

**GRUH  
FINANCE  
LIMITED**

*We help you build homes*

SEC: 2019:  
July 19, 2019

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 33<sup>rd</sup> AGM of the Company:**

This is to inform you that the 33<sup>rd</sup> Annual General Meeting of Members of GRUH Finance Limited was held on Friday, July 19, 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, 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 33<sup>rd</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) 2642 1671-75, 2656 0649

CIN : L65923GJ1986PLC008809 - Website : www.gruh.com

## GRUH Finance Limited

1 - Adoption of the Audited Financial Statement and Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2019.

Resolution Required : (Ordinary)

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

No

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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		347968926	100.0000	347968926	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		347968926							
	<b>Total</b>		<b>347968926</b>	<b>100.0000</b>	<b>347968926</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		94386891	41.5109	94386891	0	100.0000	0.0000	59912239
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		227378706							
	<b>Total</b>		<b>94386891</b>	<b>41.5109</b>	<b>94386891</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>59912239</b>
Public Non Institutions	E-Voting		6273737	3.9570	6273727	10	99.9998	0.0002	684
	Poll		531589	0.3353	531589	0	100.0000	0.0000	0
		158546146							
	<b>Total</b>		<b>6805326</b>	<b>4.2923</b>	<b>6805316</b>	<b>10</b>	<b>99.9999</b>	<b>0.0001</b>	<b>684</b>
<b>Total</b>		<b>733893778</b>	<b>449161143</b>	<b>61.2025</b>	<b>449161133</b>	<b>10</b>	<b>100.0000</b>	<b>0.0000</b>	<b>59912923</b>



## GRUH Finance Limited

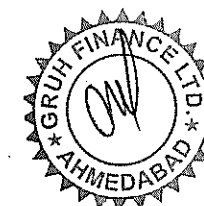
Resolution Required : (Ordinary)

2 - Declaration of Dividend on Equity Shares.

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

No

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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		347968926	100.0000	347968926	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		347968926							
	<b>Total</b>		<b>347968926</b>	<b>100.0000</b>	<b>347968926</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		94408511	41.5204	94408511	0	100.0000	0.0000	59930339
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		227378706							
	<b>Total</b>		<b>94408511</b>	<b>41.5204</b>	<b>94408511</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>59930339</b>
Public Non Institutions	E-Voting		6301891	3.9748	6301881	10	99.9998	0.0002	20684
	Poll		531589	0.3353	531589	0	100.0000	0.0000	0
		158546146							
	<b>Total</b>		<b>6833480</b>	<b>4.3101</b>	<b>6833470</b>	<b>10</b>	<b>99.9999</b>	<b>0.0001</b>	<b>20684</b>
<b>Total</b>		<b>733893778</b>	<b>449210917</b>	<b>61.2093</b>	<b>449210907</b>	<b>10</b>	<b>100.0000</b>	<b>0.0000</b>	<b>59951023</b>



## GRUH Finance Limited

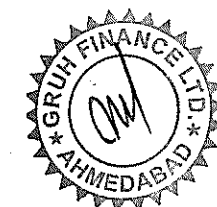
3 - Appointment of Mr. Keki M. Mistry, (DIN 00008886), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary)

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

No

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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		347968926	100.0000	347968926	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		347968926							
	<b>Total</b>		<b>347968926</b>	<b>100.0000</b>	<b>347968926</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		94408511	41.5204	74296619	20111892	78.6970	21.3030	59930339
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		227378706							
	<b>Total</b>		<b>94408511</b>	<b>41.5204</b>	<b>74296619</b>	<b>20111892</b>	<b>78.6970</b>	<b>21.3030</b>	<b>59930339</b>
Public Non Institutions	E-Voting		6303815	3.9760	6292993	10822	99.8283	0.1717	20684
	Poll		531589	0.3353	531129	460	99.9135	0.0865	0
		158546146							
	<b>Total</b>		<b>6835404</b>	<b>4.3113</b>	<b>6824122</b>	<b>11282</b>	<b>99.8349</b>	<b>0.1651</b>	<b>20684</b>
<b>Total</b>		<b>733893778</b>	<b>449212841</b>	<b>61.2095</b>	<b>429089667</b>	<b>20123174</b>	<b>95.5203</b>	<b>4.4797</b>	<b>59951023</b>



## GRUH Finance Limited

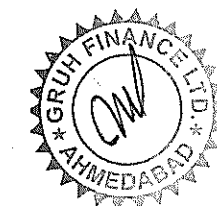
4 - Special Resolution for Approval for issuance of Redeemable Non Convertible Debentures (NCDs) upto an amount not exceeding Rs. 5000 crore and issuance of Unsecured Redeemable Subordinated Debt — Tier II NCDs upto an amount of Rs. 100 crore (both aggregating to Rs. 5100 crore) on private placement.

