

REF.NO./GHCL/AHMD/2021-2022/363A**DATE: NOVEMBER 03, 2021**

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

Sub: Combined Voting Results of the business transacted at the National Company Law Tribunal Convened Meeting of the Secured Creditors (including Secured Debenture Holders) and Unsecured Creditors of Ganesh Housing Corporation Limited ('the Company') held today.

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 Secured Creditors (including Secured Debenture Holders) and Unsecured Creditors of the Company was held today at 12:00 noon (1200 hours) and 1:00 p.m. (1300 hours), respectively, 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 the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the Secured Creditors (including Secured Debenture Holders) and Unsecured Creditors for approval of the Scheme.

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

In terms of the Companies Act, 2013 and NCLT Orders, please find enclosed the following disclosures:

- Combined Scrutiniser's Report on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Secured Creditors (including Secured Debenture Holders) of the Company as **Annexure-A**.

**GANESH CORPORATE HOUSE**100 ft. Hebatpur-Thaltej Road,
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CIN:L45200GJ1991PLC015817**P** +91 79 6160 8888**F** +91 79 6160 8899**E** ganesh@ganeshhousing.com**W** www.ganeshhousing.com

b. Combined Scrutiniser's Report on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Unsecured Creditors of the Company as **Annexure-B**

The resolution approving the Scheme was passed with majority of Secured Creditors (including Secured Debenture Holders) and Unsecured Creditors representing three fourth in value.

Kindly take the same on record.

Yours faithfully,

For GANESH HOUSING CORPORATION LTD.



**JASMIN JANI
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl: as above



GANESH CORPORATE HOUSE

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ANNEXURE - A

**Ravi Kapoor
&
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Company Secretaries
Trade Mark Agent
Insolvency Resolution Professional

SCRUTINIZERS' REPORT

To,
Mr. Rashesh Sanjanwala
**The Chairman of NCLT convened meeting
of the Secured Creditors (including Secured Debenture Holders) 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 Scrutinizer Report on the resolution passed through remote e-voting and e-voting at Meeting of the Secured Creditors (including secured debenture holders) 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 13th September, 2021 read with order dated 8th 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 Secured Creditors (including secured debenture holders) of Ganesh Housing Corporation Limited (hereinafter referred to as "Transferee Company"/ "the Company") convened by order of NCLT and held through video conferencing (VC)/ other audio visual means (OAVM) on Tuesday, 2nd November 2021 at 12.00 noon (1200 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, 2020, and 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.



Ravi Kapoor

**Ravi Kapoor
&
Associates**

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Company Secretaries

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SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India, on the resolution seeking approval of the Secured Creditors (including secured debenture holders) 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 under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), in terms of the Notice dated 27th 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, Ahmedabad-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 Secured creditors (including secured debenture holders) of the Company for participating in the Meeting through VC/OAVM.
2. CDSL had provided a system for recording the votes of Secured Creditors (including secured debenture holders) electronically through remote e-voting as well as at the meeting on the item of business sought to be transacted at the meeting of the Secured Creditors (including secured debenture holders) of the Company, which was held on Tuesday, 2nd November, 2021 at 12.00 noon (1200 hours).
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 facility and e-voting facility during the Meeting through Central Depository Services (India) Limited ("CDSL") to its Secured Creditors (including secured debenture holders) as on the cut-off date i.e. Tuesday, 31st August, 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, 1st October, 2021.
7. The remote e-voting period had commenced on Thursday, 28th October 2021 at 9.00 a.m. (0900 hours) to Monday, 1st November 2021 at 5.00 p.m. (1700 hours).
8. At the meeting of Secured Creditors (including secured debenture holders) of the Company held through VC/OAVM, on Tuesday, 2nd November, 2021, after considering the item of business, the facility to vote electronically was provided to facilitate those Secured Creditors (including secured debenture holders) who were attending the meeting though VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
9. The e-voting module was disabled and blocked by CDSL for voting on Monday, 1st November 2021 at 5.00 p.m. (1700 hours).
10. The votes cast though the e-voting module of CDSL were unblocked on Tuesday, 2nd November 2021 at around 12.30 p.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 Secured Creditors (including secured debenture holders) and the e-voting done at the meeting.
12. The consolidated result of voting seeking approval of the Secured Creditors (including secured debenture holders) 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:

(i) Voted in favour of resolution:

Voting Description	Number of Secured Creditors (including secured debenture holders) voted	Value votes casted by Secured Creditors (including secured debenture holders) (In Rs.)	% of Value votes casted by Secured Creditors (including secured debenture holders)
E-voting at the meeting	2	116457039	100
Remote E-voting	5	1060198345	100
TOTAL	7	1176655384	100

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

(ii) Voted against the resolution:

Voting Description	Number of Secured Creditors (including secured debenture holders) voted	Value votes casted by Secured Creditors (including secured debenture holders) (In Rs.)	% of Value votes casted by Secured Creditors (including secured debenture holders)
E-voting at the meeting	Nil	Nil	Nil
Remote E-voting	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



Ravi Kapoor

(iii) Invalid/Abstain Votes:

Voting Description	Number of Secured Creditors (including secured debenture holders) Whose votes were declared invalid	Value votes casted by Secured Creditors (including Secured debenture holders) (in Rs.)
E-voting at the meeting	Nil	Nil
Remote E-voting	Nil	Nil
TOTAL	Nil	Nil

This resolution was passed through remote e-voting as well as e-voting at the meeting by majority of Secured Creditors (including secured debenture holders) representing three-fourths in value of the creditors.

