

**REF.NO./GHCL/AHMD/2021-2022/363A****DATE: NOVEMBER 02, 2021**

To <b>BSE Limited</b> Corporate Relation Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 ----- <b>REF: Security Code No. 526367</b>	To <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 ----- <b>REF: Company Symbol: GANESHHOUC</b>
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Dear Sir/ Madam,

Sub: Disclosure of:

- I. Combined Voting Results of the business transacted at the National Company Law Tribunal Convened Meeting of the Equity Shareholders of Ganesh Housing Corporation Limited ( ‘the Company’) held today; and
- II. Combined Voting Results pursuant to Securities Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated March 10, 2017 read with Para 10 of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. (‘SEBI Circulars’).

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’).

Pursuant to the order dated September 13, 2021 read with order dated October 08, 2021 passed by the Hon’ble National Company Law Tribunal, Ahmedabad Bench (‘NCLT Orders’) a Meeting of Equity Shareholders of the Company was held on Tuesday, November 02, 2021 at 11:00 a.m. (1100 hours) through Video Conference /Other Audio-Visual Means for approving 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’).

Further, pursuant to the Provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the Equity Shareholders for approval of the Scheme.

Accordingly, voting by Equity Shareholders of the Company for approval of scheme was carried out through (i) remote e-voting; and (ii) e-voting at the meeting held today.

**GANESH CORPORATE HOUSE**100 ft. Hebatpur-Thaltej Road,  
Nr. Sola Bridge, Off. S.G. Highway,  
Ahmedabad-380 054. Gujarat, India.  
CIN:L45200GJ1991PLC015817**P** +91 79 6160 8888**F** +91 79 6160 8899**E** ganesh@ganeshhousing.com**W** www.ganeshhousing.com

Further, in terms of the SEBI Circulars and NCLT Orders, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders for approval of scheme was carried out through (i) remote e-voting; and (ii) e-voting at the meeting held today.

As per Regulation 44(3) of SEBI Listing Regulations, please find enclosed the following disclosures:

- a. In terms of the Companies Act, 2013 and NCLT Orders - Voting Results of the business transacted through (i) remote e-voting; and (ii) e-voting at the meeting along with the Scrutiniser's Report as **Annexure-A**.
- b. In terms of SEBI Circulars - Voting Results of the Public Shareholders along with a separate Scrutinisers Report as **Annexure-B**.

The resolution approving the Scheme was passed with requisite majority representing three fourth value of shares held by the Equity Shareholders (which includes Public Shareholders) of the Company, as required by NCLT Orders and SEBI Circulars.

Kindly take the same on record.

Yours faithfully,

**For GANESH HOUSING CORPORATION LTD.**



**JASMIN JANI  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**



Encl: as above



## ANNEXURE-A

**Ravi Kapoor  
&  
Associates**

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"Shaival Plaza",  
Gujarat College Road,  
Ellisbridge, Ahmedabad-380 006.  
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Fax : 079-26424100, (M) 98250 63147  
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries**  
**Trade Mark Agent**  
**Insolvency Resolution Professional**

### SCRUTINIZERS' REPORT

To,  
Mr. Rashesh Sanjanwal  
**The Chairman of NCLT convened meeting  
of the Equity Shareholders of  
Ganesh Housing Corporation Limited**  
having its Registered Office at  
Ganesh Corporate House,  
100ft. Hebatpur-Thaltej Road,  
Near Sola Bridge, Off S.G. Highway,  
Ahmedabd-380054, Gujarat, India.

**Sub: Combined Scrutinizers' Report on the resolution passed through remote e-voting and e-voting at Meeting of Equity Shareholders of Ganesh Housing Corporation Limited convened as per directions of Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench.**

Dear Sir,

I, Ravi Kapoor, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its Orders dated 13<sup>th</sup> September 2021 read with Order dated 8<sup>th</sup> October, 2021 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Equity Shareholders of Ganesh Housing Corporation Limited (hereinafter referred to as "Transferee Company"/ "the Company") convened by order of NCLT and held through VC/OAVM on Tuesday, 2<sup>nd</sup> November, 2021 at 11.00 a.m. (1100 hours), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with General circulars no. 14/2020 dated April, 08, 2020; No.17/2020 dated April 13,2020; No.20/2020 dated May 05,2020; No.22/2020 dated June 15,2020; No.33/2020 dated September 28,2020; No.39/2020 dated December 31,2020and No. 10/2021 dated June 23,2021 issued by Ministry of Corporate Affairs ("MCA") and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India, on resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private



*Ravi Kapoor*

Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited ("the Scheme"), in terms of the Notice dated 24<sup>th</sup> September, 2021 convening the said meeting.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at Ganesh Corporate House, 100ft. Hebatpur-Thaltej Road, Near Sola Bridge, Off S.G. Highway, Ahmedabd-380054, Gujarat, India and the same was deemed to be the venue of NCLT convened meeting.

**I do hereby submit my report as under:**

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Equity Shareholders of the Company for participating in the Meeting through VC/OAVM.
2. CDSL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as at the meeting on item of business sought to be transacted at the meeting of the Equity Shareholders of the Company, which was held on Tuesday, 2<sup>nd</sup> November, 2021 at 11.00 a.m. (1100 hours).
3. The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules there under, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the business contained in the Notice of the Meeting.
4. The Company had provided remote e-Voting facility and e-voting facility during the Meeting through CDSL to its Equity Shareholders as on the cut-off date i.e. Wednesday, 27<sup>th</sup> October, 2021.
5. Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e- voting process, in fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.



*Ravi Kapoor*



6. The Company had published Newspaper Advertisements in English in The Indian Express (All editions) and Gujarati in Divya Bhaskar (Ahmedabad edition) regarding holding of meeting containing all the matters required under the Companies Act, 2013 and relevant rules made there under on Friday, 1<sup>st</sup> October, 2021.
7. At the meeting of Equity Shareholders of the Company held through VC/OAVM, on Tuesday, 2<sup>nd</sup> November, 2021, after considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who were attending the meeting though VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
8. The remote e-voting period had commenced on Thursday, 28<sup>th</sup> October 2021 at 9.00 a.m. (0900 hours) and has closed on Monday, 1<sup>st</sup> November 2021 at 5.00 p.m. (1700 hours).
9. The remote e-voting module was disabled and blocked by CDSL for voting on Monday, 1<sup>st</sup> November 2021 at 5.00 p.m. (1700 hours).
10. The votes cast though the e-voting module of CDSL were unblocked on Tuesday, 2<sup>nd</sup> November 2021 at around 11.30 a.m. in presence of two witnesses, Mr. Gaurav Vesasi and Mr. Kinjal Shah who are not in the employment of the Company.
11. Thereafter, I as a Scrutinizer duly complied details of the remote e-voting carried out by the equity shareholders and the e-voting done at the meeting.
12. The consolidated result of voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under:

**Resolution** : For approving 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 under Section 230 to 232 of the Companies Act, 2013 and other applicable Provisions of the Companies Act, 2013:



*Ravi Kapoor*

Consolidated Report on result of voting through Remote E-voting and e-voting facility at Meeting through VC/OAVM of the meeting of Equity Shareholders.

**i. Total Valid Votes:**

Voting Description	Number of Members who voted	Nos. of valid Votes
E-voting at the meeting	3	8200
Remote E- voting	73	37345917
<b>TOTAL</b>	<b>76</b>	<b>37354117</b>

**(i) Voted in favour of resolution:**

Voting Description	Number of member who voted	Number of Shares which voted	% of total number of valid votes casted
E-voting at the meeting	3	8,200	100
Remote E-voting	72	3,73,28,784	99.95
<b>TOTAL</b>	<b>75</b>	<b>3,73,36,984</b>	<b>99.95</b>

Detailed Report of Voted in favour is enclosed and marked as **ANNEXURE - A**

**(i) Voted against of resolution:**

Voting Description	Number of member who voted	Number of Shares which voted	% of total number of valid votes casted
E-voting at the meeting	NIL	NIL	Nil
Remote E-voting	1	17,133	0.05
<b>TOTAL</b>	<b>1</b>	<b>17,133</b>	<b>0.05</b>

