

Notice of the Fifteenth (15th) Annual General Meeting

To,

The Members, Statutory Auditors and the Board of Directors of the Company

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting of the members of UTI Alternatives Private Limited (the “**Company**” or “**UAPL**”) will be held at a shorter notice on Wednesday, September 23, 2026, at 3:00 P.M. through Video Conferencing. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at UTI Tower, ‘Gn’ Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheets as at March 31, 2026, Statement of Profit & Loss for the period April 01, 2025 to March 31, 2026, Cash - Flow Statement and explanatory notes annexed thereto, together with the Directors’ Report and Auditors’ Report thereon.

In this regard, the members of the Company are requested to consider and, if thought fit, to pass with or without modification/s, if any, the following resolution/s as an **ORDINARY RESOLUTION**;

“Resolved

that, the audited financial statements of the Company for the financial year 2025-26, comprising the Balance Sheet as at March 31, 2026, Statement of Profit & Loss for the period from April 01, 2025 to March 31, 2026, Cash - Flow Statement for said period and explanatory notes annexed thereto, together with the Directors’ Report and the Auditor’s Reports thereon, be and are hereby considered and adopted by the members of the Company.”

2. To appoint a director in place of Mr. Rohit Gulati (DIN: 08366349), who retires by rotation and being eligible, offers himself for the re-appointment.
3. To consider and approve re-appointment and remuneration of M/s. Samria Kabra & Associates, Chartered Accountants (Firm Registration No.: 109043W), as the Statutory Auditors of the Company.

In this regard, the members of the Company are requested to consider and, if thought fit, to pass with or without modification/s, if any, the following resolution/s as an **ORDINARY RESOLUTION**;

“Resolved

that, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the rules framed thereunder (including any statutory modification/s or re-enactment/s thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Samria Kabra & Associates, Chartered Accountants (Firm Registration No.: 109043W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of remaining 4 (four) consecutive years from the conclusion of this Fifteenth (15th) Annual

UTI Alternatives Private Limited

Registered Office: UTI Tower, “Gn Block”, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Phone: 022-6678-6666

Corporate Office: Infinity Tower A, 7th Floor, DLF Cybercity, DLF Phase II, Gurugram - 122002 Phone: 0124-6597000

CIN: U65900MH2011PTC217430 Website: www.utialternatives.com Email: infoalternatives@uti.co.in

General Meeting (AGM) until the conclusion of the Nineteenth (19th) AGM to be held in the year 2030, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses on actual basis as may be incurred by them during the course of the audit of the Company.

Resolved further

that, anyone of the Board of Directors and the Company Secretary and Compliance Officer of the Company, be and are hereby, jointly or severally, authorized to do all such acts, deeds, things and other matters as may be considered necessary, expedient and desirable to give effect to the above resolutions including but not limited to file e-form/s with the concerned Registrar of Companies or such other Regulatory Authorities.”

SPECIAL BUSINESSES:

4. To consider and approve appointment of Mr. Vetri Murugan Subramaniam (DIN: 11106784) as a Director on the Board of the Company

In this regard, the members of the Company are requested to consider and, if thought fit, to pass with or without modification/s, if any, the following resolution as an **ORDINARY RESOLUTION**;

“Resolved

that, pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder (including any statutory modification/s or re-enactment/s thereof for the time being in force) and pursuant to recommendation of the Board of Directors of the Company, Mr. Vetri Murugan Subramaniam (DIN: 11106784), who was appointed as an Additional – Non Executive Director of the Company by the Board of Directors of the Company with effect from September 27, 2025 in terms of Section 161 of the Act and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from himself proposing his candidature under Section 160 of the Act for the office of a Director (Non-Executive), be and is hereby appointed as a Director (Non-Executive) of the Company with effect from September 27, 2025 and shall be liable to retire by rotation.

Resolved further

that, anyone of the Board of Director/s and the Company Secretary and Compliance Officer of the Company, be and are hereby jointly or severally authorized to do all such acts, deeds, things and other matters as may be considered necessary, expedient and desirable to give effect to the above resolution/s including but not limited to make entries in the statutory registers and file e-form/s with the Registrar of Companies or such other Regulatory Authority(ies).”

