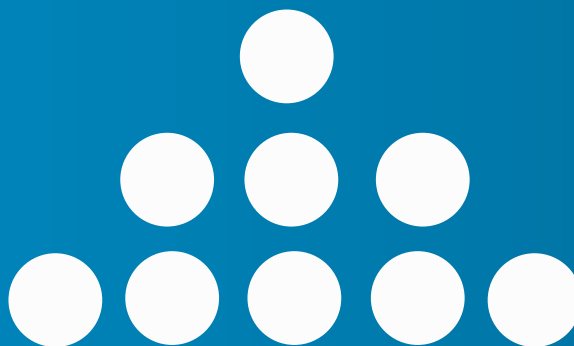




Delivering  
Best of  
the Best



Delivering Best of the Best	001	024	Directors' Report
Alfresco homes with personal gardens, open-air shopping and offices	004	036	Management Discussion And Analysis
Mega Projects on the Horizon	006	044	Corporate Governance Report
Chairman's Message	008	076	Independent Auditors' Report
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Sharing Success... and Smiles	012	081	Statement of Profit & Loss
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# Every company today aspires to produce the best and deliver the best. In short, to be the best in all.

The very concept and idea of best has become commonplace and commoditised in a crowd where everyone promises and proclaims to be the best.

Best has become indifferent and indistinguishable.

At Ganesh Housing Corporation Limited, it is in our nature to go that extra mile and stay a step ahead of being the best. We have constantly endeavoured to push boundaries, re-define rules and establish new

benchmarks. We have persistently strived to deliver not just the BEST, but the BEST OF THE BEST.

Our philosophy, vision, mission, strategy and plans are all ensconced and embedded in our simple approach and sincere intention to deliver

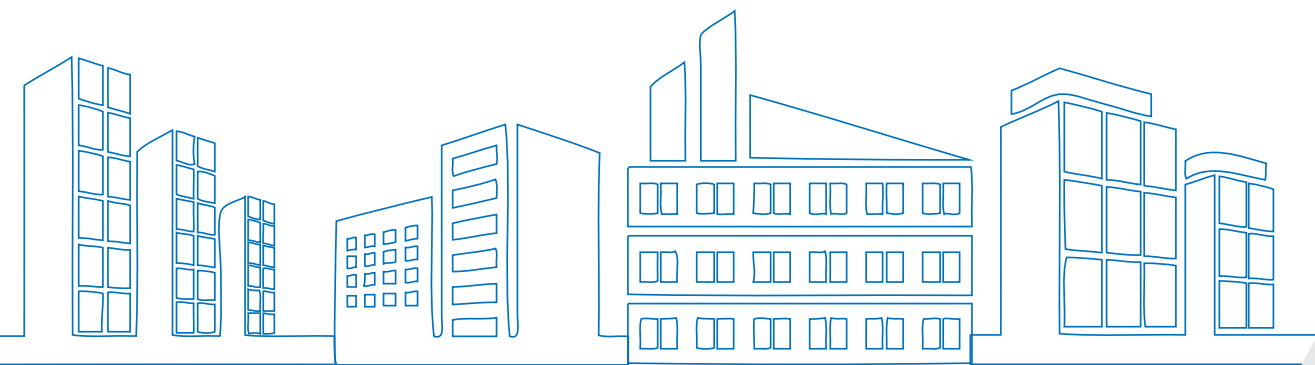
And to share our success with each and every one of stakeholders:

- Our customers
- Our investors
- Our employees
- Our city
- Our society
- Our community

Because,

Best of  
the Best

Its in our  
nature





Maple Tree Garden Homes is expected to be complete by May 2018. The project has seen a very encouraging response with over 27 per cent of homes booked.

The total monetisation opportunity of the project is over ₹ 800 crores.





Maple Trade Centre is expected to be complete by May 2017. Around 37 per cent of the total space has already been booked.

The total monetisation opportunity of the project is almost ₹ 200 crores.



# Alfresco homes with personal gardens, open-air shopping and offices

...all this for the first time in Ahmedabad!