Detailed Report of Voted in against is enclosed and marked as **ANNEXURE - B**

**(i) Invalid/Abstain Votes:**

Voting Description	Number of member who voted	Number of Shares which votes for casted.
E-voting at the meeting	Nil	NIL
Remote E-voting	Nil	NIL
TOTAL	Nil	NIL

13. Out of 48 Equity Shareholders who attended the meeting:

i. 41 Equity Shareholders holding 32948326 equity shares and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting as per "Annexure C"

ii. 4 Equity Shareholders holding 463855 equity shares, who attended the meeting through VC/OAVM, did not cast their votes as per "Annexure D".

iii. 3 Equity Shareholders holding 8200 equity shares, cast their vote through e-voting facility at Meeting through VC/OAVM.

14. List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Jasmin Jani, Company Secretary of the Company for records.



*Ravi Kapoor*

**Ravi Kapoor  
&  
Associates**

4<sup>th</sup> Floor,  
"Shaival Plaza",  
Gujarat College Road,  
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**Company Secretaries**

**Trade Mark Agent**

**Insolvency Resolution Professional**

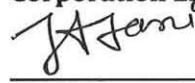
15. All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,





Countersigned :  
For, **Ganesh Housing  
Corporation Limited**



**Scrutinizer**  
**Name: Ravi Kapoor**  
**Practicing Company Secretary**  
**Mem. No. F2587 and COP No. 2407**  
**Place: Ahmedabad**  
**Date: 2<sup>nd</sup> November, 2021**  
**UDIN: F002587C001356632**

**Ms. Jasmin Jani**  
**Person authorized by**  
**Chairman appointed for the**  
**NCLT Convened Meeting of**  
**Equity Shareholders of**  
**Ganesh Housing Corporation**  
**Limited**



## ANNEXURE-B

**Ravi Kapoor  
&  
Associates**

4<sup>th</sup> Floor,  
"Shaival Plaza",  
Gujarat College Road,  
Ellisbridge, Ahmedabad-380 006.  
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**Company Secretaries**  
**Trade Mark Agent**  
**Insolvency Resolution Professional**

### SCRUTINIZERS' REPORT

To,  
The Company Secretary of  
**Person authorised appointed  
for by Mr. Rashesh Sanjanwala  
Chairman for NCLT Convened  
Meeting of Equity Shareholders of  
Ganesh Housing Corporation Limited**  
having its Registered Office at  
Ganesh Corporate House,  
100ft. Hebatpur-Thaltej Road,  
Near Sola Bridge, Off S.G. Highway,  
Ahmedabd-380054, Gujarat, India.

**Sub : Scrutinizer Report with respect to voting by public shareholders of Ganesh Housing Corporation Limited through remote e-voting and e-voting at meeting in terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with para 10 of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020,**

Dear Sir,

I, Ravi Kapoor, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its Order dated 13<sup>th</sup> September 2021 read with Order dated 8<sup>th</sup> October, 2021 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting and e-voting at the meeting process of the Equity Shareholders of Ganesh Housing Corporation Limited (hereinafter referred to as "Transferee Company"/ "the Company") convened by orders of NCLT and held through VC/OAVM on Tuesday, 2<sup>nd</sup> November 2021 at 11.00 a.m. (1100 hours) through video conferencing (VC)/ other audio visual means (OAVM) pursuant to Section 108 of the Companies Act 2013 ("Act") read with Rule 20 of Companies (Management and Administration) Rules 2014, as amended and read with General circulars no. 14/2020 dated April, 08, 2020; No.17/2020 dated April 13,2020; No.20/2020 dated May 05,2020; No.22/2020 dated June 15,2020; No.33/2020 dated September 28,2020; No.39/2020 dated December 31,2020 and No. 10/2021 dated June 23,2021 issued by Ministry of

  
*Ravi Kapoor*

Corporate Affairs ("MCA") and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India, on resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Sulabh Realty Private Limited and Malvika Estate Private Limited and Gitanjali Infrastructure Private Limited with Ganesh Housing Corporation Limited ("the Scheme"), in terms of Notice dated 24<sup>th</sup> September 2021, convening the said meeting.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at Ganesh Corporate House, 100ft. Hebatpur-Thaltej Road, Near Sola Bridge, Off S.G. Highway, Ahmedabd-380054, Gujarat, India and the same was deemed to be the venue of NCLT convened meeting.

