



GROWW TRUSTEE LIMITED

(Formerly known as Indiabulls Trustee Company Limited)
(CIN - U65991KA2008PLC183561)

Registered Office: Vaishnavi Tech Park, South Tower, 3rd Floor, Survey No.16/1 and 17/2, Ambalipura Village, Varthur Hobli, Bellandur, Bangalore South, Bangalore - 560 103, Karnataka, India.

Investment Manager: GROWW ASSET MANAGEMENT LIMITED

(formerly known as Indiabulls Asset Management Co. Ltd)

(CIN - U65991KA2008PLC180894)

Notice No. 12/2024

NOTICE TO UNITHOLDERS OF GROWW MUTUAL FUND

Amendment in the Trust Deed due to Change of Sponsor of Groww Mutual Fund (Without change of Control)

Unit holders are requested to note that due to internal restructuring of business within the group, the entire equity shareholding of Groww Asset Management Ltd (GAMC) and Groww Trustee Limited (GTL), held by Groww Invest Tech Private Limited (GITPL) (formerly known as Nextbillion Technology Pvt. Limited), is proposed to be transferred to Billionbrains Garage Ventures Private Limited (BGV), a parent company of GITPL ('Proposed Transaction'). The restructuring is within the Groww Group, not resulting in change of controlling interest of GAMC and GITPL, wherein BGV will act as New Sponsor in place of GITPL (Exiting Sponsor).

The Proposed Transaction has been approved by the Board of Directors of GAMC and GTL Company on August 28, 2023 and SEBI vide its letter Ref. No. SEBI/HO/IMD/IMD-RAC-2/P/OW/2024/13399/1 dated April 04, 2024 has granted its No Objection to the Proposed Transaction.

Billionbrains Garage Ventures Private Limited ("BGV") was incorporated on January 9, 2018, a technology company offering its online platforms to its subsidiaries and others financial entities to in turn offer a bouquets of financial products including investments in stocks and mutual funds, UPI payments, bill payments and extension of credit.

Amendment in the Trust Deed

As BGV will act as New Sponsor, the Trust Deed needs to be amended to reflect the name of BGV in place of GITPL. Pursuant to Clause 17 of Third schedule of SEBI (Mutual Funds), Regulations, the amendment in Trust Deed has been approved by the Board of GAMC and GTL at its meetings held on **April 25, 2024**.

Pursuant to SEBI NOC dated April 4, 2024 inter alia seeking approval of unit holders for proposed amendment in trust deed and in accordance with the provisions of Securities and Exchange Board of India (Mutual Funds), Regulations, 1996 ("SEBI MF Regulations") read with Paragraph 17.9 of SEBI Master Circular for Mutual Funds dated June 27, 2024, the approval of unitholders of the Fund is sought through postal ballot/electronic means for making changes in the Trust Deed as reflected in the Deed of Novation and Variation (Refer letter to unit holder).

Terms of Voting:

- All unitholders of the schemes of the Fund, as per the records of RTA, as on July 05, 2024 will be entitled to vote in respect of the proposal under reference.
- The voting window shall remain open for 21 days from July 11, 2024 (ballot open date) till July 31, 2024 (ballot closing date) upto 05:00 PM (Both days inclusive). All duly signed and filled-up Ballot Papers received by the Registrar and votes received electronically, during these days and time will be accepted and considered, if found valid, for the purpose of determining the results of ballot.
- Each unitholder will be entitled to one vote for every unit held on the aforesaid date.

Procedure for voting and determining results of the ballot:

You can provide your consent by following the below process:

- Unitholders are requested to fill and sign the ballot paper (kindly refer letter to unitholders **EXHIBIT B**) ("Ballot Paper") clearly indicating your approval or disapproval. It is clarified that the Ballot Paper is to be signed as per mode of holding in line with normal practice for all other transactions. This means if the holding is "Joint", all holders need to sign and for "Anyone or Survivor", anyone can sign.
- Unitholders who have their email address/mobile number registered with the Fund can provide their votes electronically through <https://growwfm.in> upto July 31, 2024 (Closing date). The votes received electronically from unitholder/s will be considered for and on behalf of all joint holders in that particular folio/s.
- Unitholders who do not wish to vote electronically or are not able to vote electronically, can submit a physical copy of the Postal Ballot Paper.
- The Ballot Paper, duly filled and signed, can either be sent to the Registrar by post at the following address or submitted at any of the Investor Service Centres of the Fund (ISC), details of which are available on website address. You are requested to send the Ballot Paper to the below mentioned address of the Registrar i.e. KFin Technologies Limited (Unit: Groww Mutual Fund), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.
- If you require a fresh Ballot Paper, you are requested to contact GAMC or download the same from the website of the fund.
- All valid Ballot Papers and valid votes received electronically will be counted by the Registrar under the supervision of an independent scrutinizer appointed by the Fund.
- In case the Unitholder provides his vote through the Postal Ballot paper as well as electronically, then the vote received through Postal Ballot duly signed and valid, will be considered.
- Unitholders are requested to note that:
 - if you do not send the duly filled signed Ballot Paper, or provide your vote electronically, or if no valid vote is received either through Ballot Paper or electronically by the Registrar on or before July 31, 2024 (ballot closing date) upto 5:00 PM, then it will be deemed that you have approved the proposed change and that you and joint holders, if any, do not have any objection to the proposed change.
 - if more than 50% of the total valid votes received (or deemed to be received, as above) are in favour of the proposed change, then such change would stand approved by all the unitholders of all schemes of the Fund and be binding on all the unitholders of all schemes of the Fund. The result of the postal ballot shall be intimated to the unitholders by way of an email on their registered email id or by way of a notice in the newspaper.

The results of the postal ballot shall also be announced on the website address (<https://www.growwfm.in>).

In accordance with the MF Regulations, and pursuant to the SEBI NOC (as set out above), this letter serves as a communication to the unitholders of the schemes of the Fund about the change in Trust Deed.

Exemption from requirements of Regulation 18 (15A) and Regulation 22(e) of MF Regulations:

As the Proposed Transaction, does not tantamount to change in control of GAMC and GTL, it shall not constitute as a change in the fundamental attributes of any of the schemes of the Fund and thus the unitholders need not be given an option to exit on the prevailing Net Asset Value without any exit load.

The expenses related to the proposed change and other consequential changes as outlined above will not be charged directly/indirectly to the unitholders of the schemes of the Fund and will be borne by GAMC. As a unitholder, you are requested to go through this communication carefully and consult your financial / tax advisors.

As per the Go Green Initiative, investors are encouraged to register/update their email id and mobile number with us to support paper less communications.

For **Groww Trustee Ltd.** (formerly known as Indiabulls Trustee Company Limited)

Trustee to **Groww Mutual Fund** (formerly known as Indiabulls Mutual Fund)

Sd/-
Authorised Signatory

Place : Mumbai
Date : July 04, 2024

Mutual Fund investments are subject to market risks, read all scheme related documents carefully.