

**ANNEXURE F TO THE DIRECTORS' REPORT - FORM MGT-9 - EXTRACT OF ANNUAL RETURN  
as on the financial year ended on March 31, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1. CIN	L65923GJ1986PLC008809
2. Registration Date	July 21, 1986
3. Name of the Company	GRUH Finance Limited
4. Category / Sub-Category of the Company	Public Company limited by shares
5. Address of the Registered office and contact details:	"GRUH", Netaji Marg, Nr. Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380006 Tel : +91-79-2642 1671-75 Website : www.gruh.com Email : investorcare@gruh.com
6. Whether listed Company	Yes
7. Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Pvt. Limited 506-508, 5th Floor, Amarnath Business Centre-I, Beside Gala Business Centre, Nr. St.Xavier's College Corener, Off. C.G. Road, Navrangpura, Ahmedabad - 380 009. Tel : +91-79-2646 5179 Fax No.: +91-79-2646 5179 Email : ahmedabad@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Housing Finance	65923	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
1	Housing Development Finance Corporation Ltd. Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai - 400 020.	L70100MH1977PLC019916	Holding	56.09%	2(46)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
1 Indian									
a. Individual/HUF	-	-	-	-	-	-	-	-	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	211877850	-	211877850	57.93	411555700	-	411555700	56.09	(1.84)
e. Bank/ FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	211877850	-	211877850	57.93	411555700	-	411555700	56.09	(1.84)
2 Foreign									
a. NRIs- Individuals	-	-	-	-	-	-	-	-	-
b. Other- Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	-	-	-	-	-	-	-	-	-
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Share Holding of Promoters A (1+2)	211877850	-	211877850	57.93	411555700	-	411555700	56.09	(1.84)
<b>B. Public Shareholding</b>									
1 Institution									
a. Mutual Funds	34316649	-	34316649	9.38	68842399	-	68842399	9.38	0.01
a. Bank/ FI	1371817	14000	1385817	0.38	2796942	28000	2824942	0.39	0.01
b. Cent. Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	1000000	-	1000000	0.27	2000000	-	2000000	0.27	-
d. Venture Capital Funds	-	-	-	-	-	-	-	-	-
e. Insurance Companies	-	-	-	-	-	-	-	-	-
f. FIIs	38375025	1250000	39625025	10.83	76413094	2500000	78913094	10.76	(0.07)
g. Foreign Venture Cap. Fund	-	-	-	-	-	-	-	-	-
i. Alternate Investment Fund	1695324	-	1695324	0.46	4026382	-	4026382	0.55	0.09
j. Others	-	-	-	-	-	-	-	-	-
Sub-Total B (1)	76758815	1264000	78022815	21.33	154078817	2528000	156606817	21.35	0.03
2. Non-Institution									
a. Bodies Corporate	6912636	23350	6935986	1.90	16926752	42700	16969452	2.31	0.41
b. individuals									
i. individual shareholders holding nominal share capital upto ₹ 1 lakh	35656475	2962780	38619255	10.56	64576115	4757032	69333147	9.45	(1.11)
ii. individual shareholders holding nominal share capital excess of ₹ 1 lakh	19043690	-	19043690	5.21	45307509	-	45307509	6.18	0.97
c. NBFCs Registered with RBI	-	-	-	-	86013	-	86013	0.01	-
d. Trust Employee	-	-	-	-	684	-	684	0.00	-
c. Others									
i. NRI	8486421	-	8486421	2.32	15738328	-	15738328	2.15	(0.17)
ii. OCB	-	-	-	0.00	-	-	-	0.00	0.00
iii. Trust	98275	-	98275	0.03	106600	-	106600	0.01	(0.02)
vi. HUF	1388647	7300	1395947	0.38	2592658	14600	2607258	0.36	(0.02)
vii. Clearing Member	278542	-	278542	0.08	13456449	-	13456449	1.83	1.75
viii.IEPF	579980	-	579980	0.16	1166235	-	1166235	0.16	-
ix. Unclaimed Shares	381250	-	381250	0.10	753220	-	753220	0.10	-
x. Foreign National	-	-	-	-	100	-	100	0.00	-
Sub-Total B (2)	72825916	2993430	75819346	20.73	160710663	4814332	165524995	22.56	1.83
Net Total B (1+2)	149584731	4257430	158342161	42.07	314789480	7342332	322131812	43.91	1.84
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>361462581</b>	<b>4257430</b>	<b>365720011</b>	<b>100.00</b>	<b>726345180</b>	<b>7342332</b>	<b>733687512</b>	<b>100.00</b>	<b>-</b>

## ii. Shareholding of Promoters

Sr. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	Housing Development Finance Corporation Ltd.	211877850	57.93	-	411555700	56.09	-	(1.84)

## iii. Change in Promoter's Shareholding (Please specify, if there is no change)

During the year, HDFC Limited has sold 1,22,00,000 equity shares after the requisite approval received from NHB. Additionally, the percentage of the shareholding has changed due to various allotments of equity shares made during the year under the ESOS Scheme of the Company.

## iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year (April 1, 2018)		Shareholding at the end of the year (March 31, 2019)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Axis Mutual Fund Trustees Ltd. *	18389796	5.03	49153207	6.70
2	CLSA India Private Limited #	-	-	12200000	1.66
3	Ishana Capital Master Fund*	1403629	0.38	10473580	1.43
4	Amansa Holdings Private Limited#	-	-	9564673	1.30
5	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Hybrid '95 Fund #	-	-	9290100	1.27
6	SBI Magnum Multicap Fund *	11324000	3.10	4525000	0.62
7	Platinum Jubilee Investments Ltd *	2135440	0.58	4270880	0.58
8	Rachna Amin *	1807600	0.49	3615200	0.49
9	Arjun Sahgal *	1410000	0.39	2820000	0.38
10	Vanguard Total International Stock Index Fund *	1178565	0.32	2802252	0.38
11	Vanguard Emerging Markets Stock Index Fund *	1302298	0.36	2648213	0.36
12	UTI – Equity Fund *	3496494	0.96	1584647	0.22
13	SmallCap World Fund, INC @	8560000	2.34	-	-
14	Matthews India Fund @	3081950	0.84	-	-

1. The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence, the date wise increase / decrease in shareholding is not indicated.

2. \* Common top 10 shareholders as on April 1, 2018 and March 31, 2019

@ Top 10 shareholders only as on April 1, 2018

# Top 10 shareholders only as on March 31, 2019

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director/KMP	Shareholding at the beginning of the year on April 1, 2018		No. of shares purchased (allotted pursuant to exercise of ESOS and/or Bonus entitlement during the year)	No of shares sold / transferred during the year	Shareholding at the end of the year on March 31, 2019	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Mr. Keki M. Mistry	332900	0.09	332900	-	665800	0.09
2	Mr. Prafull Anubhai	8000	0.00	8000	8000	8000	0.00
3	Ms. Renu S. Karnad	467230	0.13	467230	-	934460	0.13
4	Mr. K.G. Krishnamurthy	466650	0.13	466650	-	933300	0.13
5	Mr. S.G. Mankad	130000	0.04	130000	-	260000	0.04
6	Mr. Biswamohan Mahapatra	0	0.00	-	-	0	0.00
7	Mr. Pankaj Patel	0	0.00	-	-	0	0.00
8	Mr. Rajesh Gupta	0	0.00	-	-	0	0.00
9	Ms. Bhavna Doshi	0	0.00	-	-	0	0.00
10	Mr. Kamlesh Shah	320366	0.09	510366	138080	692652	0.09
11	Mr. Sudhin Choksey	339816	0.09	549816	302113	587519	0.08
12	Mr. Marcus Lobo	316450	0.09	364950	24000	657400	0.09
13	Mr. Hitesh Agrawal	63150	0.02	98850	80700	81300	0.01

\* Date wise increase / decrease in shareholding of directors and the KMPs is available on the website of the National Stock Exchange of India Limited and the BSE Limited

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in crore)

Particulars	Secured Loans excluding Public Deposits	Unsecured Loans	Public Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal Amount	11,782.69	805.00	1,458.31	14,046.00
2) Interest due but not paid	0.00	0.00	0.00	0.00
3) Interest accrued but not due	57.61	0.07	49.43	107.11
Total (1+2+3)	11,840.30	805.07	1,507.74	14,153.11
Change in Indebtedness during the financial year				
1) Addition	6,080.10	0.00	179.60	6,259.70
2) Reduction	3,109.90	570.00	89.80	3,769.70
Net Change	2,970.20	(570.00)	89.80	2,490.00
Indebtedness at the end of the financial year				
1) Principal Amount	14,786.30	235.00	1,562.25	16,583.55
2) Interest due but not paid	0.00	0.00	0.00	0.00
3) Interest accrued but not due	24.20	0.07	35.29	59.56
Total (1+2+3)	14,810.50	235.07	1,597.54	16,643.11

