



## UTI Retirement Solutions Limited

CIN: U66020MH2007GOI176785

Registered Office: UTI Tower, 'Gn' Block, Bandra Kurla Complex, Bandra East, Mumbai, 400051.

Email: - [utirsl@uti.co.in](mailto:utirsl@uti.co.in), Website: [www.utirsl.com](http://www.utirsl.com)

### NOTICE OF 13<sup>TH</sup> ANNUAL GENERAL MEETING

---

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of the UTI Retirement Solutions Limited will be held on Friday, 16<sup>th</sup> July, 2021, at 3.15 PM at UTI Tower, 'Gn' Block, Bandra Kurla Complex, Bandra East, Mumbai, 400051, to transact the following businesses:

#### **Ordinary Business:**

- 1. To receive, consider and adopt the Audited Profit & Loss account of the company for the Financial Year ended 31<sup>st</sup> March, 2021 and the Balance Sheet as on that Date together with the Auditors' Report thereon and Board's Report for the Financial Year 2020–21:-**

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as an **Ordinary Resolution**:

“Resolved,

that the Profit & Loss Account of the Company for the Financial year ended 31<sup>st</sup> March, 2021 and Balance Sheet as on that date together with the report of directors attached thereto including and schedules attached thereto including the Significant Accounting Policies and Notes to accounts annexed thereto, the report of Statutory Auditors thereon be are hereby noted, adopted and approved.”

- 2. To declare dividend for the Financial Year ended 31<sup>st</sup> March, 2021:-**

- 3. To Appoint Statutory Auditors of the Company:-**

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as an **Ordinary Resolution**:

“Resolved,

that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the

recommendations of the Audit Committee and the Board of Directors, M/s Bansi Lal Shah & Co., Chartered Accountants, Mumbai [Firm Registration No. 000384W], be and are hereby appointed as Statutory Auditors of UTI Retirement Solutions Limited, for a period of five years, to hold the office from the conclusion of this Annual General Meeting till the conclusion of 18<sup>th</sup> Annual General Meeting of the Company, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

**4. To appoint directors in place of those who are retiring by rotation:-**

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as an **Ordinary Resolution**:

“Resolved,  
that Mr. Imtaiyazur Rahman, Director liable to retire by rotation and offered himself for re-appointment, be and is hereby appointed as Chairman & Director of UTI Retirement Solutions Limited.”

“Resolved Further,  
that Chief Executive Officer & Whole Time Director and/or Company Secretary be and are hereby authorized to take such necessary action as may be necessary to give effect to such appointment, including to inform the Registrar of Companies about such appointment.”

**Special Business:**

**5. To appoint Mrs. Sangeeta Sharma (DIN: 01183055) as an Independent Director: -**

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

“Resolved,  
that pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mrs. Sangeeta Sharma (DIN: 01183055) who was appointed as an Additional Director in the category of Independent Director of the Company with effect from 27<sup>th</sup> October, 2020 under Section 161 of the Companies Act, 2013 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto three consecutive years commencing from 27<sup>th</sup> October, 2020 to 27<sup>th</sup> October, 2023 and shall not liable to retire by rotation.”

“Resolved Further,  
that the any of the Directors or the Company Secretary be and is hereby authorized to file  
the necessary forms with the Registrar of Companies and to do all such acts, deeds,  
matters and things that may arise in the said regard.”

**By Order of the Board of Directors**

**For UTI Retirement Solutions Limited**

Place: - Mumbai  
Date: 28/06/2021

Vivek Vadwana  
**(Company Secretary &  
Compliance Officer)**

**Notes: -**

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Members/Proxies/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under section 189 of the Act, and other relevant documents referred to in the Notice and the accompanying statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. up to and including the date of the AGM and will also be available for inspection at the venue of the AGM.

