

Date: 19th July, 2019

To,
The Chairman of 33rd Annual General Meeting of Gruh Finance Limited,
Held on Friday, the 19th Day of July, 2019 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

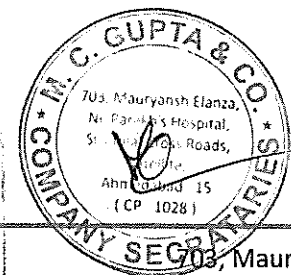
THIRTY THIRD ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GRUH FINANCE LIMITED HELD ON FRIDAY, THE 19th DAY OF JULY, 2019 AT 10:30 AM AT H.T. PAREKH CONVENTION CENTRE, AHMEDABAD MANAGEMENT ASSOCIATION (AMA), ATIRA CAMPUS, DR. VIKRAM SARABHAI MARG, AHMEDABAD 380 015.

I, Mahesh C. Gupta, proprietor of M/s. M. C. Gupta & Co., Company Secretaries, (Membership No. FCS: 2047) 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 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, in respect of resolutions mentioned in the report, at the 33rd Annual General Meeting of the company held on 19th July, 2019.

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 33rd AGM of the Equity Shareholders of the Company. Our responsibility as a 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 12th July, 2019.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, 16th July, 2019 (09:00 a.m.) till Thursday, 18th July, 2019 (5:00 p.m.)



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M. C. Gupta & Co.
Company Secretaries

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

4. As on cut-off date i.e. 12th July, 2019 there were 74,953 (Seventy-Four Thousand Nine Hundred Fifty-Three) shareholders.
5. At the end of remote e-voting period on 18th July, 2019 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 the presence of Mr. Sparsh Gupta and Ms. Pallavi Gupta.
8. There were 84 shareholders present, out of which 82 shareholders were present in person, 1 shareholder through proxy and 1 corporate shareholder through authorised representative at the Annual General Meeting.
9. On Friday, 19th July, 2019 at 12:12 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. Pallavi Gupta.
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.

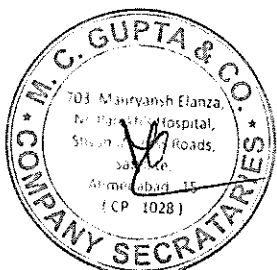
Consolidated report on result of voting through electronic means and voting by poll is as under:

Item No. 1: As an Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon:

(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	34	5,31,589	0.1183
Through remote e-voting	250	44,86,29,544	99.8816
Total	284	44,91,61,133	99.9999



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(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	10	0.0001
Total	1	10	0.0001

(ii) 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	7,670
Through remote e-voting	60	5,99,12,923
Total	65	5,99,20,593

Item No.2: As an Ordinary Resolution

Declaration of dividend on equity shares:

(i) Voted in favour of the resolution:

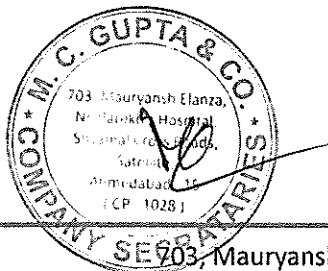
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	34	5,31,589	0.1183
Through remote e-voting	252	44,86,79,318	99.8816
Total	286	44,92,10,907	99.9999

(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	10	0.0001
Total	1	10	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	5	7,670
Through remote e-voting	62	5,99,51,023
Total	67	5,99,58,693



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Item No. 3: As an Ordinary Resolution

Appointment of Mr. Keki M. Mistry, (DIN: 00008886) as a Director who retires by rotation and, being eligible, offers himself for re-appointment:

(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	33	5,31,129	0.1182
Through remote e-voting	173	42,85,58,538	95.4021
Total	206	42,90,89,667	95.5203

(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	460	0.0001
Through remote e-voting	81	2,01,22,714	4.4796
Total	82	2,01,23,174	4.4797

(iii) Votes Invalid:

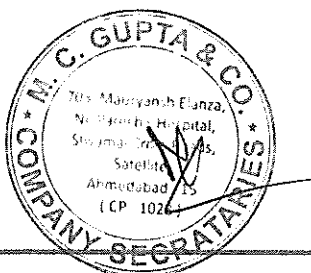
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	5	7,670
Through remote e-voting	62	5,99,51,023
Total	67	5,99,58,693

Item No. 4: As a Special Resolution

Approval of issuance of Redeemable Non-Convertible Debentures (NCDs) and issue of Unsecured Redeemable Subordinated Debt – Tier II NCDs:

(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	34	5,31,589	0.1183
Through remote e-voting	238	44,76,35,370	99.6498
Total	272	44,81,66,959	99.7681



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(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	14	10,41,760	0.2319
Total	14	10,41,760	0.2319

(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	7,670
Through remote e-voting	62	5,99,51,023
Total	67	5,99,58,693

Item No. 5: As a Special Resolution

Approval for payment of commission to Non-Executive Directors of the Company:

(i) Voted in favour of the resolution:

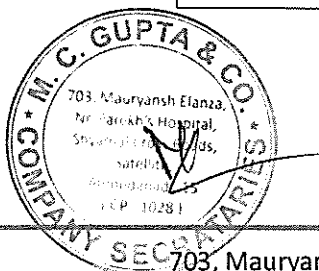
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	33	5,31,568	0.1185
Through remote e-voting	234	44,76,09,008	99.7936
Total	267	44,81,40,576	99.9121

(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	21	0.0001
Through remote e-voting	16	3,93,984	0.0878
Total	17	3,94,005	0.0879

(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	7,670
Through remote e-voting	62	5,99,51,023
Total	67	5,99,58,693



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Item No. 6: As a Special Resolution

Increase in limit of total shareholding of all the Registered Foreign Portfolio Investors (FPIs) / Registered Foreign Institutional Investors (FIIs) put together from 24% to 40% of the paid-up equity share capital of the Company:

(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	32	5,08,768	0.1133
Through remote e-voting	248	44,86,73,375	99.8803
Total	280	44,91,82,143	99.9936

(ii) Voted against the resolution:

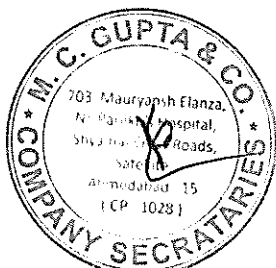
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	2	22,821	0.0050
Through remote e-voting	5	6,275	0.0014
Total	7	29,096	0.0064

(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	7,670
Through remote e-voting	62	5,99,51,023
Total	67	5,99,58,693

Note:

- a) Shareholders whose signature is not tallying, improperly voted, abstain from voting resolutions are considered as invalid ones.
- b) Institutional / Body Corporate Shareholders, which have not furnished the Board Resolution / Authority, are considered as invalid ones.



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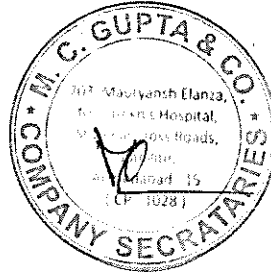
12. Based on the above voting, all resolutions carried on with requisite majority, accordingly I requested the Chairman of the 33rd Annual General Meeting to announce the results of the meeting.
13. A complete list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared 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: 19th July, 2019

Sparsh Gupta

Witness 1:
Mr. Sparsh Gupta
703, Mauryansh Elanza,
Nr. Parekh's Hospital,
Satellite,
Ahmedabad – 380 015.

Pallavi Gupta

Witness 2:
Ms. Pallavi Gupta
502, Parikrama Tower,
Bh. Medilink Hospital,
Satellite,
Ahmedabad 380 015.

COUNTERSIGNED BY:
For Gruh Finance Limited

Marcus Lobo

Marcus Lobo
Company Secretary
(Under authority by Chairperson)