

**GANESH HOUSING CORPORATION LIMITED**

[CIN: L45200GJ1991PLC015817]

Registered Office: Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road, Near Sola Bridge,  
Off S. G. Highway, Ahmedabad 380 054, India Tel : +91 79 61608888 • Fax: +91 79 61608899;  
Website: www.ganeshhousing.com • Email id : secretarial@ganeshhousing.com



**NOTICE**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
AHMEDABAD BENCH  
C.A. (CAA) /65 (AHM) 2021**

In the matter of the Companies Act, 2013;  
And  
In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;  
And  
In the matter of Ganesh Housing Corporation Limited;  
And  
In the matter of Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited;

2 The Scheme shall be acted upon if a majority of persons representing three fourth in value of the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors of the Applicant Company, voting through remote e-voting and e-voting during the relevant meetings, agree to the Scheme in accordance with the provisions of Sections 230 - 232 of the Act;  
3 Further, in accordance with the Master Circular No. SEBI/HO/CFD/DIL/ CIR/P/2020/249 dated 22nd December 2020 issued by the Securities and Exchange Board of India, the Scheme shall be acted upon only of the number of votes cast by the public shareholders (through remote e-voting and e-voting at the meeting of the equity shareholders) in favour of the approval of the Scheme is more than the numbers of votes cast by the public shareholders against it;

Ganesh Housing Corporation Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Ganesh Corporate House, 100 ft. Hebatpur - Thaltej Road, Near Sola Bridge, Off S. G. Highway, Ahmedabad - 380 054, Gujarat, India.

**.....Applicant Company/Transferee Company**

**NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE EQUITY SHAREHOLDERS (WHICH INCLUDES PUBLIC SHAREHOLDERS), SECURED CREDITORS (INCLUDING SECURED DEBENTURE HOLDERS) AND UNSECURED CREDITORS**

Notice is hereby given that by an order dated the 13th September 2021, the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") has directed separate meetings to be held of the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors of the Applicant Company, for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited ("Scheme") pursuant to Section 230-232 of the Companies Act, 2013 (hereinafter referred to as the "Act") and other applicable provisions thereof and rules made thereunder.

In pursuance of the said order and as directed therein read with General Circulars No. 14/2020 dated 8th April 2020; No. 17/2020 dated 13th April 2020; No. 20/2020 dated 5th May 2020; No. 22/2020 dated 15th June 2020; No. 33/2020 dated 28th September 2020; No. 39/2020 dated 31st December 2020 and No. 10/2021 dated 23rd June 2021 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "MCA Circulars"); and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (collectively referred to as the "Circulars issued by SEBI"), further notice is hereby given that separate meetings of the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors of the Applicant Company will be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), as per the details mentioned below, without the physical attendance at a common venue.

4 The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up share capital of the Applicant Company as on the cut-off date, i.e. Wednesday, 27th October 2021. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the equity shareholders' (which includes public shareholders) meeting. Persons who are not equity shareholders of the Applicant Company as on the cut-off date, i.e. Wednesday, 27th October 2021 should treat this Notice for information purposes only. Any person who, acquires shares of the Applicant Company and becomes a shareholder of the Applicant Company after the dispatch of the Notice of this meeting and holding shares as of the cut-off date may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com;  
5. The cut-off date for determining the eligibility of the secured creditors (including secured debenture holders) and unsecured creditors for voting through remote e-voting and e-voting during the relevant meetings is Tuesday, 31st August 2021. The secured creditors (including secured debenture holders) and unsecured creditors as per the books of accounts of the Applicant Company as on the cut-off date i.e. Tuesday, 31st August 2021, shall be entitled to exercise their right to vote in the said meetings. The voting rights of the secured creditors (including secured debenture holders) and unsecured creditors shall be in proportion to the value of their debts as per the records of the Applicant Company as on the cut-off date i.e. Tuesday, 31st August 2021;

6. Voting through remote e-voting by the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors will commence on Thursday, 28th October 2021 at 09:00 am IST (0900 hours) and end on Monday, 1st November 2021 at 5:00 pm IST (1700 hours). The e-voting module shall be disabled by CDSL for voting thereafter. Equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors will not be allowed to vote electronically beyond the said date and time. Any votes received after the aforesaid date and time [i.e. Monday, 1st November 2021 at 5:00 pm IST (1700 hours)] will be treated as invalid;

7. During the voting period, the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors can opt for only one mode for voting i.e. either through remote e-voting or e-voting during the respective meetings. In case any equity shareholder (which includes public shareholder), secured creditor (including secured debenture holder) and unsecured creditor cast the vote both via remote e-voting and e-voting during the respective meetings, then voting validly done through remote e-voting shall prevail. Equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors who have cast their votes through remote e-voting may attend the respective meeting but shall not be entitled to cast their vote again;

8. The facility to join the aforesaid respective meetings will be opened fifteen minutes before the scheduled time of the relevant meetings and will be kept open throughout the proceedings of the respective meetings;

9. Equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors who need assistance before or during the relevant meetings may contact CDSL at helpdesk.evoting@cdslindia.com or call on toll free number 1800225533;

10. In case of any query/grievance in relation to the voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futrex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542 / 43;

11. As directed by the NCLT, Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. FCS 2587 & C.P. No. 2407), has been appointed as the Scrutinizer to scrutinize the e-voting during the respective meetings and remote e-voting process in a fair and transparent manner;

