

## Annexure – 1 to the Directors Report for the FY 2019–20

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. Registration and other details:**

(i)	CIN	U66020MH2007GOI176785
(ii)	Registration Date	14 <sup>th</sup> December, 2007
(iii)	Name of the Company	UTI Retirement Solutions Ltd.
(iv)	Category / Sub-Category of the Company	Public Company limited by shares
(v)	Address of the Registered office and contact details	UTI Tower Gn – Block Bandra Kurla Complex Bandra East Mumbai 400 051.
(vi)	Whether listed company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

**II. Principal business activities of the Company**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sr. No.	Name and description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
(i)	National Pension System	663 6630 66302	100%

**III. Particulars of Holding, Subsidiary and Associate Companies**

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	UTI Asset Management Company Ltd.	U65991MH2002PLC137867	Holding	100%	2(46)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual / HUF	Nil	700	700	0.0032	Nil	700	700	0.0032	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp	Nil	2,19,99,300	2,19,99,300	99.9968	Nil	2,19,99,300	2,19,99,300	99.9968	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (1):-</b>	Nil	2,20,00,000	2,20,00,000	100.00	Nil	2,20,00,000	2,20,00,000	100.00	Nil
(2) <b>Foreign</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (2):-</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total shareholding of Promoter</b>									
(A) = (A)(1)+(A)(2)	Nil	2,20,00,000	2,20,00,000	100.00	Nil	2,20,00,000	2,20,00,000	100.00	Nil

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):-</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>2. Non-Institutions</b>									
a) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(2):-</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	Nil	2,20,00,000	2,20,00,000	100.00	Nil	2,20,00,000	2,20,00,000	100.00	Nil

## (ii) Shareholding of Promoters

	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	UTI Asset Management Co. Ltd. and its nominees	2,20,00,000	100%	Nil	2,20,00,000	100	Nil	Nil

## (iii) Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	2,20,00,000	100	2,20,00,000	100
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
3.	At the End of the year	2,20,00,000	100	2,20,00,000	100

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of The company
1.	At the beginning of the year	2,20,00,000	100	2,20,00,000	100
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
3.	At the End of the year	2,20,00,000	100	2,20,00,000	100

**(v) Shareholding of Directors and Key Managerial Personnel:**

	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	200	0.0000	200	0.0000
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
3.	At the End of the year	200	0.0000	200	0.0000

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
➤ Addition	Nil	Nil	Nil	Nil
➤ Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL'****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Chief Executive & Whole time Director	Total Amount
1.	Gross salary	<b>Balram P. Bhagat</b>	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 27,06,188.00	Rs. 27,06,188.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00
2.	Stock Option	0.00	0.00
3.	Commission i. - as % of profit ii. - others, specify... (PF Contribution) Others, please specify	Rs. 12,552.00	Rs. 12,552.00
	<b>Total (A)</b>	<b>Rs. 27,18,740.00</b>	<b>Rs. 27,18,740.00</b>

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	S. Venkatraman*	Mr. P. H. Ravikumar	Mr. A Krishna Rao*	Mr. Chetan Desai#	Mr. Puneet Gupta@	Total Amount
1.	Independent Directors	1,80,000.00	3,60,000.00	1,80,000.00	1,80,000.00	70,000.00	9,70,000.00
(i)	Fee for attending board / committee meetings	0.00	0.00	0.00	0.00	0.00	0.00
(ii)	Commission	0.00	0.00	0.00	0.00	0.00	0.00
(iii)	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total (1)</b>	<b>1,80,000.00</b>	<b>3,60,000.00</b>	<b>1,80,000.00</b>	<b>1,80,000.00</b>	<b>70,000.00</b>	<b>9,70,000.00</b>
2.	Other Non-Executive Directors	NA	NA	NA	NA	NA	NA
(i)	Fee for attending board / committee meetings	0.00	0.00	0.00	0.00	0.00	0.00
(ii)	Commission	0.00	0.00	0.00	0.00	0.00	0.00
(iii)	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total (2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total (B)=(1+2)</b>	<b>1,80,000.00</b>	<b>3,60,000.00</b>	<b>1,80,000.00</b>	<b>1,80,000.00</b>	<b>70,000.00</b>	<b>9,70,000.00</b>

\* Resigned as director w.e.f 09<sup>th</sup> August, 2019.

# Appointed as Director w.e.f 14<sup>th</sup> October, 2019.

@ Appointed as Director w.e.f 19<sup>th</sup> November 2019.



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Company Secretary		Chief Financial Officer	
1.	Gross Salary	<b>Arvind Patkar*</b>	<b>Vivek Vadwana#</b>	<b>Shyamkumar Gupta</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	Rs. 6,97,091.00	Rs. 3,40,360.00	Rs. 15,65,810.00	<b>Rs. 26,03,261.00</b>
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	<b>0.00</b>
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00	<b>0.00</b>
2.	Stock Option	0.00	0.00	0.00	<b>0.00</b>
3.	Sweat Equity	0.00	0.00	0.00	<b>0.00</b>
4.	Commission as % of - Profit - Others, specify...	0.00	0.00	0.00	<b>0.00</b>
5.	Contribution to PF	Rs. 16,381.00	Rs. 11,419.00	Rs. 41,854.00	<b>Rs. 69,654.00</b>
6.	Others, please specify	0.00	0.00	0.00	<b>0.00</b>
	Total	<b>Rs. 7,13,472.00</b>	<b>Rs. 3,51,779</b>	<b>Rs. 16,07,664.00</b>	<b>Rs. 26,72,915.00</b>

\*Resigned as Company Secretary w.e.f 22<sup>nd</sup> October, 2019

# Appointed as Company Secretary w.e.f 23<sup>rd</sup> October, 2019

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil