

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

Corporate Governance is, essentially, a philosophy. It encompasses not only the regulatory and legal requirements, but also the voluntary practices developed by the company to protect the best interests of all stakeholders. However, in the harsh realities of day to day economic stress and competitive growth, corporate governance can only deliver on an avowed philosophy if there is a strong and sustainable framework. It is this framework which fosters a high level of business ethics with effective supervision, transparency and accountability at all levels. A good corporate governance framework incorporates a system of robust checks and balances between Key players; namely, the Board, the management, auditors and various stakeholders. The role and responsibilities of each entity must be clearly understood and transparency must be enforced at each level and at all times.

Spin-offs from good Corporate Governance

Investors worldwide are looking for new areas and avenues to invest their funds but the emphasis is on safety of their funds rather than high returns. These investors value companies which show commitment to customer satisfaction; companies which nurture long-term stakeholder value. In the ultimate analysis, strong governance is, therefore, indispensable for the development of a resilient and vibrant capital market. It is an important instrument for investor protection.

Company's philosophy on Corporate Governance

GRUH has been fortunate to have a strong set of values drawn from its promoter and parent company, Housing Development Finance Corporation Limited (HDFC).

At GRUH, we have assigned the highest importance to elements of good corporate governance like transparency, accountability and responsibility in every sphere of management practice be it with customers, shareholders, regulators, government, bankers, vendors or staff members. We have strived to introduce a high level of professionalism in carrying out the business with a strong belief that the organisation exists to serve the customer in a manner that can yield the best possible return to a shareholder. The Board of Directors at GRUH has always maintained the true spirit of being "Trustees" in directing the management team and also persisted in demanding a similar approach from the management team. The board has also inspired the management team to practice professional ethics in all its dealings.

With emphasis on transparency, integrity and accountability, the Board of Directors adopted the principles of good corporate governance by setting up an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee since 1997. GRUH has developed systems that allow sufficient freedom to the board and the management to take decisions which promote growth while remaining within the framework of effective accountability. Given below is the report of the directors on corporate governance in accordance with the provisions of the SEBI (LODR) Regulations, 2015.

Board of Directors

Composition

The Board of Directors comprises of eleven directors, all professionals in their own right who bring in a wide range of skills and experience to the board. All the directors of the Company, except the Managing Director and the Executive Director are non-executive directors. Out of the nine non-executive directors, six are independent directors. The independent directors have confirmed that they satisfy the criteria prescribed for an independent director as stipulated in the provisions of the Section 149(6) of the Companies Act, 2013. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company. None of the directors of the Company are related to each other. All directors are appointed by the members of the Company.

The directors bring to the board a wide range of experience and skills. Brief profiles of the directors, are set out elsewhere in the annual report. The composition of the board is in conformity with SEBI (LODR) Regulations, 2015. As per the SEBI (LODR) Regulations, 2015, no director can be a member in more than 10 committees or act as chairman of more than 5 committees across all public companies in which he is a director.

Details of the Board of Directors in terms of their directorships/memberships in committees of public companies are as under:

Sr. No.	Directors	DIN	No. of Directorships	No. of Committees		Category of Director
				Member	Chairman	
1	Mr. Keki M. Mistry - Chairman	00008886	10	4	5	Non-Executive
2	Ms. Renu S. Karnad ^	00008064	10	5	3	Non-Executive
3	Mr. K.G. Krishnamurthy	00012579	6	4	1	Non-Executive
4	Mr. Prafull Anubhai	00040837	3	2	2	Independent Non-Executive
5	Mr. S.G. Mankad	00086077	8	4	1	Independent Non-Executive
6	Mr. Biswamohan Mahapatra	06990345	6	4	1	Independent Non-Executive
7	Mr. Pankaj Patel	00131852	5	1	1	Independent Non-Executive
8	Mr. Rajesh Narain Gupta	00229040	5	4	2	Independent Non-Executive
9	Ms. Bhavna Doshi *	00400508	10	4	4	Independent Non-Executive
10	Mr. Kamlesh Shah (Executive Director)	03092230	1	1	-	Executive
11	Mr. Sudhin Choksey (Managing Director)	00036085	4	-	3	Executive

Directors at sr. Nos. 10 and 11 are executive directors. All other directors are non-executive directors.

Directors at sr. Nos. 4 to 9 are independent directors.

^ Ms. Renu S. Karnad had briefly stepped down from the Board w.e.f. October 16, 2017 due to limitations on the number of board positions and joined the Board again on February 1, 2018.

* Ms. Bhavna Doshi was appointed as an Independent Director on the Board w.e.f. January 20, 2018.

Responsibilities

The board of directors represents the interest of the company's shareholders, in optimising long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

Role of Independent directors

Independent directors play an important role in deliberations at the board meetings and bring to the Company their wide experience in the fields of finance, housing, accountancy, law and public policy. This wide knowledge of both, their field of expertise and boardroom practices helps foster varied, unbiased, independent and experienced perspectives. The Company benefits immensely from their inputs in achieving its strategic direction.

The Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee and the CSR Committee have a majority of independent directors. These committees function within the defined terms of reference in accordance with the Companies Act, 2013, the SEBI (LODR) Regulations, 2015, the Corporate Governance Directions issued by NHB and as approved by the board, from time to time.

Board members ensure that their work in other capacities do not impinge on their fiduciary responsibilities as directors of the Company.

Appointment of Independent Directors

The Company has 6 Independent Directors on its Board. Amongst them, Mr. Biswamohan Mahapatra, Independent Director of the Company, completed his first term as an Independent Director on March 18, 2018. The Board of directors had, on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the members in the ensuing annual general meeting, re-appointed Mr. Biswamohan Mahapatra as Independent Director for a second term for a period of five years from March 19, 2018 upto March 18, 2023.

Ms. Renu S. Karnad, Non-executive Director of the Company, had briefly stepped down from the Board w.e.f. October 16, 2017 due to limitations on the number of board positions. The Board of Directors on the recommendations of the NRC, and subject to the approval of the members in the ensuing AGM, appointed Ms. Renu S. Karnad as an Additional Director w.e.f. February 1, 2018.

During the year, the Board of directors, on the recommendations of the Nomination and Remuneration Committee (NRC), had appointed Ms. Bhavna Doshi as an Additional Independent director w.e.f. January 20, 2018 for a period of five years upto January 19, 2023 subject to the approval of the members in the ensuing AGM.

The current Independent Directors on the Board are : Mr Prafull Anubhai, Mr S. G. Mankad, Mr Biswamohan Mahapatra, Mr Pankaj Patel, Mr Rajesh Gupta and Ms. Bhavna Doshi. All Independent Directors are not liable to retire by rotation.

Formal letters of appointment were issued to the Independent Directors in terms of the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. A copy of the letter detailing the terms and conditions of appointment of the independent directors is placed on the Company's website.

All Independent Directors of the Company, at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, each Independent Director possesses appropriate balance of skills, experience and knowledge, as required.

Familiarisation Programme

The objective of a familiarisation programme is to ensure that the non-executive directors are updated on the business environment and overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders.

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

A familiarisation programme was conducted for non-executive directors on areas such as the core functions of the Company, overview of the industry, financials and the performance of the Company. An overview of the familiarisation programme is placed on the Company's website.

Evaluation of Directors and the Board

With the objective of enhancing the effectiveness of the board, the Nomination and Remuneration Committee formulated the methodology and criteria to evaluate the performance of the board and each director.

The evaluation of the performance of the board is based on the approved criteria such as the board composition, strategic planning, role of the Chairman, non-executive directors and other senior management, assessment of the timeliness and quality of the flow of information by the Company to the board and adherence to compliance and other regulatory issues.

The independent directors also held a separate meeting to review the performance of the non-executive directors, the Chairman of the Company and the overall performance of the board.

Board Meetings

The meetings of the Board of Directors are generally held at the Registered Office of HDFC, the parent company. Meetings are generally scheduled well in advance. The board meets at least once a quarter to review the quarterly performance and the financial results of the Company.

The company secretary, in consultation with the Managing Director, prepares the detailed agenda for the meetings. The board papers are circulated to the directors in advance. The members of the board have access to all information of the Company and are free to recommend inclusion of any matter in the agenda for discussion. Senior management is invited to attend the board meetings and provide clarifications as and when required.

During the year, the board met 5 times. The meetings were held on April 17, 2017, June 15, 2017, July 15, 2017, October 14, 2017 and January 20, 2018. The attendance of each director at the board meetings and at the last annual general meeting is as under:

Directors	No. of Board meetings attended	Attendance at the 31 st AGM
Mr. Keki M. Mistry – Chairman	4	No
Mr. Prafull Anubhai	5	Yes
Ms. Renu S. Karnad #	3	Yes
Mr. K.G. Krishnamurthy	5	Yes
Mr. S.G. Mankad	5	Yes
Mr. Biswamohan Mahapatra	5	Yes
Mr. Pankaj Patel	1	No
Mr. Rajesh Narain Gupta	4	Yes
Ms. Bhavna Doshi *	-	-
Mr. Kamlesh Shah (Executive Director)	5	Yes
Mr. Sudhin Choksey (Managing Director)	5	Yes

Ms. Renu S. Karnad had briefly stepped down from the Board w.e.f. October 16, 2017 due to limitations on the number of board positions and joined the Board again on February 1, 2018.

* Ms. Bhavna Doshi was appointed as an Independent Director on the Board w.e.f. January 20, 2018.

Leave of absence was granted to the Directors who could not attend the respective meetings.

Board Committees

To enable better and more focused attention on the affairs of the Company, the board delegates particular matters to committees of the directors set up for the purpose. These specialist committees prepare the groundwork for decision-making and report at the subsequent board meeting.

The board is assisted by various committees – Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee, Committee of Directors, Committee of Directors (Allotment) - all chaired by an independent director.

Audit Committee

The Audit Committee is constituted in accordance with the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee comprises of Mr. Biswamohan Mahapatra (Chairman), Mr. Keki M. Mistry, Mr. Prafull Anubhai, Mr. Rajesh Gupta and Ms. Bhavna Doshi. The Audit Committee is chaired by an independent director. All the members of the committee are financially literate and have accounting and financial management expertise.

Meetings of the Audit Committee are scheduled well in advance. The Audit Committee met four times during the year under review on April 17, 2017, July 15, 2017, October 14, 2017 and January 20, 2018. The committee reviewed the quarterly/annual financial statements before submission to the Board for approval.

The committee reviews the reports of the internal auditors and statutory auditors along with the comments and corrective action taken by the management. The committee also reviews the asset-liability management system. The Audit Committee also invites senior executives, as it considers appropriate, to be present at the meetings of the committee.

The Board has delegated responsibility of overseeing Risk Management framework to the Audit Committee. The Audit Committee reviews the key risks associated with the business of the Company, the procedures adopted to assess the risks, efficacy and mitigation measures. The Audit Committee oversees the vigil mechanism.

The details of attendance at the Audit Committee meetings are as under:

Directors	No. of meetings attended
Mr Biswamohan Mahapatra – Chairman	4
Mr. Keki M. Mistry	4
Mr. Prafull Anubhai	4
Mr. Rajesh Narain Gupta *	3
Ms. Bhavna Doshi ^	-

* Mr. Rajesh Narain Gupta was inducted on the Audit Committee w.e.f. April 17, 2017.

^ Ms. Bhavna Doshi was inducted on the Audit Committee w.e.f. March 1, 2018.

All members were present at the Audit Committee meeting.

Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee comprises of Mr. S.G. Mankad (Chairman), Mr. Keki M. Mistry, Ms. Renu S. Karnad, Mr. Biswamohan Mahapatra and Mr. Pankaj Patel. The committee considers and approves salaries and other terms of the compensation package for the Managing Director and the Executive Director. The annual compensation of the Managing Director and the Executive Director is recommended by the committee, approved by the board and is within the limits set by the members at the annual general meetings.

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under SEBI (LODR) Regulations, 2015, Section 178 of the Companies Act, 2013 and Rules made thereunder and SEBI (Share Based Employee Benefits) Regulations, 2014, besides other terms as may be referred by the board including matters stipulated by NHB.

The role of the Nomination and Remuneration Committee *inter alia*, includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommendation to the Board of the remuneration policy; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board diversity; and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

During the year, the Nomination and Remuneration Committee met two times during the year under review on April 17, 2017 and January 20, 2018. The details of attendance at the Nomination and Remuneration Committee meeting are as under:

Directors	No. of meetings attended
Mr. S.G. Mankad – Chairman	2
Mr. Keki.M. Mistry	2
Ms. Renu S. Karnad #	1
Mr. Biswamohan Mahapatra	2
Mr. Pankaj Patel	1

Ms. Renu S. Karnad had briefly stepped down from the Board w.e.f. October 16, 2017 due to limitations on the number of board positions and joined the Board again on February 1, 2018.

Leave of absence was granted to the Directors who could not attend the respective meetings.

Stakeholders Relationship Committee (SRC)

As on March 31, 2018, the Stakeholders Relationship Committee (SRC) comprised of Mr. Rajesh Gupta (Chairman), Ms. Bhavna Doshi, Mr. K. G. Krishnamurthy and Mr. Kamlesh Shah. The committee looks into redressal of shareholders, investors, depositors and customer complaints. The Stakeholders Relationship Committee met four times during the year on April 17, 2017, July 15, 2017, October 14, 2017 and January 20, 2018. The details of attendance at the committee meetings are as under:

Directors	No. of meetings attended
Mr. Prafull Anubhai - Chairman @	4
Mr. S G Mankad @	4
Mr. K G Krishnamurthy	4
Mr. Rajesh Gupta *	-
Ms. Bhavna Doshi ^	-
Mr. Sudhin Choksey \$	4
Mr. Kamlesh Shah ^	-

@ Mr. Prafull Anubhai ceased to be a Chairman and Mr. S G Mankad ceased to be a member of the SRC w.e.f. March 1, 2018.

* Mr. Rajesh Gupta was inducted on the SRC and also appointed as Chairman of the SRC w.e.f. March 1, 2018.

^ Ms. Bhavna Doshi and Mr. Kamlesh Shah were inducted on the SRC w.e.f. March 1, 2018.

\$ Mr. Sudhin Choksey ceased to be a member of the SRC w.e.f. March 1, 2018

All members were present at the Stakeholders Relationship Committee meeting.

In order to expedite the process of share transfer, the board has delegated the authority to approve share transfers to Mr. Kamlesh Shah (Executive Director) and Mr. Marcus Lobo (Company Secretary/Compliance Officer). Share transfer formalities are normally attended to three times in a month. The details of share transfers are reported to the Board of Directors.

During the year, 7 complaints were received from shareholders / depositors, out of which all complaints have been attended / resolved. There are no pending share transfers.

There is no non-compliance by the Company on any matter related to the capital markets during the last three years. Similarly, there are no penalties, strictures imposed by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market.

Corporate Social Responsibility (CSR) Committee

The CSR Committee comprises of 4 Members, viz. Mr. Prafull Anubhai (Chairman), Mr. S.G. Mankad, Mr. Pankaj Patel and Mr. Sudhin Choksey. The Committee is primarily responsible for formulating and recommending to the Board of Directors, a Corporate Social Responsibility (CSR) Policy and monitoring the same from time to time, amount of expenditure to be incurred on the activities pertaining to CSR and monitoring CSR Projects.

The Committee met once during the year on June 21, 2017. The details of attendance at the CSR Committee meeting are as under:

Directors	No. of meeting attended
Mr. Prafull Anubhai – Chairman	1
Mr. S.G. Mankad	1
Mr. Sudhin Choksey	1
Mr. Pankaj Patel	1

All members were present at the CSR Committee meeting.

Separate Meeting of the Independent Directors

During the year, as per the requirement of Schedule IV of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, a separate meeting of the independent directors of the Company was held on March 14, 2018 without the attendance of non-independent directors and members of the management. All 6 independent directors were present at the meeting, wherein they had inter alia reviewed the performance of non-independent directors and the Board as a whole; reviewed the performance of the Chairman of the Company, taking into account the views of the executive directors and the non executive directors; and assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

Remuneration Policy

The remuneration policy, including the criteria for remunerating non-executive directors is recommended by the Nomination and Remuneration Committee and approved by the board. The key objective of the remuneration policy is to ensure that it is aligned to the overall performance of the Company. The policy ensures that it is fair and reasonable to attract and retain necessary talent, is linked to attaining performance benchmarks and involves a judicious balance of fixed and variable components. The remuneration policy is placed on the website of the Company. The remuneration paid to the directors is in line with the remuneration policy of the Company.

Remuneration to Directors

Non-Executive Directors

The remuneration for non-executive directors consists of sitting fees and commission. The payment of the annual commission to the non-executive directors is based on the performance of the Company. The commission payable to the Independent directors / non-executive directors is approved by the board and is within the overall limits as approved by the shareholders of the Company. No other payment is made to the non-executive directors.

Details of the remuneration, shareholding and stock options granted to non-executive directors are provided in Form MGT 9 given elsewhere in the Annual Report.

Information on the total sitting fees paid to each non-executive director during FY 2017-18 for attending Meetings of the Board and its Committees is set out in the following table:

Directors	Sitting fees paid (₹)	Commission# (₹)	Total
Mr. Keki M. Mistry	3,70,000	-	3,70,000
Mr. Prafull Anubhai	9,65,000	14,00,000	23,65,000
Ms. Renu S. Karnad	1,45,000	-	1,45,000
Mr. K.G. Krishnamurthy	3,60,000	-	3,60,000
Mr. S.G. Mankad	5,75,000	14,00,000	19,75,000
Mr. Biswamohan Mahapatra	4,30,000	14,00,000	18,30,000
Mr. Pankaj Patel	1,90,000	3,00,000	4,90,000

Mr. Rajesh Narain Gupta *	3,00,000	-	3,00,000
Ms. Bhavna Doshi ^	20,000	-	20,000

* Mr. Rajesh Narain Gupta was appointed as an Independent Director on the Board w.e.f. April 17, 2017.

^ Ms. Bhavna Doshi was appointed as an Independent Director on the Board w.e.f. January 20, 2018.

Commission for the year 2016-17 was paid in the year 2017-18.

Executive Directors

The executive directors of the Company have been appointed on a contractual basis, in terms of the resolutions passed by the shareholders at the annual general meetings. Elements of the remuneration package comprise of salary, perquisites and other benefits including ex-gratia as approved by the members at the annual general meeting. Details of the remuneration paid to the executive directors during the year under review are provided in Form MGT 9 given elsewhere in the Annual Report.

Employee Stock Option Scheme (ESOS)

The disclosure as required under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014, have been placed on the website of the Company.

Proceeds from Private Placement Issues

During the year under review, the Company issued non-convertible debentures. Details of these issues are provided in the Directors' Report. As specified in the respective offer documents, the funds were utilised for the purpose of on lending for housing finance. Details thereof were provided to the Audit Committee and Board of Directors.

Transactions with Non-executive Directors

The non-executive directors of the Company do not have any material pecuniary relationship or transactions vis-à-vis Company.

Shareholding of Directors

The shareholding details of the directors as at March 31, 2018 are included in Form MGT-9 forming part of the Directors' Report.

Prevention of Insider Trading

The Company has formulated and adopted a Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and Share Dealing Code for Prevention of Insider Trading.

The code ensures that the employees deal in the shares of the Company only at a time when any price sensitive information that could be known to the employee is also known to the public at large. This code is applicable to every employee and director of the Company.

Code of Conduct

The Board of Directors has laid down a Code of Conduct for all the Board members and all the employees in the management grade of the Company. In the year 2014, the said Code was amended by the Board of Directors to bring it in line with listing agreements. The Code of Conduct is posted on the website of the Company. For the year under review, all directors and members of senior management have affirmed their adherence to the provisions of the Code.

Vigil Mechanism / Whistle Blower Policy

GRUH believes to conduct its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any wrongful conduct.

The Board of Directors has approved the vigil mechanism/whistle blower policy of the Company which provides a framework to promote a responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company. It provides for a vigil mechanism to channelize reporting of such instances/ complaints/ grievances to ensure proper governance. The Audit Committee oversees the vigil mechanism. No employee has been denied access to the Audit Committee. The policy is placed on the website of the Company.

Disclosures

Related party transactions

The policy on Related Party Transactions as approved by the Board of Directors is available on the Company's website. There were no material transactions with related parties that may have potential conflict with the interest of the Company. Details of related party transactions entered into by the Company in the ordinary course of its business and at arm's length price are included in the notes forming part of the financial statements. There were no financial or commercial transactions by the senior management with the Company where they have personal interests that may have a potential conflict with the interests of the Company at large.

Accounting Standards / Treatment

The Company has complied with the applicable Accounting Standards specified u/s 133 of the Companies Act, 2013. The financial statements for the year have been prepared in accordance with and in compliance of Schedule III notified by the Ministry of Corporate Affairs (MCA).

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Directors' Report.

Annual General Meetings

The Annual General Meetings for the last 3 years were held on June 26, 2015, June 22, 2016 and June 15, 2017. The AGMs were held at 10.30 a.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association (AMA), ATIRA Campus, Ahmedabad. Six special resolutions were passed at the previous three Annual General Meetings. No resolution was passed using postal ballots. No resolution is proposed to be passed at this 32nd AGM using postal ballot.

Dematerialisation of shares

GRUH's shares are available for trading with National Securities Depository Ltd. (NSDL) w.e.f. July 15, 2000 and with Central Depository Services (India) Limited (CDSL) w.e.f. December 22, 2001. The ISIN allotted to GRUH's equity shares is INE580B01029.

As at March 31, 2018, 98.84% of equity shares of GRUH have been dematerialised by members through NSDL and CDSL.

Listing of Equity Shares:

GRUH's shares are listed on the BSE Ltd. and National Stock Exchange of India Ltd.

The Stock Code Nos. are: BSE: 511288; NSE: GRUH

The Company has arranged for the payment of the listing fees for the year 2018-19 as per the listing agreement with the respective stock exchanges.

Shareholder Relations

GRUH has over 48600 shareholders. The main source of information for the shareholders is the Annual Report that includes inter alia, the Directors' Report, the shareholders' information and the audited financial results. GRUH recognizes the importance of regular dialogue with its shareholders to ensure that the Company's strategy is clearly understood. Since the year 2002, the Annual Report has also included the Report of Directors on Corporate Governance and Management Discussion and Analysis Report. Shareholders are intimated through the press, email and GRUH's website, www.gruh.com of the quarterly performance and financial results of the Company. Shareholders have an opportunity to attend the Annual General Meeting at which the business outlook is presented and relevant aspects of the Company's operations are discussed. In addition, the Corporate Office as well as the Registrar's Office (RTA), serves as a contact point for shareholders on issues such as share transfers, dividends and announcements.

Along with the financial results, other information as per the listing guidelines such as Annual Report and Shareholding Pattern, are being uploaded on BSE website under "BSE Listing Centre" and on NSE website under "NSE Electronic Application Processing System (NEAPS)". On regular basis, the presentation on quarterly results & performance of the Company is placed on the website of the Company and furnished to stock exchanges for the benefit of the investors. The Company generally does not make any presentation to analysts or to institutional investors.

The quarterly, half yearly and annual financial results of the Company are published in leading newspapers and are communicated to the stock exchanges as per the provisions of SEBI (LODR) Regulations, 2015 and uploaded on Company's website.

The Ministry of Corporate Affairs (MCA) and the Companies Act, 2013, has taken a "Green Initiative" in corporate governance by allowing paperless compliances by the Companies through electronic mode. The listing agreement with the stock exchanges and the Companies Act, 2013 permits companies to send soft copies of the annual report to all those shareholders who have registered their e-mail addresses with the Company/ Depository participant. In every Annual Report, the Company has been requesting the shareholders holding shares both in physical / demat form to register / update their e-mail addresses to the Company/depository participants. Accordingly, the annual report for 2017-18, notice for AGM etc., are being sent in electronic mode to shareholders who have registered their e-mail addresses with the Company/ depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.

The annual report also contains a section on 'Shareholders' Information' which inter alia provides information relating to the AGM date, time and venue, shareholding pattern, distribution of shareholding, top shareholders, the monthly high and low quotations of the equity share during the year and other corporate governance information as required under SEBI (LODR) Regulations, 2015.

Certification of Financial Reporting and Internal Controls / (CEO/CFO certificate)

In accordance with Regulation 18(3) of SEBI (LODR) Regulations, 2015, Mr. Sudhin Choksey, the Managing Director and CEO and Mr. Hitesh Agrawal, the CFO of the Company, have inter alia, certified and confirmed to the Board about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee.

Non-mandatory requirements

The Company is moving towards a regime of unqualified financial statements. The Company shall endeavour to adopt the non-mandatory requirements, as and when necessary.

Compliance

The Company has complied with the mandatory requirements as stipulated under Regulation 34(3) and 53 of SEBI (LODR) Regulations, 2015. The Company has submitted the quarterly compliance status report to the stock exchanges within the prescribed time limit.

Risk Management

The Company has formulated a risk management framework, which lays the procedures for risk assessment and mitigation. The Board has delegated responsibility of overseeing Risk Management framework to the Audit Committee. The Risk Management Committee (RMC) comprises of the Managing Director as the chairman and the members include senior managers holding key positions in the Company. The RMC apprises the Audit Committee of the key risks associated with the business of the Company and the measures to mitigate them.

The Audit Committee has been periodically reviewing the risk profile of the Company and evaluating the adherence by the branches / functions of the systems and processes in place for monitoring, evaluation, assessment and mitigation of risk through a systematic and effective audit programme.

GRUH has an Asset Liability Mangement (ALM) policy approved by the board. The task of overseeing the ALM has been entrusted to the Audit Committee which overseas and reviews the ALM position every quarter. The ALM Committee (ALCO) comprises of the Manganing Director and members of Senior Management.

During the year, the ALCO reviewed the risk arising from the gaps in the liquidity and interest rate sensitivity statements and took decisions in mitigating the risk by ensuring adequate liquidity and profitability through maturity profile of assets and liabilities.

The observations of Audit Committee, if any, on the Risk Management and ALM are reported to the Board.

Going Concern

The directors are satisfied that the Company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the going concern basis in preparing the financial statements.

On behalf of the Board of Directors

Mumbai
April 14, 2018

Keki M. Mistry
Chairman
DIN : 00008886

Declaration

This is to confirm that for the year 2017-18, all Board members and senior management personnel have affirmed compliance with the Code of Conduct of GRUH.

Mumbai
April 14, 2018

Marcus Lobo
Company Secretary
FCS : 4256

Sudhin Choksey
Managing Director
DIN : 00036085

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of GRUH Finance Limited

1. This certificate is issued in accordance with the terms of our Management letter dated June 30, 2017.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of GRUH Finance Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Deloitte Haskins & Sells LLP
Firm Registration No. 117366W/W-100018
Chartered Accountants

Mumbai
April 14, 2018

Gaurav J Shah
Partner
Membership No. 35701

INFORMATION FOR SHAREHOLDERS

This section inter alia provides information pertaining of the Company, its shareholding pattern, means of dissemination of information, service standards, share price movements and such other information, in terms of point no. C (9) of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance.

