

**NCLT convened Meeting of Equity Shareholders  
(which includes Public Shareholders) of  
Ganesh Housing Corporation Limited  
November 02, 2021  
11:00 a.m. to 11.09 a.m.**

**PARTICIPANTS:**

**Mr. Rashesh Sanjanwala**

Chairman appointed for the meeting

**Mr. Unmesh Shukla**

Alternate Chairman appointed for the meeting

**Mr. Dipakkumar G. Patel**

Whole Time Director

**Mr. Shekhar G. Patel**

Managing Director

**Ms. Aneri D. Patel**

Director

**Mr. Tarang M. Desai**

Independent Director

**Mr. Bharat J. Patel**

Independent Director

**Mr. Ashish H. Modi**

Independent Director

**Mr. Rajendra Shah**

Chief Financial Officer

**Mr. Vijaykumar R. Lalaji**

President – Legal, Secretarial and HR

**Ms. Jasmin Jani**

Company Secretary

**GANESH CORPORATE HOUSE**

100 ft. Hebatpur-Thalje Road,  
Nr. Sola Bridge, Off. S.G. Highway,  
Ahmedabad-380 054. Gujarat, India.  
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**Scrutinizer, Statutory Auditor and  
Equity shareholders (which includes Public Shareholders)**

**Speech by Rashesh Sanjanwala, Chairman appointed for the Meeting**

Ladies and Gentlemen,

It is now 11:00 a.m. I have great pleasure in welcoming you to this meeting of equity shareholders of the Company convened as per Notice dated 24<sup>th</sup> September 2021.

I, Rashesh Sanjanwala, Senior Advocate, am the Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench to conduct the proceedings of the meeting. I would like to inform you that this meeting is being convened under the order dated 13<sup>th</sup> September 2021 read with the order dated 8<sup>th</sup> October, 2021 of the NCLT for the purpose of considering the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited.

I would like to remind the equity shareholders that this meeting has been convened under the order of the NCLT only to discuss the Scheme and is not for any other business of the Company.

In view of the current situation, this Meeting is being held through VC/OAVM, pursuant to the order passed by the NCLT read with various MCA Circulars and the Circulars issued by SEBI.

I thank all the shareholders, the alternate Chairman of the Meeting, Mr. Unmesh Shukla, Advocate, the Board Members, Auditors and members of the management team for joining this Meeting.

In terms of MCA circulars and the Companies Act, 2013 participation of members through VC/OAVM is being reckoned for the purpose of quorum. Based on registrations received,

more than 30 members are present, the quorum required in terms of the order of NCLT, I am calling this meeting to order.

As this Meeting is being held through VC/OAVM, the facility for appointment of proxies by the equity shareholders (which includes public shareholders) is not applicable and hence the register of proxies is not required to be maintained and therefore, the question for inspection does not arise.

The Company has received necessary authorizations from the authorized representatives. Authorizations/Authorization Register is available for inspection electronically.

Copies of various documents, as detailed in the Explanatory Statement annexed to the Notice of the Meeting, are available for inspection electronically.

The Notice convening the meeting, the Statement under Section 230 read with Section 102 of the Companies Act, 2013 and the Scheme, having been circulated to the equity shareholders (which includes public shareholders) by the permissible mode, are being taken as read.

The Company has made all feasible efforts to enable the equity shareholders to participate and vote on the matter being considered at this meeting.

The facility of joining the meeting and live webcast has been made available on a first-come-first-served basis. To avoid disturbances, all the equity shareholders who have joined the meeting have, by default, been placed on 'mute' mode.

Equity shareholders seeking any technical assistance during the meeting may reach out to the helpline numbers provided in the Notice.

In compliance with various MCA Circulars, the Circulars issued by SEBI, the Companies Act, 2013 read with the rules framed thereunder and SEBI Listing Regulations, the facility of remote e-voting as well as e-voting at this Meeting has been provided to all the equity shareholders. The remote e-voting facility commenced on Thursday, 28<sup>th</sup> October 2021 (9.00 am IST) and ended on Monday, 1<sup>st</sup> November 2021 (5.00 pm IST).



Those members who have not cast their votes through remote e-voting may vote during the meeting, once the voting begins. Members who have already voted through the remote e-voting mechanism may attend the meeting, though they will not be able to vote again.

Mr. Ravi Kapoor, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting and the remote e-voting process, to ensure that they are conducted in a fair and transparent manner.

The resolution proposed for adoption by the equity shareholders at this meeting relates to approval of the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited.

Let me now briefly apprise you with the salient features of the rationale for the Scheme.

