

# B S R & Co. LLP

Chartered Accountants

5th Floor, Lodha Excelus,  
Apollo Mills Compound  
N. M. Joshi Marg, Mahalaxmi  
Mumbai - 400 011  
India

Telephone +91 (22) 4345 5300  
Fax +91 (22) 4345 5399

## Strictly Private and Confidential

IIFL Asset Management Limited  
6th Floor, IIFL Centre, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai 400013.

May 29, 2019

## Certificate for Voting Report of IIFL Mutual Fund for the financial year 2018-19.

1. This certificate is issued in accordance with the terms of our engagement letter dated October 26, 2018.
2. We have been appointed as the "Scrutinizer" in terms of Rule 20 (3) (ix) of Companies (Management and Administration) Rules, 2014 by IIFL Asset Management Limited ("the AMC") to verify the attached voting reports containing details of votes casted and disclosed by IIFL Mutual Fund ("the Fund") during the financial year 2018-19 ("the Voting Reports") with the relevant documents that were considered necessary in connection with the disclosures of votes cast in the Voting Reports and other records and information, explanations and representations provided to us by the AMC.

## Management's Responsibility

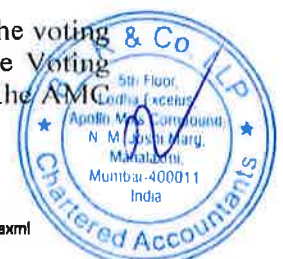
3. The management of the AMC is responsible for the preparation of the Voting Reports and disclosure of the same in the Annual Report and on their website in accordance with the provisions of the Securities & Exchange Board of India ("the SEBI") Circular No. SEBI/HO/IMD/DF2/CIR/P/2016/68 dated August 10, 2016, Circular No. CIR/IMD/DF/05/2014 dated March 24, 2014 and Circular No. SEBI/IMD/CIR No. 18/198647/2010 dated March 15, 2010., as amended from time to time, maintaining the necessary records and for ensuring compliance with the SEBI (Mutual Fund) Regulations, 1996, as amended from time to time and other guidelines issued by SEBI for Mutual Funds and/or Asset Management Companies and/or Trustee Companies.

## Auditors Responsibility

4. Our responsibility, for the purpose of this certificate, is limited to reviewing the voting reports disclosed and certifying accuracy of the particulars contained in the Voting Reports with reference to the relevant records and documents maintained by the AMC.

B S R & Co (a partnership firm with  
Registration No. BA81223) converted into  
B S R & Co. LLP (a Limited Liability, Partnership  
with LLP Registration No. AAB-8181)  
with effect from October 14, 2013

Registered Office:  
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and produced before us for verification and the information, explanations and representations given to us, on sample basis.

5. We carried out our work in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information and Other Assurance and Related Services Engagements.
7. Our procedures have been planned to obtain all information and explanations that we considered necessary for the purpose of our work, which included evaluating the particulars contained in the Voting Reports as aforesaid.
8. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Criteria

The criteria against which the information was evaluated are:

- a. Policies & procedures framed by the AMC for exercising their voting rights in respect of the shares held by the Schemes of the Mutual Fund;
- b. Quarterly voting reports disclosed on the website of the fund for the financial year 2018-19;
- c. Reports obtained from Third party service providers for AMC's to revert to the custodian on its decision for voting along with justification;
- d. Communication between the Custodian and the AMC for votes casted.

### Opinion

9. On the basis of the procedures performed as aforesaid, and according to the information, explanations and representations provided to us by the AMC, nothing has come to our attention that causes us to believe that, the details mentioned in the Voting Reports are inconsistent or not in agreement with the relevant records and documents maintained and representations provided by the AMC for the financial year 2018-19.



**Restriction on Use**

10. This certificate has been issued at the request of the Management of the AMC to enable the AMC and IIFL Trustee Limited to comply with the requirements of disclosures in the Annual Report and the website of the IIFL Mutual Fund and may not be suitable for any another purpose and should not be distributed to any Other party without our prior written consent.

Yours faithfully

For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W-100022



**Milind Ranade**  
**Partner**  
Membership No: 100564  
UDIN: 19100564AAAABD5904

