Dear Sir,

Sub: Publication of Postal Ballot Notice dated March 14, 2019

We forward herewith a copy Postal Ballot Notice advertisement published in English in “Indian Express” on March 26, 2019 and in Gujarati in “Ahmedabad Express” on March 24, 2019.

The said clippings are also placed on website of the Company viz. www.gruh.com

This is for your kind information and record. Kindly arrange to inform all your constituents accordingly.

Thanking you.

Yours sincerely,

For GRUH Finance Ltd.

MARCUS LOBO
Company Secretary

Encl: a/a
NOTICE

Members are hereby informed that pursuant to the provisions of Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company has on Friday, March 22, 2019 completed the dispatch of the Postal ballot notice dated March 14, 2019 along with Postal Ballot Form through (i) e-mail to the Members whose e-mail addresses are registered in the records of the Depository Participants and the Company; and (ii) physical mode, along with a self-addressed pre-paid postage business reply envelop to the other Members (whose e-mail addresses are not registered) for seeking the approval of the Members of the Company through postal ballot including voting by electronic means (e-voting) for the below mentioned matter:

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

The said notice is available on the Company's website at www.gruh.com. The Notice is also available at www.evoting.nsdl.com, www.bseindia.com and www.nseindia.com. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members. Some of the important details regarding postal ballot including the e-voting are provided below:

| Date of determining the Members entitled to receive the Postal Ballot Notice and vote. | Friday, March 15, 2019 |
| Commencement of voting period | Sunday, March 24, 2019 (10:00 a.m.) |
| Last date for receipt of physical Postal Ballot Form and e-voting | Monday, April 22, 2019 (6:00 p.m.) |

The e-voting module shall be disabled by NSDL after 5:00 p.m. on Monday, April 22, 2019. The Company has appointed Mr. M.C. Gupta, of M/s. M.C. Gupta & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting and e-voting process in a fair and transparent manner. Members are requested to ensure that the duly completed and signed physical Postal Ballot Form should reach the Scrutinizer not later than the date and time mentioned above. Postal Ballot Forms after the close of working hours on Monday, April 22, 2019 will not be considered as valid.

Any Member who does not receive the Postal Ballot Form may send an e-mail to investorcare@gruh.com and obtain a duplicate Postal Ballot Form. For any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll-free no.: 1800-222-980 or send a request at evoting@nsdl.co.in. Members may also write to the Company Secretary at the email address investorcare@gruh.com or contact at telephone no. 079-26421671-75.

The result of the Postal Ballot including e-voting along with the Scrutinizer's Report, will be announced on or before Thursday, April 25, 2019 during office hours at the registered office of the Company and will be placed on the website of the Company, NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

For and on behalf of
GRUH Finance Limited

sd/ Place: Ahmedabad
Date: March 24, 2019

Marcus Lobo
Company Secretary


| નોટિઝ | પોલર વોટી નોટિઝ કે પોટ પ્રતિ કરામ સાથે પોટરો સંબંધિત \( \frac{
\text{રોડીના સંબંધી અનુભવો} \text{ અને રોટરો સંબંધી અનુભવો} \text{ સાથે} \text{ પોટરો}}{\text{સૃષ્ટિ કરી}} \text{ કરી} | \text{ગુજરાત}, \text{1} \text{ માર્ચ}, \text{2016} | \text{રોડીનાં સમયો} \text{ અને} \text{ રોટરો} \text{ સંબંધી અનુભવો} \text{ સાથે} \text{ પોટરો}}{\text{સૃષ્ટિ} \text{ કરી} | \text{ગુજરાત}, \text{1} \text{ માર્ચ}, \text{2016} (10.00 સાર્થી) | \text{પોટરો} \text{ સંબંધી} \text{ અડફાટરો} \text{ તારી નિધાન} | \text{સોંભવ, અપેલ} \text{, 5} \text{ માર્ચ}, \text{2016 (5.00 સાર્થી)} | \text{પોટરો} \text{ સંબંધી} \text{ અડફાટરો} \text{ તારી નિધાન} | \text{સોંભવ, અપેલ} \text{, 5} \text{ માર્ચ}, \text{2016 (5.00 સાર્થી)} |

| પોટરો સંબંધી નોટિઝ કે પોટ પ્રતિ કરામ સાથે પોટરો} \text{ સંબંધી અનુભવો} \text{ સાથે} \text{ પોટરો} | \text{ગુજરાત}, \text{1} \text{ માર્ચ}, \text{2016} | \text{રોડીનાં સમયો} \text{ અને} \text{ રોટરો} \text{ સંબંધી અનુભવો} \text{ સાથે} \text{ પોટરો}} | \text{ગુજરાત}, \text{1} \text{ માર્ચ}, \text{2016 (10.00 સાર્થી)} | \text{પોટરો} \text{ સંબંધી} \text{ અડફાટરો} \text{ તારી} \text{ નિધાન} | \text{સોંભવ, અપેલ} \text{, 5} \text{ માર્ચ}, \text{2016 (5.00 સાર્થી)} | \text{પોટરો} \text{ સંબંધી} \text{ અડફાટરો} \text{ તારી} \text{ નિધાન} | \text{સોંભવ, અપેલ} \text{, 5} \text{ માર્ચ}, \text{2016 (5.00 સાર્થી)} |

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