



**GRUH  
FINANCE  
LIMITED**

*We help you build homes*

SEC: 2019:  
May 27, 2019

The BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
26th Floor, Dalal Street  
Mumbai – 400 001

**BSE Security Code No: 511288**

The National Stock Exchange of India Ltd  
“Exchange Plaza”,  
Bandra-Kurla Complex,  
Bandra (E ), Mumbai 400 051

**Symbol : GRUH**

Dear Sir,

**Sub : Annual Secretarial Compliance Report for the year ended March 31, 2019**  
**Ref : SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019**

Please find enclosed herewith the annual secretarial compliance report for the year ended March 31, 2019, issued by M/s M. C. Gupta & Company, Practicing Company Secretary, Secretarial Auditor of the Company.

Kindly take note of the same and notify your constituents accordingly.

Thanking you,

Yours sincerely,  
For **GRUH FINANCE LIMITED**

 **MARCUS LOBO**  
Company Secretary

A subsidiary of HDFC Ltd

**Registered Office:** “GRUH”, Netaji Marg, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006.  
Tel. : (91) (79) 2642 1671-75, 2656 0649

CIN : L65923GJ1986PLC008809 - Website : www.gruh.com



## Secretarial Compliance Report of GRUH Finance Limited for the year ended 31<sup>st</sup> March, 2019

To,  
GRUH Finance Limited,  
"GRUH", Netaji Marg,  
Near Mithakhali Six Roads,  
Ellis Bridge, Ahmedabad – 380 006

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated February 8, 2019, we have examined:

- all the documents and records made available to us and explanation provided by GRUH Finance Limited ("the listed entity") CIN: L65923GJ1986PLC008809 and having its Registered office at "GRUH", Netaji Marg, Near Mithakhali Six Roads, Ellis Bridge, Ahmedabad – 380 006.
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA") rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable during the reporting period);
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



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

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

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable during the reporting period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and the circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, department, etc.	Observations/Remarks of the Practicing Company Secretary, if any
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (years to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the Action taken by the listed entity
NOT APPLICABLE				

Place: Ahmedabad  
Date : 30<sup>th</sup> April, 2019



For M C Gupta & Co,  
Company Secretaries,  
UCN: S1986GJ003400

*Mahesh Gupta*  
Mahesh Chand Gupta  
Proprietor  
FCS: 2047 (CP: 1028)