

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U66020MH2007GOI176785

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACU9738N

(ii) (a) Name of the company

UTI RETIREMENT SOLUTIONS L

(b) Registered office address

UTI TOWER, 'GN' BLOCK, BANDRA KURLA COM
BANDRA EAST,
MUMBAI
Maharashtra
400051

(c) *e-mail ID of the company

balram.bhagat@utirsl.co.in

(d) *Telephone number with STD code

02268990800

(e) Website

www.utirsl.com

(iii) Date of Incorporation

14/12/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 01/06/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K4	Pension Fund activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	UTI ASSET MANAGEMENT COM	L65991MH2002PLC137867	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	35,000,000	22,000,000	22,000,000	22,000,000
Total amount of equity shares (in Rupees)	350,000,000	220,000,000	220,000,000	220,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs.10/- each				
Number of equity shares	35,000,000	22,000,000	22,000,000	22,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	350,000,000	220,000,000	220,000,000	220,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	22,000,000	0	22000000	220,000,000	220,000,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	22,000,000	0	22000000	220,000,000	220,000,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,015,276,924

(ii) Net worth of the Company

1,335,463,071

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	700	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	21,999,300	100	0	
10.	Others	0	0	0	
	Total	22,000,000	100	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

Total number of shareholders (Promoters+Public/
Other than promoters)

8

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	0	0
B. Non-Promoter	0	3	0	4	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	2	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
IMTAIYAZUR RAHMAN	01818725	Director	100	
BALRAM PRASAD BHA	01846261	Whole-time director	100	
BALRAM PRASAD BHA	AHFPB1193H	CEO	100	
SANGEETA SHARMA	01183055	Director	0	
PUNEET GUPTA	02728604	Director	0	
CHETAN RAMESHCHA	03595319	Director	0	
DIPALI HEMANT SHET	07556685	Director	0	
SHYAMKUMAR GUPTA	AKZPG6780C	CFO	0	27/04/2023
ABHIJEET NARAYAN C	AMAPC3621K	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DIPALI HEMANT SHET	07556685	Director	19/04/2022	Appointment
CHETAN RAMESHCHA	03595319	Director	13/10/2022	Re-appointment as an Independent D
PUNEET GUPTA	02728604	Director	18/11/2022	Re-appointment as an Independent D
BALRAM PRASAD BHA	01846261	Whole-time director	01/12/2022	Re-appointment as CEO & Whole Tir
VIVEK KARAMSHI VAD	AXHPV2541H	Company Secretar	19/08/2022	Cessation
ABHIJEET NARAYAN C	AMAPC3621K	Company Secretar	19/10/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/05/2022	8	8	100
Extra Ordinary General Meeting	13/10/2022	8	7	99.99
Extra Ordinary General Meeting	22/11/2022	8	5	99.99

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/04/2022	5	5	100
2	19/07/2022	5	5	100
3	19/10/2022	5	5	100
4	17/11/2022	5	5	100
5	18/01/2023	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	19/04/2022	3	3	100
2	Audit Committee	19/07/2022	4	4	100
3	Audit Committee	19/10/2022	4	4	100
4	Audit Committee	17/01/2023	4	4	100
5	Investment Management	18/04/2022	5	5	100
6	Investment Management	18/07/2022	5	5	100
7	Investment Management	18/10/2022	5	5	100
8	Investment Management	17/01/2023	5	5	100
9	Risk Management	18/04/2022	5	5	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	Risk Manager	18/07/2022	6	6	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	01/06/2023
								(Y/N/NA)
1	IMTAIYAZUR	5	5	100	1	1	100	Yes
2	BALRAM PRA	5	5	100	8	8	100	Yes
3	SANGEETA S	5	5	100	13	13	100	Yes
4	PUNEET GUF	5	5	100	12	12	100	No
5	CHETAN RAM	5	5	100	13	13	100	Yes
6	DIPALI HEMA	5	5	100	9	9	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BALRAM PRASAD	CEO & WTD	14,924,189	0	0	0	14,924,189
	Total		14,924,189	0	0	0	14,924,189