Shareholders / Investors Services:

GRUH has its in-house secretarial department under the overall supervision of Mr. Marcus Lobo – Company Secretary / Compliance Officer. For any assistance regarding share transfers, transmissions, change of address, non receipt of dividend, duplicate / missing share certificates and other matters pertaining to your shares, please write to the following address:

Secretarial Department :	Registrar & Transfer Agent :
GRUH Finance Ltd.	Link Intime India Pvt. Ltd.
"GRUH"	Unit : "GRUH"
Netaji Marg,	506-508, 5th Floor,
Nr. Mithakhali Six Roads,	Amarnath Business Centre-I,
Ellisbridge,	Off. C.G.Road, Navrangpura,
Ahmedabad 380 006	Ahmedabad- 380 009
Tel : 079-26421671-75	Tel : 079-2646 5179
Website : www.gruh.com	Fax : 079-2646 5179
Email : investorcare@gruh.com	Email : ahmedabad@linkintime.co.in
CIN : L65923GJ1986PLC008809	

Listing of Equity Shares :

GRUH's shares are listed on the BSE Ltd. and National Stock Exchange of India Ltd.
The Stock Code Nos. are : BSE: 511288; NSE: GRUH

The Company has arranged for the payment of the listing fees for the year 2018-19 as per the listing agreement with the respective stock exchanges.

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Plot No. C-1, Block G,
Dalal Street,	Bandra Kurla Complex,
Mumbai 400 001.	Bandra (E), Mumbai 400 051.
Tel. Nos. : +91 22-2272 1233/34	Tel. Nos. : +91 22-2659 8100-114
Fax No. : +91 22-2272 1919	Fax No. : +91 22-2659 8120
E-mail : corp.comm@bseindia.com	E-mail : nseiscmm@nse.co.in
Website : www.bseindia.com	Website : www.nseindia.com

Listing of Debt Securities:

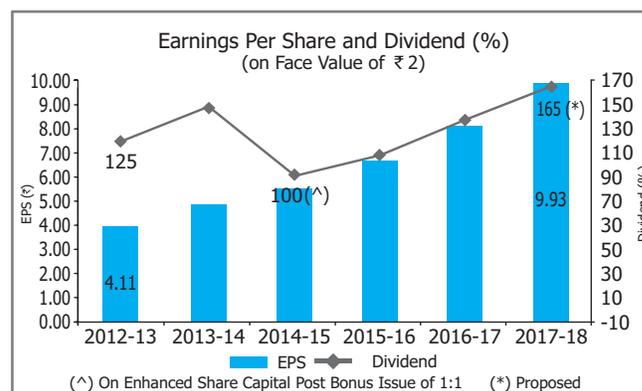
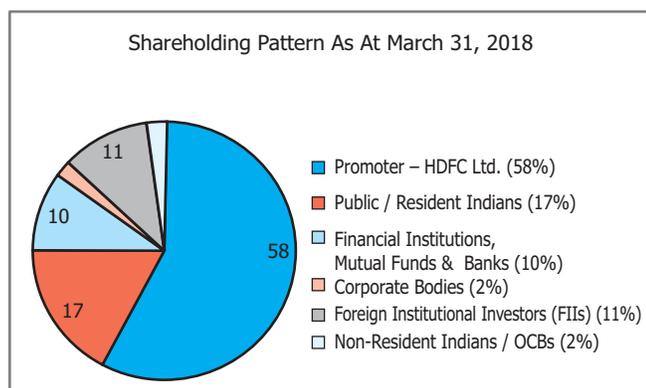
GRUH's NCDs (Series - SD-001 and SD-002 aggregating to ₹ 35 crores) are listed on the Wholesale Debt Market (WDM) segment of the National Stock Exchange of India Limited (NSE).

Debenture Trustees:

IDBI Trusteeship Services Limited, Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001.

Shareholding Pattern as at March 31, 2018:

Category	No. of Share-holders	Total No. of Shares Held	% to Capital
Promoter – HDFC Ltd.	1	211877850	57.93
Public /Resident Indians	46099	62711013	17.16
Financial Institutions, Mutual Funds & Banks	39	35702466	9.76
Corporate Bodies	729	7317236	2.00
Foreign Institutional Investors (FIIs)	130	39625025	10.83
Non-Resident Indians / OCBs	1700	8486421	2.32
Total >>>	48698	365720011	100.00



Distribution of Shareholding as at March 31, 2018

No. of Shares held	Folios		Shares	
	Numbers	%	Numbers	%
Upto 500	36012	73.95	4604474	1.26
501 to 1000	4716	9.68	3805177	1.04
1001 to 2000	2936	6.03	4471588	1.22
2001 to 3000	1581	3.25	4068864	1.11
3001 to 4000	1024	2.10	3616702	0.99
4001 to 5000	543	1.12	2544632	0.70
5001 to 10000	954	1.96	6872591	1.88
10001 and above	932	1.91	335735983	91.80
Total >>>	48698	100.00	365720011	100.00

Dematerialisation of Shares:

As at March 31, 2018, 98.84 % of equity shares of GRUH have been dematerialised by shareholders through National Securities Depository Limited and Central Depository Services (India) Limited.

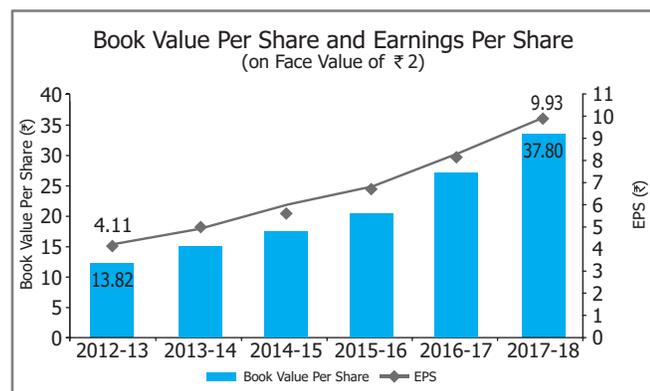
ISIN for NSDL & CDSL : INE580B01029

The status of shares which have been dematerialised and shares which are held in physical form as at March 31, 2018 are as under:

Particulars	No. of shares	(%)
Shares held in physical form	4257430	1.16
Shares held in electronic form	361462581	98.84
Total Shares	365720011	100.00

Share Transfer System

In terms of Regulation 40 of the SEBI (LODR) Regulations, 2015, the Board of Directors has delegated the authority to approve share transfers to Mr. Kamlesh Shah (Executive Director) and Mr. Marcus Lobo (Company Secretary/Compliance Officer). Share transfer formalities are normally attended to three times in a month. The details of share transfers are reported to the Board of Directors.