GANESH HOUSING CORPORATION LIMITED HAS A RICH LEGACY AND A PROVEN TRACK RECORD OF DELIVERING MARQUEE PROJECTS IN AHMEDABAD FOR THE LAST FOUR DECADES. WE HAVE ALWAYS TAKEN THE LEAD IN EMBRACING NOVEL APPROACHES AND LATEST TRENDS IN OUR PROJECTS, CONSTANTLY STRIVING TO CREATE NEW BENCHMARKS AND LANDMARKS THAT DELIVER THE BEST OF THE BEST IN TERMS OF INNOVATION, VALUE, AESTHETICS AND LIFESTYLE.

WE HAVE EMBARKED ON OUR MOST ASPIRATIONAL PROJECT TILL DATE THAT PROMISES TO PUT AHMEDABAD ON THE MAP OF PREMIUM INTERNATIONAL CLASS HOMES AND OFFICES.

## MAPLE TREE GARDEN HOMES – VERTICAL BUNGALOWS

For the first time in Ahmedabad, we are developing a residential project inspired by the famous French Alfresco style open-garden homes.

Maple Tree Garden Homes is located in the prime location of Thaltej off SG Highway in Ahmedabad. Spread over a vast expanse of 439,395 sq. ft. of which 80 per cent is earmarked for residential development, the project has 512 unit of 3BHK, 4BHK and 3 BHK Penthouses. What makes every home unique is the fact that every unit has its own personal garden in addition to the 90,000 sq.ft. of central gardens and club-house space!

And to complement this luxurious, peaceful and relaxing homes are the best of modern amenities that include 2 home theaters, club-house, swimming pool, squash courts and kids' play area. You can enjoy life with your family and friends in natural surrounding with calm and greenery all around.

The Metro station is only 700 mts. away from this Project!

The entire MAPLE TREE GARDEN HOMES has 44 blocks and a total saleable area of 13,53,744 sq.ft.



## MAPLE TRADE CENTRE – OPPORTUNITIES MAXIMIZED

Maple Trade Centre is the commercial development and part of the Maple Tree Garden Homes project that promises to become one of the most sought after office addresses in Ahmedabad.

Ideally located between heart of western Ahmedabad, Maple Trade Centre offers a spectacular view of the SG Highway. The project takes office space to the next level of elegance with deep design and meticulous planning, with best of the best location.

From sprawling ultra-modern parking spaces to the breath-taking grand foyer, from an imposing atrium to a choice of garden-café, indoor restaurant and coffee shops, from upscale health club with gym and spa to state-of-the-art business centre, Maple Trade Centre the perfect choice to take business to the next level with Opportunities Maximized.

Maple Trade Centre offers office spaces ranging from 750 sq.ft. to 4,000 sq.ft. The total saleable areas is 341, 147 sq.ft. comprising 13 storeys.

## MAPLE SHOPOLA – OPPORTUNITIES MAXIMIZED

Maple Shopola brings for the first time in Ahmedabad a unique open-air shopping arcade developed on the French Alfresco concept that will change the neighbourhood shopping experience forever.

A single walk-way connects over a 66 shops. Maple Shopola consists of shops below the Maple Tree Garden Homes residential towers as well as Maple Trade Centre. The total saleable areas of Maple Shopola Project is 1,33,883 sq.ft.



Maple Shopola is expected to be complete by May, 2017. More than 66 shops have been booked.

The total monetisation opportunity of the project is over ₹ 110 crores.

# Mega Projects on the Horizon

At Ganesh Housing Corporation, we have always moved with the times. Today, India is fast progressing ahead as one of the leading economies in the world. The Indian real estate space is reflecting and mirroring this tremendous shift. Always ahead of the curve, we are ready to two mega projects in Ahmedabad.

Ahmedabad is today one of the fastest growing cities in the country. In the last decade, the city has seen some of the biggest infrastructure projects like the Bus Rapid Transit System (BRTS), Riverfront, Outer Ring Road (ORR) project and Gujarat International Finance Tech City (GIFT) at Gandhinagar. GIFT has been declared as the IFC (International Financial Centre) and will have all the facilities and infrastructure that is at par with the top financial hubs like Singapore, Dubai, Hong Kong and Luxembourg. As world is aware, Ahmedabad has begun its journey to be called as one of the largest Auto hub in India. Companies like Maruti, Tata, Honda and Ford have already started operations and constructions to create a new facility.

These developments, complemented by supportive government policies and the entrepreneurial spirit of citizens, have made Ahmedabad a preferred investment destination for investors across India as well as the world to invest in Ahmedabad, opening up prospects for the development of mega projects in the city.

AT GANESH HOUSING CORPORATION LIMITED, WE ARE PLANNING TO LAUNCH OUR TWO MEGA PROJECTS IN LINE WITH THE HUGE OPPORTUNITIES ON THE REAL ESTATE HORIZON IN AHMEDABAD.

## SPECIAL ECONOMIC ZONE (SEZ)

We have 80.83 acre land parcel located within the Ahmedabad Municipal Corporation. We plan to launch an IT & ITES SEZ project here that will comprise of integrated development. The total developable area could be as high as 12 million sq. ft.

The SEZ project will be completed in phases over a period of 4-5 years, and is expected to have a monetisation value of approx. ₹ 36-40 billion.



## Malabar County 3

Continuing upon the tremendous response and appreciation of our residential projects Malabar County 1 and Malabar County 2, we are planning to launch Malabar County 3.

Malabar Country 3 will be developed at Tragad, near SG Road. This residential project comprises of a total construction area of around 9,12,450 sq. ft.

The total projected sales value is approximately ₹ 260 crores.



## SMILE CITY 1 & 2

Smile City has been one of the largest and most ambitious projects of Ganesh Housing Corporation Limited.

The Smile City project comprises of Smile City 1 and Smile City 2, and is an integrated township project.

In Smile City 1, Ganesh Housing Corporation Limited holds a 69.1 per cent stake with Monsoon India Infrastructure Direct II, partnering with a 30.9 per cent stake. The project is planned to be developed through a joint venture Special Purpose Vehicle (SPV) named Gatil Properties Pvt. Ltd.

Smile City is located in premium western part of Ahmedabad that is fast emerging as one of the key growth hot-spots in the city. The project is at a distance of only 4.5 kms. from the Ahmedabad city limits.

The entire township will be spread over an area of 506.23 acres and will be developed in two phases over a period of 5-6 years

**This integrated township is estimated to generate revenues of approximately ₹ 52 billion.**

Smile City 2 is a solely owned by Ganesh Housing Corporation Limited.

It is located adjacent to Smile City 1 and spread over an area of 106.15 acres. Smile City 2 will have total developable area of 4.6 million sq.ft. and will be developed over a period of next 4-6 years.

**Smile City 2 is expected to generate a revenue of approximately ₹ 21 billion.**

# Chairman's Message



AT GANESH HOUSING CORPORATION, WE HAVE ALWAYS BEEN FIRM IN OUR BELIEF AND VALUES: WE HAVE NEVER SHIFTED OUR GEOGRAPHICAL FOCUS AWAY FROM AHMEDABAD, WE HAVE CONSTANTLY ENDEAVOURED TO CREATE AND DELIVER A VALUE PROPOSITION THAT GIVES OUR CUSTOMERS THE BEST VALUE FOR MONEY.

Dear Shareholders,

Year 2014 will be remembered as a year of structural and bold reforms ushered in by a government that is determined and committed to put India back on the high-growth track. Most developed economies continued to struggle in their quest to generate higher outputs, and even a powerhouse like China saw its GDP rising by 7.4 per cent in 2014, its lowest in the last three decades. In contrast, and underpinned by the directional reforms, the Indian economy re-bounded strongly with a 7.3 per cent GDP growth rate for the fiscal year 2014-15. India re-emerged as a hot investment destination with the International Monetary Fund calling it the only bright spot in the global economy.