5. To consider and approve appointment of Mr. Rajan Wadhawan (DIN: 06768224) as an Independent Director on the Board of the Company

In this regard, the members of the Company are requested to consider and, if thought fit, to pass with or without modification/s, if any, the following resolution/s as an **ORDINARY RESOLUTION**;

“Resolved

that, pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Schedule IV and the Rules framed thereunder (including any statutory modification/s or re-enactment/s thereof for the time being in force) and pursuant to recommendation of the Board of Directors of the Company, Mr. Rajan Wadhawan (DIN: 06768224), who was appointed as an Additional – Independent Director of the Company by the Board of Directors with effect from March 12, 2026, in terms of the Section 161 of the Act and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from himself proposing his candidature under Section 160 of the Act for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three (3) consecutive years with effect from March 12, 2026 till March 11, 2029.

Resolved further

that, anyone of the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, things and other matters as may be considered necessary, expedient and desirable to give effect to the above resolution/s including but not limited to make entries in the statutory records and file e-form/s with the Registrar of Companies or such other Regulatory Authorities.”



**By order of the Board of Directors
UTI Alternatives Private Limited**

(Rajveer Singh)

**Company Secretary and Compliance Officer
ICSI Membership No.: A30731**

**Address: A- 83, Street No. – 8, Kaithwara,
Delhi – 110053, India**

Date: September 17, 2026

Place: Gurugram, Haryana

NOTES TO THE 15TH AGM NOTICE:

1. The Ministry of Corporate Affairs, (“MCA”) has permitted conducting of Annual General Meeting (“AGM”) through VC or OAVM. In this regard, MCA has issued various circulars (referred to as “MCA Circulars”) permitting holding of the AGM through VC without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”) and the MCA Circulars, the 15th AGM of the Company is being held through VC.
2. Pursuant to MCA Circulars, the Company has registered email addresses of all the members. Members are requested to notify immediately change of their e-mail address, if any, to the Company Secretary. The notice of this AGM along with the Annual Report 2025-26, is being sent only through electronic mode to all the members of the Company at their registered email addresses. Members may note that the Notice and Annual Report 2025-26 will also be made available on the Company’s website at www.utialternatives.com/policies-disclosures.
3. **Voting Options:**
 - a. The Chairman may decide voting by show of hands by the members, unless poll is demanded
 - b. The members are requested to convey their vote when a poll is required to be taken up during this AGM on any resolution by writing through their registered email address to the Company’s designated email address i.e. rajveer.singh@utialternatives.com.
4. The Members attending the 15th AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. **PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING CONVENED THROUGH VC / OAVM PURSUANT TO MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF THE PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM, AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP OF VENUE ARE NOT ANNEXED TO THIS NOTICE.**
6. The Corporate member/s is required to send a certified true copy of the Board resolution/ authorization etc., authorizing its representative to attend this AGM and to vote through VC on its behalf. The said resolution/authorization shall be sent to the Company at its designated email address i.e. rajveer.singh@utialternatives.com.
7. The procedure / steps for attending the 15th AGM of the Company through VC / OAVM is also being sent along with the Notice of the AGM.
8. The Explanatory Statements pursuant to the provision of Section 102 of the Act, setting out the material facts relating to Special Businesses to be transacted as Item no. 4 and 5 are annexed and forms part of this Notice.

9. The members are hereby informed that, pursuant to the delegation of powers to the Board of Directors of the Company by the members of the Company at the 14th AGM held on July 10, 2025, the Board in its meeting held on April 20, 2026, has approved variable pay of Rs. *****,201 /- for Mr. Rohit Gulati (DIN: 08366349), Whole-time Director and Chief Executive Officer, for the Financial Year 2025-26. Further, pursuant to the aforesaid delegation of powers, the Board in its meeting held on June 24, 2026, has revised his fixed remuneration to *****,241 /- per annum with effect from April 01, 2026. Other terms and conditions of his appointment are same as the previously approved by the members in their meeting held July 10, 2025.
10. Pursuant to the provision of the Secretarial Standard – 2 on General meetings, the relevant details of appointment of Directors are enclosed herewith and form part of this notice.
11. As this AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members desiring any additional information with regard to accounts / Annual Report or want to express their views or have any question or query, are requested to write to the Company at rajveer.singh@utialternatives.com along with their details viz. name, demat account number / folio number, email address, mobile number etc. at least two (2) days before the date of this AGM
12. The Register of Directors and key managerial personnel and their shareholdings, and Register of contracts or arrangements in which Directors are interested, pursuant to provisions of Section 170 and 189 of the Act, respectively, will be made available for inspection electronically by the members during this AGM. All the documents referred to in this Notice requiring the approval of the members at this meeting will also be made available for electronic inspection without any fee by the member from the date of circulation of this Notice upto the conclusion of this AGM. Members seeking to inspect such documents can send an email to rajveer.singh@utialternatives.com.
13. The facility for joining this AGM through VC will be kept open for 30 minutes before the scheduled commencement of the meeting and will close 15 minutes after the scheduled time of the AGM. As per the MCA Circulars, the transcript of the proceedings of this AGM shall be made available on the Company's website, i.e., www.utialternatives.com/policies-disclosures, soon after the conclusion of the meeting.



