

**NOTICE OF THE 18<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 18th Annual General Meeting of the members of UTI Pension Fund Limited (formerly known as UTI Retirement Solutions Limited) will be held on Wednesday, 15<sup>th</sup> July, 2026, at 05:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at the registered office of the Company at UTI Tower 'Gn' Block Bandra Kurla Complex Bandra (East) Mumbai - 400051, (deemed venue) 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, 2026 AND THE BALANCE SHEET AS ON THAT DATE TOGETHER WITH THE AUDITORS' REPORT THEREON AND BOARD'S REPORT FOR THE FINANCIAL YEAR 2025-26:-**

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, 2026 and Balance Sheet as on that date together with the report of directors attached thereto and schedules attached thereto including the Significant Accounting Policies and Notes to accounts annexed thereto, the report of Statutory Auditors thereon, (together referred as Annual Financial Statements) be and are hereby noted, adopted, and approved.”

**“RESOLVED FURTHER THAT,**

any two Director(s) of the Company, the CEO & Whole time Director, Chief Financial Officer and/or the Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable to give effect to the above resolution including but not limited to submission of the necessary e-forms under his/her digital signature with Registrar of Companies or such other Regulatory Authorities.”

- 2. 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,**

that Mr. Vetri Subramaniam (DIN: 11106784), Director liable to retire by rotation and who has offered himself for re-appointment, be and is hereby appointed as Director (Non- Executive Category) of UTI Pension Fund Limited.”

**“RESOLVED FURTHER THAT,**

that any of the Director(s) of the Company and/or the Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable to give effect to the above resolutions including but not limited to submission of the necessary e-forms under his/her digital signature with Registrar of Companies or such other Regulatory Authorities.”

**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**

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 re-appointed as Statutory Auditors of UTI Pension Fund Limited, for a period of five years, to hold the office from the conclusion of this Annual General Meeting till the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company.”

**“RESOLVED FURTHER THAT,**

on the recommendation of the Board, the shareholders hereby approves the remuneration payable to M/s Bansi Lal Shah & Co., Chartered Accountants, Statutory Auditors as given below:

**Fees Structure \***

FY	Audit fees	Fees for review of financial controls	Rs. In Lakhs		Total <sup>§</sup>
			Limited fees	Review	
#FY 26-27	5.50	1.65		4.95	12.10
FY 27-28	5.50	1.65		4.95	12.10
FY 28-29	6.05	1.82		5.4	13.27
FY 29-30	6.05	1.82		5.4	13.27
FY 30-31	6.65	2.00		5.94	14.59

*# The revised fees structure will be applicable after receipt of approval from shareholders in the Annual General Meeting and shall be paid on pro rata basis.*

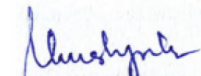
*\*The fees shall be subject to annual review, with an increment of 10% to be applied every two years.*

*§ The fees payable will be subject to the applicable GST & TDS rates and reimbursement of out of pocket expenses incurred at actuals if any.*

**“RESOLVED FURTHER THAT,**

for the purpose of giving effect to the above resolutions, the Chief Executive Officer & Whole Time Director, the Chief Financial Officer and the Company Secretary & Compliance Officer, be and are hereby severally authorized to do all such acts, matters, deeds as may be necessary for giving effect to the aforesaid re-appointment, including but not limited to the payment of remuneration to the statutory auditors and making additions to the scope of audit as may be recommended by the Board / Authority.”

