



**GRUH  
FINANCE  
LIMITED**

*We help you build homes*

SEC: 2018:  
May 30, 2018

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

**BSE Security Code No: 511288**

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 32<sup>nd</sup> AGM of the Company:**

This is to inform you that the 32<sup>nd</sup> Annual General Meeting of Members of GRUH Finance Limited was held on Wednesday, May 30, 2018 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 32<sup>nd</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

## Voting Results

Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company: GRUH Finance Limited

Date of the AGM	May 30 <sup>th</sup> , 2018
Total number of shareholders on record date	50797
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	90
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public	Not Applicable



## Gruh Finance Limited

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, 2018.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47940239	0	100.0000	0.0000	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47940239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3560606	4.6886	3560601	5	99.9999	0.0001	0
	Poll		207597	0.2734	207597	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3768203</b>	<b>4.9620</b>	<b>3768198</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263586292</b>	<b>72.0732</b>	<b>263586287</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>	<b>13331687</b>



## Gruh Finance Limited

Resolution Required : (Ordinary)		2 - Declaration of Dividend on Equity Shares							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47940239	0	100.0000	0.0000	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47940239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3592821	4.7310	3592772	49	99.9986	0.0014	0
	Poll		198500	0.2614	198500	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3791321</b>	<b>4.9924</b>	<b>3791272</b>	<b>49</b>	<b>99.9987</b>	<b>0.0013</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263609410</b>	<b>72.0796</b>	<b>263609361</b>	<b>49</b>	<b>100.0000</b>	<b>0.0000</b>	<b>13331687</b>



## Gruh Finance Limited

Resolution Required : (Ordinary)		3 - Re-appointment of Mr. K. G. Krishnamurthy, (DIN 00012579), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47547139	393100	99.1800	0.8200	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47547139</b>	<b>393100</b>	<b>99.1800</b>	<b>0.8200</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3591232	4.7290	3590620	612	99.9830	0.0170	0
	Poll		207600	0.2734	207597	3	99.9986	0.0014	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3798832</b>	<b>5.0024</b>	<b>3798217</b>	<b>615</b>	<b>99.9838</b>	<b>0.0162</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263616921</b>	<b>72.0816</b>	<b>263223206</b>	<b>393715</b>	<b>99.8506</b>	<b>0.1494</b>	<b>13331687</b>



## Gruh Finance Limited

Resolution Required : (Ordinary)		4 - Ratification of Appointment of M/s. Deloitte Haskins & Sells LLP, (Firm Registration No. 117366W/W-100018) as Auditors and fixing their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47262274	677965	98.5858	1.4142	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47262274</b>	<b>677965</b>	<b>98.5858</b>	<b>1.4142</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3588882	4.7259	3582705	6177	99.8279	0.1721	0
	Poll		207050	0.2726	207050	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3795932</b>	<b>4.9985</b>	<b>3789755</b>	<b>6177</b>	<b>99.8373</b>	<b>0.1627</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263614021</b>	<b>72.0808</b>	<b>262929879</b>	<b>684142</b>	<b>99.7405</b>	<b>0.2595</b>	<b>13331687</b>



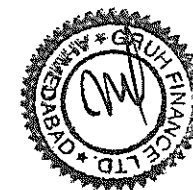
## Gruh Finance Limited

Resolution Required : (Ordinary)		5 - Appointment of Ms. Bhavna Doshi (DIN 00400508) as an Independent Director of the Company for a period of five years w.e.f. January 20, 2018 upto January 19, 2023.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47805527	61.3672	47270792	534735	98.8814	1.1186	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47805527</b>	<b>61.3672</b>	<b>47270792</b>	<b>534735</b>	<b>98.8814</b>	<b>1.1186</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3583927	4.7193	3583510	417	99.9884	0.0116	0
	Poll		207600	0.2734	207597	3	99.9986	0.0014	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3791527</b>	<b>4.9927</b>	<b>3791107</b>	<b>420</b>	<b>99.9889</b>	<b>0.0111</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263474904</b>	<b>72.0428</b>	<b>262939749</b>	<b>535155</b>	<b>99.7969</b>	<b>0.2031</b>	<b>13331687</b>



