



Certificate No:-0502/2015/SaKa

The Boards of Pramerica Asset Managers Private Limited

2nd Floor, Nirlon House,
Dr. A. B. Road, Worli,
Mumbai - 400 030.

Sub: Certification of disclosure of Voting rights exercised by Pramerica Mutual Fund during Financial Year: 2014-2015 in terms of SEBI circular CIR/IMD/DF/05/2014 dated March 24, 2014 ("SEBI Circular")

At the request of Pramerica Asset Managers Private limited ('the Company') we have reviewed the Company's policies, procedures and records as produced before us to verify its process of exercising the voting rights in case of its investee companies for the purpose of issuing this certificate. Our verification procedures have been conducted as per the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India

It is the responsibility of the management of the Company to frame appropriate Board approved policy on exercise of voting rights in case of its investee companies supported by suitable procedures to implement the said policy. Our verification procedures were confined to review of (i) Company's Policy on the matter (ii) Selective verification of records maintained by the Company in relation to exercise of voting rights as shareholder in investee companies for the financial year 2014-15 (iii) Checking of Disclosures made by the Company in terms of aforesaid SEBI circular (iv) the annual disclosure to be made by the Company in its annual report to shareholders could not be verified as the same is being compiled at the time of our verification

Based on the above and according to the information and explanation given to us in course of our verification of the records pertaining to exercise of voting rights and reporting pursuant to SEBI Circular, we hereby certify that the disclosure of voting reports done by Pramerica Asset Managers Private Limited is accurate and appropriate for the financial year 2014-2015

This certificate is issued at the request of the Company for facilitating its compliance with the SEBI circular and should not be circulated to any other person for any other purpose without our prior written consent.

For and on behalf of

Khimji Kunverji & Co

Registration No- 105146W

Hasmukh B Dedhia

Partner (F-33494)

Mumbai

Dated: May 19, 2015