13. Out of 7 Secured Creditors (including secured debenture holders) who attended the meeting:

i. 2 Secured Creditors (including secured debenture holders) holding Rs. 116457039/- value, cast their vote through e-voting facility at Meeting through VC/OAVM.

14. List of Secured Creditors (including secured debenture holders) who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Ms. Jasmin Jani, Company Secretary of the Company for records.



Ravi Kapoor

**Ravi Kapoor
&
Associates**

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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: 2nd November, 2021
UDIN: F002587C001356698

Ms. Jasmin Jani
Person authorized by
Chairman appointed for the
NCLT Convened Meeting of
Secured Creditors (including
Secured debenture holders) of
Ganesh Housing Corporation
Limited

ANNEXURE-B

**Ravi Kapoor
&
Associates**

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Company Secretaries
Trade Mark Agent
Insolvency Resolution Professional

SCRUTINIZERS' REPORT

To,
Mr. Rashesh Sanjanwala
**The Chairman of NCLT convened meeting
of the Unsecured Creditors 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 Scrutinizer Report on the resolution passed through remote e-voting and e-voting at Meeting of the Unsecured Creditors 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 13th September, 2021 read with order dated 8th 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 Unsecured Creditors of Ganesh Housing Corporation Limited ("Transferee Company" / "the Company") convened by order of NCLT and held through video conferencing (VC)/ other audio visual means (OAVM) on Tuesday, 2nd November 2021 at 1.00 p.m. (1300 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 circular 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 Corporate Affairs and Circular 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 the resolution seeking approval of the Unsecured Creditors 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 under Sections 230 to 232 and other applicable provisions of the



Ravi Kapoor

Companies Act, 2013 (the "Act"), in terms of the Notice dated 27th 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 Unsecured Creditors of the Company for participating in the Meeting through VC/OAVM.
2. CDSL had provided a system for recording the votes of Unsecured Creditors electronically through remote e-voting as well as at the meeting on the item of business sought to be transacted at the meeting of the Unsecured Creditors of the Company, which was held on Tuesday, 2nd November, 2021 at 1.00 p.m. (1300 hours).
3. The Management of the Company is responsible for ensuring 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 Central Depository Services (India) Limited ("CDSL") to its Unsecured Creditors as on the cut-off date i.e. Tuesday, 31st August, 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.
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, 1st October, 2021.



Ravi Kapoor

7. The remote e-voting period had commenced on Thursday, 28th October 2021 at 9.00 a.m. (0900 hours) to Monday, 1st November 2021 at 5.00 p.m. (1700 hours).
8. At the meeting of Unsecured Creditors of the Company held through VC/OAVM, on Tuesday, 2nd November, 2021, after considering the item of business, the facility to vote electronically was provided to facilitate those Unsecured Creditors who were attending the meeting though VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
9. The e-voting module was disabled and blocked by CDSL for voting on Monday, 1st November 2021 at 5.00 p.m. (1700 hours).
10. The votes cast though the e-voting module of CDSL were unblocked on Tuesday, 2nd November 2021 at around 1.30 p.m. in presence of two witnesses, Mr. Gaurav Vesasi and Mr. Kinjal Shah who are not in the employment of the Company.
11. I first counted the votes cast through remote e-voting and e-voting done at the meeting reconciled with the records maintained by the Company and CDSL.
12. The consolidated result of voting seeking approval of the Unsecured Creditors 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:

(i) Voted in favour of resolution:

Voting Description	Number of Unsecured Creditors voted	Value votes casted by Unsecured Creditors (In Rs.)	% of Value votes casted by Unsecured Creditors
E-voting at the meeting	10	1,71,46,781	100
Remote E-voting	136	1,07,06,72,488	100
TOTAL	146	1,08,78,19,269	100

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

(ii) Voted against the resolution:

Voting Description	Number of Unsecured Creditors voted	Value votes casted by Unsecured Creditors (In Rs.)	% of Value votes casted by Unsecured Creditors
E-voting at the meeting	Nil	NIL	NIL
Remote E-voting	NIL	NIL	Nil
TOTAL	Nil	NIL	NIL

(iii) Invalid/Abstain Votes:

Voting Description	Number of Unsecured Creditors Whose votes were declared invalid	Value votes casted by Unsecured Creditors (In Rs.)
E-voting at the meeting	Nil	Nil
Remote E-voting	Nil	Nil
TOTAL	Nil	Nil

This resolution was passed through remote e-voting as well as e-voting at the meeting by majority of Unsecured Creditors representing three-fourths in value of the creditors.

13. Out of 37 Unsecured Creditors who attended the meeting:

- i. 23 Unsecured Creditors holding 71,75,28,964 value 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.
- ii. 4 Unsecured Creditors holding 1,23,919 value, who attended the meeting through VC/OAVM, did not cast their votes.
- iii. 10 Unsecured Creditors holding 1,71,46,781 value, cast their vote through e-voting facility at Meeting through VC/OAVM.

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Company Secretaries

Trade Mark Agent

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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: 2nd November, 2021
UDIN: F002587C001356764

Ms. Jasmin Jani
Person authorized by
Chairman appointed for the
NCLT Convened Meeting of
Unsecured Creditors of
Ganesh Housing Corporation
Limited