Details regarding dividend paid during the last 7 years :

Year	Rate (%)	Book Closure Date	AGM Date	Payment Date
2010-11	110	July 5, 2011 to July 14, 2011	July 14, 2011	July 18, 2011
2011-12	115	June 8, 2012 to June 18, 2012	June 18, 2012	June 18, 2012
2012-13	125	June 28, 2013 to July 8, 2013	July 8, 2013	July 10, 2013
2013-14	150	May 7, 2014	May 28, 2014	May 28, 2014
2014-15	100	June 18, 2015 to June 26, 2015	June 26, 2015	June 29, 2015
2015-16	115	June 14, 2016 to June 22, 2016	June 22, 2016	June 22, 2016
2016-17	140	June 7, 2017 to June 15, 2017	June 15, 2017	June 16, 2018

NB: Shareholders who have not received the dividends may kindly contact the secretarial department.

Unclaimed Dividend

The Company has transferred all unclaimed/unpaid dividends up to the financial year 2009-10 to the Investor Education and Protection Fund, as applicable. The Company has transferred matured deposits and interest thereon for the year 2009-10 remaining unclaimed / unpaid, to the Investor Education and Protection Fund, in accordance with the current regulations.

Members who have either not received or have not encashed their dividend warrant(s) for the financial years 2010-11 to 2016-17 are requested to claim the unpaid dividend from the Company before transfer to the above mentioned fund. After transfer of unpaid/unclaimed dividend amount to the Investor Education and Protection Fund, the same cannot be claimed subsequently.

Dividends that have not been claimed by the shareholders for the financial year 2010-11 will have to be transferred to the Investor Education and Protection Fund in August 2018 in accordance with the provisions of the Companies Act.

The details of the unclaimed dividend and the last date for claiming the same, prior to its transfer to the IEPF, are as under:

Financial year	No. of Members who have not claimed their dividend	Unclaimed dividend as on March 31, 2018 (₹)	Unclaimed dividend as % to total dividend	Date of declaration	Last date for claiming the dividend prior to its transfer to IEPF
10-11	921	14,01,686	0.36	July 14, '11	Aug 11, '18
11-12	1069	16,65,285	0.41	June 18, '12	July 17, '19
12-13	1100	17,54,175	0.39	July 8, '13	Aug 5, '20
13-14	1176	22,26,867	0.41	May 28, '14	June 26, '21
14-15	1315	33,93,474	0.47	June 26, '15	July 24, '22
15-16	1214	34,11,247.3	0.41	June 22, '16	July 21, '23
16-17	1252	46,99,650	0.46	June 15, '17	July 13, '24

Unclaimed Shares:

As per Listing Regulations :

Regulation 39(4) of the Listing Regulations *inter alia* requires every listed company to comply with certain procedures in respect of shares issued by it in physical form pursuant to a public issue or any other issue and which remained unclaimed for any reason whatsoever.

In compliance with the provisions of the said Regulation, the Company has sent three reminders under Registered Post to the Shareholders whose share certificates were returned undelivered and are lying unclaimed. In case your shares are lying unclaimed with the Company, you are requested to claim the same by writing a letter to the Company.

The unclaimed 3,81,250 equity shares of ₹ 2 each of the Company in respect of 303 folios were dematerialized and credited to GRUH Finance Limited - Unclaimed Suspense Account maintained with HDFC Bank Limited, on March 28, 2018, in compliance with the said Regulation.

Summary of the unclaimed shares transferred to the said Unclaimed Suspense Account, in terms of the said Regulation, as on March 31, 2018, is detailed as under:

Sr. No.	Particulars	No. of share holders	No. of equity shares of ₹ 2 each
1	Aggregate number of shareholders and the outstanding equity shares lying in the Unclaimed Suspense Account as on March 28, 2018.	303	3,81,250
2	Number of shareholders who approached the Company for transfer of equity shares from the said Unclaimed Suspense Account during the year ended March 31, 2018.	NIL	NIL
3	Number of shareholders to whom equity shares were transferred from the Unclaimed Suspense Account during the year ended March 31, 2018.	NIL	NIL
4	Aggregate number of shareholders and the outstanding equity shares lying in the Unclaimed Suspense Account as on March 31, 2018.	303	3,81,250

In terms of the said Regulation, voting rights on the equity shares lying in the said Unclaimed Suspense Account shall remain frozen till the rightful owner claims such shares. Further, all corporate benefits

in terms of securities accruing on the said unclaimed shares viz. bonus shares, split, etc., if any, shall also be credited to the said Unclaimed Suspense Account.

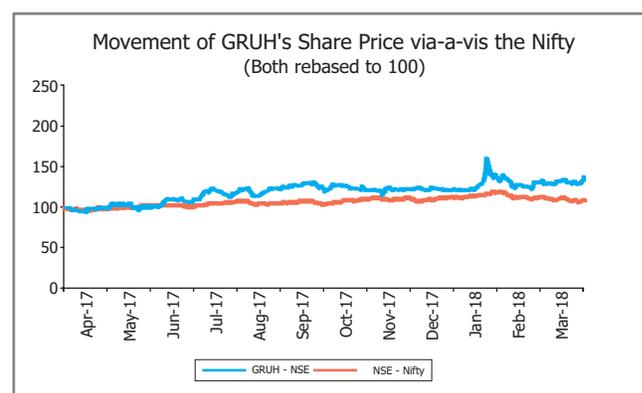
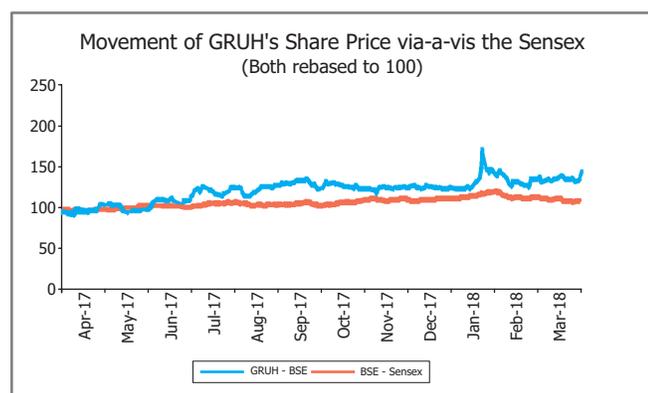
As per Companies Act, 2013 :

As per Section 124 of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of IEPF. However, the concerned shareholder(s) can claim the dividend and/or shares that have been transferred to IEPF after complying with the procedure prescribed by the Ministry of Corporate Affairs, Government of India. The details of shares required to be transferred by the Company to IEPF is available on its website.

