



**GRUH  
FINANCE  
LIMITED**

*We help you build homes*

SEC: 2016:  
June 23, 2016

The BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
26th Floor, Dalal Street  
Mumbai – 400 001

**BSE Security Code No: 11288**

Kind Attn. Mr. S. Subramanian -DCS-CRD

The National Stock Exchange of India Ltd  
“Exchange Plaza”,  
Bandra-Kurla Complex,  
Bandra (E ),  
Mumbai 400 051

**Symbol : GRUH**

Kind Atten: Mr K Hari – Head - Listing

Dear Sir,

**Sub: Voting Results & Consolidated Scrutinizers Report of the 30<sup>th</sup> AGM of the Company:**

This is to inform you that the 30<sup>th</sup> Annual General Meeting of Members of GRUH Finance Limited was held on Wednesday, June 22, 2016 at 10.30 a.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015, wherein all resolutions were approved by the Members by requisite majority.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting result in the specified format.

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014, we are also enclosing the Consolidated Report issued by M/s. M.C. Gupta & Co., Company Secretaries, the Scrutinizer for Remote e-voting and poll at the 30<sup>th</sup> Annual General Meeting.

You are requested to kindly take note of the same and inform your constituents accordingly.

Thanking you,

Yours sincerely,  
For **GRUH FINANCE LIMITED**

 **MARCUS LOBO**  
Company Secretary

Encl: a/a

A subsidiary of HDFC Ltd

**Registered Office:** “GRUH”, Netaji Marg, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006.

Tel. : (91) (79) 3290 1222/23, 2642 1671-74 Fax: (91) (79) 2656 0649

CIN : L65923GJ1986PLC008809 - Website : www.gruh.com

# GRUH Finance Limited



GRUH FINANCE LIMITED - 30th Annual General Meeting (AGM) Voting Results	
Date of AGM / EGM	22/06/2016
Total number of shareholders as on record date	41894
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	1
Public:	70
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public:	N.A.

Resolution Required : (Ordinary)		1 - Adoption of the Audited Financial Statement and Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2016.						
Whether promoter/ promoter group are interested in the agenda/resolution?		N.A.						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	213077850	213077850	100.0000	213077850	0	100.0000	0.0000
	Poll	213077850	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	66271404	26567842	40.0895	26567842	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26567842</b>	<b>40.0895</b>	<b>26567842</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	84347146	3141342	3.7243	3141342	0	100.0000	0.0000
	Poll		199653	0.2367	199651	2	99.9990	0.0010
	<b>Total</b>		<b>3340995</b>	<b>3.9610</b>	<b>3340993</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>363696400</b>	<b>242986687</b>	<b>66.8103</b>	<b>242986685</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>



## GRUH Finance Limited

2 - Declaration of Dividend on Equity Shares										
N.A.										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000		
	Poll	213077850	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		26567842	40.0895	26567842	0	100.0000	0.0000		
	Poll	66271404	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>26567842</b>	<b>40.0895</b>	<b>26567842</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting		3141342	3.7243	3140454	888	99.9717	0.0283		
	Poll	84347146	192653	0.2284	192651	2	99.9990	0.0010		
	<b>Total</b>		<b>3333995</b>	<b>3.9527</b>	<b>3333105</b>	<b>890</b>	<b>99.9733</b>	<b>0.0267</b>		
<b>Total</b>		<b>363696400</b>	<b>242979687</b>	<b>66.8084</b>	<b>242978797</b>	<b>890</b>	<b>99.9996</b>	<b>0.0004</b>		



GRUH Finance Limited										
3 - Re-appointment of Mr. Keki M. Mistry (DIN : 00008886) who retires by rotation.										
N.A.										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?	N.A.									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000		
	Poll	213077850	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting		26567842	40.0895	26520294	47548	99.8210	0.1790		
	Poll	66271404	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>26567842</b>	<b>40.0895</b>	<b>26520294</b>	<b>47548</b>	<b>99.8210</b>	<b>0.1790</b>		
Public Non Institutions	E-Voting		2808442	3.3296	2807827	615	99.9781	0.0219		
	Poll	84347146	199653	0.2367	199651	2	99.9990	0.0010		
	<b>Total</b>		<b>3008095</b>	<b>3.5663</b>	<b>3007478</b>	<b>617</b>	<b>99.9795</b>	<b>0.0205</b>		
<b>Total</b>		<b>363696400</b>	<b>242653787</b>	<b>66.7188</b>	<b>242605622</b>	<b>48165</b>	<b>99.9802</b>	<b>0.0198</b>		