## Gruh Finance Limited

Resolution Required : (Ordinary)			6 - Special Resolution for re-appointment of Mr. Biswamohan Mahapatra (DIN 06990345) as an Independent Director of the Company for a period of five years w.e.f. March 19, 2018 upto March 18, 2023.						
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47940239	0	100.0000	0.0000	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47940239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3591232	4.7290	3583854	7378	99.7946	0.2054	0
	Poll		207050	0.2726	207050	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3798282</b>	<b>5.0016</b>	<b>3790904</b>	<b>7378</b>	<b>99.8058</b>	<b>0.1942</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263616371</b>	<b>72.0815</b>	<b>263608993</b>	<b>7378</b>	<b>99.9972</b>	<b>0.0028</b>	<b>13331687</b>





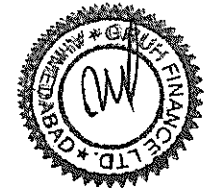
## Gruh Finance Limited

Resolution Required : (Ordinary)

7 - Appointment of Ms. Renu S Karnad (DIN 00008064) as a director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47805527	61.3672	39626953	8178574	82.8920	17.1080	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47805527</b>	<b>61.3672</b>	<b>39626953</b>	<b>8178574</b>	<b>82.8920</b>	<b>17.1080</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3586312	4.7225	3585907	405	99.9887	0.0113	0
	Poll		207600	0.2734	207597	3	99.9986	0.0014	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3793912</b>	<b>4.9959</b>	<b>3793504</b>	<b>408</b>	<b>99.9892</b>	<b>0.0108</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263477289</b>	<b>72.0434</b>	<b>255298307</b>	<b>8178982</b>	<b>96.8958</b>	<b>3.1042</b>	<b>13331687</b>



## Gruh Finance Limited

Resolution Required : (Ordinary)			8 - Approval of increase in Authorised Share Capital of the Company from Rs. 100 crores to Rs. 200 crores and consequent amendment to the Memorandum of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	44841791	3098448	93.5369	6.4631	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>44841791</b>	<b>3098448</b>	<b>93.5369</b>	<b>6.4631</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3592826	4.7311	3592583	243	99.9932	0.0068	0
	Poll		207050	0.2726	207047	3	99.9986	0.0014	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3799876</b>	<b>5.0037</b>	<b>3799630</b>	<b>246</b>	<b>99.9935</b>	<b>0.0065</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263617965</b>	<b>72.0819</b>	<b>260519271</b>	<b>3098694</b>	<b>98.8246</b>	<b>1.1754</b>	<b>13331687</b>



## Gruh Finance Limited

Resolution Required : (Ordinary)

9 - Approval of issue of 36,57,20,011 equity shares as Bonus shares in the ratio of 1:1 to the Shareholders.

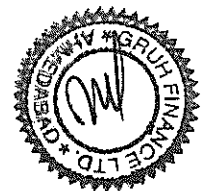
Whether promoter/ promoter group are interested in the agenda/resolution?

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	No. of votes Invalid
			[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47940239	0	100.0000	0.0000	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47940239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3592776	4.7310	3592771	5	99.9999	0.0001	0
	Poll		207047	0.2726	207047	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3799823</b>	<b>5.0036</b>	<b>3799818</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263617912</b>	<b>72.0819</b>	<b>263617907</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>	<b>13331687</b>



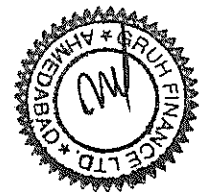
## Gruh Finance Limited

Resolution Required : (Ordinary)		10 - Special Resolution for approving increase in the borrowing powers under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 21,000 crores.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47782171	158068	99.6703	0.3297	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47782171</b>	<b>158068</b>	<b>99.6703</b>	<b>0.3297</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3587698	4.7243	3587435	263	99.9927	0.0073	0
	Poll		207050	0.2726	207047	3	99.9986	0.0014	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3794748</b>	<b>4.9969</b>	<b>3794482</b>	<b>266</b>	<b>99.9930</b>	<b>0.0070</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263612837</b>	<b>72.0805</b>	<b>263454503</b>	<b>158334</b>	<b>99.9399</b>	<b>0.0601</b>	<b>13331687</b>



