

SEC: 2017:  
June 15, 2017

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 31<sup>st</sup> AGM of the Company:**

This is to inform you that the 31<sup>st</sup> Annual General Meeting of Members of GRUH Finance Limited was held on Thursday, June 15, 2017 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.

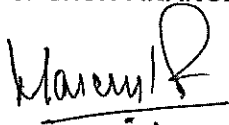
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting result in the specified format.

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 31<sup>st</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

## 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, 2017

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	INVALID		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0	[8]	
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	
Public Institutions	E-Voting		59934655	82.6891	45044014	0	75.1552	0.0000	14890641		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>45044014</b>	<b>0</b>	<b>75.1552</b>	<b>0.0000</b>	<b>14890641</b>		
Public Non Institutions	E-Voting		3226194	4.0613	3226194	0	100.0000	0.0000	0		
	Poll		29398	0.0370	20429	2	69.4911	0.0068	8967		
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>3255592</b>	<b>4.0983</b>	<b>3246623</b>	<b>2</b>	<b>99.7245</b>	<b>0.0001</b>	<b>8967</b>		
<b>Total</b>		<b>364997329</b>	<b>276268097</b>	<b>75.6904</b>	<b>261368487</b>	<b>2</b>	<b>94.6068</b>	<b>0.0000</b>	<b>14899608</b>		



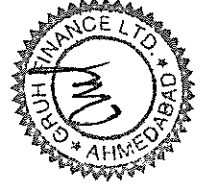
## Gruh Finance Limited

2 - Declaration of Dividend on Equity Shares										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	INVALID	
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0	
	Total		213077850	100.0000	213077850	0	100.0000	0.0000	0	
	E-Voting		59934655	82.6891	45044014	0	75.1552	0.0000	14890641	
Public Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0	
	Total		59934655	82.6891	45044014	0	75.1552	0.0000	14890641	
	E-Voting		3220464	4.0541	3219726	738	99.9771	0.0229	0	
Public Non Institutions	Poll		29398	0.0370	20429	2	69.4911	0.0068	8967	
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0	
	Total		3249862	4.0911	3240155	740	99.7013	0.0228	8967	
	Total		364997329	75.6889	261362019	740	94.6065	0.0003	14899608	



## Gruh Finance Limited

3 - Appointment of Mr. Kamlesh Shah, (DIN 030922230), 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	INVALID	
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0	[8]
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		59934655	82.6891	45044014	0	75.1552	0.0000	14890641	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>45044014</b>	<b>0</b>	<b>75.1552</b>	<b>0.0000</b>	<b>14890641</b>	
Public Non Institutions	E-Voting		3220464	4.0541	3219171	1293	99.9599	0.0401	0	
	Poll		29398	0.0370	20424	0	69.4741	0.0000	8974	
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>3249862</b>	<b>4.0911</b>	<b>3239595</b>	<b>1293</b>	<b>99.6841</b>	<b>0.0398</b>	<b>8974</b>	
<b>Total</b>		<b>364997329</b>	<b>276262367</b>	<b>75.6889</b>	<b>261361459</b>	<b>1293</b>	<b>94.6062</b>	<b>0.0005</b>	<b>14899615</b>	



## Gruh Finance Limited

4 - Appointment of M/s. Deloitte Haskins & Sells LLP, (Firm Registration No. 117366W/W-100018) as Auditors and fixing their remuneration

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	INVALID		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	[8]		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	
Public Institutions	E-Voting		59934655	82.6891	45029079	14935	75.1303	0.0249	14890641		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>45029079</b>	<b>14935</b>	<b>75.1303</b>	<b>0.0249</b>	<b>0.0249</b>	<b>14890641</b>	
Public Non Institutions	E-Voting		3220397	4.0540	3214719	5678	99.8237	0.1763	0		
	Poll		29398	0.0370	18789	0	63.9125	0.0000	10609		
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>3249795</b>	<b>4.0910</b>	<b>3233508</b>	<b>5678</b>	<b>99.4988</b>	<b>0.1747</b>	<b>0.1747</b>	<b>10609</b>	
<b>Total</b>		<b>364997329</b>	<b>276262300</b>	<b>75.6889</b>	<b>261340437</b>	<b>20613</b>	<b>94.5987</b>	<b>0.0075</b>	<b>14901250</b>		



## Gruh Finance Limited

5 - Appointment of Mr. Pankaj Ramanbhai Patel (DIN 00131852) as an Independent Director of the Company