However, the scenario of real-estate industry in the country continued to remain depressing. The real-estate sector has been reeling under the combined effect of subdued demand and inventory pile-ups. To make matters worse, the rising burden of input costs as well as high interest rates have further pressurised all the sub-segments of the sector : residential, commercial and retail. This grim situation has lasted for over four years now, and has cast its long shadow on the real-estate sector in Ahmedabad as well. In spite of being one of the fastest growing cities in the country, the real-

estate market in Ahmedabad too was affected by these industry-wide factors that saw demand falling, resulting in oversupply of inventory, and thus, stagnation of prices.

But we felt last year was good for commercial real estate and that is the first sign since businesses, big and small, have started expansion. So, ray of hope persists in the Ahmedabad market. This year, it appears that the real-estate sector will see a turn-around.

Here is why :

1. The government has given a huge boost to the sector through regulations like notification by SEBI in respect of Real Estate Investment Trust (REIT) and the amendment to FDI rules reducing the size of minimum built-up and capital required for foreign investors. This bill bring see change in bringing long term, structural, huge capital into real estate market.
2. Initiatives like building 100 Smart Cities and Housing for All by 2020
3. Reduction in housing loan interest.

These are major initiatives that will have a positive impact on the real estate sector in India, reviving demand both from home buyers as well for office space.

With this positive outlook, let me update you on the year 2014-15 at Ganesh Housing Corporation Limited.

The key financial indicators for the year were:

₹ 251.29 Crores Sales

₹ 139.83 Crores EBIDTA

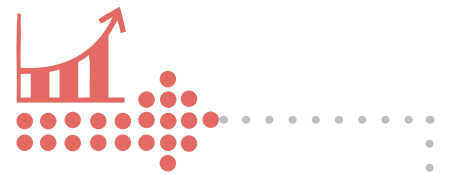
₹ 55.20 Crores PAT

The outlook for the coming year appears to be optimistic. There are firm signals that demand across sub-segments is picking up. Moreover, easing of inflation over the latter half of the year has prompted the Reserve Bank of India (RBI) to reduce interest rates, making home loans cheaper for buyers.

At Ganesh Housing Corporation, we have always been firm in our belief and values: we have never shifted our geographical focus away from Ahmedabad, we have constantly endeavoured to create and deliver a value proposition that gives our customers the best value for money. All our projects bear the signature Ganesh Housing stamp of quality, design and timely delivery. It is this strong and unshakeable adherence to our values that has shaped our growth strategy. Today, we enjoy a high level of respect and trust from our customers, which is reflected in the fact that Ganesh Housing Corporation's projects are always in demand.

This year, we have launched our most aspirational project – the Maple Tree Garden Homes, Maple Trade Centre and Maple Shopola. These projects are sure to become landmarks in the city with their first-ever open garden homes inspired by the French Alfresco style. The total value of this project is well over ₹ 1,000 crores and is expected to be completed in 3 years. At Magnet Corporate Park, over 95 per cent of the work is already completed. The location of Magnet Corporate Park right on SG Road makes it the ideal office location in Ahmedabad. This year, as demands picks up for commercial properties, Magnet Corporate Park is poised gain handsomely with an unmatched combination of location and ready-delivery.

We are also planning launch of two mega project this year : the SEZ and the Smile City. Smile City is by far the largest project of the Company. Spread over a 5-6 year period, the total value of this project is ₹ 90,000 million.



## THE KEY FINANCIAL INDICATORS

₹ 251.29 CRORES  
SALES

₹ 139.83 CRORES  
EBIDTA

₹ 55.20 CRORES  
PAT

While our projects have always stood apart for their higher value proposition, what makes Ganesh Housing Corporation stand apart is our comprehensive commitment to share our success with all our stakeholders : customers, employees, investors, our city and our communities. We believe that our success is derived from the contribution of all our stakeholders, and therefore, it is only natural that share our success with them.

And that is why, at Ganesh Housing Corporation, it is in our nature to DELIVER BEST OF THE BEST!

Thank you for your sustained support.

Yours sincerely,

Dipak G. Patel  
Chairman

# Customers First... Always

At the heart of our sustained success for the last forty four years is one of the simplest tenets – CUSTOMER DELIGHT. Simple and easy it may seem and sound, delighting the customer happens with a strict and uncompromising focus on key principles.



