



UTI Retirement Solutions Limited

CIN: U66020MH2007GOI176785

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

Corporate Office: First Floor, Unit No.2, Block "B", JVPD Scheme, Gulmohar Cross Road No.9,
Andheri (West), Mumbai – 400049.

Email: - utirsl@uti.co.in, Website: www.utirsl.com

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of UTI Retirement Solutions Limited will be held on Friday, 27th May, 2022, at 3.00 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 31st March, 2022 and the Balance Sheet as on that Date together with the Auditors' Report thereon and Board's Report for the Financial Year 2021–22:-**

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 31st March, 2022 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 31st March, 2022:-**
- 3. 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 (DIN: 01818725) 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:

4. To appoint Ms. Dipali Sheth (DIN: 07556685) as Director of the Company:

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, 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the ‘Act’) the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Dipali Sheth (DIN: 07556685) who was appointed as an Additional Director with effect from 19th April, 2022 in the category of Non-Executive Director of the Company by the Board of Directors, as recommended by the Nomination and Remuneration Committee under Section 161 of the Act and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as Director of the Company in the category of Non-Executive Director to hold office for a term from the conclusion of this Annual General Meeting upto the conclusion of the 17th Annual General Meeting of the Company in the calendar year 2025 and shall be 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.”

5. **Approval for keeping Registers, Copies of Return and other Documents of UTI Retirement Solutions Limited at the Corporate Office:**

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

“Resolved,
that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), all the Registers, Returns, and all other documents of UTI Retirement Solutions Limited (as permitted under the statutory applicable laws, as amended from time to time), be kept at the Registered Office of the Company and/or Corporate Office of the Company i.e. First Floor, Unit No. 2, Block ‘B’, JVPD Scheme, Gulmohar Cross Road No. 9, Andheri (West), Mumbai – 400049.”

“Resolved further,
that the CEO & WTD of the Company and/or Company Secretary be and are hereby authorized severally to file necessary e-form with Registrar of Companies, and to do such acts, deeds and things as may be required in this regard.”

**By Order of the Board of Directors
For UTI Retirement Solutions Limited**

Place: - Mumbai
Date: 19/04/2022

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. 4

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Dipali Sheth (DIN: 07556685) as an Additional Director of the Company with effect from 19th April, 2022. In accordance with the provisions of Section 161 of the Companies Act, 2013, Ms. Dipali Sheth shall hold office up to the date of this Annual General Meeting and she is eligible to be appointed as a Directors. The Company has received notice in writing from a member under Section 160 of the Companies Act 2013, proposing the candidature of Mrs. Dipali Sheth for the office of Director of the Company. Mrs. Dipali Sheth is not disqualified from being appointed as a Director in terms of Section 164 of the Act 2013 and has given her consent to act as the Director of the Company. In the opinion of the Board, Mrs. Dipali Sheth fulfils the conditions specified in the Companies Act, 2013 for appointment as Director of the Company. Hence, it is proposed to appoint Mr. Dipali Sheth as Director of the Company in the category of Non-Executive Director, as per the provisions of Section 152 of the Companies Act, 2013 and whose office shall be liable to retire by rotation at every Annual General Meeting.

Brief Profile of Mrs. Dipali Sheth:

Ms. Dipali H Sheth is an Independent Director of the UTI Asset Management Company Limited. M/s Dipali Sheth serves as an Independent Director on the Boards of Five other companies. Prior to joining the UTI Asset Management Company Limited, she was associated with RBS Business Services Private Limited as the Country Head of Human Resources, Standard Chartered Bank as Head HR South Asia, Procter & Gamble Distribution Company Limited and DCM Limited. She holds a B.A. (Honours) degree in Economics from University of Delhi, passed out from the DCM Management Centre, and is an accredited Coach from ICF and Gallup, USA.

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

Considering the rich experiences and vast knowledge of Mrs. Dipali Sheth, her presence on the Board will be valuable to the Company. Therefore, Board recommends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Board of Directors of the Company in its Meeting held on 22nd October, 2021, approved the resolution for Shifting of Premises of UTI Retirement Solution Limited from UTI Tower, Bandra Kurla Complex (Registered Office) to First Floor, Unit No. 2, Block 'B', JVPD Scheme, Gulmohar Cross Road No. 9, Andheri (West), Mumbai – 400049 (Corporate Office). Accordingly, the Company has started its operation in the Corporate Office with effect from 14th February, 2022. Since all the operational work of UTI Retirement Solutions Limited has been carried out from the Corporate Office premises, we propose to keep all the Registers, Returns, and all other documents of UTI Retirement Solutions Limited (as permitted under the statutory applicable laws, as amended from time to time) at the Corporate Office Premises i.e. First Floor, Unit No. 2, Block 'B', JVPD Scheme, Gulmohar Cross Road No. 9, Andheri (West), Mumbai – 400049.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution 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:- 19/04/2022**

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 14th Annual general meeting of the company, to be held on the 27th May, 2022, 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 31st March, 2022 and the Balance Sheet as on that Date together with the Auditors' Report thereon and Board's Report for the Financial Year 2021–22.
- 2 To declare dividend for the Financial Year ended 31st March, 2022.
- 3 To appoint directors in place of those who are retiring by rotation.

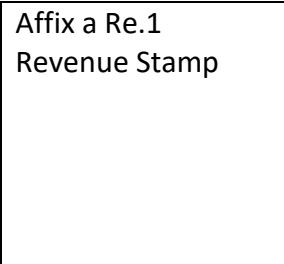
Special Business: -

- 4 To appoint Mrs. Dipali Sheth (DIN: 07556685) as Director of the Company.
- 5 Approval for keeping Registers, Copies of Return and other Documents of UTI Retirement Solutions Limited at the Corporate Office.

Signed this ___ day of _____ 2022

Signature of the shareholder: -

Signature of Proxy holder(s): -



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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.

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