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHYAMKUMAR GL	CFO	1,917,904	0	0	0	1,917,904
2	ABHIJEET NARAYAN	CS	348,056	0	0	0	348,056
	Total		2,265,960	0	0	0	2,265,960

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DIPALI HEMANT SI	Director	0	0	0	825,000	825,000
2	PUNEET GUPTA	Director	0	0	0	1,125,000	1,125,000
3	CHETAN RAMESH	Director	0	0	0	1,125,000	1,125,000
4	SANGEETA SHARI	Director	0	0	0	1,125,000	1,125,000
	Total		0	0	0	4,200,000	4,200,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Neha Karekar

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9178

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

**BALRAM P
BHAGAT**
Digitally signed by
BALRAM P BHAGAT
Date: 2008.07.27
14:01:00 +05'30'

DIN of the director

01846261

To be digitally signed by

**neh
pramod
karekar**
Digitally signed by
neh pramod karekar
Date: 2008.07.27
15:23:00 +05'30'

- ☐ Company Secretary
☒ Company secretary in practice

Membership number

8674

Certificate of practice number

9178

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

UTIRSL_List of Shareholders.pdf
Clarification letter for MGT-7_22-23.pdf
MGT-8-UTI-RSL-2023.pdf
UDIN-MGT-8.pdf
UDIN-MGT-7.pdf

Remove attachment**Modify****Check Form****Prescrutiny****Submit**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

LIST OF SHAREHOLDERS AS ON 31ST MARCH, 2023

Sr. No.	Name	No. of Shares
1.	UTI Asset Management Company Limited	2,19,99,300
2.	Mr. Imtaiyazur Rahman (Nominee of UTI Asset Management Co Ltd.)	100
3.	Mr. Sandeep Samsi (Nominee of UTI Asset Management Co Ltd.)	100
4.	Mr. Surojit Saha (Nominee of UTI Asset Management Co Ltd.)	100
5.	Mr. Vivek Maheshwari (Nominee of UTI Asset Management Co Ltd.)	100
6.	Mr. Manikant Chaudhary (Nominee of UTI Asset Management Co Ltd.)	100
7.	Mr. Balram Prasad Bhagat (Nominee of UTI Asset Management Co Ltd.)	100
8.	Mr. Vinay Lakhotia (Nominee of UTI Asset Management Co Ltd.)	100
Total		2,20,00,000

For & on behalf of
UTI Retirement Solutions Limited


Abhijeet Chavan
Company Secretary & Compliance Officer
Membership No: ACS 64192



NK | **NEHA KAREKAR
& ASSOCIATES**
COMPANY SECRETARIES

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **UTI Retirement Solutions Limited**, CIN: U66020MH2007GOI176785 ("The Company") having registered office at **UTI Tower 'GN' Block Bandra Kurla Complex Bandra (E) Mumbai MH 400051 IN** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2023**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of the following:

1. The status of the Company under the Act is as Public Limited Company, limited by shares;
2. The paid up capital of Company being in excess of Rs.10 Crores, the Company has appointed whole time Company Secretary;
3. The Company has maintained proper records and registers and all the necessary entries required to be made have been entered;
4. The Company has filed the requisite forms and returns with the Registrar of Companies as and when required and has paid fees as may be applicable;



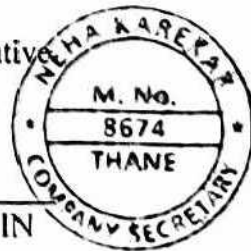
3, Sainath Darshan CHS, Near HDFC Bank, Kopri Colony, Thane (E) 400603 MH IN
Ph: 9076930105/8369713156 Email: contact@nehakarekar.com
Website: www.nehakarekar.com

