

## GRUH FINANCE LIMITED

Regd. Office: "GRUH", Netaji Marg, Nr. Mithakhali Six Roads,  
Ellisbridge, Ahmedabad 380 006 • Phone : 079 2642 1671-75.  
E-mail : investorcare@gruh.com • www.gruh.com  
CIN : L65923GJ1986PLC008809



### POSTAL BALLOT NOTICE

#### [Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules, circulars and notifications thereunder (including any statutory modifications or re-enactment thereof) and pursuant to other applicable laws and regulations, for seeking approval of members of GRUH Finance Limited ('the Company') through postal ballot including electronic voting (e-voting) for the resolution set out hereinafter.

- (1) Issue of additional 90,00,000 Equity Shares of ₹ 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

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules, circulars and notifications thereunder (including any statutory modifications or re-enactment thereof) and pursuant to other applicable laws and regulations, including the circulars and notifications issued by the Reserve Bank of India, the relevant provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by Securities and Exchange Board of India ('SEBI') and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other rules, regulations, notifications and guidelines that may be issued by SEBI and/or such other authorities, from time to time, and subject to such approval(s), consent(s), permission(s), sanction(s), as may be required, from the appropriate regulatory authorities, institutions, bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and in partial modification to the earlier resolution of the shareholders passed on May 28, 2014, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of Directors duly constituted by the Board which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI (Share Based Employee Benefits) Regulations, 2014, to exercise its powers including powers conferred by this resolution) to create, grant, issue, offer and allot, in one or more tranches, additional 90,00,000 stock options convertible into 90,00,000 equity shares of ₹ 2 each of the Company aggregating up to a nominal face value not exceeding ₹ 1,80,00,000 (Rupees One crore eighty lac only), fully paid (or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of capital structure of the Company, from time to time) to the present and future permanent employees including whole-time directors of the Company (hereinafter referred to as 'Employees'), under the existing Employee Stock Option Scheme 2015 (hereinafter referred to as "ESOS – 2015") in terms of this resolution and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion **AND THAT** the consent of the Members be and is hereby accorded to the Board to amend and modify the existing ESOS – 2015 to provide for grant of requisite number of additional stock options to the employees under this resolution."

**"RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot the requisite number of equity shares pursuant to exercise of options under the amended ESOS - 2015, from time to time, and the options, if any, lapsed or that may lapse under the said scheme as the Board may decide in its sole and absolute discretion."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of ESOS – 2015, from time to time, as it may in its sole and absolute discretion decide, subject to the conformity with the SEBI (Share Based Employee Benefits) Regulations, 2014 and issue clarifications in this regard."

**"RESOLVED FURTHER THAT** subject to the terms stated herein, the equity shares allotted pursuant to this resolution shall rank *pari passu inter se* and with the then existing equity shares of the Company, in all respects."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board be and is hereby authorized to implement the amended ESOS-2015."

**"RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to ESOS-2015."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of ESOS – 2015 as amended and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution."

By Order of the Board

Mumbai  
March 14, 2019

Marcus Lobo  
Company Secretary  
FCS : 4256

**NOTES:**

- (A) The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed herewith and forms part of this notice.
- (B) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, March 15, 2019 ("**Cut-off Date**"). A person who is not a Member of the Company as on the Cut-off Date should treat this Notice for information only.
- (C) The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form). For members whose email address are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope. Postal Ballot Notice is also available on the Company's website i.e. [www.gruh.com](http://www.gruh.com).
- (D) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting facility electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of NSDL as the Agency to provide e-voting facility. E-voting is optional.
- (E) Kindly note that the Members can opt only one mode of voting, i.e., either through physical Postal Ballot Form or e-voting. However, in case Members cast their vote by physical Postal Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
- (F) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.
- (G) In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate one, the Member may write to the Company or send an e-mail to [investorcare@gruh.com](mailto:investorcare@gruh.com). The Company shall forward the same along with a self-addressed pre-paid business reply envelope to the Member.
- (H) A Member cannot exercise his vote by proxy on postal ballot.
- (I) All documents referred to in this Postal Ballot Notice and explanatory statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 2:00 p.m. and 5:00 p.m. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to Monday, April 22, 2019.

