

M. P. Chitale & Co.

Chartered Accountants

1/11, Prabhadevi Ind. Estate, 1st Flr., Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 25 • Tel.: 43474301-03

May 14, 2024

The Board of Directors,

Groww Trustee Ltd.

(Formerly Indiabulls Trustee Company Ltd.)

Vaishnavi Tech Park, South Tower, 3rd Floor,
Survey No.16/1 and 17/2, Ambalipura Village,
Varthur Hobli, Bellandur, Bangalore South,
Bangalore- 560103, Karnataka

We have been appointed by Groww Asset Management Limited ('AMC') as scrutinizer in terms of Rule 20 (3) (ix) of Companies (Management and Administration) Rules, 2014 and any amendment/s to the said Rules thereof to provide certification on the Voting Report of Groww Mutual Fund for the financial year 2023-24 in accordance with Clause 6.16 of SEBI Master Circular dated May 19, 2023 as amended from time to time, for the purpose of onward submission to the Trustees of Groww Mutual Fund and for disclosure in the relevant portion of Groww Mutual Fund's Annual Report and website.

We have verified the voting disclosures made by Groww Asset Management Limited (AMC) on their website for the year 2023-2024 on the basis of data obtained from custodian and the AMC w.r.t. the voting decision (either to vote for/against/abstain from voting) duly supported by the rationale for each agenda item. AMC has missed voting for several instances as provided below:

Record date	No of Companies
April 21, 2023	1
May 12, 2023	1
Oct 27, 2023	20
Sep 22, 2023	2

Instances missed during May and June 2023 have been appropriately reported with justification, to SEBI in the CTR filed for the quarter ended on 30th June 2023. The remaining instances will be addressed, along with appropriate justifications in the half-yearly trustee report to SEBI for the period ending 31st March 2024, which is scheduled for submission on or before 31st May 2024.

We certify that the voting reports disclosed by the AMC on its website (www.growwmf.in), are in accordance with Clause 6.16 of SEBI Master Circular dated May 19, 2023 as amended from time to time.

This certification has been issued for submission to the Board of Directors of Groww Trustee Ltd. to disclose the same in Groww Mutual Fund's annual report and website in terms of in terms of Clause 6.16 of SEBI Master Circular dated May 19, 2023.

Yours faithfully,

For M.P. Chitale & Co.
Chartered Accountants
Firm Reg. No. 101851W



Vidya Barje
Partner
M. No. 104994
Mumbai, May 14, 2024
UDIN: 24104994BKAEP1383