By Order of the Board of Directors  
For UTI Pension Fund Limited



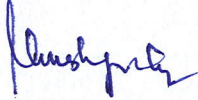
Umesh Kumar Gupta  
CEO & Whole time Director  
DIN: 10823173  
Place: Mumbai  
Date: 03<sup>rd</sup> June, 2026

**Notes: -**

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 22<sup>nd</sup> September, 2025 has allowed companies to conduct the annual general meeting (AGM) and extra ordinary general meetings (EGM) of companies till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
2. In compliance with the aforesaid MCA Circulars, notice of this AGM is being sent through electronic mode only to those members whose email addresses are registered with the Company.
3. The members may attend the AGM through Video Conference / Other Audio-Visual Means and the link to access & join the Meeting will be shared later on separately, on the registered email-id of the members.
4. Since this AGM is being held pursuant to the MCA Circulars on AGM / EGM through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf / jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting, under Section 113 of the Act. The said Resolution/Authorization shall be sent to Ms. Saloni Jain Associate Company Secretary & Compliance Officer of the Company and to her registered email address at cs @utipf.co.in.
6. The members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting as per the link which will be shared with all members.
7. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Shareholders can update their mobile numbers and e-mail IDs which may be used for sending future communication(s) by writing to cs @utipf.co.in.
9. The members who need assistance before or during the AGM, or have any queries or issues regarding voting, can write an email to cs @utipf.co.in.
10. All the members participating in the Meeting will be allowed to pose questions concurrently at the Meeting or alternatively, they can submit their questions in advance at cs @utipf.co.in.
11. Voting Options:
  - The Chairperson may decide voting by show of hands by the members, unless poll is demanded.
  - The members can cast their votes by sending an email through their registered email id only, on cs @utipf.co.in. for their assent or dissent on any resolution when Poll is demanded during the meeting.

12. Since the AGM will be held through VC / OAVM, the route map is not annexed to this Notice.
13. 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 online on all business days up to the conclusion of AGM. In this regards, a request can be made at [cs @utipf.co.in](mailto:cs@utipf.co.in).

By Order of the Board of Directors  
For UTI Pension Fund Limited



Umesh Kumar Gupta  
CEO & Whole time Director  
DIN: 10823173  
Place: Mumbai  
Date: 03<sup>rd</sup> June, 2026

Pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India the details of directors seeking re-appointment are mentioned below:

Particulars	Details
Name of the Director	Mr. Vetri Subramaniam
DIN	11106784
Date of Birth	03-05-1970
Age	56
Original Date of Appointment	31/10/2025
Nationality	Indian
Brief profile including experience, nature of expertise in specific functional areas and qualification	<p><b>Educational Qualification:</b> PG Diploma in Management, B.Com</p> <p>Mr. Vetri Subramaniam is the Managing Director and Chief Executive Officer of UTI Asset Management Company Limited. He joined UTI AMC as Head of Equity in January 2017 and assumed the role of Chief Investment Officer from August 2021.</p> <p>He is Chair of the UTI Management Committee, which also includes subsidiary businesses, since April 2024. Prior to joining UTI, he was Chief Investment Officer at Invesco Asset Management Limited. He was part of the start-up team at Invesco (then Religare Asset Management) in 2008 and helped establish the firm's proprietary investment process and the team. He started his career at Kotak Mahindra in 1992 after passing out from IIM Bangalore with a PG Diploma in Management. His experience in equity markets and investment roles at various firms from 1994 includes Kotak Mahindra, SSKI and Motilal Oswal. He was also one of the founders of Sharekhan.com (now Mirae Asset Sharekhan) where he led the research and content team. He has also worked as an advisor to a UK Hedge fund on its equity investments in India during 2003-2007.</p> <p>Mr. Vetri Subramaniam has more than three decades of experience in equity markets, investment strategy, mentorship and financial literacy advocacy. He is a frequent contributor to the media and regularly speaks on investing and markets at various forums - including the media and educational institutions.</p>
Remuneration last drawn and sought to be paid	-

Number of Board Meetings attended during the year 2025-26	2
Directorships in other listed entities including listed entities from which Director has resigned in the past three years	As per MBP 1
Directorship in other Companies	As per MBP 1
Membership/ Chairmanship of Committees of the Board in other Companies	As per MBP 1
Number of shares held including shareholding as a beneficial owner	-
Relationship with other directors and KMP <i>inter-se</i>	-
Terms & Conditions of appointment	Liable to retire by rotation