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	INVALID		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	[8]		
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	
Public Institutions	E-Voting		59934655	82.6891	44889767	154247	74.8978	0.2574	14890641		
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>44889767</b>	<b>154247</b>	<b>74.8978</b>	<b>0.2574</b>	<b>0.2574</b>	<b>14890641</b>	
Public Non Institutions	E-Voting		3219424	4.0528	3213745	5679	99.8236	0.1764	0		
	Poll		29398	0.0370	20429	2	69.4911	0.0068	8967		
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>3248822</b>	<b>4.0898</b>	<b>3234174</b>	<b>5681</b>	<b>99.5491</b>	<b>0.1749</b>	<b>0.1749</b>	<b>8967</b>	
<b>Total</b>		<b>364997329</b>	<b>276261327</b>	<b>75.6886</b>	<b>261201791</b>	<b>159928</b>	<b>94.5488</b>	<b>0.0579</b>	<b>14899608</b>		



## Gruh Finance Limited

6 - Appointment of Mr. Rajesh Narain Gupta (DIN 00229040) as an Independent Director of the Company

Resolution Required : (Ordinary)		NO									
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	INVALID		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Institutions	E-Voting		59934655	82.6891	45044014	0	75.1552	0.0000	14890641		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>45044014</b>	<b>0</b>	<b>75.1552</b>	<b>0.0000</b>	<b>14890641</b>		
Public Non Institutions	E-Voting		3220397	4.0540	3220168	229	99.9929	0.0071	0		
	Poll		29398	0.0370	18784	5	63.8955	0.0170	10609		
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>3249795</b>	<b>4.0910</b>	<b>3238952</b>	<b>234</b>	<b>99.6663</b>	<b>0.0072</b>	<b>10609</b>		
<b>Total</b>		<b>364997329</b>	<b>276262300</b>	<b>75.6889</b>	<b>261360816</b>	<b>234</b>	<b>94.6060</b>	<b>0.0001</b>	<b>14901250</b>		



## Gruh Finance Limited

7 - Special resolution for approval for Re-appointment of Mr. Prafull Anubhai (DIN 00040837) as an Independent Director of the Company

Resolution Required : (Special)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	INVALID		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	213077850									
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Institutions	E-Voting		59934655	82.6891	30145187	14898827	50.2968	24.8585	14890641		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	72481918									
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>30145187</b>	<b>14898827</b>	<b>50.2968</b>	<b>24.8585</b>	<b>14890641</b>		
Public Non Institutions	E-Voting		3220364	4.0540	3218893	1471	99.9543	0.0457	0		
	Poll		29398	0.0370	18784	2	63.8955	0.0068	10612		
	Postal Ballot	79437561									
	<b>Total</b>		<b>3249762</b>	<b>4.0910</b>	<b>3237677</b>	<b>1473</b>	<b>99.6281</b>	<b>0.0453</b>	<b>10612</b>		
<b>Total</b>		<b>276262267</b>	<b>75.6888</b>	<b>246460714</b>	<b>14900300</b>	<b>89.2126</b>	<b>5.3935</b>	<b>14901253</b>			





## Gruh Finance Limited

8 - Special resolution for approval for Re-appointment of Mr. S.G. Mankad (DIN 00086077) as an Independent Director of the Company

Resolution Required : (Special)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
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	INVALID		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		213077850	100.0000	213077850	0	100.0000	0.0000	0	0	
				59934655	82.6891	45018635	25379	75.1129	0.0423	14890641	0
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		59934655	82.6891	45018635	25379	75.1129	0.0423	14890641	0	
				3220564	4.0542	3219093	1471	99.9543	0.0457	0	0
Public Non Institutions	E-Voting		29398	0.0257	0.0000	2	0.0000	0.0068	8972	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3249962	4.0912	3239517	1473	99.6786	0.0453	8972	0	
				276262467	75.6889	261336002	26852	94.5970	0.0097	14899613	0
Total		364997329	276262467	75.6889	261336002	26852	94.5970	0.0097	14899613	0	



## Gruh Finance Limited

9 - Re-appointment of Mr. Sudhin Choksey (DIN 00036085) as a Whole time Director, designated as a Managing Director of the Company

