2029, not liable to retire by rotation and recommended to the members to appoint him as Non-Executive Independent Director 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. Narayan Subramaniam Aypankav (DIN:00007404) for appointment as Non-Executive Independent Director.

The Company has received following statutory disclosures / declarations from Mr. Narayan Subramaniam Aypankav:

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 he is not disqualified under Section 164(2) of the Act;

v. A declaration that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other such authority;

vi. Details of Committee Positions;

vii. Bio-Data, Affidavit and Fit and Proper Person Undertaking under SEBI (Mutual Funds) Regulations, 2026;

viii. Affirmation to comply with Code of Conduct for Board of Directors and Senior Management Personnel;

ix. Disclosure on becoming Director in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

x. Disclosure by Designated Person in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

xi. Disclosure of Holdings in securities of UTI Asset Management Company Limited by Directors / Designated Persons;

xii. 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

xiii. 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. Narayan Subramaniam Aypankav (DIN:00007404) fulfills the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations for appointment as Non-Executive Independent Director and that he is independent of the management.

The terms and conditions of the appointment of Independent Directors is uploaded on the Company's website at www.utimf.com/amc-shareholders/code-and-policies and would also be made available for inspection to the members of the Company upto Wednesday, the 7th October, 2026, by sending a request from their registered email address to the Company at cs@uti.co.in

The Board recommends the Special Resolution set out in the Postal Ballot Notice.

Save and except Mr. Narayan Subramaniam Aypankav and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in the Postal Ballot 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.

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Annexure-I

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the details of Independent director proposed to be appointed through this Postal Ballot is as under:

Particulars	Details
Name of the Director	Mr. Narayan Subramaniam Ayypankav
DIN	00007404
Date of Birth	9th November, 1960
Age	65
Original Date of Appointment	31st July, 2026
Nationality	Indian
Brief profile including experience, nature of expertise in specific functional areas and qualification	Mr. Narayan Subramaniam Ayypankav is a seasoned finance and financial services leader with over three decades of experience at the Kotak Mahindra Group, bringing experience across banking, capital markets, broking, treasury, commercial lending and asset management. He has been a member of the Group Management Council of Kotak Mahindra Bank, the apex body overseeing strategy and policies related to the functioning and growth of the Bank and its subsidiaries. Across his career, he has held senior leadership and Board roles across Kotak Group entities, providing governance, business oversight and strategic stewardship. He served as Managing Director & CEO of Kotak Securities, where he built and led the retail broking business to a market leadership position across equities and online trading platforms. Earlier, as Executive Director & COO, he helped set up the foundational business architecture for Kotak Securities and supported its growth into a full-service broking house. He later served as Group President – Commercial Banking at Kotak Mahindra Bank, overseeing SME advances, Commercial Vehicles, Construction Equipment, Agri & Tractor Finance, Microfinance, and Semi-Urban & Rural Branch Banking. He also spearheaded the Group's strategic investment in Multi Commodity Exchange of India and led the acquisition of BSS Microfinance expanding Kotak's presence in microfinance. As Group President – Treasury, he led treasury operations including ALM, liquidity and investment portfolios. Post retirement, he continued as an Advisor to Kotak Mahindra Bank until May 2024, supporting the Bank's leadership. He brings strong operating depth, distribution understanding and governance perspective across regulated financial services businesses.
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Not Applicable
Number of Board meetings attended from the date of appointment	Nil
Names of listed entities in which he also holds the directorship	Nil
Listed entities from which he has resigned in the past three years	Nil
Directorship in other Companies	Infina Finance Private Limited
Membership / Chairpersonship of Committees of the Board in other Companies	Nil

NOTICE (Contd.)

Particulars	Details
Number of shares held including shareholding as a beneficial owner	Nil
Relationship with other directors and KMP *inter-se*	Mr. Narayan Subramaniam Ayypankav is not related to any Director and / or Key Managerial Personnel of the Company
Terms & Conditions of appointment	Please refer explanatory statement

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