<b>GRUH Finance Limited</b>									
4 - Re-appointment of Ms. Renu S. Karnad (DIN : 00008064) who retires by rotation.									
N.A.									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	
	Poll	213077850	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		26567842	40.0895	26520294	47548	99.8210	0.1790	
	Poll	66271404	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>26567842</b>	<b>40.0895</b>	<b>26520294</b>	<b>47548</b>	<b>99.8210</b>	<b>0.1790</b>	
Public Non Institutions	E-Voting		2749112	3.2593	2748497	615	99.9776	0.0224	
	Poll	84347146	199653	0.2367	199641	12	99.9940	0.0060	
	<b>Total</b>		<b>2948765</b>	<b>3.4960</b>	<b>2948138</b>	<b>627</b>	<b>99.9787</b>	<b>0.0213</b>	
<b>Total</b>		<b>363696400</b>	<b>242594457</b>	<b>66.7025</b>	<b>242546282</b>	<b>48175</b>	<b>99.9801</b>	<b>0.0199</b>	



## GRUH Finance Limited

5 - Ratification of appointment of M/s. Sorab S. Engineer & Co., (Firm Registration No. 110417W) as Auditors and fixing their remuneration.									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
N.A.									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	
	Poll	213077850	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		26567842	40.0895	26567842	0	100.0000	0.0000	
	Poll	66271404	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>26567842</b>	<b>40.0895</b>	<b>26567842</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting		3141242	3.7242	3141227	15	99.9995	0.0005	
	Poll	84347146	199651	0.2367	199651	0	100.0000	0.0000	
	<b>Total</b>		<b>3340893</b>	<b>3.9609</b>	<b>3340878</b>	<b>15</b>	<b>99.9996</b>	<b>0.0004</b>	
<b>Total</b>		<b>363696400</b>	<b>242986585</b>	<b>66.8103</b>	<b>242986570</b>	<b>15</b>	<b>100.0000</b>	<b>0.0000</b>	



## GRUH Finance Limited

6 - Special resolution for approval of increase in the borrowing powers from Rs. 12,000 crores to Rs. 15,000 crores under the provisions of Section 180(1)(c) of the Companies Act, 2013									
Resolution Required : (Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
N.A.									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$	
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	
	Poll	213077850	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		26567842	40.0895	26473730	94112	99.6458	0.3542	
	Poll	66271404	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>26567842</b>	<b>40.0895</b>	<b>26473730</b>	<b>94112</b>	<b>99.6458</b>	<b>0.3542</b>	
Public Non Institutions	E-Voting		3141342	3.7243	3140527	815	99.9741	0.0259	
	Poll	84347146	195903	0.2323	195891	12	99.9939	0.0061	
	<b>Total</b>		<b>3337245</b>	<b>3.9566</b>	<b>3336418</b>	<b>827</b>	<b>99.9752</b>	<b>0.0248</b>	
<b>Total</b>		<b>363696400</b>	<b>242982937</b>	<b>66.8093</b>	<b>242887998</b>	<b>94939</b>	<b>99.9609</b>	<b>0.0391</b>	



<b>GRUH Finance Limited</b>									
<b>Resolution Required : (Special)</b>									
7 - Special resolution for approval for issue of Redeemable Non Convertible Debentures (NCDs) upto an amount not exceeding Rs.3500 crores and issuance of Unsecured Redeemable Subordinated Debt – Tier II NCDs upto an amount of Rs.115 crores (both aggregating to Rs.3615 crores)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
N.A.									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$	
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	
	Poll	213077850	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		26567842	40.0895	26441540	126302	99.5246	0.4754	
	Poll	66271404	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>26567842</b>	<b>40.0895</b>	<b>26441540</b>	<b>126302</b>	<b>99.5246</b>	<b>0.4754</b>	
Public Non Institutions	E-Voting		3139332	3.7219	3135117	4215	99.8657	0.1343	
	Poll	84347146	195903	0.2323	195901	2	99.9990	0.0010	
	<b>Total</b>		<b>3335235</b>	<b>3.9542</b>	<b>3331018</b>	<b>4217</b>	<b>99.8736</b>	<b>0.1264</b>	
<b>Total</b>		<b>363696400</b>	<b>242980927</b>	<b>66.8087</b>	<b>242850408</b>	<b>130519</b>	<b>99.9463</b>	<b>0.0537</b>	



mcg

*M. C. Gupta & Co.*  
*Company Secretaries*

**CS Mahesh C. Gupta**  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

Date: 23<sup>rd</sup> June, 2016

To,  
The Chairman of 30<sup>th</sup> Annual General Meeting of Gruh Finance Limited,  
Held on Wednesday, the 22<sup>nd</sup> Day of June, 2016 at 10.30 a.m. at H.T. Parekh Convention Centre,  
Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg,  
Ahmedabad – 380 015