1. The Amalgamation will consolidate the business and operations of the Transferor Companies and the Transferee Company in order to provide impetus to growth, enable synergies and focused management control.
2. The amalgamation will result in stronger asset base by bolstering the asset/ Capital base and balance sheet of the Transferee Company.
3. The Amalgamated entity will be able to undertake large project thereby contributing to the enhancement of future business potential.
4. Amalgamation will result in optimizing overall shareholders' value and improvement in the competitive position as a combined entity.

The detailed rationale for proposing the above matter and other necessary information including salient features of the Scheme is mentioned in the explanatory statement appended to the Notice convening this Meeting, which has been circulated to all the members. I am sure you must have read it.

I put forth the matter for your consideration.

In the Notice dated 24<sup>th</sup> September 2021, the resolution proposed for adoption by the equity shareholders is mentioned. I take the same to have been read by the equity shareholders.

Since the resolution forming part of the Notice has already been voted on through remote e-voting, and as provided in the Secretarial Standards relating to general meetings, there will be no proposing and seconding of resolution.

The equity shareholders (which includes public shareholders) were given opportunity in the notes to notice of the meeting to express their views or ask questions during the meeting by the registering themselves as speakers. I would like to inform all that no registration for speaker has been received by the company.

I now request equity shareholders who have not voted so far to cast their votes now. Equity shareholders may note that the e-voting window will remain open for another fifteen minutes.

This being the NCLT convened meeting, the results will be reported to the Hon'ble National Company Law Tribunal, Ahmedabad Bench. Also, the Company will put up the results on the website of the Company and on the website of Central Depository Services (India) Limited on or before close of business hours on 3<sup>rd</sup> November 2021 and intimate the Stock Exchanges where the shares of the Company are listed.

The business of the meeting is now complete and I declare the meeting closed. I thank you all for co-operating with me in the smooth conduct of the meeting.

Thank you.

**NCLT convened Meeting of Secured Creditors  
(including Secured Debenture Holders) of  
Ganesh Housing Corporation Limited  
November 02, 2021  
12:00 noon to 12.09 p.m.**

**PARTICIPANTS:**

**Mr. Rashesh Sanjanwala**  
Chairman appointed for the meeting

**Mr. Unmesh Shukla**  
Alternate Chairman appointed for the meeting

**Mr. Dipakkumar G. Patel**  
Whole Time Director

**Mr. Shekhar G. Patel**  
Managing Director

**Ms. Aneri D. Patel**  
Director

**Mr. Tarang M. Desai**  
Independent Director

**Mr. Bharat J. Patel**  
Independent Director

**Mr. Ashish H. Modi**  
Independent Director

**Mr. Rajendra Shah**  
Chief Financial Officer

**Mr. Vijaykumar R. Lalaji**  
President – Legal, Secretarial and HR

**Ms. Jasmin Jani**  
Company Secretary

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**Scrutinizer, Statutory Auditor and  
Secured Creditors (including Secured Debenture Holders)**

• **Speech by Rashesh Sanjanwala, Chairman appointed for the Meeting**

Ladies and Gentlemen,

It is now 12:00 noon. I have great pleasure in welcoming you to this meeting of secured creditors of the Company convened as per Notice dated 27<sup>th</sup> September 2021.

I, Rashesh Sanjanwala, Senior Advocate, am the Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench to conduct the proceedings of the meeting. I would like to inform you that this meeting is being convened under the order dated 13<sup>th</sup> September 2021 read with the order dated 8<sup>th</sup> October, 2021 of the NCLT for the purpose of considering the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited.

I would like to remind the secured creditors (including secured debenture holders) that this meeting has been convened under the order of the NCLT only to discuss the Scheme and is not for any other business of the Company.

In view of the current situation, this Meeting is being held through VC/OAVM, pursuant to the order passed by the NCLT read with various MCA Circulars and the circulars issued by SEBI.

I thank all the secured creditors, the alternate Chairman of the Meeting, Mr. Unmesh Shukla, Advocate, the Board Members, Auditors and members of the management team for joining this Meeting.

In terms of MCA circulars and the Companies Act, 2013 participation of secured creditors through VC/OAVM is being reckoned for the purpose of quorum. Based on registrations



received, more than 2 secured creditors, are present the quorum required in terms of the order of NCLT, I am calling this meeting to order.

As this Meeting is being held through VC/ OAVM, the facility for appointment of proxies by the secured creditors is not applicable and hence the register of proxies is not required to be maintained and therefore, the question for inspection does not arise.

The Company has received necessary authorizations from the Authorised Representatives. Authorisations/Authorization Register is available for inspection electronically.

Copies of various documents, as detailed in the Explanatory Statement annexed to the Notice of the Meeting, are available for inspection electronically.

The Notice convening the meeting, the Statement under Section 230 read with Section 102 of the Companies Act, 2013 and the Scheme, having been circulated to the secured creditors by the permissible mode, are being taken as read.