By order of the Board of Directors
UTI Alternatives Private Limited

(Rajveer Singh)

Company Secretary and Compliance Officer
ICSI Membership No.: A30731

Address: A- 83, Street No. – 8, Kaithwara
Delhi – 110053, India

Date : September 17, 2026

Place: Gurugram, Haryana

ANNEXURE

As per the provision of Secretarial Standard 2 - Additional disclosures in relation to the proposed re-appointment of Mr. Rohit Gulati (DIN: 08366349) on account of retirement by rotation are provided hereunder:

Particulars	Details
Name and DIN	Mr. Rohit Gulati DIN: 08366349
Terms of remuneration	As per Shareholders' approval dated July 10, 2025 and notes to this AGM Notice
Age	51 years
Qualification	1. Chartered Accountant 2. B.Com. (Hons)
Experience	Mr. Rohit Gulati is a qualified CA (1997 batch). He has worked with Religare Capital Markets, ICICI Securities, ICICI Bank, PwC and Ballarpur Industries in his career spanning over 28 years. He was heading Religare's Investment Banking business in his last role. He has extensive experience across investment banking, corporate finance, stressed assets management and investing.
Terms and conditions of appointment along with details of remuneration sought to be paid	As per Shareholders' approval dated July 10, 2025, and notes to this AGM Notice
The remuneration last drawn by such person	Refer <u>Annexure – I</u> of the Directors' Report dated April 20, 2026 for the FY ended March 31, 2026
Date of First Appointment on the Board	July 24, 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company
The number of meetings of the Board attended during the year (2025-26)	5
Other Directorships	Nil
Membership/Chairmanship of Board Committees in other Companies	Nil

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE ACT

As per Section 102 of the Act, the explanatory statement setting out all material facts relating to the Special Businesses mentioned in the accompanying Notice is as under:

Item No. 4:

Approval for appointment of Mr. Vetri Murugan Subramaniam (DIN: 11106784) as a Director on the Board of the Company

The members are hereby informed that the Board of Directors of the Company in its meeting held on September 27, 2025, appointed Mr. Vetri Murugan Subramaniam (DIN: 11106784) as an Additional Non-Executive Director of the Company with effect from September 27, 2025 as per the provisions of Section 161 of the Act and the Articles of Association of the Company.

His term expires at the ensuing AGM and therefore, it is proposed that his appointment may be regularised as a Director (Non-Executive) with effect from September 27, 2025. The Company has received a notice in writing from him under Section 160 of the Act signifying his intention to propose himself as a candidate for the office of a Director of the Company.

Further, the additional disclosures in relation to the aforesaid proposed appointment are provided below in accordance with the provision of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

Particulars	Details
Name and DIN	Mr. Vetri Murugan Subramaniam DIN: 11106784
Terms of remuneration	Not applicable
Age	56 Years
Qualification	1. B. Com 2. Post Graduate Diploma in Management – IIM Bangalore
Experience	Mr. Vetri Subramaniam is the Chief Executive Officer and Managing Director of UTI Asset Management Company Limited. He has over 30 years of work experience. Prior to joining UTI, he was the 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. Mr. Vetri 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 & investment roles at various firms from 1994 includes Kotak Mahindra, SSKI & Motilal Oswal. He was also one of the founders of

	Sharekhan.com (now Mirae Asset Sharekhan) where he led the research & content team. He has also worked as an advisor to a UK Hedge fund on its equity investments in India during 2003-2007. He is a frequent contributor to the media and regularly speaks on investing and markets at various forums - including the media & educational institutions.
Terms and conditions of appointment along with details of remuneration sought to be paid	As per resolution proposed under Item no. 4 of this Notice, Mr. Vetri is proposed to be appointed as a Non-executive Director. No remuneration is proposed to be paid to him.
The remuneration last drawn by such person	Not Applicable
Date of First Appointment on the Board	September 27, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company
The number of meetings of the Board attended during the year (2025-26)	2 (Two)
Other Directorships	1. UTI Asset Management Company Limited 2. UTI Pension Fund Limited 3. UTI Hart Financial and Investment Services Limited 4. UTI International Limited 5. UTI International (Singapore) Pte. Limited
Membership/Chairmanship of Board Committees in other Companies	1. UTI International (France) SAS - Chairman of the Strategic Committee 2. UTI Pension Fund Limited - Chairman of the CSR Committee