**(J) Instructions for Voting:**

*A. Voting through Physical Postal Ballot Form*

- 1. A Member desiring to exercise vote by physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid business reply envelope. Postage will be borne and paid by the Company. However, in case the Members send the physical Postal Ballot Form by courier or registered post or deliver it in person at his expense, such Postal Ballot Forms will also be accepted.
- 2. The Postal Ballot Form, duly completed and signed by the Member(s) should be sent to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Monday, April 22, 2019. Postal Ballot Forms received after the said date shall be treated as if the reply from the Members have not been received.
- 3. Members are requested to exercise their voting rights by using the enclosed Postal Ballot Form only. No other form or photocopy of the form (except duplicate form issued by the Company) shall be accepted.

*B. Voting through electronic means:*

- (i) In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Secretarial Standards on General Meetings, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Postal Ballot Notice by electronic means. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility.

(ii) The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

- a) For Members who hold shares in demat account with NSDL.
- b) For Members who hold shares in demat account with CDSL.
- c) For Members holding shares in Physical Form.

Your User ID is:

- a) 8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.
  - b) 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.
  - c) EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001\*\*\* and EVEN is 110561 then user ID is 110561001\*\*\*
5. Your password details are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
    - c) How to retrieve your 'initial password'?
      - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Instructions**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [gruhscrutizer@gmail.com](mailto:gruhscrutizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Members may also write to the Company Secretary at the email address: [investorcare@gruh.com](mailto:investorcare@gruh.com) or contact at telephone no. 079-26421671-75.
4. The e-voting period shall commence at 10:00 a.m. on Sunday, March 24, 2019 and end at 5:00 p.m. on Monday, April 22, 2019. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off Date i.e. March 15, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
5. If you forget your password, you can reset your password by using 'Forget User Details/ Password' option available on <https://www.evoting.nsdl.com>.
6. Mr. M.C. Gupta, of M/s. M. C. Gupta & Co., Practicing Company Secretaries, (Membership No. FCS : 2047) (Address : 703, Mauryansh Elanza, Near Parekh's Hospital, Shyamal Cross Roads, Satellite, Ahmedabad – 380015) has been appointed by the Company to act as the Scrutinizer to scrutinize Postal Ballot voting and the e-voting process in a fair and transparent manner.
7. The result of the Postal Ballot shall be declared on or before Thursday, April 25, 2019 during office hours at the registered office of the Company at "GRUH", Netaji Marg, Nr. Mithakhali Six Roads, Ellisbridge, Ahmedabad 380 006 and the result shall also be displayed in the website of the Company, being [www.gruh.com](http://www.gruh.com). Once declared, the resolution shall be deemed to have been passed on April 22, 2019, being the last date specified for receipt of duly completed postal ballot forms or e-voting, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013.
8. The result, along with the Scrutinizer's Report, will be placed on the website of the Company and NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

## **ANNEXURE TO THE NOTICE**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Regulation 6 of the SEBI (Share Based Employee Benefits) Regulations, 2014 setting out material facts relating to the special business.

### **Item No. 1**

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, has been granting stock options pursuant to the approval of its Members at general meeting. Rewarding employees with stock options aligns with the long term sustainable growth of the Company and ensures active participation by a team of motivated employees in ensuring its desired growth. It will provide competitive edge in the current economic and market scenario if adoption and implementation of such incentive structure is encouraged and supported by way of grant of stock options.