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director and Whole-Time Directors :

(₹ in lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD		Total
		Mr. Sudhin Choksey	Mr. Kamlesh Shah	
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act	236.00	84.00	320.00
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (*)	14.02	5.40	19.42
(c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
-	As % of Profit	-	-	-
-	Others, specify	-	-	-
5	Others, please specify			
	Contribution to Provident Fund	14.16	6.30	20.46
	Ex-gratia	185.00	60.00	245.00
	Total (A)	449.18	155.70	604.88
	Ceiling as per the Act			6218.59

\* Excludes value of perquisite on exercise of stock options.

### B. Remuneration of other directors :

(₹ in lacs)

Name of Directors	Particulars of Remuneration			Total
	Fees for attending board / committee meetings	Commission paid(*)	Others, please specify	
Mr. Keki M. Mistry - Chairman	7.60	-	-	7.60
Mr. Prafull Anubhai (upto March 31, 2019)	13.05	15.00	-	28.05
Ms. Renu S. Karnad (upto March 8, 2019)	3.40	-	-	3.40
Mr. K. G. Krishnamurthy	6.80	-	-	6.80
Mr. S. G. Mankad	6.25	15.00	-	21.25
Mr. Biswamohan Mahapatra	5.20	15.00	-	20.20
Mr. Pankaj Patel	1.80	15.00	-	16.80
Mr. Rajesh Gupta	8.60	15.00	-	23.60
Ms. Bhavna Doshi	8.60	3.75	-	12.35
Total (B)	61.30	78.75	-	140.05
Ceiling as per the Act:				621.86
(*) Commission for the year 2017-18 was paid during the year 2018-19.				
Total (A+B)				744.93

**C. Remuneration to Key Managerial Personnel Other than MD/WTD**

(₹ in lacs)

Sr. No.	Particulars of Remuneration	Name of KMP		Total
		Mr. Marcus Lobo	Mr. Hitesh Agrawal	
1	Gross Salary			
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	40.55	21.54	62.09
b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (*)	1.41	1.38	2.79
c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
-	As % of Profit	-	-	-
-	Others, specify	-	-	-
5	Others, please specify			
	Contribution to Provident Fund	2.56	1.08	3.64
	Performance Bonus	13.65	7.13	20.78
	Total	58.17	31.13	89.30

\* Excludes value of perquisite on exercise of stock options.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

During the year under review, GRUH or any of its Directors were not liable for any penalty, punishment or any compounding offences under the Companies Act, 2013.

**ANNEXURE G TO THE DIRECTORS' REPORT - POLICY ON TRANSACTIONS WITH RELATED PARTIES**
**1. Policy**

As a policy, GRUH (the "Company") discourages Transactions with Related Parties unless they are determined to be in the Company's best interests and they have been approved in accordance with the terms and conditions of this Policy. The Board of Directors (the "Board") further recognises that related party transactions could present conflicts of interest and/or improper valuation (or the perception or appearance thereof) and therefore has adopted this Related Party Transaction Policy (this "Policy") to be followed in connection with all related party transactions involving the Company. The Board recognises that transactions between related parties and the Company may occur in the ordinary course of business and on arm's length basis. All Related Party Transactions, as the term is defined in this policy, shall be subject to review and approval in accordance with the procedures set forth below.

**2. Definitions**

- 2.1. "Applicable Laws" includes (a) the Companies Act, 2013 ("the Act") and rules made thereunder; (b) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (c) Accounting Standards (d) National Housing Bank (NHB) Act, NHB Housing Finance Companies Directions, 2010 and Notifications issued by NHB from time to time and (e) any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions.
- 2.2. "Audit Committee" means the committee of Board of Directors of the Company constituted in accordance with the provisions of Companies Act, 2013 and Rules made thereunder.
- 2.3. "Related Party Transaction" as per regulation 2(1)(zc) of SEBI (LODR), 2015 mean a transfer of resources, services or obligations between listed entity and a related party, regardless of whether a price is charged. As per section 188(1) of Companies Act, 2013 related party transaction will include following specific transactions :
  - a) sale, purchase or supply of any goods or materials;
  - b) selling or otherwise disposing of, or buying, property of any kind;
  - c) leasing of property of any kind;
  - d) availing or rendering of any services;
  - e) appointment of any agent for purchase or sale of goods, materials, services or property;