## EXECUTION AND DELIVERY

Buying a real-estate is one of the biggest decision taken by customers in their lives. Particularly when they are buying a home, the decision is made with emotions and sentiments, with years of hard-work and savings, and a lifetime of dreams.

With so much financial and sentimental investments, execution and delivery of the project become paramount and are, in most cases, non-negotiable.

At Ganesh Housing Corporation, we understand our customers and their deep emotional connect with their real-estate investments, and that is why, Execution and Delivery for all projects are crucial and critical.

Most projects that have been developed by Ganesh Housing Corporation have been delivered in time, and as per the quality promised. There are no compromises made. That is what makes Ganesh Housing Corporation project a preferred choice for the buyers – because they are assured of quality, of construction and above-the-standard materials with in-time delivery.

## TRANSPARENCY

The real-estate world today is mired by complex calculations that are aimed to deliberately complicate and confuse buyers. Unscrupulous players use this façade to hide the truth from buyers, banking upon their lack of in-depth knowledge of the laws as well as norms.

Ganesh Housing Corporation took the lead in TRANSPARENCY in the real-estate sector. It was amongst the first companies to openly disclose all details of the project to its buyers : how much actual areas would they be getting and what would be the area for common usage and amenities. All our projects today are 100 per cent transparent with buyers getting clear and exact idea of every square foot of the project.

## TRUST AND FAITH

When buyers book their properties, they do so based on TRUST and FAITH in the developers. There are enough examples where this trust and faith has been broken, and buyers have suffered in terms of delays, cost-over runs, and even cost escalations.

At Ganesh Housing Corporation, we have developed an untarnished reputation with our buyers. We have one of the most enviable track-records of delivering projects in-time, within budgets and exactly as promised. This is what has sustained us and endeared us to our customers, with whom we are privileged to enjoy an extremely high level of trust and faith.

EVERY PROJECT THAT IS DEVELOPED BY US DELIVERS THE BEST OF THE BEST TO OUR CUSTOMERS – THE BEST LOCATION, THE BEST CONSTRUCTION, THE BEST AMENITIES AND THE BEST VALUE. AND IT IS PRECISELY BECAUSE WE DELIVER THE BEST OF THE BEST





# Sharing Success... and Smiles

Success, we believe, is a result that is derived from the efforts of all the stakeholders in the business. At Ganesh Housing Corporation, we have always ensured that as we progress and grow, we take all our stakeholders with us on the journey.

## EMPLOYEES

Our employees are our real and most valuable assets, even though they do not feature in our balance sheet. It is our people, our engineers, our designers, our managers our accountants and our professionals who put in their sincere and untiring efforts that propel us in our exciting journey of growth and success.

We are one big family of 122 members, and the health and safety of each of our member comes first and foremost, whether it is our workplaces or at our construction sites. We ensure that

there is no compromise in any manner in so far as the safety and security of our people is concerned.

We encourage our people to climb up the professional ladder. The HR department regularly organises workshops, seminars and programmes to upgrade the talent and skill-sets of our people. Employees are also encouraged to join professional courses that add extra qualification or higher skills.

At Ganesh Housing Corporations, we strive to share our success with our employees and offer them the BEST OF THE BEST working environments.

**WE ENCOURAGE OUR PEOPLE TO CLIMB UP THE PROFESSIONAL LADDER. THE HR DEPARTMENT REGULARLY ORGANISES WORKSHOPS, SEMINARS AND PROGRAMMES TO UPGRADE THE TALENT AND SKILL-SETS OF OUR PEOPLE.**



