



Compliance Report

It is hereby certified that the draft scheme of amalgamation between GRUH Finance Limited (“Transferor Company”) and Bandhan Bank Limited (“Transferee Company”) pursuant to sections 230 to 232 and other applicable provisions of the Companies Act, 2013, does not, in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s) and the same is in compliance with all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by SEBI and as amended from time to time (“SEBI Circular”) including the following:

S.N.	Reference	Particulars	Remarks
Requirements under the LODR Regulations			
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	In compliance
2	Regulation 11 of LODR Regulations	Compliance with securities laws	In compliance
Requirements under the SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Requisite documents are enclosed
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Not applicable.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Enclosed as Annexure II
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Enclosed as Annexure XI
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Not applicable. Undertaking from the Company duly certified by its statutory auditors is enclosed as Annexure XIII.

For GRUH Finance Limited

Marcus Lobo
Company Secretary

Sudhin Choksey
Managing Director
DIN: 00036085



A subsidiary of HDFC Ltd



**GRUH
FINANCE
LIMITED**

We help you build homes

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation involving GRUH Finance Limited and Bandhan Bank Limited pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, are in compliance with all the Accounting Standards applicable to a listed entity.

For GRUH Finance Limited

Hitesh Agrawal
Chief Financial Officer

Sudhin Choksey
Managing Director
DIN: 00036085



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