

Date: 23rd June, 2016

To,
The Chairman of 30th Annual General Meeting of Gruh Finance Limited,
Held on Wednesday, the 22nd Day of June, 2016 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

THIRTIETH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GRUH FINANCE LIMITED HELD ON WEDNESDAY, 22nd DAY OF JUNE, 2016 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 Listing Agreement, in respect of resolutions mentioned in the report, at Annual General Meeting of the company held on 22nd June, 2016.

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 30th AGM of the Equity Shareholders of the Company. My responsibility as 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 15th June, 2016.

As prescribed in the Rules, remote e-voting facility was kept open for three days from Sunday, 15th June, 2016 (10:00 a.m.) till Tuesday, 21st June, 2016 (5:00 p.m.)

As cut-off date i.e. 15th June, 2016, there were 41,894 (Forty One Thousand Eight Hundred and Ninety Four) shareholders.





M. C. Gupta & Co.
Company Secretaries

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

5. At the end of remote e-voting period on 21st June, 2016 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 presence of Mr. Sparsh Gupta and Ms. Suchita Agarwal.
8. There were 71 shareholders present at the meeting present in person or by proxy at the Annual General Meeting.
9. On Wednesday, 22nd June, 2016 at 12:19 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. Suchita Agarwal.
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 and Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2016:

(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	23	1,99,651	0.0821
Through remote e-voting	154	24,27,87,034	99.9178
Total	177	24,29,86,685	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	1	2	0.0001
Through remote e-voting	-	-	-
Total	1	2	0.0001





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(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	19,75,218
Through remote e-voting	50	2,79,18,673
Total	55	2,98,93,891

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	22	1,92,651	0.0793
Through remote e-voting	153	24,27,86,146	99.9203
Total	175	24,29,78,797	99.9996

(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	2	-
Through remote e-voting	1	888	0.0004
Total	2	890	0.0004

(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	6	19,82,218
Through remote e-voting	50	2,79,18,673
Total	56	2,99,00,891

Item No. 3: As an Ordinary Resolution

Re-appointment of Mr. Keki M. Mistry (DIN: 00008886) as a Director who retires by rotation.

(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	23	1,99,651	0.0823
Through remote e-voting	145	24,24,05,971	99.8979
Total	168	24,26,05,622	99.9802



(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	2	-
Through remote e-voting	7	48,163	0.0198
Total	8	48,165	0.0198

(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	19,75,218
Through remote e-voting	50	2,79,18,673
Total	55	2,98,93,891

Item No.4: As an Ordinary Resolution

Re-appointment of Ms. Renu S. Karnad (DIN: 00008064) as a Director who retires by rotation.

(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	22	1,99,641	0.0823
Through remote e-voting	146	24,23,46,641	99.8978
Total	168	24,25,46,282	99.9801

(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	12	0.0001
Through remote e-voting	7	48,163	0.0198
Total	9	48,175	0.0199

(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	19,75,218
Through remote e-voting	50	2,79,18,673
Total	55	2,98,93,891

Item No.5: As an Ordinary Resolution

Re-appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm Registration No.: 110417W) as Auditors and fixing 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	23	1,99,651	0.0821
Through remote e-voting	152	24,27,86,919	99.9178
Total	175	24,29,86,570	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	15	0.0001
Total	1	15	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	6	19,75,220
Through remote e-voting	50	2,79,18,673
Total	56	2,98,93,893

Item No. 6: As Special Business

Special Resolution for approval of increase in the borrowing powers from Rs. 12,000 crores to Rs. 15,000 crores under the provisions of Section 180(1) (c) 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	20	1,95,891	0.0806
Through remote e-voting	147	24,26,92,107	99.8803
Total	167	24,28,87,998	99.9609

(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	12	0.0001
Through remote e-voting	7	94,927	0.0390
Total	9	94,939	0.0391





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(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	7	19,78,968
Through remote e-voting	50	2,79,18,673
Total	57	2,98,97,641

Item No.7: As Special Business

Special Resolution for approval of the issue of Redeemable Non-Convertible Debentures (NCDs) upto an amount not exceeding Rs.3,500 crores and Unsecured Redeemable Subordinated Debt - Tier II NCDs upto an amount of Rs. 115 crores (both aggregating to Rs. 3,615 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	21	1,95,901	0.0806
Through remote e-voting	145	24,26,54,507	99.8657
Total	166	24,28,50,408	99.9463

(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	2	-
Through remote e-voting	8	1,30,517	0.0537
Total	9	1,30,519	0.0537

(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	7	19,78,968
Through remote e-voting	50	2,79,18,673
Total	57	2,98,97,641

Note:



The shareholders abstained from voting on specific resolutions under remote e-voting are considered as invalid votes.

Shareholders whose signature is not tallying, improperly voted, abstain from voting on resolutions are considered as invalid ones.



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12. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 30th 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: 23rd June, 2016

Sparsh Gupta

Witness 1:
Mr. Sparsh Gupta
502, "Parikrama",
Bh. Medilink Hospital,
Shyamal Cross Road, Satellite,
Ahmedabad – 380 015.

Suchita Agarwal

Witness 2:
Ms. Suchita Agarwal
G-7 Avtaar Flats,
Near Under Bridge,
Shahibaug,
Ahmedabad – 380 004.

COUNTERSIGNED BY:
For Gruh Finance Limited

Kamlesh Shah
23/06/2016
Kamlesh Shah
Executive Director
DIN: 03092230

(Under authority by Chairman)