A brief outline of the procedure for claiming the dividend/shares from the IEPF Authority is listed for the benefit of the concerned shareholder(s):

- Download Form IEPF-5 from www.iepf.gov.in.
- Submit the duly filled form online at www.mca.gov.in. On successful upload, download the acknowledgement that gets generated automatically.
- Take a printout of the duly filled Form IEPF-5 and the acknowledgement. Submit the same to the Nodal Officer (IEPF) of the Company at its registered office in an envelope marked as "Claim for refund from IEPF Authority" along with the following documents:
 - indemnity in original with claimant's signature
 - advance stamped receipt (in original)
 - copy of Aadhaar Card (for Indian citizens)
 - copy of Passport, OCI and PI card (for foreigners and NRI)
 - proof of entitlement (share certificate/dividend warrant etc.)
 - cancelled cheque leaf and
 - Other required documents
- The Company on receipt of the complete set of documents will submit its verification report to the IEPF Authority.
- Upon submission of the verification report by the Company, the corresponding action shall solely be at the discretion of the IEPF Authority.

For more details, the concerned shareholders are requested to refer to the "Refund" section of www.iepf.gov.in.



Nomination Facility:

Where shares are held in single name, in case of an unfortunate death of the shareholder, the process of transmission is cumbersome as it requires submission of succession certificate / letter of probate / will, etc. Shareholders holding shares in single name and in physical form are requested to submit the prescribed Form SH-13 (in duplicate) to the secretarial department to avail of the nomination facility. Shareholders may contact the secretarial department for the said form. Shareholders holding shares in demat form are requested to contact their depository participants for availing the nomination facility.

Financial year:

The Company follows financial year starting from April 1 to March 31 each year.

Outstanding GDRs / ADRs / warrants:

The Company does not have any GDRs/ ADRs / Warrants or any convertible instruments.

Book Closure:

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014, the register of members and share transfer books of the Company will remain closed from April 25, 2018 to April 27, 2018 (both days inclusive) for the purpose of AGM/Dividend for the financial year 2017-18.

Dividend Payment:

The Board of Directors of GRUH has recommended a dividend of 165 % (₹ 3.30 per share) for the financial year ended March 31, 2018 for approval of the shareholders at the annual general meeting.

Dividend entitlement is as follows:

- For shares held in physical form: shareholders whose names appear on the register of members of the Company as on Tuesday, April 24, 2018.
- For shares held in electronic form: beneficial owners whose names appear in the statement of beneficial position downloaded by NSDL and CDSL as at the relevant book close date.

Dividend, if declared by the members shall be paid on or after May 30, 2018 but within the statutory time limit.

32nd Annual General Meeting

Date : May 30, 2018
Day : Wednesday
Time : 10.30 a.m.
Venue : H.T. Parekh Convention Centre,
Ahmedabad Management Association (AMA),
ATIRA Campus, Dr. Vikram Sarabhai Marg,
Vastrapur, Ahmedabad 380 015

Service Standards

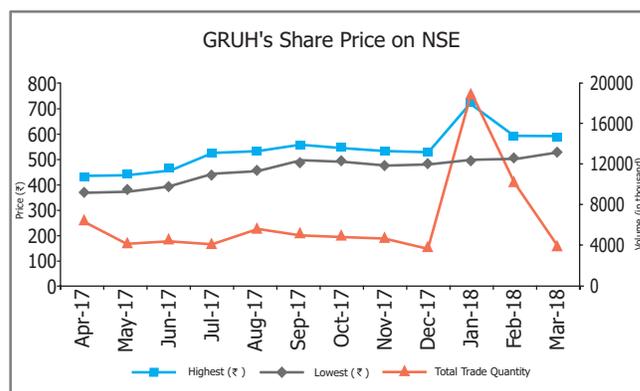
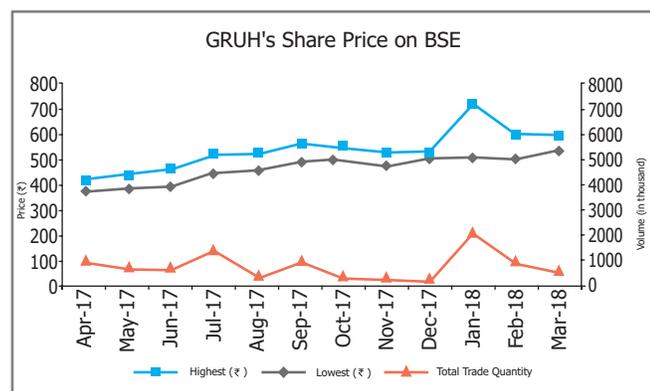
GRUH is committed to providing effective and prompt service to its investors. The Secretarial Department has been entrusted with the responsibility of ensuring that the investors of the Company are serviced in accordance with the service standards. Listed below are the service standards adopted by the Company in respect of various services being rendered by the Secretarial Department.

Nature of Service	Time Taken*
Transfer of shares	10 working days
Issue of duplicate/re-validation of dividend warrant(s)	7 working days
Change of address/ECS/Bank details	7 working days
Registration of Nomination	4 working days
Transmission of shares/Deletion of name	10 working days
Split/Replacement/Consolidation of share certificate(s)	10 working days

* Subject to receipt and verification of valid documents and requisite approvals.

The investors are requested to contact the Secretarial Department for availing any of the said services. The Company has designated an exclusive e-mail address viz. investorcare@gruh.com, which would enable investors to post their grievance.

A status report on adherence to the said service standards is reviewed by the Company secretary on a monthly basis and a detailed report is presented at the meetings of the Stakeholders Relationship Committee, for its review and noting.



Stock Market Data :

Monthly high and low quotations as well as the volume of shares traded at the BSE Limited and the NSE for 2017-18 along with the BSE Sensex and NIFTY are as follows:

BSE 2017-18 :

Month	Highest (₹)	Lowest (₹)	Volume of Shares traded	BSE Sensex (monthly close)
April 2017	412.80	367.70	984204	29918
May 2017	431.60	377.45	706495	31146
June 2017	459.00	387.00	741796	30922
July 2017	515.60	436.15	1398823	32515
August 2017	523.50	452.00	416928	31730
September 2017	551.00	486.00	988145	31284
October 2017	549.40	488.10	385870	33213
November 2017	520.00	470.90	347872	33149
December 2017	519.90	494.00	280707	34057
January 2018	713.55	492.00	2066285	35965
February 2018	590.35	500.50	1000857	34184
March 2018	585.00	525.00	563384	32969

NSE 2017-18 :

Month	Highest (₹)	Lowest (₹)	Volume of Shares traded	NIFTY (monthly close)
April 2017	435.20	367.50	6485545	9304
May 2017	432.85	377.00	4371630	9621
June 2017	459.50	391.10	4715892	9521
July 2017	517.25	436.50	4403131	10077
August 2017	525.95	451.00	5735821	9918
September 2017	553.00	485.00	5286998	9789
October 2017	543.00	488.00	4994502	10335
November 2017	521.90	470.00	4973282	10227
December 2017	521.00	491.20	4118198	10531
January 2018	717.70	492.55	18867364	11028
February 2018	590.00	500.00	10287904	10493
March 2018	581.00	519.55	4215942	10114