## **EXPLANATORY STATEMENT: -**

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice: -

### **Item No.5**

The Board of Directors of the Company had appointed Mrs. Sangeeta Sharma (DIN: 01183055) as an Additional Director of the Company with effect from 27<sup>th</sup> October, 2020. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mrs. Sangeeta Sharma shall hold office up to the date of this Annual General Meeting and she is eligible to be appointed as an Independent Directors for a term upto three years. The Company has received notice in writing from a member under Section 160 of the Companies Act 2013, proposing the candidature of Mrs. Sangeeta Sharma for the office of Independent Director of the Company. Mrs. Sangeeta Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act 2013 and have given her consent to act as the Director of the Company. The Company has received a declaration of independence and Certificate issued by the Indian Institute of Corporate Affairs from Mrs. Sangeeta Sharma. In the opinion of the Board, Mrs. Sangeeta Sharma fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director of the Company. Hence, it is proposed to appoint Mr. Sangeeta Sharma as an Independent Director(s) of the Company, as per the provisions of Section 149 of the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

### **Brief Profile of Mrs. Sangeeta Sharma**

Mrs. Sangeeta Sharma, banker with a distinguished experience in the financial sector for over 35 years. She has versatile experience heading various departments at Export Import Bank of India viz. Internal Audit Group, Stressed Assets Group, Corporate Debt Restructuring Group, Textile Cell, Human Resources Group, Head of the Western Regional Office of the Bank. Besides this, she has extensive experience having worked in various areas such as project exports, treasury and accounts, corporate banking including project finance and overseas investment finance. She has received the Woman Leader of 2019 Award in the banking sector, she is a visiting faculty at management schools, NIBM and director on Boards of companies. She is also a qualified assessor for CII-EXIM Bank Award for Business Excellence, which is instituted with the aim of enhancing the competitiveness of companies. Her areas of interest include international project finance, human resource management, resolution and reconstruction of special situations accounts.

None of the Directors or Key Managerial Personnel and their relatives, other than Mrs. Sangeeta Sharma is concerned or interested (financially or otherwise) in this Resolution.

Considering the rich experiences and vast Knowledge of Mrs. Sangeeta Sharma, her presence on the Board will be valuable to the Company. Therefore, Board commends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the members.

**By Order of the Board of Directors**

**For UTI Retirement Solutions Limited**

Place: - Mumbai

Date:- 28/06/2021

Vivek Vadwana

**(Company Secretary &  
Compliance Officer)**

**Form No. MGT-11**

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN :U66020MH2007GOI176785**

**UTI Retirement Solutions Limited**

Registered Office : UTI Tower, 'Gn' Block,

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051.

Name of the member (s):

Registered address:

E-mail id:

Folio No. / Client Id:

DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: ....., or failing him

2. Name:

Address:

E-mail Id:

Signature: ....., or failing him

3. Name:

Address:

E-mail Id:

Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13<sup>th</sup> Annual general meeting of the company, to be held on the 16<sup>th</sup> July, 2021, and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business: -**

- 1 To receive, consider and adopt the Audited Profit & Loss account of the company for the Financial Year ended 31<sup>st</sup> March, 2021 and the Balance Sheet as on that Date together with the Auditors' Report thereon and Board's Report for the Financial Year 2020–21.
- 2 To declare dividend for the Financial Year ended 31<sup>st</sup> March, 2021.
- 3 To Appoint Statutory Auditors of the Company
- 4 To appoint directors in place of those who are retiring by rotation.

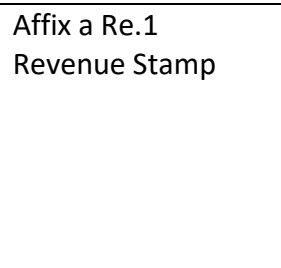
**Special Business: -**

- 5 To appoint Mrs. Sangeeta Sharma (DIN: 01183055) as an Independent Director.

Signed this \_\_\_ day of \_\_\_\_\_ 2021

Signature of the shareholder: -

Signature of Proxy holder(s): -



.....

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



**ATTENDANCE SLIP**

CIN: U66020MH2007GOI176785  
UTI Retirement Solutions Limited  
Registered Office: UTI Tower, 'Gn' Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051.

DP ID. :..... Folio no :.....  
Client ID :..... No. of shares :.....

I hereby record my presence at the Annual GENERAL MEETING of the members of the Company  
held \_\_\_\_\_ at \_\_\_\_\_ a.m. at

\_\_\_\_\_

Name of Member : \_\_\_\_\_

Name of Proxy : \_\_\_\_\_

Signature of Member/Proxy : \_\_\_\_\_

Note: Please fill Attendance Slip and hand it over at the Entrance of the Meeting Hall.

.....