

April 19, 2024

The Board of Directors  
Baroda BNP Paribas Asset Management India Private Limited  
Crescenzo, 7<sup>th</sup> Floor, G Block  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400 051

**Sub: Independent Practitioner's Certificate on Voting Reports disclosed by the Mutual Fund for the year ended March 31, 2024**

1. This certificate is issued in terms of our engagement email dated February 26, 2024 and supersedes our earlier certificate dated April 15, 2024 bearing UDIN- 24184855BKHBCZ1936 which now stands withdrawn.
2. We have been requested by the management of Baroda BNP Paribas Asset Management India Private Limited ('the AMC'), to certify the voting reports disclosed by Baroda BNP Paribas Mutual Fund ('the Fund') on their website, in accordance with the Securities and Exchange Board of India ('SEBI') circular no. CIR/CFD/CMD1/168/2019 dated December 24, 2019 and SEBI circular no. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2023/74 dated May 19, 2023 (hereinafter referred to as 'the SEBI circulars').

**Management's Responsibility**

3. The preparation, presentation and appropriate disclosure of quarterly voting reports in accordance with the SEBI circulars is the responsibility of the management of the AMC. . This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation, presentation and disclosure of the Voting Reports and applying an appropriate basis of preparation, preparation and maintenance of all relevant supporting records and documents and making estimates that are reasonable in the circumstances.
4. Compliance with the requirements of the SEBI Circulars and approved Proxy Voting Policy is also a responsibility of the management of the AMC.

**Practitioner's Responsibility**

5. Pursuant to the requirements of the SEBI circulars, it is our responsibility to provide a limited assurance on whether the quarterly voting reports disclose the particulars as required and whether the same has been disclosed on the Mutual Fund's website within the stipulated time as per the SEBI circulars. We have not reviewed the appropriateness of the voting decisions taken by the management of the AMC.
6. We conducted our examination in accordance with the Revised Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have performed the following procedures on a test check basis:
  - i. Reviewed the voting data and supporting documents maintained by the management of the AMC for the schemes of the Fund and whether the contents of the voting reports are in accordance with the supporting documents so maintained.
  - ii. Verified the Fund website to ensure that voting reports were disclosed in accordance with the requisite format on a quarterly basis within 10 working days from the end of the respective quarter.

**Independent auditors' certificate on Statement of votes cast by Baroda BNP Paribas Mutual Fund during the year ended March 31, 2024**

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8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

**Conclusion**

9. Based on the procedures performed as mentioned in paragraph 7 above and according to the information, explanations and representations provided to us by the management of the AMC, nothing has come to our attention that causes us to believe that the contents of the Quarterly Voting Reports for the Financial Year 2023-24 as disclosed on the website of the Fund are not in agreement with the underlying supporting information maintained by the management of the AMC and that the Voting Reports were published on the Fund's website in the prescribed format and within the stipulated time limit, except as under:
- i. In respect of Gujarat State Petronet Limited. (Resolution No. 5 for meeting dated September 14, 2023), the Proxy Voting Committee of the AMC has voted 'Against' the resolution on the CDSL Platform, however, the rationale was inadvertently updated in support of the resolution.
  - ii. In respect of 3 resolutions of TATA Consultancy Services Limited meeting dated November 15, 2023 and 1 resolution of Affle India Limited, votes were cast correctly with rationales documented internally, however, the rationales were not captured while uploading the report for quarter ended December 2023 on the website. The same was subsequently rectified.

**Restriction on Use**

10. This Certificate is issued solely for the purpose of onward submission to the Trustees of Baroda BNP Paribas Mutual Fund with regards to disclosures in the annual report and the website of the Fund and should not be used for any other purpose. Accordingly, we do not accept or assume any liability, accountability, responsibility or any duty of care to any other person to whom this certificate is shared with.

For Morzaria & Co. LLP  
Chartered Accountants  
Firm Registration No.: W100787

Shraddha Durafe  
Partner  
Membership No.: 184855  
UDIN: 24184855BKHBD7691

Place: Mumbai