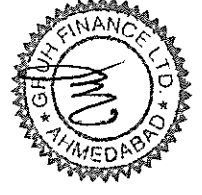
Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	INVALID		
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Institutions	E-Voting		59934655	82.6891	44695883	348131	74.5744	0.5809	14890641		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>44695883</b>	<b>348131</b>	<b>74.5744</b>	<b>0.5809</b>	<b>14890641</b>		
Public Non Institutions	E-Voting		3218564	4.0517	3217371	1193	99.9629	0.0371	0		
	Poll		29398	0.0370	20424	5	69.4741	0.0170	8969		
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>3247962</b>	<b>4.0887</b>	<b>3237795</b>	<b>1198</b>	<b>99.6870</b>	<b>0.0369</b>	<b>8969</b>		
<b>Total</b>		<b>364997329</b>	<b>276260467</b>	<b>75.6884</b>	<b>261011528</b>	<b>349329</b>	<b>94.4802</b>	<b>0.1264</b>	<b>14899610</b>		



## Gruh Finance Limited

10 - Re-appointment of Mr. Kamlesh Shah (DIN 03092230) as a Whole time Director, designated as a Executive Director of the Company

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
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	INVALID		
										[8]	
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot	213077850	0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting		59934655	82.6891	44695883	348131	74.5744	0.5809	14890641		
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot	72481918	0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>44695883</b>	<b>348131</b>	<b>74.5744</b>	<b>0.5809</b>	<b>14890641</b>		
Public Non Institutions	E-Voting		3220524	4.0542	3219231	1293	99.9599	0.0401	0	0	
	Poll		29398	0.0370	20424	5	69.4741	0.0170	8969		
	Postal Ballot	79437561	0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>3249922</b>	<b>4.0912</b>	<b>3239655</b>	<b>1298</b>	<b>99.6841</b>	<b>0.0399</b>	<b>8969</b>		
<b>Total</b>		<b>276262427</b>	<b>75.6889</b>	<b>261013388</b>	<b>349429</b>	<b>94.4802</b>	<b>0.1265</b>	<b>14899610</b>			



## Gruh Finance Limited

11 - Special resolution for approval for issue of Redeemable Non Convertible Debentures (NCDs) upto an amount not exceeding Rs.5000 crores and issue of Unsecured Redeemable Subordinated Debt – Tier II NCDs upto an amount of Rs.100 crores (both aggregating to Rs.5100 crores) 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	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	INVALID
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting		213077850	100.0000	213077850	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	213077850			0	0	0.0000	0.0000	0
	<b>Total</b>		<b>213077850</b>	<b>100.0000</b>	<b>213077850</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		59934655	82.6891	44603649	440365	74.4205	0.7347	14890641
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	72481918			0	0	0.0000	0.0000	0
	<b>Total</b>		<b>59934655</b>	<b>82.6891</b>	<b>44603649</b>	<b>440365</b>	<b>74.4205</b>	<b>0.7347</b>	<b>14890641</b>
Public Non Institutions	E-Voting		3220397	4.0540	3220107	290	99.9910	0.0090	0
	Poll		29398	0.0370	20424	2	69.4741	0.0068	8972
	Postal Ballot	79437561			0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3249795</b>	<b>4.0910</b>	<b>3240531</b>	<b>292</b>	<b>99.7149</b>	<b>0.0090</b>	<b>8972</b>
<b>Total</b>		<b>364997329</b>	<b>276262300</b>	<b>75.6889</b>	<b>260922030</b>	<b>440657</b>	<b>94.4472</b>	<b>0.1595</b>	<b>14899613</b>



Date: 15<sup>th</sup> June, 2017

To,  
The Chairperson of 31<sup>st</sup> Annual General Meeting of Gruh Finance Limited,  
Held on Thursday, the 15<sup>th</sup> Day of June, 2017 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**

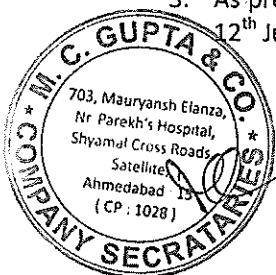
**THIRTY FIRST ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GRUH FINANCE LIMITED HELD ON THURSDAY, THE 15<sup>TH</sup> DAY OF JUNE, 2017 AT 10:30 AM AT H.T. PAREKH CONVENTION CENTRE, AHMEDABAD MANAGEMENT ASSOCIATION (AMA), ATIRA CAMPUS, DR. VIKRAM SARABHAI MARG, AHMEDABAD 380 015.**

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 Annual General Meeting of the company held on 15<sup>th</sup> June, 2017.

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 31<sup>st</sup> AGM of the Equity Shareholders of the Company. Our 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 8<sup>th</sup> June, 2017.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, 12<sup>th</sup> June, 2017 (09:00 a.m.) till Wednesday, 14<sup>th</sup> June, 2017 (5:00 p.m.)