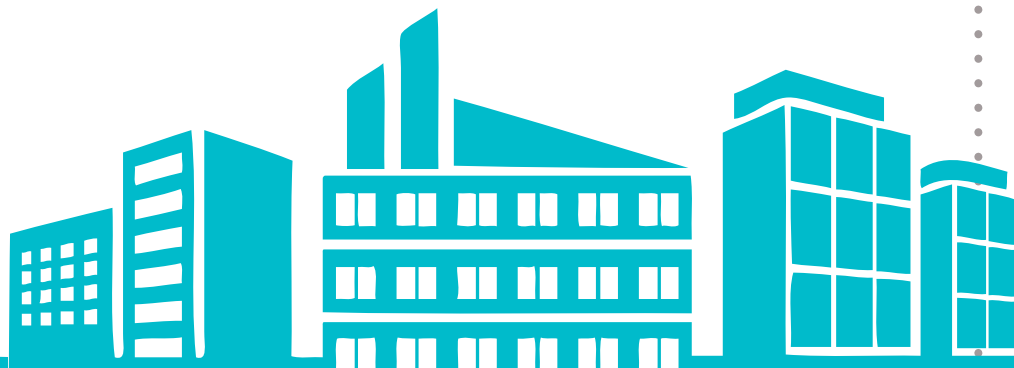
## INVESTORS

Investors are an equally important stakeholder for us. It is only because of their trust, faith and confidence in our business that we have been able to achieve our success. Our investors have shown steadfast commitment and conviction in us. In turn, we have always endeavoured to reciprocate their investment with continued financial success. We have always been open, transparent and responsive in all our investor communications, sharing all material development with them in a friendly and fair manner. Our intention has always been to genuinely share our success with our investors, and we continue to remain committed to this.



## CSR

The communities and the societies we live and work around are also our stakeholders. As a caring and responsible corporate citizen, ensuring we make a difference in their lives by sharing the fruits of our success is both a responsibility as well as an opportunity. We continue to work with various associations, institutions and NGOs with interventions in educations, healthcare, sanitation, environment protection, women empowerment and better livelihood.



# Financial Highlights

(₹ In Lacs)

Particulars	2014-15	2013-14	2012-13
Total Income	25,870.05	28,886.70	13,648.69
EBIDTA	13,982.61	13,661.70	10,490.09
Depreciation	372.65	288.38	250.85
Interest	6,053.12	6,473.38	6,390.37
Profit Before Tax	7,556.84	6,899.93	3,848.87
Profit After Tax	5,520.48	5,011.33	3,397.49
Gross Block	22,667.47	6793.72	6,944.32
Net Block	21,578.84	5,961.08	6,163.23
Investments	2.00	2.00	1.04
Net Current Assets	51,400.13	27,169.25	32,656.25
Cash & Bank Balance	2,172.39	873.81	2,114.32
Total Debts	34,213.39	35,744.70	38,377.97
Share Capital	3,266.85	3,265.59	3,265.59
Reserves & Surplus	69,176.73	64,628.84	60,544.59
Earnings Per Share (Basic) (in ₹)	16.90	15.28	10.51





# Corporate Information

## BOARD OF DIRECTORS

Mr. Dipak G. Patel - Chairman & Whole Time Director  
- DIN : 00004766  
Dr. Bharat J. Patel - Director - DIN : 00944269  
Dr. Tarang M. Desai - Director - DIN : 00005100  
Ms. Aneri D. Patel - Director - DIN : 06587573  
Mr. Ashish H. Modi - Director - DIN : 02506019  
Mr. Shekhar G. Patel - Managing Director - DIN : 00005091

## CHIEF FINANCIAL OFFICER

Mr. Nilesh Shah

## COMPANY SECRETARY

Ms. Priti Jani

## STATUTORY AUDITORS

M/S. J .M. Parikh & Associates  
Chartered Accountants  
Ahmedabad  
(FRN : 118007W)

## INTERNAL AUDITORS

M/S. Nikunj Shah & Associates  
Chartered Accountants  
Ahmedabad

## AUDIT COMMITTEE

Mr. Ashish H. Modi - Chairman  
Dr. Tarang M. Desai - Member  
Mr. Shekhar G. Patel - Member

## NOMINATION & REMUNERATION COMMITTEE

Mr. Ashish H. Modi - Chairman  
Dr. Tarang M. Desai - Member  
Ms. Lalitaben G. Patel - Member

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ashish H. Modi - Chairman  
Dr. Tarang M. Desai - Member  
Mr. Shekhar G. Patel - Member