12. The results of the respective meetings, together with the scrutinizer's reports, will be announced on or before close of business hours on Wednesday, 3rd November 2021 and will be placed on the website of the Applicant Company at www.ganeshhousing.com and on the website of CDSL www.evotingindia.com and shall be communicated to BSE Limited and the National Stock Exchange of India Limited where the shares of the Applicant Company are listed;

13. The necessary instructions for remote e-voting and e-voting at the time of the relevant meetings of the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors along with other necessary instructions/particulars have been set out in the respective Notices dated 24th September 2021 addressed to equity shareholders and 27th September, 2021 addressed to secured creditors (including secured debenture holders) and unsecured creditors and equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors are requested to read the Notes to the respective Notices

14. The equity shareholders (which includes public shareholders) whose email IDs are not registered with the MCS/Applicant Company/Depository Participant, may register in the following manner:

(a) equity shareholders (which includes public shareholders) holding shares in physical mode and who have not registered/updated their email ID with the Applicant Company are requested to provide necessary details like Folio No., name of equity shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card),AADHAR (self-attested scanned copy of Aadhar Card) by emails to secretarial@ganeshhousing.com and mcstaahm@gmail.com;

(b) Equity shareholders (which includes public shareholders) holding shares in dematerialised mode are requested to register/update their email IDs and mobile number with the respective Depository Participant;

(c) Upon registration, the equity shareholders (which includes public shareholders) shall follow the necessary instructions for remote e-voting and e-voting at the time of the equity shareholder's meeting as set out in the Notice to the equity shareholders (which includes public shareholders) dated 24th September 2021

15. Secured creditors (including secured debenture holders) and unsecured creditors, whose email IDs are not registered with the Applicant Company, may get their email IDs registered with the Applicant Company at secretarial@ganeshhousing.com. The aforesaid respective Notices are also available on the Applicant Company's website at www.ganeshhousing.com and on the website of the stock exchanges, www.bseindia.com and www.nseindia.com. Upon registration, the secured creditors (including secured debenture holders) and unsecured creditors shall follow necessary instructions for remote e-voting and e-voting at the time of the respective meetings of the secured creditors (including secured debenture holders) and the unsecured creditors, as set out in the respective Notices, both dated 27th September 2021, which are sent to the secured creditors (including secured debenture holders) and the unsecured creditors.

SR. NO	CLASS OF MEETINGS	DATE OF MEETINGS	TIME (IST)	PLACE OF MEETINGS
1	Equity Shareholders (Which Includes Public Shareholders)	Tuesday, 2nd November 2021	11:00 a.m.	Through VC/OAVM
2	Secured Creditors (Including Secured Debenture Holders)		12:00 noon	
3	Unsecured Creditors		1:00 p.m.	

Copies of the Notice dated 24th September 2021, together with the Scheme and the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures to the said explanatory statement (hereinafter collectively referred to as the "Particulars"), have already been sent (i) through electronic mode to those equity shareholders whose e-mail IDs are registered with MCS Share Transfer Agent Limited ("MCS")/depositories/the Applicant Company; and (ii) through courier physically, to those equity shareholders (which includes public shareholders) who have not registered their e-mail IDs with MCS/depositories/the Applicant Company.

Copies of the Notice dated 27th September 2021 along with the aforesaid Particulars have already been sent (i) through electronic mode to the secured creditors (including secured debenture holders) and those unsecured creditors whose e-mail IDs are registered with the Applicant Company; and (ii) through courier, physically, to those unsecured creditors, who have not registered their e-mail IDs with the Applicant Company.

The Applicant Company has completed dispatch of the aforesaid Particulars to its equity shareholders (which includes public shareholders) on 25th September, 2021 and to secured creditors (including secured debenture holders) and unsecured creditors on 30th September 2021.

The aforesaid Particulars, which were sent by the Applicant Company to its equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors, will be available on the Applicant Company's website www.ganeshhousing.com, website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

Hard copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the equity shareholders (which includes public shareholders)/secured creditors (including secured debenture holders)/unsecured creditors of the Applicant Company at the registered office of the Applicant Company on all working days between 3:00 p.m. and 5:00 p.m. or at the office of its advocates, M/s Singhi & Co., Singhi House, 1, Magnet Corporate Park, Off Sola Bridge, S. G. Highway, Ahmedabad - 380 059, Gujarat, India.

Since, the meetings are being held pursuant to order passed by the NCLT, MCA Circulars and Circulars issued by SEBI through VC/OAVM, physical attendance of the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors, have been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors will not be available for the said meetings.

NCLT has appointed Mr. Rashesh Sanjanwala, Senior Advocate and in his absence, Mr. Unmesh Shukla, Advocate, to be the Chairman of the meetings of the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors of the Applicant Company.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of the NCLT.

Further Notice is hereby given that:

1 The Applicant Company has provided the facility of voting through remote e-voting and e-voting during the relevant meetings so as to enable the equity shareholders (which includes public shareholders), secured creditors (including secured debenture holders) and unsecured creditors to consider and approve the Scheme. The Applicant Company has engaged the services of CDSL for facilitating remote e-voting and e-voting during the respective meetings services;

Date: 30th September, 2021  
Place: Ahmedabad

Sd/-  
Rashesh Sanjanwala,  
Senior Advocate  
Chairman appointed for the meetings