Resolution Required : (Special)

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

No

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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		347968926	100.0000	347968926	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		347968926							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>347968926</b>	<b>100.0000</b>	<b>347968926</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		94408511	41.5204	93370808	1037703	98.9008	1.0992	59930339
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		227378706							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>94408511</b>	<b>41.5204</b>	<b>93370808</b>	<b>1037703</b>	<b>98.9008</b>	<b>1.0992</b>	<b>59930339</b>
Public Non Institutions	E-Voting		6299693	3.9734	6295636	4057	99.9356	0.0644	20684
	Poll		531589	0.3353	531589	0	100.0000	0.0000	0
		158546146							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>6831282</b>	<b>4.3087</b>	<b>6827225</b>	<b>4057</b>	<b>99.9406</b>	<b>0.0594</b>	<b>20684</b>
<b>Total</b>		<b>733893778</b>	<b>449208719</b>	<b>61.2090</b>	<b>448166959</b>	<b>1041760</b>	<b>99.7681</b>	<b>0.2319</b>	<b>59951023</b>



## GRUH Finance Limited

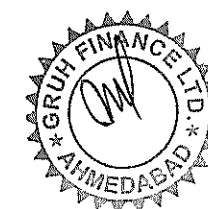
Resolution Required : (Special)

5 - Special Resolution for approval for payment of Commission to Non-executive Directors

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

No

Category	Mode of Voting	No								
		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	No. of votes Invalid [8]	
Promoter and Promoter Group	E-Voting		347968926	100.0000	347968926	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
		347968926								
	<b>Total</b>		<b>347968926</b>	<b>100.0000</b>	<b>347968926</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	
Public Institutions	E-Voting		93731853	41.2228	93586226	145627	99.8446	0.1554	59930339	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
		227378706								
	<b>Total</b>		<b>93731853</b>	<b>41.2228</b>	<b>93586226</b>	<b>145627</b>	<b>99.8446</b>	<b>0.1554</b>	<b>59930339</b>	
Public Non Institutions	E-Voting		6302213	3.9750	6053856	248357	96.0592	3.9408	20684	
	Poll		531589	0.3353	531568	21	99.9960	0.0040	0	
		158546146								
	<b>Total</b>		<b>6833802</b>	<b>4.3103</b>	<b>6585424</b>	<b>248378</b>	<b>96.3654</b>	<b>3.6346</b>	<b>20684</b>	
<b>Total</b>		<b>733893778</b>	<b>448534581</b>	<b>61.1171</b>	<b>448140576</b>	<b>394005</b>	<b>99.9122</b>	<b>0.0878</b>	<b>59951023</b>	



## GRUH Finance Limited

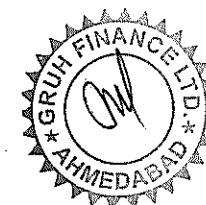
6 - Special Resolution for Increase in limit of total shareholding of all Registered Foreign Portfolio Investors (FPIs) / Registered Foreign Institutional Investors (FIIs) put together from 24% to 40% of the paid-up equity share capital of the Company.

Resolution Required : (Special)

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

No

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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		347968926	100.0000	347968926	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		347968926							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>347968926</b>	<b>100.0000</b>	<b>347968926</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		94408511	41.5204	94408511	0	100.0000	0.0000	59930339
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		227378706							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>94408511</b>	<b>41.5204</b>	<b>94408511</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>59930339</b>
Public Non Institutions	E-Voting		6302213	3.9750	6295938	6275	99.9004	0.0996	20684
	Poll		531589	0.3353	508768	22821	95.7070	4.2930	0
		158546146							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>6833802</b>	<b>4.3103</b>	<b>6804706</b>	<b>29096</b>	<b>99.5742</b>	<b>0.4258</b>	<b>20684</b>
<b>Total</b>		<b>733893778</b>	<b>449211239</b>	<b>61.2093</b>	<b>449182143</b>	<b>29096</b>	<b>99.9935</b>	<b>0.0065</b>	<b>59951023</b>



