

R.G.N.PRICE & CO., CHARTERED ACCOUNTANTS

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11th August 2020

INDEPENDENT AUDITOR'S REPORT

To

The Board of Directors,
Sundaram Trustee Co. Ltd,
Sundaram Towers, 2nd Floor,
46, Whites Road, Royapettah,
Chennai – 600 014

Dear Sirs/Madam,

1. This certificate is issued as per the terms of our engagement letter dated 8th July 2019.
2. At the request of the management of **Sundaram Asset Management Company Limited** ('the AMC' or 'the Company'), we have examined the attached statement providing details of voting rights during the year ended 31 March 2020 (the "Statement") of Sundaram Mutual Fund (the 'Fund'), prepared by the Company and initialed by us for identification purposes. The Statement has been prepared, and this Certificate is issued, in connection with SEBI Circular no. CIR-IMD/DF/2014 dated 24 March 2014 read with circular no. SEBI/IMD/CIR No 18/ 198647 / 2010 dated 15 March 2010 ('the Circulars').

Management's Responsibility

3. The preparation of the accompanying statement is the responsibility of the Management of the AMC including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the accompanying statement in accordance with the Circulars.
4. The Management is also responsible for ensuring that the AMC complies with the requirements of the Circulars.

Auditor's Responsibility

5. Pursuant to the requirements of the Circulars, our responsibility is to provide reasonable assurance on whether the Statement discloses the particulars as required by the Circulars.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have performed the following procedures on a test check basis in relation to the Statement:
- We have verified the voting rights entitlement based on the holding statement of investments maintained in the fund's books and records;
 - We have traced the responses i.e. For, Against or Abstain and the reasons supporting the voting decision in the statement with the documentation maintained by AMC regarding the voting rights exercised; and
 - We have traced the details of the resolution, viz. the company name, date of meeting, type of meeting, proposal by management/shareholder and proposal description to the Notices of meetings issued by the investee companies (as hosted on their respective website or BSE/NSE website).
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.


Opinion

9. Based on the information and explanations provided by the Management and procedures performed by us as stated in paragraph 7 above, we are of the opinion that the details mentioned in the attached statement of providing details of voting rights during the year ended 31 March 2020 is as per the books of account of the Fund and records maintained by the AMC.

Restriction on Use

10. This certificate is issued solely for the purpose set forth in paragraph 1 hereof to enable the AMC and Trustee Company to comply with the requirements of the Circulars with regard to disclosures in the annual report and the website of the Fund and is not to be used, referred to or distributed, for any other purpose or to any other parties, without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. This certificate relates only to the items specified above and does not extend to any financial statements of the Company.

For R.G.N. Price & Co.
Chartered Accountants
Firm's Registration Number : 002785S


K Venkatakrishnan
Partner
Membership number – 208591
UDIN: 20208591AAAACD6221

Place : Chennai
Date : 11th August 2020