The Company has made all feasible efforts to enable secured creditors to participate and vote on the matter being considered at this meeting.

The facility of joining the meeting and live webcast has been made available on a first-come-first-served basis. To avoid disturbances, all the secured creditors who have joined the meeting have, by default, been placed on 'mute' mode.

Secured creditors seeking any technical assistance during the meeting may reach out to the helpline numbers provided in the Notice.

In compliance with various MCA Circulars, the Circulars issued by SEBI, the Companies Act, 2013 read with the rules framed thereunder and SEBI Listing Regulations, the facility of remote e-voting as well as e-voting at this Meeting has been provided to all the secured creditors. The remote e-voting facility commenced on Thursday, 28<sup>th</sup> October 2021 (9.00 am IST) and ended on Monday, 1<sup>st</sup> November 2021 (5.00 pm IST)



Those secured creditors who have not cast their votes through remote e-voting may vote during the meeting, once the voting begins. Secured creditors who have already voted through the remote e-voting mechanism may attend the meeting, though they will not be able to vote again.

Mr. Ravi Kapoor, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting and the remote e-voting process, to ensure that they are conducted in a fair and transparent manner.

The resolution proposed for adoption by the secured creditors at this meeting relates to approval of the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited.

Let me now briefly apprise you with the salient features of the rationale for the Scheme.

1. The Amalgamation will consolidate the business and operations of the Transferor Companies and the Transferee Company in order to provide impetus to growth, enable synergies and focused management control.
2. The amalgamation will result in stronger asset base by bolstering the asset/ Capital base and balance sheet of the Transferee Company.
3. The Amalgamated entity will be able to undertake large project thereby contributing to the enhancement of future business potential.
4. Amalgamation will result in optimizing overall shareholders' value and improvement in the competitive position as a combined entity.

The detailed rationale for proposing the above matter and other necessary information including salient features of the Scheme is mentioned in the explanatory statement appended to the Notice convening this Meeting, which has been circulated to all the secured creditors. I am sure you must have read it.

I put forth the matter for your consideration.

In the Notice dated 27<sup>th</sup> September 2021, the resolution proposed for adoption by the secured creditors is mentioned. I take the same to have been read by the secured creditors.

Since the resolution forming part of the Notice has already been voted on through remote e-voting, and as provided in the Secretarial Standards relating to general meetings, there will be no proposing and seconding of resolution.

The Secured creditors (including secured debenture holders) were given opportunity in the notes to notice of the meeting to express their views or ask questions during the meeting by the registering themselves as speakers. I would like to inform all that no registration for speaker has been received by the company.

I now request secured creditors who have not voted so far to cast their votes now. Secured creditors may note that the e-voting window will remain open for another fifteen minutes.

This being the NCLT convened meeting, the results will be reported to the Hon'ble National Company Law Tribunal, Ahmedabad Bench. Also, the Company will put up the results on the website of the Company and on the website of Central Depository Services (India) Limited on or before close of business hours on 3<sup>rd</sup> November 2021 and intimate the Stock Exchanges where the securities of the Company are listed.

The business of the meeting is now complete and I declare the meeting closed. I thank you all for co-operating with me in the smooth conduct of the meeting.

Thank you.

**NCLT convened Meeting of Unsecured Creditors of  
Ganesh Housing Corporation Limited  
November 02, 2021  
1:00 p.m. to 1:10 p.m.**

**PARTICIPANTS:**

**Mr. Rashesh Sanjanwala**

Chairman appointed for the meeting

**Mr. Unmesh Shukla**

Alternate Chairman appointed for the meeting

**Mr. Dipakkumar G. Patel**

Whole Time Director

**Mr. Shekhar G. Patel**

Managing Director

**Ms. Aneri D. Patel**

Director

**Mr. Tarang M. Desai**

Independent Director

**Mr. Bharat J. Patel**

Independent Director

**Mr. Ashish H. Modi**

Independent Director

**Mr. Rajendra Shah**

Chief Financial Officer

**Mr. Vijaykumar R. Lalaji**

President – Legal, Secretarial and HR

**Ms. Jasmin Jani**

Company Secretary

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## **Scrutinizer, Statutory Auditor and Unsecured creditors**

### **Speech by Rashesh Sanjanwala, Chairman appointed for the Meeting**

Ladies and Gentlemen,

It is now 1:00 p.m. I have great pleasure in welcoming you to this meeting of the unsecured creditors of the Company convened as per Notice dated 27<sup>th</sup> September 2021.

I, Rashesh Sanjanwala, Senior Advocate, am the Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench to conduct the proceedings of the meeting. I would like to inform you that this meeting is being convened under the order dated 13<sup>th</sup> September 2021 read with the order dated 8<sup>th</sup> October, 2021 of the NCLT for the purpose of considering the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited.