**I submit my report with regard to the result of the Remote e-voting and e-voting at Meeting in respect of public shareholders as under:**

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the Equity Shareholders of the Company.
2. CDSL had provided a system for recording the votes of Equity Shareholders electronically through remote e-voting and e-voting at the meeting on the item of the business sought to be transacted at the meeting of Equity Shareholders of the Company, which was held on Tuesday, 2<sup>nd</sup> November, 2021 at 11.00 a.m. (IST).
3. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the business contained in the Notice of the Meeting.
4. The Company had provided remote e-voting and e-voting at Meeting facility through CDSL to its Equity Shareholders as on the cut-off date i.e. Wednesday, 27<sup>th</sup> October, 2021.



*Ravi Kapoor*



5. Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e- voting process, in fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
6. The Company had published Newspaper Advertisements in English in The Indian Express (All editions) in English and Gujarati in Divya Bhaskar (Ahmedabad edition) regarding holding of meeting containing all the matters required under the Companies Act, 2013 and relevant rules made there under on Friday, 1<sup>st</sup> October, 2021.
7. At the meeting of Equity Shareholders of the Company held through VC/OAVM, on Tuesday, 2<sup>nd</sup> November, 2021, after considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who were attending the meeting though VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
8. The remote e-voting period had commenced on Thursday, 28<sup>th</sup> October 2021 at 9.00 a.m. (0900 hours) and has closed on Monday, 1<sup>st</sup> November 2021 at 5.00 p.m. (1700 hours).
9. The e-voting module was disabled and blocked by CDSL for voting on Monday, 1<sup>st</sup> November 2021 at 5.00 p.m. (1700 hours).
10. The votes were unblocked the votes cast through the e-voting module of CDSL on Tuesday, 2<sup>nd</sup> November 2021 at around 11.30 a.m. in presence of two witnesses, Mr. Gaurav Vesasi and Mr. Kinjal Shah who are not in the employment of the Company.
11. Thereafter, I as a Scrutinizer duly complied details of the remote e-voting carried out by the equity shareholders and the e-voting done at the meeting.
12. The consolidated result of voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under:



*Ravi Kapoor*



**Resolution :** For approving 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 under Section 230 to 232 of the Companies Act, 2013 and other applicable Provisions of the Companies Act, 2013:

Mode		Number of Members who voted	Total shares held	Favour		Against		Invalid Voted	
				Number of members who voted.	Votes	Number of members who voted.	Votes	Number of members who voted	Votes
Public Shareholders	E-Voting at the meeting	3	8,200	3	8,200	NIL	NIL	NIL	NIL
	Remote E-Voting	64	86,57,863	63	86,40,730	1	17,133	NIL	NIL
<b>TOTAL</b>		67	86,66,063	66	86,48,930	1	17,133	Nil	NIL
This resolution is passed as votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against proposal									

13. List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Jasmin Jani, Company Secretary of the Company for records.



*Ravi Kapoor*

14. All other relevant records with respect to public shareholders were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully,



**Scrutinizer**  
**Name: Ravi Kapoor**  
**Practicing Company Secretary**  
**Mem. No. F2587 and COP No. 2407**

**Place: Ahmedabad**  
**Date: 2<sup>nd</sup> November, 2021**  
**UDIN: F002587C001356808**

Countersigned:  
For, **Ganesh Housing  
Corporation Limited**



**Ms. Jasmin Jani**  
**Company Secretary**  
**Person authorised appointed**  
**for by \_Mr. Rashesh**  
**Sanjanwala**  
**Chairman for NCLT Convened**  
**Meeting of Equity**  
**shareholders of Ganesh**  
**Housing Corporation Limited**