OTHER INFORMATION :

Equity History :

Particulars	No. of shares issued (of ₹ 2 each)	Year
Subscription by Institutions	1,00,00,000	1987
Rights Issue	50,00,000	1992
Public Issue	1,07,50,000	1992
Reserved for allotment in Rights Issue (conversion of Part "A" of FCDs issued to GRUH Employees Welfare Trust)	6,25,000	1994
Rights Issue (conversion of Part "A" of FCDs issued to Shareholder(s))	1,28,75,000	1995
Reserved for allotment in Rights issue (conversion of Part "B" of FCDs issued to GRUH Employees Welfare Trust)	12,50,000	1995
Rights Issue (conversion of Part "B" of FCDs issued to Shareholder(s))	2,57,50,000	1995
Rights Issue (conversion of FCDs issued to Shareholder(s))	6,62,50,000	1999
Rights Issue	3,97,50,000	2006
Allotment under ESOS	9,25,990	2006-07
Allotment under ESOS	62,505	2007-08
Allotment under ESOS	21,305	2008-09
Allotment under ESOS	3,65,950	2009-10
Allotment under ESOS	21,62,415	2010-11
Allotment under ESOS	7,25,025	2011-12
Allotment under ESOS	19,63,485	2012-13
Allotment under ESOS	16,54,475	2013-14
Bonus Issue (1:1)	18,01,31,150	June 10 '14
Allotment under ESOS	31,22,280	2014-15
Allotment under ESOS	2,97,160	2015-16
Allotment under ESOS	8,82,744	2016-17
Allotment under ESOS	11,55,527	2017-18
Total : (as on March 31, 2018)	36,57,20,011	

Note: The nominal face value of the equity shares of the Company was sub-divided from ₹ 10 per equity share to ₹ 2 per equity share, with effect from July 26, 2012. Thereafter, at the 28th Annual General Meeting (AGM) of the Company held on May 28, 2014, the members of the Company had approved the issue of Bonus Shares in the proportion of 1:1 (i.e. one new fully paid up Equity Share of ₹ 2/- each for every 1 (one) fully paid-up Equity Share of ₹ 2/- each held. Accordingly, for ease of comparison, all issues have been represented by equity shares of ₹ 2 each.

Measuring Shareholders' Value :

At GRUH, we believe in maximizing the wealth of its shareholders and our endeavours are in the direction of providing maximum value to our shareholders either in the form of dividend or capital appreciation. The value of shareholders' return is measured as follows :

A. Total Shareholders' Return :

Total Shareholders' return includes the dividend paid by the Company as well as the capital appreciation of the shares of the Company in the stock markets. During the past five years return to shareholders has been as follows :

Particulars	(₹ in crores)				
	2017-18	2016-17	2015-16	2014-15	2013-14
Closing Market Capitalisation	21,038.04	14,433.11	8,701.09	8,866.58	5,319.27
Opening Market Capitalisation	14,433.11	8,701.09	8,866.58	5,319.27	3,753.36
Money raised during the year from Shareholders	31.00	22.57	1.01	10.56	10.52
Net Capital Appreciation	6,573.94	5,709.45	(166.50)	3,536.75	1,555.39
Dividend including Dividend Tax	145.50	123	100.68	87.48	63.49
Total Gain	6,719.44	5,832.45	(65.82)	3,624.23	1,618.88
Gain to Opening Market Capitalisation (%)	46.56	67.03	(0.74)	68.13	43.13

B. Enterprise Value :

Enterprise Value (EV) measures the value of a Company as on a particular date. It is calculated by making adjustments to the market capitalisation of a Company. The formula for measuring Enterprise Value is :

Enterprise Value (EV) = Market Capitalisation + Total Debt – Cash Balance

With the Enterprise Value as a measure, the companies can be compared easily irrespective of their capital structure. Moreover, Enterprise value is used to calculate the ratio of EV to EBIDTA multiple.

EBIDTA stands for Earnings before Interest, Depreciation, Tax and other appropriations. Hence, it can be calculated by adding back the figures of interest, depreciation and other appropriations to the amount of Profit Before Tax (PBT). It indicates that the value of enterprise is equal to number of times of the Company's earnings. As the figures of Interest, depreciation and tax are added back, it makes the comparison between two enterprises easier by eliminating all the accounting and tax differences.

The above measure for GRUH for a period of five years is as follows : -

(₹ in crores)

Particulars As At March 31,	2018	2017	2016	2015	2014
Number of Equity Shares of ₹ 2 each (crores)*	36.57	36.46	36.37	36.34	36.03
Market Price per share on face value of ₹ 2 each*	575.25	395.9	239.25	244.00	147.65
Market Capitalisation	21,038.04	14,433.11	8,701.09	8,866.59	5,319.27
Total Debt	14046	12,018.15	10,244.4	8,215.58	6,447.50
Cash	19.33	12.56	27.45	8.30	15.67
Enterprise Value(EV)	35,064.71	26,438.70	18,918.04	17,073.87	11,751.10
EBIDTA	1,547.61	1,364.48	1,172.14	979.86	790.54
EV/ EBIDTA (times)	22.66	19.38	16.14	17.43	14.86
Total Income	1,687.19	1,487.39	1,275.4	1,060.32	846.16
EV / Total Income (times)	20.78	17.78	14.83	16.10	13.89

* During 2014-15, Company has allotted bonus shares in the ratio of 1:1. Number of shares and share price per share of previous years are adjusted to give effect of Bonus shares. Market price on the stock exchange where maximum numbers of shares have been traded is considered.

Web links:

As required under the various provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the web link of some of the important documents placed on the website of the Company is provided below:

1 Code of Conduct for directors and senior management	http://www.gruh.com/policies/Code-of-Conduct.pdf
2 Corporate Social Responsibility Policy	http://www.gruh.com/policies/CSR-Policy.pdf
3 Whistle Blower Policy	http://www.gruh.com/policies/Whistle-Blower-Policy.pdf
4 Policy on Transactions with Related Parties	http://www.gruh.com/policies/RPT-Policy.pdf
5 Familiarization Programme	http://www.gruh.com/policies/Familiarization-Programme.pdf
6 Policy on Remuneration of Directors, Senior Management, KMPs and other employees	http://www.gruh.com/policies/Remuneration-Policy.pdf
7 Policy on Determination of Materiality	http://www.gruh.com/policies/Determination-on-Materiality.pdf
8 Archival Policy	http://www.gruh.com/policies/Archival-Policy.pdf
9. Code of Practices & Procedures for Fair Disclosures of UPSI	http://www.gruh.com/policies/Fair-Disclosure-Code-UPSI.pdf
10 Disclosure under Regulation 14 of SEBI (SBEB) Regulations 2014	http://www.gruh.com/ESOS-Disclosure.pdf
11. Dividend Distribution Policy	http://www.gruh.com/pdf/dividend-distribution-policy.pdf