I would like to remind the unsecured creditors that this meeting has been convened under the order of the NCLT only to discuss the Scheme and is not for any other business of the Company.

In view of the current situation, this Meeting is being held through VC/OAVM, pursuant to the order passed by the NCLT read with various MCA Circulars and the circulars issued by SEBI.

I thank all the unsecured creditors, the alternate Chairman of the Meeting, Mr. Unmesh Shukla, Advocate, the Board Members, Auditors and members of the management team for joining this Meeting.

In terms of MCA circulars and the Companies Act, 2013 participation of unsecured creditors through VC/OAVM is being reckoned for the purpose of quorum. Based on registrations received, more than 5 unsecured creditors, are present the quorum required in terms of the order of NCLT, I am calling this meeting to order.

As this Meeting is being held through VC/ OAVM, the facility for appointment of proxies by the unsecured creditors is not applicable and hence the register of proxies is not required to be maintained and therefore, the question for inspection does not arise.

The Company has received necessary authorizations from the Authorised Representatives. Authorisations/Authorization Register is available for inspection electronically.

Copies of various documents, as detailed in the Explanatory Statement annexed to the Notice of the Meeting, are available for inspection electronically.

The Notice convening the meeting, the Statement under Section 230 read with Section 102 of the Companies Act, 2013 and the Scheme, having been circulated to the unsecured creditors by the permissible mode, are being taken as read.

The Company has made all feasible efforts to enable unsecured creditors to participate and vote on the matter being considered at this meeting.

The facility of joining the meeting and live webcast has been made available on a first-come-first-served basis. To avoid disturbances, all the unsecured creditors who have joined the meeting have, by default, been placed on 'mute' mode.

Unsecured creditors seeking any technical assistance during the meeting may reach out to the helpline numbers provided in the Notice.

In compliance with various MCA Circulars, the Circulars issued by SEBI, the Companies Act, 2013 read with the rules framed thereunder and SEBI Listing Regulations, the facility of remote e-voting as well as e-voting at this Meeting has been provided to all the unsecured creditors. The remote e-voting facility commenced on Thursday, 28<sup>th</sup> October 2021 (9.00 am IST) and ended on Monday, 1<sup>st</sup> November 2021 (5.00 pm IST)

Those unsecured creditors who have not cast their vote through remote e-voting may vote during the meeting, once the voting begins. Unsecured creditors who have already voted

through the remote e-voting mechanism may attend the meeting, though they will not be able to vote again.

Mr. Ravi Kapoor, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting and the remote e-voting process, to ensure that they are conducted in a fair and transparent manner.

The resolution proposed for adoption by the unsecured creditors at this meeting relates to approval of the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited.

Let me now briefly apprise you with the salient features of the rationale for the Scheme.

1. The Amalgamation will consolidate the business and operations of the Transferor Companies and the Transferee Company in order to provide impetus to growth, enable synergies and focused management control.
2. The amalgamation will result in stronger asset base by bolstering the asset/ Capital base and balance sheet of the Transferee Company.
3. The Amalgamated entity will be able to undertake large project thereby contributing to the enhancement of future business potential.
4. Amalgamation will result in optimizing overall shareholders' value and improvement in the competitive position as a combined entity.

The detailed rationale for proposing the above matter and other necessary information including salient features of the Scheme is mentioned in the explanatory statement appended to the Notice convening this Meeting, which has been circulated to all the unsecured creditors. I am sure you must have read it.

I put forth the matter for your consideration.



In the Notice dated 27<sup>th</sup> September 2021, the resolution proposed for adoption by the unsecured creditors is mentioned. I take the same to have been read by the unsecured creditors.

Since the resolution forming part of the Notice has already been voted on through remote e-voting, and as provided in the Secretarial Standards relating to general meetings, there will be no proposing and seconding of resolution.

The unsecured creditors were given opportunity in the notes to notice of the meeting to express their views or ask questions during the meeting by the registering themselves as speakers. I would like to inform all that no registration for speaker has been received by the company.

I now request unsecured creditors who have not voted so far to cast their votes now. Unsecured creditors may note that the e-voting window will remain open for another fifteen minutes.

This being the NCLT convened meeting, the results will be reported to the Hon'ble National Company Law Tribunal, Ahmedabad Bench. Also, the Company will put up the results on the website of the Company and on the website of Central Depository Services (India) Limited on or before close of business hours on 3<sup>rd</sup> November 2021 and intimate the Stock Exchanges where the securities of the Company are listed.

The business of the meeting is now complete and I declare the meeting closed. I thank you all for co-operating with me in the smooth conduct of the meeting.

Thank you.