**CONSOLIDATED SCRUTINIZER'S REPORT**

**THIRTIETH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GRUH FINANCE LIMITED HELD ON WEDNESDAY, 22<sup>nd</sup> DAY OF JUNE, 2016 AT 10:30 AM AT H.T. PAREKH CONVENTION CENTRE, AHMEDABAD MANAGEMENT ASSOCIATION (AMA), ATIRA CAMPUS, DR. VIKRAM SARABHAI MARG, AHMEDABAD 380 015.**

I, Mahesh C. Gupta, proprietor of M/s. M. C. Gupta & Co., Company Secretaries, have been appointed as Scrutinizer for the purpose of voting by electronic means and voting by poll to be carried by the Company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the report, at Annual General Meeting of the company held on 22<sup>nd</sup> June, 2016.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM] for the resolutions contained in the Notice of the 30<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

**Report on scrutiny:**

1. The Company has entered into an arrangement with National Securities Depositories Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 15<sup>th</sup> June, 2016.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Sunday, 19<sup>th</sup> June, 2016 (10:00 a.m.) till Tuesday, 21<sup>st</sup> June, 2016 (5:00 p.m.)

4. As cut-off date i.e. 15<sup>th</sup> June, 2016, there were 41,894 (Forty One Thousand Eight Hundred Ninety Four) shareholders.





5. At the end of remote e-voting period on 21<sup>st</sup> June, 2016 at 5:00 p.m., voting portal of service provider was blocked forthwith.
6. After the time fixed for closing of the poll by the Chairman, two poll boxes kept for polling were locked in my presence with due identification marks placed by me.
7. After Annual General Meeting, the poll boxes kept for voting were immediately opened by me in presence of Mr. Sparsh Gupta and Ms. Suchita Agarwal.
8. There were 71 shareholders present at the meeting present in person or by proxy at the Annual General Meeting.
9. On Wednesday, 22<sup>nd</sup> June, 2016 at 12:19 p.m., after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of Mr. Sparsh Gupta and Ms. Suchita Agarwal.
10. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents and the authorizations/proxies lodged with the Company.
11. The poll papers, which were incomplete and/ or which were otherwise found defective on account of reasons like non submission of authorities and/or Board resolutions, etc. have been treated as invalid.

**Consolidated report on result of voting through electronic means and voting by poll is as under:**

**Item No. 1: As an Ordinary Resolution**

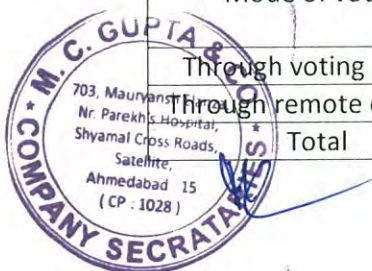
**Adoption of Audited Financial Statements and Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2016:**

(i) Voted **in favour** of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	23	1,99,651	0.0821
Through remote e-voting	154	24,27,87,034	99.9178
Total	177	24,29,86,685	99.9999

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	2	0.0001
Through remote e-voting	-	-	-
Total	1	2	0.0001





*M. C. Gupta & Co.*  
*Company Secretaries*

CS Mahesh C. Gupta  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	5	19,75,218
Through remote e-voting	50	2,79,18,673
Total	55	2,98,93,891

**Item No.2: As an Ordinary Resolution**

**Declaration of Dividend on Equity Shares**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	22	1,92,651	0.0793
Through remote e-voting	153	24,27,86,146	99.9203
Total	175	24,29,78,797	99.9996

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	2	-
Through remote e-voting	1	888	0.0004
Total	2	890	0.0004

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	6	19,82,218
Through remote e-voting	50	2,79,18,673
Total	56	2,99,00,891

**Item No. 3: As an Ordinary Resolution**

**Re-appointment of Mr. Keki M. Mistry (DIN: 00008886) as a Director who retires by rotation.**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	23	1,99,651	0.0823
Through remote e-voting	145	24,24,05,971	99.8979
Total	168	24,26,05,622	99.9802