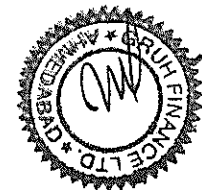
## Gruh Finance Limited

Resolution Required : (Ordinary)		11 - Special Resolution for approval for creation of security or to encumber immovable and movable properties of the Company under section 180(1)(a) of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	77900791	39380239	50.5518	39222171	158068	99.5986	0.4014	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>39380239</b>	<b>50.5518</b>	<b>39222171</b>	<b>158068</b>	<b>99.5986</b>	<b>0.4014</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3592593	4.7307	3591965	628	99.9825	0.0175	0
	Poll		207050	0.2726	207050	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3799643</b>	<b>5.0033</b>	<b>3799015</b>	<b>628</b>	<b>99.9835</b>	<b>0.0165</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>255057732</b>	<b>69.7413</b>	<b>254899036</b>	<b>158696</b>	<b>99.9378</b>	<b>0.0622</b>	<b>13331687</b>



## Gruh Finance Limited

Resolution Required : (Ordinary)		12 - Special Resolution for approval for issuance of Redeemable Non Convertible Debentures (NCDs) upto an amount not exceeding Rs. 5000 crores and issuance of Unsecured Redeemable Subordinated Debt – Tier II NCDs upto an amount of Rs. 100 crores (both aggregating to Rs. 5100 crores) on private placement.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	211877850	211877850	100.0000	211877850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>211877850</b>	<b>100.0000</b>	<b>211877850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	77900791	47940239	61.5401	47782171	158068	99.6703	0.3297	13331687
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>47940239</b>	<b>61.5401</b>	<b>47782171</b>	<b>158068</b>	<b>99.6703</b>	<b>0.3297</b>	<b>13331687</b>
Public Non Institutions	E-Voting	75941370	3592826	4.7311	3592802	24	99.9993	0.0007	0
	Poll		207600	0.2734	207600	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3800426</b>	<b>5.0045</b>	<b>3800402</b>	<b>24</b>	<b>99.9994</b>	<b>0.0006</b>	<b>0</b>
<b>Total</b>		<b>365720011</b>	<b>263618515</b>	<b>72.0821</b>	<b>263460423</b>	<b>158092</b>	<b>99.9400</b>	<b>0.0600</b>	<b>13331687</b>



Date: 30<sup>th</sup> May, 2018

To,  
The Chairman of 32<sup>nd</sup> Annual General Meeting of Gruh Finance Limited,  
Held on Wednesday, the 30<sup>th</sup> Day of May, 2018 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 SECOND ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GRUH FINANCE LIMITED HELD ON WEDNESDAY, THE 30<sup>th</sup> DAY OF MAY, 2018 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 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, in respect of resolutions mentioned in the report, at the 32<sup>nd</sup> Annual General Meeting of the company held on 30<sup>th</sup> May, 2018.

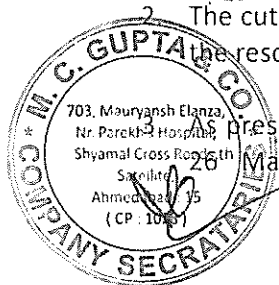
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM] for the resolutions contained in the Notice of the 32<sup>nd</sup> AGM of 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 23<sup>rd</sup> May, 2018.

3. As prescribed in the Rules, remote e-voting facility was kept open for four days from Saturday, 26<sup>th</sup> May, 2018 (09:00 a.m.) till Tuesday, 29<sup>th</sup> May, 2018 (5:00 p.m.)



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*Company Secretaries*

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4. As in cut-off date i.e. 23<sup>rd</sup> May, 2018 there were 50,797 (Fifty thousand seven hundred ninety-seven) shareholders.
5. At the end of remote e-voting period on 29<sup>th</sup> May, 2018 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 Ms. Avani Jain and Ms. Surbhi Maheshwari.
8. There were 91 shareholders present in person or by proxy or through authorised representatives at the Annual General Meeting.
9. On Wednesday, 30<sup>th</sup> May, 2018 at 12.27 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 Ms. Avani Jain and Ms. Surbhi Maheshwari.
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.