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*Company Secretaries*

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

4. As in cut-off date i.e. 8<sup>th</sup> June, 2017 there were 43,249 (Forty Three Thousand Two Hundred Forty Nine) shareholders.
5. At the end of remote e-voting period on 14<sup>th</sup> June, 2017 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. Aashka Modi.
8. There were 73 shareholders present in person or by proxy at the Annual General Meeting.
9. On Thursday, 15<sup>th</sup> June, 2017 at 12:26 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. Aashka Modi.
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, 2017 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	24	20,429	0.0078
Through remote e-voting	190	26,13,48,058	99.9921
Total	214	26,13,68,487	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	1	2	0.0001
Through remote e-voting	-	-	-
<b>Total</b>	<b>1</b>	<b>2</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	7	8,967
Through remote e-voting	42	1,48,90,641
<b>Total</b>	<b>49</b>	<b>1,48,99,608</b>

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

**Declaration of Dividend on Equity Shares:**

(i) Voted in favour of the resolution:

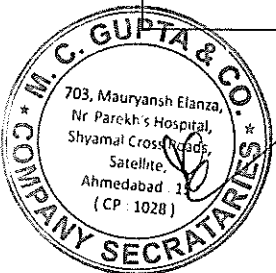
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	24	20,429	0.0078
Through remote e-voting	187	26,13,41,590	99.9919
<b>Total</b>	<b>211</b>	<b>26,13,62,019</b>	<b>99.9997</b>

(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	1	2	0.0001
Through remote e-voting	1	738	0.0002
<b>Total</b>	<b>2</b>	<b>740</b>	<b>0.0003</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	7	8,967
Through remote e-voting	42	1,48,90,641
<b>Total</b>	<b>49</b>	<b>1,48,99,608</b>



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*Company Secretaries*

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**Item No. 3: As an Ordinary Resolution**

Re-appointment of Mr. Kamlesh Shah, (DIN: 03092230) 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	20,424	0.0078
Through remote e-voting	184	26,13,41,035	99.9917
Total	207	26,13,61,459	99.9995

(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	4	1,293	0.0005
Total	4	1,293	0.0005

(iii) Votes Invalid:

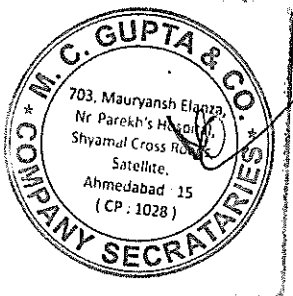
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	9	8,974
Through remote e-voting	42	1,48,90,641
Total	51	1,48,99,615

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

Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company 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	18,789	0.0072
Through remote e-voting	185	26,13,21,648	99.9849
Total	208	26,13,40,437	99.9921





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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	3	20,613	0.0079
<b>Total</b>	<b>3</b>	<b>20,613</b>	<b>0.0079</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	9	10,609
Through remote e-voting	42	1,48,90,641
<b>Total</b>	<b>51</b>	<b>1,49,01,250</b>

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

**Appointment of Mr. Pankaj Ramanbhai Patel (DIN: 00131852) as an Independent Director of the Company:**

(i) Voted in favour of the resolution:

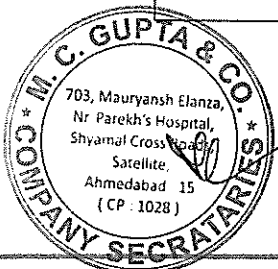
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	24	20,429	0.0078
Through remote e-voting	181	26,11,81,362	99.9310
<b>Total</b>	<b>205</b>	<b>26,12,01,791</b>	<b>99.9388</b>

(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	1	2	0.0001
Through remote e-voting	6	1,59,926	0.0611
<b>Total</b>	<b>7</b>	<b>1,59,928</b>	<b>0.0612</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	7	8,967
Through remote e-voting	42	1,48,90,641
<b>Total</b>	<b>49</b>	<b>1,48,99,608</b>



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**Item No.6: As an Ordinary Resolution**

**Appointment of Mr. Rajesh Narain Gupta (DIN: 00229040) 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	22	18,784	0.0072
Through remote e-voting	185	26,13,42,032	99.9927
Total	207	26,13,60,816	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	5	-
Through remote e-voting	3	229	0.0001
Total	4	234	0.0001

(iii) Votes Invalid:

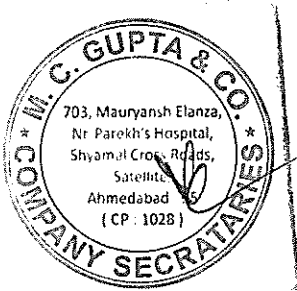
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	9	10,609
Through remote e-voting	42	1,48,90,641
Total	51	1,49,01,250

**Item No.7: As a Special Resolution**

**Re-appointment of Mr. Prafull Anubhai (DIN: 00040837) 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	22	18,784	0.0072
Through remote e-voting	171	24,64,41,930	94.2918
Total	193	24,64,60,714	94.2990



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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	2	0.0001
Through remote e-voting	17	1,49,00,298	5.7009
Total	18	1,49,00,300	5.7010

(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	9	10,612
Through remote e-voting	42	1,48,90,641
Total	51	1,49,01,253

**Item No.8: As a Special Resolution**

**Re-appointment of Mr. S. G. Mankad (DIN: 00086077) 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	23	20,424	0.0078
Through remote e-voting	183	26,13,15,578	99.9819
Total	206	26,13,36,002	99.9897

(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	6	26,850	0.0102
Total	7	26,852	0.0103

(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	8	8,972
Through remote e-voting	42	1,48,90,641
Total	50	1,48,99,613



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

Re-appointment of Mr. Sudhin Choksey (DIN 00036085) as a Whole time Director, designated as Managing 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	23	20,424	0.0078
Through remote e-voting	181	26,09,91,104	99.8585
Total	204	26,10,11,528	99.8663

(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	5	0.0001
Through remote e-voting	7	3,49,324	0.1336
Total	8	3,49,329	0.1337

(iii) Votes Invalid:

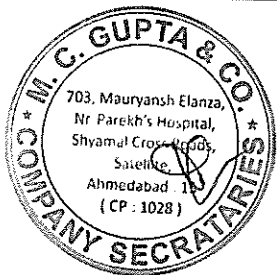
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	8	8,969
Through remote e-voting	42	1,48,90,641
Total	50	1,48,99,610

**Item No. 10: As an Ordinary Resolution**

Re-appointment of Mr. Kamlesh Shah, (DIN 03092230) as a Whole time Director, designated as a Executive 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	23	20,424	0.0078
Through remote e-voting	179	26,09,92,964	99.8585
Total	202	26,10,13,388	99.8663



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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	5	0.0001
Through remote e-voting	8	3,49,424	0.1336
Total	9	3,49,429	0.1337

(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	8	8,969
Through remote e-voting	42	1,48,90,641
Total	50	1,48,99,610

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

**Approval for issuance of Redeemable Non-Convertible Debentures (NCDs) upto an amount not exceeding Rs. 5,000 crores and issuance of Unsecured Redeemable Subordinated Debt - Tier II NCDs upto an amount of Rs. 100 crores (both aggregating to Rs. 5,100 crores):**

(i) Voted in favour of the resolution:

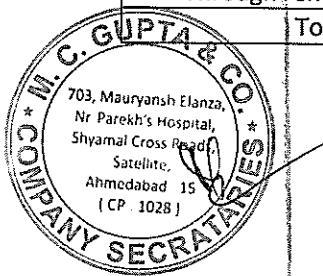
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	23	20,424	0.0078
Through remote e-voting	179	26,09,01,606	99.8236
Total	202	26,09,22,030	99.8314

(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	9	4,40,655	0.1685
Total	10	4,40,657	0.1686

(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	8	8,972
Through remote e-voting	42	1,48,90,641
Total	50	1,48,99,613



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

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

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.
12. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairperson of the 31<sup>st</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)

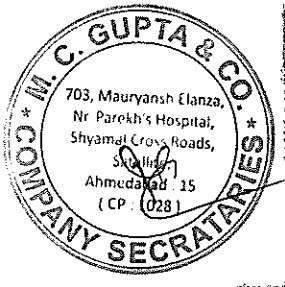
Place: Ahmedabad  
Date: 15<sup>th</sup> June, 2017

*Sparsh Gupta*

Witness 1:  
**Mr. Sparsh Gupta**  
502, "Parikrama",  
Bh. Medilink Hospital,  
Satellite, Ahmedabad – 15.

*Aashka Modi*

Witness 2:  
**Ms. Aashka Modi**  
I-61, Satellite Park  
B/h Star India Bazaar,  
Satellite, Ahmedabad – 15.



COUNTERSIGNED BY:  
For Gruh Finance Limited

*Marcus Lobo*

**Marcus Lobo**  
Company Secretary  
Under authority by Chairperson