None of the Directors (except Mr. Vetri Murugan Subramaniam being appointee) or Key Managerial personnel of the Company and their relatives, are concerned or interested (financially or otherwise) in the resolution set out in the Item No. 4.

In the opinion of the Board, the knowledge, relevant experience and exposure of Mr. Vetri Murugan Subramaniam will prove to be immensely beneficial to the Company and hence, it is considered desirable to regularise him as a Director of the Company. Therefore, the Board of Director of your Company recommends passing of the Ordinary Resolution as set out in Item No 4 of this notice for the approval of the members.

Item No. 5:

Approval for appointment of Mr. Rajan Wadhawan (DIN: 06768224) as an Independent Director on the Board of the Company

The members are hereby informed that the Board of Directors of the Company through a circular resolution passed on March 14, 2026, appointed Mr. Rajan Wadhawan (**DIN: 06768224**) as an Additional Independent Director of the Company with effect from March 12, 2026 as per the provisions of Section 149, 161 of the Act and the Articles of Association of the Company.

His term expires at the ensuing AGM and therefore, it is proposed that his appointment may be regularised as an Independent Director. The Company has received a notice in writing from him under Section 160 of the Act signifying his intention to propose himself as a candidate for the office of an Independent Director of the Company.

Further, the following additional disclosures in relation to the aforesaid proposed appointment is provided as hereunder as per the provision of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

Particulars	Details
Name and DIN	Mr. Rajan Wadhawan DIN: 06768224
Terms of remuneration	No remuneration is proposed to be paid to him other than sitting fees for attending the Board and Committee meetings pursuant to the provisions of the Act.
Age	59 Years
Qualification	1. B. Com from University of Delhi 2. A fellow member of the Institute of Chartered Accountants of India
Experience	Mr. Rajan Wadhawan has over 30 years of professional experience (18+ as partner) on advising domestic and international clients on valuations, shareholders disputes, family settlements, transactions, mergers and acquisitions, corporate and financial restructuring, purchase price allocation, business plan reviews, finance raising, regulatory assessments and corporate requirements of doing business in India. As advisory leader, Risk and Quality, Mr. Rajan has handled sensitive situations, coached and mentored senior level professionals, appraised partners, contributed to the development of various guidance/ network standards/ framework for risk mitigation. He ably led the turnaround of the India advisory business on risk and quality parameters, while achieving stupendous growth.

Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Rajan is proposed to be appointed as an Independent Director of the Company for a period of three (3) years effective from March 12, 2026 till March 11, 2029. Further, no remuneration is proposed to be paid to him except sitting fee pursuant to provisions of the Act.
The remuneration last drawn by such person	Not Applicable
Date of First Appointment on the Board	March 12, 2026
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company
The number of meetings of the Board attended during the year (2025-26)	Not applicable
Other Directorships	None
Membership/Chairmanship of Board Committees in other Companies	None
Justification for choosing Mr. Rajan Wadhawan as an Independent Director	Mr. Rajan Wadhawan is a distinguished business leader with over three decades of experience on advising domestic and international clients on valuation, shareholder disputes, mergers and acquisitions, corporate and financial restructuring, fund raising etc.

None of the Directors (except Mr. Rajan Wadhawan being appointee) or Key Managerial personnel of the Company and their relatives, are concerned or interested (financially or otherwise) in the resolution set out in the Item No. 5.

In the opinion of the Board of Directors of the Company, he fulfils the conditions for appointment as an Independent Director of the Company specified under the Act and Rules framed thereunder, and he is independent of the management of the Company. Further, the knowledge, relevant experience and exposure of Mr. Vetri Murugan Subramaniam will prove to be immensely beneficial to the Company and hence, it is considered desirable to regularise him as an Independent Director of the Company.

Therefore, the Board of Director of your Company recommends passing of the Ordinary Resolution as set out in Item No 5 of this notice for the approval of the members.