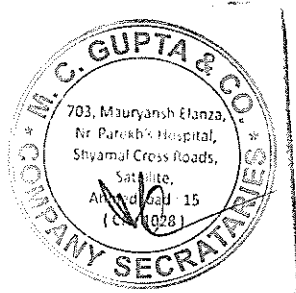
**Consolidated report on result of voting through electronic means and voting by poll is as under:**

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

**Adoption of Audited Financial Statements of the Company for the year ended March 31, 2018 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	42	207597	0.0787
Through remote e-voting	186	263378690	99.9212
Total	228	263586287	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	5	0.0001
<b>Total</b>	<b>1</b>	<b>5</b>	<b>0.0001</b>

(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	2	11
Through remote e-voting	34	13331687
<b>Total</b>	<b>36</b>	<b>13331698</b>

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

**Declaration of Dividend on Equity Shares:**

(i) Voted in favour of the resolution:

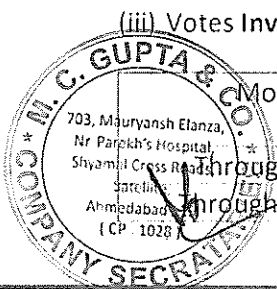
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	41	198500	0.0753
Through remote e-voting	187	263410861	99.9246
<b>Total</b>	<b>228</b>	<b>263609361</b>	<b>99.9999</b>

(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	2	49	0.0001
<b>Total</b>	<b>2</b>	<b>49</b>	<b>0.0001</b>

(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	2	11
Through remote e-voting	34	13331687



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Total	36	13331698
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**Item No. 3: As an Ordinary Resolution**

Appointment of Mr. K. G. Krishnamurthy, (DIN: 00012579) 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	42	207597	0.0788
Through remote e-voting	184	263015609	99.7718
Total	226	263223206	99.8506

(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	3	0.0001
Through remote e-voting	4	393712	0.1493
Total	5	393715	0.1494

(iii) Votes Invalid:

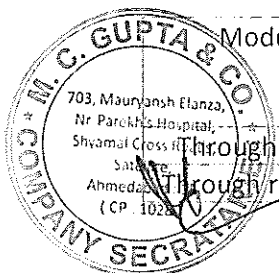
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	2	11
Through remote e-voting	34	13331687
Total	36	13331688

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

Ratification of Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company and fix 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	42	207050	0.0785
Through remote e-voting	180	262722829	99.6619



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Total	222	262929879	99.7404
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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	7	684142	0.2595
Total	7	684142	0.2595

(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	2	11
Through remote e-voting	34	13331687
Total	36	13331698

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

**Appointment of Ms. Bhavna Doshi (DIN: 00400508) as an Independent Director of the Company:**

(i) Voted in favour of the resolution:

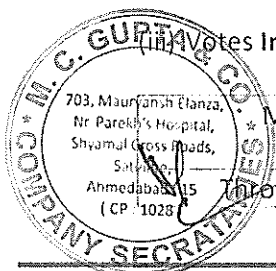
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	42	207597	0.0787
Through remote e-voting	172	262732152	99.7181
Total	214	262939749	99.7968

(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	3	0.0000
Through remote e-voting	13	535152	0.2031
Total	14	535155	0.2031

(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	2	11



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Through remote e-voting	34	13331687
Total	36	13331698

**Item No.6: As a Special Resolution**

**Re- Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as an Independent Director 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	42	207050	0.0786
Through remote e-voting	181	263401943	99.9186
Total	223	263608993	99.9972

(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	7	7378	0.0027
Total	7	7378	0.0027

(iii) Votes Invalid:

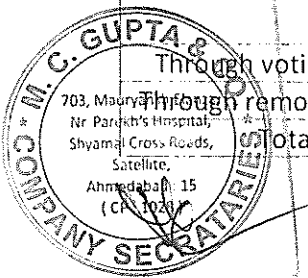
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	2	11
Through remote e-voting	34	13331687
Total	36	13331698

**Item No.7: As an Ordinary Resolution**

**Appointment of Ms. Renu S. Karnad (DIN: 00008064) as a Director 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	42	207597	0.0787
Through remote e-voting	141	255090710	96.8170
Total	183	255298307	96.8957



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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	1	3	0.0000
Through remote e-voting	44	8178979	3.1042
Total	45	8178982	3.1042

(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	2	11
Through remote e-voting	34	13331687
Total	36	13331698

**Item No.8: As an Ordinary Resolution**

**Approval for Increase in Authorised Share Capital and Consequent amendment to the Memorandum of Association of the Company:**

(i) Voted in favour of the resolution:

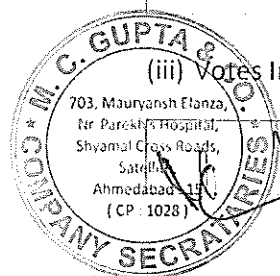
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	41	207047	0.0785
Through remote e-voting	182	260312224	98.7460
Total	223	260519271	98.8245

(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	3	0.0000
Through remote e-voting	8	3098691	1.1754
Total	9	3098694	1.1754

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members



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Through voting by poll	2	11
Through remote e-voting	34	13331687
<b>Total</b>	<b>36</b>	<b>13331698</b>

**Item No. 9: As an Ordinary Resolution**

**Issue of Bonus 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	41	207047	0.0785
Through remote e-voting	188	263410860	99.9214
<b>Total</b>	<b>229</b>	<b>263617907</b>	<b>99.9999</b>

(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	5	0.0001
<b>Total</b>	<b>1</b>	<b>5</b>	<b>0.0001</b>

(iii) Votes Invalid:

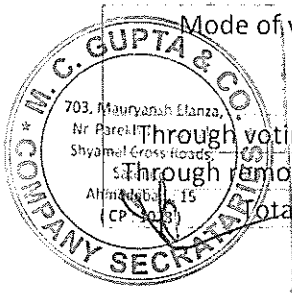
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	2	11
Through remote e-voting	34	13331687
<b>Total</b>	<b>36</b>	<b>13331698</b>

**Item No. 10: As a Special Resolution**

**Approval for Increasing the Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 21,000 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	41	207047	0.0785
Through remote e-voting	177	263247456	99.8614
<b>Total</b>	<b>218</b>	<b>263454503</b>	<b>99.9399</b>



*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	3	0.0000
Through remote e-voting	9	158331	0.0600
Total	10	158334	0.0600

(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	2	11
Through remote e-voting	34	13331687
Total	36	13331698

**Item No.11: As a Special Resolution**

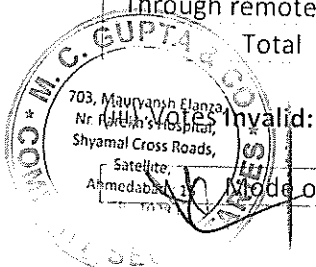
Approval for Creation of Charges, Mortgages, Hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013:

(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	42	207050	0.0811
Through remote e-voting	181	254691986	99.8566
Total	223	254899036	99.9377

(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	7	158696	0.0622
Total	7	158696	0.0622



Invalid:

Mode of voting	Number of Members voted (in	Number of Votes Cast by
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703, Mauryansh Elanza, Nr. Parekh's Hospital, Shyamal Cross Roads, Satellite, Ahmedabad – 380 015

+91 98 2509 1414 | +91 79 2676 9976 | +91 79 6663 9976 | mcguptacs@gmail.com | mcguptacs@yahoo.com

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

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

	person or by proxy)	Members
Through voting by poll	2	11
Through remote e-voting	34	13331687
Total	36	13331698

**Item No.12: As a Special Resolution**

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

(iv) 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	43	207600	0.0787
Through remote e-voting	183	263252823	99.8613
Total	226	263460423	99.9400

(v) Voted against the resolution:

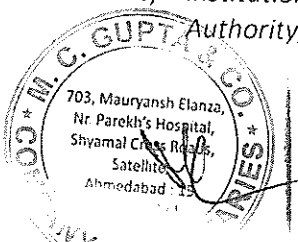
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	7	158092	0.0599
Total	7	158092	0.0599

(vi) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	2	11
Through remote e-voting	34	13331687
Total	36	13331698

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.
- c) Institutional / Body Corporate Shareholders, which have not furnished the Board Resolution / Authority, are considered as invalid ones.



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*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 I requested the Chairman of the 32<sup>nd</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: 30<sup>th</sup> May, 2018

*Avani*

Witness 1:  
Ms. Avani Jain  
B-902, Neelkanth Elegance  
Radio Mirchi Tower,  
Satellite,  
Ahmedabad – 380 015.

*Surbhi*

Witness 2:  
Ms. Surbhi Maheshwari  
55, Shyamal Row-Houses,  
Shyamal Cross Roads,  
Satellite,  
Ahmedabad – 380 015.



COUNTERSIGNED BY:  
For Gruh Finance Limited

*Marcus Lobo*

Marcus Lobo  
Company Secretary  
(Under authority by Chairperson)