Date: 19<sup>th</sup> July, 2019

To,  
The Chairman of 33<sup>rd</sup> Annual General Meeting of Gruh Finance Limited,  
Held on Friday, the 19<sup>th</sup> 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**

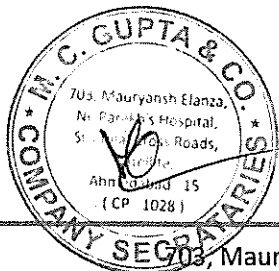
THIRTY THIRD ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GRUH FINANCE LIMITED HELD ON FRIDAY, THE 19<sup>th</sup> DAY OF JULY, 2019 AT 10:30 AM AT H.T. PAREKH CONVENTION CENTRE, AHMEDABAD MANAGEMENT ASSOCIATION (AMA), ATIRA CAMPUS, DR. VIKRAM SARABHAI MARG, AHMEDABAD 380 015.

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 33<sup>rd</sup> Annual General Meeting of the company held on 19<sup>th</sup> 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 33<sup>rd</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 12<sup>th</sup> July, 2019.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, 16<sup>th</sup> July, 2019 (09:00 a.m.) till Thursday, 18<sup>th</sup> July, 2019 (5:00 p.m.)





*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. 12<sup>th</sup> July, 2019 there were 74,953 (Seventy-Four Thousand Nine Hundred Fifty-Three) shareholders.
5. At the end of remote e-voting period on 18<sup>th</sup> 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, 19<sup>th</sup> 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.

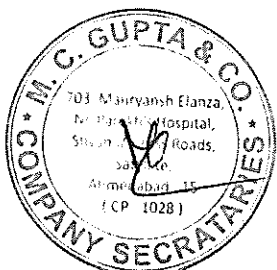
**Consolidated report on result of voting through electronic means and voting by poll is as under:**

**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



*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	-	-	-
Through remote e-voting	1	10	0.0001
<b>Total</b>	<b>1</b>	<b>10</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	5	7,670
Through remote e-voting	60	5,99,12,923
<b>Total</b>	<b>65</b>	<b>5,99,20,593</b>

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

**Declaration of dividend on equity shares:**

(i) Voted in favour of the resolution:

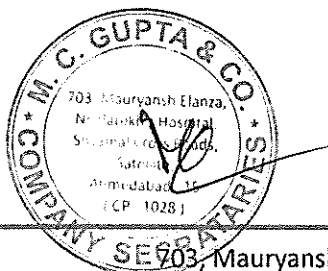
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	34	5,31,589	0.1183
Through remote e-voting	252	44,86,79,318	99.8816
<b>Total</b>	<b>286</b>	<b>44,92,10,907</b>	<b>99.9999</b>

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



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

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

**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:

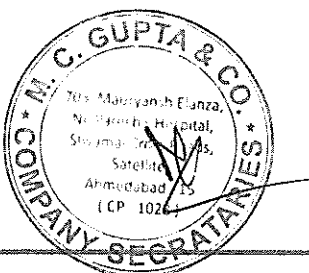
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	5	7,670
Through remote e-voting	62	5,99,51,023
Total	67	5,99,58,693

**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



*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	-	-	-
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:

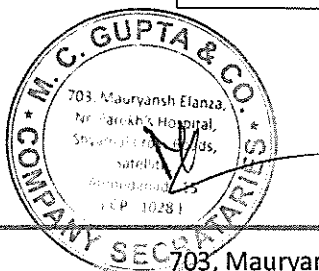
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	33	5,31,568	0.1185
Through remote e-voting	234	44,76,09,008	99.7936
Total	267	44,81,40,576	99.9121

(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



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

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

**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:

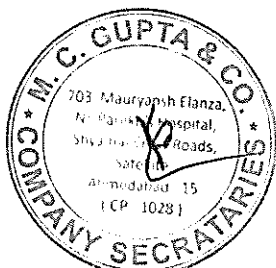
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	2	22,821	0.0050
Through remote e-voting	5	6,275	0.0014
Total	7	29,096	0.0064

(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.



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

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

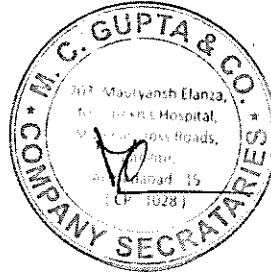
12. Based on the above voting, all resolutions carried on with requisite majority, accordingly I requested the Chairman of the 33<sup>rd</sup> Annual General Meeting to announce the results of the meeting.
13. A complete list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were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