NK | **NEHA KAREKAR
& ASSOCIATES**
COMPANY SECRETARIES

5. The Board of Directors meetings, were held after giving due notice to the directors and the meetings of the members of the company was held before due dates as stated in the annual return in respect of which proper notices were given and the proceedings, including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
6. The Company has not closed its register of the members during the year;
7. There were no advance / loans to its directors and / or persons or firms or companies referred in section 185 of the Act. The details of contracts / arrangements with related parties specified in section 188 of the Act are as per the provisions of the act and necessary approval was obtained from directors or shareholders whenever required.
8. There was no issue or allotment or transfer or transmission or buy back of securities, and there was no preference shares or debentures in the Company, and there was no alteration or reduction of share capital or conversion of shares/securities, hence not required to issue of security certificates in such cases.
9. There were no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company has not declared any dividend and no amount was required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Audited financial statements and Directors report are as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. The Board of the Company is duly constituted. Following changes took place in the Directorship and Key Managerial Personnel of the Company:

(i) During the F.Y. 2022-23, Mrs. Dipali Sheth was appointed as a Non-Executive Director w.e.f. 19th April, 2022.

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(ii) During the year, Mr. Chetan Desai was re-appointed as an Independent director w.e.f. 13th October, 2022 and Mr. Puneet Gupta was re-appointed as an Independent Director w.e.f. 18th November, 2022. Mr. Chetan Desai & Mr. Puneet Gupta shall hold the office from the date of their reappointment, till the conclusion of the Annual General Meeting proposed to be held in the year 2025.

(iii) Mr. Balram P. Bhagat was reappointed as the Chief Executive Officer & Whole Time Director of the Company w.e.f. 1st December 2022 till 31st March 2024. The said appointment was approved by the shareholders at their meeting held on 22nd November, 2022.

(iv) Mr. Vivek Vadwana resigned from the post of Company Secretary & Compliance officer of the Company w.e.f. 19th August, 2022 and the Board approved the appointment of Mr. Abhijeet Chavan as the Company Secretary & Compliance officer w.e.f. 19th October, 2022.

13. The Company's at its 13th Annual General Meeting held on 16th July, 2021, M/s Bansilal Shah & Co, Chartered Accountants (FRN No: 000384W), has been appointed as the Statutory Auditor of the Company for a term of 5 years and shall hold the office from the conclusion of the 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company. Further there were no instances of re-appointment and filling up of casual vacancies of the auditors.

The Company has also appointed M/s. Chokshi & Chokshi LLP, Chartered Accountants (FRN – 101872W/W100045) for conducting the Internal Audit of the Company.

14. The requisite approvals wherever required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act has been taken;
15. The Company did not accept any deposits during the year from the public under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.





**NEHA KAREKAR
& ASSOCIATES**

COMPANY SECRETARIES

16. There were no Borrowings from its directors, members, or banks and others. There was no creation / modification / satisfaction of charges during the financial year under review;
17. There were no loans or guarantees given or investment made or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. During the year under review the Company has not altered and/or amended any clause of the Memorandum of Association & Articles of Association.

For Neha Karekar & Associates

CS Neha Karekar
Practicing Company Secretary
C.P. No.: 9178
UDIN: F008674E000686771



Date: 27/07/2023

Place: Thane

To,
Ministry of Corporate Affairs
The Registrar of Companies
Mumbai

Sub: Clarification on certain points with regard to this e-Form MGT-7

Dear Sir / Madam,

We hereby clarify and inform as follows:

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

This e-form MGT-7 allows us to enter details for 10 Committee meetings. However, we had 17 Committee meetings during the financial year 2022-23. Accordingly, the details of 10 committee meetings are mentioned in this e-form MGT-7 and the details of other 7 committee meetings are given below:

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Risk Management Committee	18/10/2022	5	5	100
12	Risk Management Committee	17/01/2023	6	6	100
13	Nomination and Remuneration Committee	19/04/2022	3	3	100
14	Nomination and Remuneration Committee	18/07/2022	4	4	100
15	Nomination and Remuneration Committee	19/10/2022	4	4	100
16	Nomination and Remuneration Committee	17/11/2022	4	4	100
17	Corporate Social Responsibility Committee	18/01/2023	3	3	100

Thanking you,

For UTI Retirement Solutions Limited

Abhijeet Chavan

Company Secretary and Compliance Officer
Membership No.: ACS 64192

