



**GRUH  
FINANCE  
LIMITED**

**We help you build homes**

SEC: 2019:  
April 24, 2019

The BSE Limited,  
Phiroze Jeejeebhoy Towers,  
26<sup>th</sup> Floor, Dalal Street,  
Mumbai - 400 001

**BSE Security Code No: 511288**

Kind Attn.: General Manager - DCS

National Stock Exchange of India Ltd.  
"Exchange Plaza",  
Bandra-Kurla, Complex,  
Bandra (E), Mumbai- 400 051

**Symbol : GRUH**

Kind Attn.: Head – Listing

Dear Sir,

**Sub : Voting Result of Postal Ballot of the Company**  
**Ref: Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 ((Listing Regulations)**

In connection with the resolutions set out in the Postal Ballot Notice dated March 14, 2019, please find enclosed herewith the following in compliance with the Listing Regulations:

1. Voting results in the prescribed format; and
2. Report dated April 24, 2019 on e-voting and postal ballot issued by Mr. M.C. Gupta, of M/s. M. C. Gupta & Co., Practicing Company Secretaries.

Based on the Scrutinizer's Report, we wish to inform you that the resolution mentioned in the said Postal Ballot Notice have been passed by the Members of the Company with requisite majority.

You are requested to kindly take the above documents on record.

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

Resolution Required : (Special)			1 - Issue of additional 90,00,000 Equity Shares of Rs.2/- each to eligible employees under existing Employee Stock Option Scheme 2015 and amendment of Employee Stock Option Scheme 2015 by increasing the number of stock options to be granted to eligible employees						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
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	423755700	423755700	100.0000	423755700	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>423755700</b>	<b>100.0000</b>	<b>423755700</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	156655473	74267389	47.4081	74243219	24170	99.9675	0.0325	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>74267389</b>	<b>47.4081</b>	<b>74243219</b>	<b>24170</b>	<b>99.9675</b>	<b>0.0325</b>	<b>0</b>
Public Non Institutions	E-Voting	153158759	11435574	7.4665	11300586	134988	98.8196	1.1804	0
	Poll		615194	0.4017	549326	65868	89.2931	10.7069	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>12050768</b>	<b>7.8682</b>	<b>11849912</b>	<b>200856</b>	<b>98.3333</b>	<b>1.6667</b>	<b>0</b>
<b>Total</b>		<b>733569932</b>	<b>510073857</b>	<b>69.5331</b>	<b>509848831</b>	<b>225026</b>	<b>99.9559</b>	<b>0.0441</b>	<b>0</b>

Result: Resolution Passed by requisite majority.



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

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

## Report of Scrutinizer

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014*

To,  
The Chairman of Gruh Finance Limited  
Gruh Netaji Marg,  
Nr. Mithakali Six Roads,  
Ellisbridge, Ahmedabad - 380 006.

Dear Sir,

Re: Passing of Special Resolution through postal ballot including e-voting:

I, M. C. Gupta, Proprietor of M/s. M.C. Gupta & Co., Company Secretaries Firm, appointed as Scrutinizer by the Board of Directors of Gruh Finance Limited ("the Company") with respect to the Special Resolution proposed to be passed through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder to process and scrutinize postal ballot forms received from shareholders and to scrutinize votes cast electronically using e-voting system of National Securities Depository Limited (NSDL) during the voting period as stated below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company had completed on 22<sup>nd</sup> March, 2019 the dispatch of the Postal Ballot Notice, dated 14<sup>th</sup> March, 2019 together with Postal Ballot Form ('Form') along with postage prepaid business envelopes and sending of e-mails for casting their votes either by sending physical postal ballot or by e-voting through electronic platform of National Securities Depository Limited (NSDL) to its shareholders whose name(s) appeared on the Register of Members or list of beneficial owners received from National Securities Depository Limited and Central Depository Services (India) Limited as on 15<sup>th</sup> March, 2019 (cut-off date), for seeking approval of businesses as per postal ballot notice dated 14<sup>th</sup> March, 2019.
2. In accordance with the Postal Ballot Notice dated 14<sup>th</sup> March, 2019 sent to the shareholders, the voting (by means of postal ballot and e-voting) was started on Sunday the 24<sup>th</sup> March, 2019 at 10:00 a.m. and ended on Monday the 22<sup>nd</sup> April, 2019 at 5:00 p.m. (Voting Period).
3. The postal ballot forms received during the Voting Period were kept in my custody and that the e-voting results/list was unblocked and downloaded from the NSDL website (<https://www.evoting.nsdl.com/>) at 6:00 p.m. on 22<sup>nd</sup> April, 2019.
4. All postal ballot forms (including e-voting data) received up to 5.00 p.m. on 22<sup>nd</sup> April, 2019, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

The postal ballot forms received and e-voting details downloaded from NSDL website were scrutinized and the signatures on the postal ballot forms were verified by Registrar and Share



703, Mauryansh Elanza, Nr. Parekh's Hospital, Shyamal Cross Roads, Satellite, Ahmedabad – 380 015

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

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

Transfer Agent, M/s. Link Intime India Private Limited. Thereafter the shareholding was matched/ confirmed with the Register of Members of the Company as on 15<sup>th</sup> March, 2019.

6. I did not find any defaced or mutilated Postal Ballot Form.
7. The result of the Postal Ballot and E-voting is as under:

**Resolution 1 – Special Resolution for issue of additional 90,00,000 Equity Shares of Rs. 2/- each to eligible employees under existing Employee Stock Option Scheme 2015 and amendment of Employee Stock Option Scheme 2015 by increasing the number of stock options to be granted to eligible employees:**

(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 ballot	195	5,49,326	0.1077
Through remote e-voting	507	50,92,99,505	99.8482
Total	702	50,98,48,831	99.9559

(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 ballot	22	65,868	0.0129
Through remote e-voting	52	1,59,158	0.0312
Total	74	2,25,026	0.0441

(iii) Invalid votes:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by ballot	27	36,135
Through remote e-voting	30	2,93,18,866
Total	57	2,93,55,001

8. The postal ballot forms received and e-voting results/list downloaded from the website of CDSL and other related documents shall be handed over to the Company Secretary of the Company, authorised by the Board to conduct the postal ballot process after the minutes of the Postal Ballot have been signed by the Chairman.



703, Mauryansh Elanza, Nr. Parekh's Hospital, Shyamal Cross Roads, Satellite, Ahmedabad – 380 015

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

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

You may accordingly declare the result of the voting by Postal Ballot.

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: 24<sup>th</sup> April, 2019**

We, the undersigned witnesseth that the E-voting results/list was unblocked and downloaded from the NSDL website (<https://www.evoting.nsdl.com/>) in our presence at 6:00 p.m. on 22nd April, 2019 at the office of Mr. M. C. Gupta, the Scrutinizer.

*Mr. Sparsh Gupta*

**Witness 1:**  
**Mr. Sparsh Gupta**  
502, "Parikrama",  
B/h. Medilink Hospital,  
Shyamal Cross Roads,  
Satellite, Ahmedabad – 380 015.

*Ms. Aishwarya Menon*

**Witness 2:**  
**Ms. Aishwarya Menon**  
G-102, Sachin Towers,  
Anandnagar Road,  
Satellite,  
Ahmedabad – 380 015.

**COUNTERSIGNED BY:**  
**For Gruh Finance Limited**

*Kamlesh Hasmukhlal Shah*

**Kamlesh Hasmukhlal Shah**  
Executive Director  
(Under authority by Chairperson)