*M. C. Gupta & Co.*  
*Company Secretaries*

**CS Mahesh C. Gupta**  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	2	-
Through remote e-voting	7	48,163	0.0198
Total	8	48,165	0.0198

(iii) Votes **Invalid**:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	5	19,75,218
Through remote e-voting	50	2,79,18,673
Total	55	2,98,93,891

**Item No.4: As an Ordinary Resolution**

**Re-appointment of Ms. Renu S. Karnad (DIN: 00008064) as a Director who retires by rotation.**

(i) Voted **in favour** of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	22	1,99,641	0.0823
Through remote e-voting	146	24,23,46,641	99.8978
Total	168	24,25,46,282	99.9801

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	2	12	0.0001
Through remote e-voting	7	48,163	0.0198
Total	9	48,175	0.0199

(iii) Votes **Invalid**:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	5	19,75,218
Through remote e-voting	50	2,79,18,673
Total	55	2,98,93,891

**Item No.5: As an Ordinary Resolution**

**Ratification of appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm Registration No.: 110417W) as Auditors and fixing their remuneration.**



(i) Voted **in favour** of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	23	1,99,651	0.0821
Through remote e-voting	152	24,27,86,919	99.9178
Total	175	24,29,86,570	99.9999

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	1	15	0.0001
Total	1	15	0.0001

(iii) Votes **Invalid**:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	6	19,75,220
Through remote e-voting	50	2,79,18,673
Total	56	2,98,93,893

**Item No. 6: As Special Business**

**Special Resolution for approval of increase in the borrowing powers from Rs. 12,000 crores to Rs. 15,000 crores under the provisions of Section 180(1) (c) of the Companies Act, 2013.**

(i) Voted **in favour** of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	20	1,95,891	0.0806
Through remote e-voting	147	24,26,92,107	99.8803
Total	167	24,28,87,998	99.9609

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	2	12	0.0001
Through remote e-voting	7	94,927	0.0390
Total	9	94,939	0.0391



mcg

*M. C. Gupta & Co.*  
*Company Secretaries*

CS Mahesh C. Gupta  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	7	19,78,968
Through remote e-voting	50	2,79,18,673
Total	57	2,98,97,641

**Item No.7: As Special Business**

**Special Resolution for approval of the issue of Redeemable Non-Convertible Debentures (NCDs) upto an amount not exceeding Rs.3,500 crores and Unsecured Redeemable Subordinated Debt - Tier II NCDs upto an amount of Rs. 115 crores (both aggregating to Rs. 3,615 crores)**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	21	1,95,901	0.0806
Through remote e-voting	145	24,26,54,507	99.8657
Total	166	24,28,50,408	99.9463

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	2	-
Through remote e-voting	8	1,30,517	0.0537
Total	9	1,30,519	0.0537

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	7	19,78,968
Through remote e-voting	50	2,79,18,673
Total	57	2,98,97,641

Note:



a) The shareholders abstained from voting on specific resolutions under remote e-voting are considered as invalid votes.

b) Shareholders whose signature is not tallying, improperly voted, abstain from voting resolutions are considered as invalid ones.

mc

M. C. Gupta & Co.  
Company Secretaries

CS Mahesh C. Gupta  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

12. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 30<sup>th</sup> Annual General Meeting to announce the results of the meeting.
13. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
14. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,  
For M. C. Gupta & Co.,  
Company Secretaries  
UCN: S1986GJ003400

*Mahesh Gupta*

Mahesh C. Gupta  
Proprietor  
Membership No.: 2047 (CP: 1028)



Place: Ahmedabad  
Date: 23<sup>rd</sup> June, 2016

*Sparsh Gupta*

Witness 1:  
Mr. Sparsh Gupta  
502, "Parikrama",  
Bh. Medilink Hospital,  
Shyamal Cross Road, Satellite,  
Ahmedabad – 380 015.

*Suchita Agarwal*

Witness 2:  
Ms. Suchita Agarwal  
G-7 Avtaar Flats,  
Near Under Bridge,  
Shahibaug,  
Ahmedabad – 380 004.

COUNTERSIGNED BY:  
For Gruh Finance Limited

*Kamlesh Shah*  
23/06/2016  
Kamlesh Shah  
Executive Director  
DIN: 03092230

(Under authority by Chairman)

