

Ref. No.: SE/2019-20/59

May 24, 2019

BSE Limited  
P. J. Towers  
Dalal Street  
Mumbai 400 001

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051

**Kind Attn:** Sr. General Manager  
DCS - Listing Department

**Kind Attn:** Head – Listing

Dear Sirs,

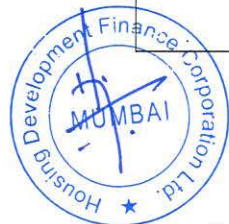
**Ref: Amalgamation of GRUH Finance Limited (GRUH) into and with Bandhan Bank Limited (Bandhan)**

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Divestment of part shareholding of the Corporation in GRUH**

This is further to our letters dated January 7, 2019 and March 15, 2019 wherein we had informed the exchanges that in relation to the proposed Scheme of Amalgamation (Scheme) between GRUH and Bandhan Bank Limited (Bandhan), the Reserve Bank of India (RBI) had granted its approval to the Corporation to acquire and hold only 9.9% or less of the paid-up share capital of Bandhan as against its entitlement of 14.96% of the paid-up share capital of Bandhan, upon the Scheme becoming effective.

We wish to inform you that in order to comply with the aforementioned restriction imposed by RBI, the Corporation has sold certain shares of GRUH. The details of shares sold and the information required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Particulars	Details
Name of the target entity, details in brief such as size, turnover etc.	GRUH Finance Limited (GRUH), a listed subsidiary of the Corporation, is engaged in the business of providing home loans and is registered with the National Housing Bank (NHB) as a housing finance company.  For the financial year ending on March 31, 2019, the revenues of GRUH aggregated to over Rs. 2,026.65 crore.



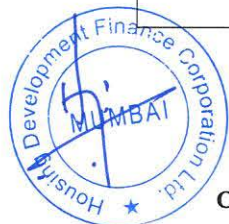
1

**Corporate Office:** HDFC House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

**Regd. Office:** Ramon House, H T Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020. INDIA.  
Corporate Identity Number: L70100MH1977PLC019916

Whether the sale would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being sold? If yes, nature of interest and details thereof and whether the same is done at "arms length"	<p>No.</p> <p>Since the sale was carried out through stock exchanges, the same is not a related party transaction.</p> <p>Further the sale was carried out at the prevailing market price and hence on an arm's length basis.</p>
Industry to which the entity being sold belongs	GRUH is registered with the NHB as a housing finance company.
Objects and effects of sale (including but not limited to, disclosure of reasons for sale of target entity, if its business is outside the main line of business of the listed entity)	<p>The Corporation being a shareholder of GRUH is entitled to 14.96% of the post-amalgamation paid-up capital of Bandhan, based on the share exchange ratio. However, the RBI has directed the Corporation to hold 9.9% or less of the paid-up capital of Bandhan, post the merger.</p> <p>In view of the above, the Corporation is required to sell such number of shares in GRUH so as to be entitled to 9.9% of the post amalgamation paid-up capital of Bandhan.</p> <p>The sale reported under this disclosure is a part of the said transaction.</p>
Brief details of any governmental or regulatory approvals required for the sale	<p>The sale was undertaken pursuant to the letter dated March 14, 2019 from RBI, as explained above.</p> <p>Further, NHB has approved the said transaction vide its letter dated May 14, 2019.</p>
Indicative time period for completion of the sale	N.A.
Nature of consideration - whether cash consideration or share swap and details of the same	All cash consideration.
The price at which the shares are being sold	The sale was carried out through stock exchanges at the prevailing market price. The average price was Rs. 260.07 per equity share for shares sold on March 28, 2019 and Rs. 310.126 per share for shares sold on May 24, 2019.



**Corporate Office:** HDFC House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

**Regd. Office:** Ramon House, H T Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020. INDIA.  
Corporate Identity Number: L70100MH1977PLC019916

Percentage of shareholding/control divested and/ or number of shares sold.	4,47,86,774 equity shares representing 6.10 % of the issued and paid-up share capital of GRUH (1,22,00,000 shares representing 1.66% were sold on March 28, 2019 and the balance 3,25,86,774 shares representing 4.44% have been sold on May 24, 2019).
Brief background about the entity being sold in terms of products/line of business sold, date of incorporation, history of last 3 years turnover, country in which the sold entity has presence and any other significant information (in brief)	<p>GRUH was incorporated on July 21, 1986 as Gujarat Rural Finance Corporation Limited with the Registrar of Companies, Ahmedabad. Its name was changed to GRUH Finance Limited with effect from August 21, 1995.</p> <p>GRUH is a deposit-taking housing finance company and carries on the business of providing finance to persons, company or corporation, society or association of persons, with or without interest and with or without any security for the purpose of enabling such borrower to construct or purchase or enlarge any house or dwelling unit or any part of portion thereof in India for residential purposes.</p> <p>The revenue of GRUH for financial years 2016-17, 2017-18 and 2018-19 were Rs. 1,487.39 crore, Rs. 1,687.19 crore and Rs. 2,062.65 crore, respectively.</p>


Please note that GRUH remains to be a subsidiary of the Corporation.

We request you to kindly take note of the same and arrange to make necessary announcement.

Thank you,

Yours faithfully,

For **Housing Development Finance Corporation Limited**

  
**Ajay Agarwal**  
Company Secretary