The Shareholders of the Company at the 28<sup>th</sup> Annual General Meeting (AGM) held on May 28, 2014 had approved the issue of 45,00,000 equity shares of ₹ 2 each to the employees of the Company under Employee Stock Option Scheme 2015 (ESOS – 2015) representing 45,00,000 stock options. Thereafter, pursuant to issue of bonus shares in the year 2018, appropriate adjustments were made in the exercise price and the number of equity shares to be allotted post exercise in respect of stock options that were vested but not exercised.

Since the date of the last shareholders approval in the year 2014, many new employees have joined the Company and in order to retain the existing employees of the Company and also to attract and retain the best talent, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of Directors constituted by the Board to exercise its powers including powers conferred by this resolution) upon the recommendations of the Nomination and Remuneration Committee of Directors at its meeting held on March 14, 2019 approved creation and issue of additional 90,00,000 equity shares of ₹ 2 each of the Company representing an additional 90,00,000 stock options to be granted to the present and future permanent employees including whole-time directors of the Company (hereinafter referred to as 'Employees'), subject to the eligibility criteria and on such other terms as may be determined by the Board under the existing ESOS – 2015 in terms of the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other laws as applicable.

As a result of the amendment to ESOS-2015, the total number of shares which may be granted to eligible employees and directors pursuant to ESOS-2015 shall be 1,35,00,000 shares (or such other number adjusted for any bonus, rights, stock splits, consolidation or other re-organisation of the capital structure of the Company, from time to time). It is clarified that all terms of the ESOS – 2015 shall remain same and this modification will not in any way be deemed to be variation in the terms of the ESOS – 2015.

The Company wish to draw the attention of the Members to the decision taken by the Board of Directors of the Company at its meeting held on January 7, 2019 wherein the Board had approved a draft scheme of amalgamation between the Company and Bandhan Bank Limited (Bandhan Bank) (hereinafter referred to as the 'Scheme' and a copy of which is available on our website – [www.gruh.com](http://www.gruh.com)) whereby the Company is proposed to be amalgamated into and with Bandhan Bank, subject to the receipt of necessary approvals. As per the Scheme, Bandhan Bank shall issue stock options to the Employees of the Company taking into account the Share Exchange Ratio as mentioned in the Scheme and on the same terms and conditions as (and which are not less favourable than those) provided in the ESOS – 2015. The Scheme provides that the exercise price payable for options granted by Bandhan Bank to the employees of the Company to whom options are granted shall be based on the exercise price payable by such employees under ESOS-2015 as adjusted after taking into account the effect of the Share Exchange Ratio as mentioned in the Scheme.

The broad terms and conditions of the ESOS – 2015 (other than the total number of shares to be granted pursuant to exercise of options) shall continue to remain the same and includes the following:

### **Brief Description of ESOS-2015**

In order to retain the existing employees and also to attract and retain the best talent, the Company proposes to grant stock options to its present and future permanent employees including whole-time directors under ESOS – 2015 in terms of this resolution and in accordance with the relevant provisions of the Companies Act, 2013, the rules framed there under, SEBI (Share Based Employee Benefits) Regulations, 2014 and other laws as applicable.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Company comprising of Independent Directors shall act as the Compensation Committee under Regulation 5 of the SEBI (Share Based Employee Benefits) Regulations, 2014, which has been authorised to

*inter alia* modify, administer and supervise ESOS – 2015 in terms of the SEBI (Share Based Employee Benefits) Regulations, 2014. All questions of interpretation of ESOS – 2015 shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding.

#### **Number of options to be granted**

The number of options to be granted by modifying the existing ESOS-2015 shall not exceed an additional 90,00,000 options representing 90,00,000 equity shares of ₹ 2 each of the Company plus the number of options that the Board may decide to grant under ESOS-2015 out of the lapsed options, if any, under the said scheme or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of the capital structure of the Company as may be applicable, from time to time. The maximum dilution that could take place in future, if all the aforesaid options are exercised, would not exceed 1.25% of the expanded issued and paid-up share capital of the Company, taking into consideration the un-exercised stock options as on date. The options, that may lapse/expire or are forfeited, will be available for grant to the eligible employees.

As per the scheme of amalgamation as mentioned hereinabove, Bandhan Bank shall issue stock options to the Employees of the Company taking into account the Share Exchange Ratio as mentioned in the Scheme and on the same terms and conditions as (and which are not less favourable than those) provided in the ESOS – 2015.

#### **Identification of classes of employees entitled to participate in amended ESOS-2015**

The present and future permanent employees including whole-time directors of the Company, are eligible to participate in ESOS - 2015, subject to such eligibility criteria as may be decided by the Board, from time to time.

#### **Vesting, period of vesting and the maximum period of vesting**

Subject to SEBI (Share Based Employee Benefits) Regulations, 2014 and similar to the existing ESOS – 2015, the gap between the date of grant and date of vesting shall not exceed 3 years and the minimum gap shall be as may be required by the statutory authorities. The Nomination and Remuneration Committee of Directors at its sole and absolute discretion shall be entitled to make the vesting of any or all of the options granted to eligible employee(s) conditional upon fulfilment of the criteria mentioned in ESOS – 2015 and such additional criteria, as may be determined by it, for any individual eligible employee or class / group of eligible employees.

#### **Pricing formula and Exercise Price**

The options would be granted to eligible employees at the latest available closing price on the stock exchange on which the shares of the Company are listed on the date immediately prior to the date of the meeting of the Board at which the options are granted. As the shares of the Company are listed on more than one stock exchange, the latest available closing price on the stock exchange with higher trading volume on the said date shall be considered.

#### **Recovery of Tax**

The liability of paying tax, if any, on the options granted pursuant to this Scheme and the shares issued pursuant to exercise of options shall be entirely on the Employees and shall be in accordance with the provisions of Income Tax Act, 1961 and rules framed thereunder as applicable from time to time.

#### **Exercise period and process of exercise**

Similar to the existing ESOS – 2015, the eligible employees shall be entitled to exercise the options within such period as may be determined by the board, subject to a maximum of 3 years from the date of respective vesting.

The options shall be deemed to be exercised when the company receives the written notice of exercise of options in the prescribed format, from the person entitled to exercise the option along with full payment for the shares with respect to which the options are exercised and the amount of income tax, if any.

#### **Appraisal process for determining eligibility of the employees**

Similar to the existing ESOS – 2015, the board shall determine the eligibility criteria for the employees, the terms and conditions subject to which shares would be issued, the modus of grant, exercise and vesting of the options and such other terms relating to the ESOS. Whilst granting the said options to the employees under ESOS, the board may *inter alia* consider the length of service, grade, performance, technical knowledge, leadership qualities, merit, future potential contribution, conduct of employee etc. and such other factors as may be deemed appropriate by it.

Notwithstanding anything contained in this resolution or the explanatory statement thereto, the board would have the absolute discretion to determine the employees eligible to be granted options under the ESOS and the quantum of options to be granted to any Employee.

#### **Maximum number of options to be issued per employee and in aggregate**

The maximum number of options to be issued to any eligible employee during any one year will be decided by the Board, subject however that the same shall not be more than 1% of the issued equity shares of the Company as on the date of grant. The aggregate of all such additional options granted shall not exceed 90,00,000 options plus the number of lapsed options, if any, under this scheme or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of the capital structure of the Company, as applicable, from time to time. The maximum quantum of benefits to be provided to each employee is not quantifiable as it would depend on a case to case and the market price of the share.

#### **The method for valuation of options**

The Company shall follow the intrinsic value method to value its stock options.

#### **Declaration**

The Company will disclose the difference between the employee compensation cost computed using the intrinsic value method and the employee compensation cost that should have been recognized if it had used the fair value of the options and the impact of this difference on the profits and on the earning per share of the Company in the Directors' Report, as applicable, from time to time.

#### **Listing**

The shares allotted pursuant to the exercise of the stock options, shall be listed on BSE Limited and National Stock Exchange of India Limited.

Pursuant to Section 62(1)(b) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing Members of the Company subject to them approving the issue of such shares by way of a special resolution.

The shares allotted pursuant to the exercise of the stock options, shall be listed on The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE) and necessary applications shall be made to the said stock exchanges in that regard.

Consent of the Members is also required under SEBI (Share Based Employee Benefits) Regulations, 2014 by way of a special resolution. The resolution and the terms stated therein as also the terms stated in this explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board shall have the sole and absolute authority to modify the terms herein which do not conform with the provisions of the said guidelines/ regulations.

Your Board, accordingly, recommends passing of the resolution as set out in this Notice, for the approval of the Members.

Since the options could be also offered and issued to the Whole-Time Directors and Key Managerial Personnel of the Company, such Whole-Time Directors and Key Managerial Personnel and their relatives are deemed to be concerned and interested, in the said resolution. No other director shall be concerned or interested financially or otherwise in the above resolution.

The Members approval in accordance with the resolution is inter alia also being sought for authorising the Board to do all such acts as stated in the resolution and hereinabove where they would be the beneficiaries.

By Order of the Board

Mumbai  
March 14, 2019

Marcus Lobo  
Company Secretary  
FCS : 4256



**GRUH FINANCE LIMITED**

Regd. Office: "GRUH", Netaji Marg, Nr. Mithakhali Six Roads, Ellisbridge, Ahmedabad 380 006  
Phone : 079 – 26421671 – 75, CIN : L65923GJ1986PLC008809.  
E-mail : investorcare@gruh.com, www.gruh.com

**POSTAL BALLOT FORM**

Sr.No. ....

Name of the member (s) :  
(including joint-holder(s), if any)

Registered Address: of the sole/ first named  
Member :

Registered Folio No./ DP ID & Client ID\* :  
(\* applicable only to the Members holding  
shares in dematerialized form)

Number of Equity Shares held as on March 15,  
2019 :

I/We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated March 14, 2019, issued by the Company, by conveying my/ our consent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Resolution	No. of Equity Shares held by me/ us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	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			

Place: \_\_\_\_\_

Date : \_\_\_\_\_

# Email address: \_\_\_\_\_ Contact No. \_\_\_\_\_

\_\_\_\_\_  
Signature of the Member

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the instructions given overleaf before exercising your vote through this Postal Ballot Form.

### Instructions for filling Postal Ballot Form

- (i) The Company is also offering e-voting facility to all its Members to enable them to cast their votes electronically instead of physical Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice.
- (ii) Kindly note that the Members can opt for only one mode of voting, i.e., either through physical Postal Ballot Form or e-voting. If the Members opt for e-voting, then they should not vote by Postal Ballot and vice versa. However, in case Members cast their vote by physical ballot as well as e-voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot Form shall be treated as invalid.
- (iii) Members desiring to exercise vote by physical ballot may complete this Form and send it to the Scrutinizer in the enclosed self addressed prepaid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
- (iv) This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
- (v) Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on April 22, 2019. Postal Ballot Form(s) received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
- (vi) There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s). A Member is not entitled to appoint a proxy to vote in his/her behalf by postal ballot.
- (vii) In case of shares held by companies, trusts, societies etc., they are required to send a scanned copy (PDF/JPG Format) of the relevant board resolution/ authority letter, etc., together with attested specimen signature(s) of the duly authorised signatory(ies) who is/ are authorised to vote, to the Scrutinizer through email to *gruhs scrutinizer@gmail.com* with a copy marked to *evoting@nsdl.co.in* by quoting the DP ID and Client ID or Folio No.
- (viii) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- (ix) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- (x) The resolution as contained in the Postal Ballot Notice dated March 14, 2019, if approved, shall be deemed to have been passed on April 22, 2019, being the last date for receipt of duly completed Postal Ballot Form and e-voting.