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Dipak G. Patel - Chairman  
Mr. Shekhar G. Patel - Member  
Mr. Tarang M. Desai - Member

## BANKERS

Tamilnad Mercantile Bank Limited  
HDFC Bank Limited  
Canara Bank  
Karnataka Bank Limited

## REGISTERED OFFICE

Ganesh Corporate House,  
100 Feet Hebatpur-Thaltej Road,  
Nr. Sola Bridge,  
Off. S. G. Highway,  
Ahmedabad – 380 054  
Phone: +91-79-6160 8888  
Fax: +91-79-6160 8899  
Website: [www.ganeshhousing.com](http://www.ganeshhousing.com)  
E-Mail: [investors@ganeshhousing.com](mailto:investors@ganeshhousing.com)

## REGISTRAR AND SHARE TRANSFER AGENT (RTA)

MCS Share Transfer Agent Limited  
101 Shatdal Complex,  
Opp Bata Show Room,  
Ashram Road,  
Ahmedabad – 380 009  
Phone: +91-79-2658 2878, 2658 1296, 2658 4027  
Fax: +91-79-3007 0678  
E-Mail: [mcsahmd@gmail.com](mailto:mcsahmd@gmail.com)



# Notice

[CIN: L45200GJ1991PLC015817]

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting (AGM)** of the Members of **GANESH HOUSING CORPORATION LIMITED** will be held on Wednesday, **30<sup>th</sup> September, 2015 at 3.00 P.M. at the Registered Office** of the Company at: Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road, Near Sola Bridge, Off S. G. Highway, Ahmedabad-380 054 to transact the following business:

## ORDINARY BUSINESS:

### 1. To consider and adopt :

- a. The audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, including the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
- b. The audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015.

2. To declare a dividend on equity shares for the year ended 31<sup>st</sup> March, 2015.

3. To appoint a Director in place of Mr. Dipak G. Patel (DIN: 00004766), who retires by rotation and being eligible offers himself for re-appointment.

### 4. Appointment of Auditors:

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:*

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. J. M. Parikh & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 118007W), as Auditors of the Company to hold office from the conclusion of this Annual General

Meeting (AGM) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2016 at such remuneration plus service tax as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## SPECIAL BUSINESS:

### 5. Appointment of Ms. Aneri D. Patel as a Director of the Company

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:*

“RESOLVED THAT Ms. Aneri D. Patel (DIN: 06587573) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17<sup>th</sup> April, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

### 6. Ratification of Remuneration to Cost Auditor

*To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:*

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2014-2015 to M/s. J. B. Mistri & Co., Cost Accountants, Ahmedabad having Firm Registration No. 6149 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-2015, amounting to ₹ 80,000/- (Rupees Eighty Thousand Only) be and is hereby ratified and confirmed.”

**7. Ratification of Remuneration to Cost Auditor**

*To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:*

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2015-2016 to M/s. J. B. Mistri & Co., Cost Accountants, Ahmedabad having Firm Registration No. 6149 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-2016, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) be and is hereby ratified and confirmed.”

**8. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the new set of Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution of, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

**Priti Jani**

*Company Secretary*

Date: 30<sup>th</sup> June, 2015

Place: Ahmedabad

**Registered Office:**

GANESH CORPORATE HOUSE  
100 Feet Hebatpur-Thaltej Road,  
Nr. Sola Bridge, Off S. G. Highway  
Ahmedabad - 380 054

**NOTES:**

1. A Statement to be attached to notice pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.  
Provided that a member holding ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or any other shareholder.  
Proxies, in order to be effective, must be received by the Company at its registered office, not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, has a right to appoint a proxy.
3. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of the name will be entitled to vote.
4. The Register of Members and the Share Transfer Books shall remain closed from Saturday, 19<sup>th</sup> September, 2015 to Wednesday, 30<sup>th</sup> September, 2015 (Both days inclusive) for the purpose of payment of Dividend and Annual General Meeting.
5. The Dividend for the year ended 31<sup>st</sup> March, 2015, if declared at the meeting, will be paid on or after 5<sup>th</sup> October, 2015 to those members of the Company holding shares in physical form, whose names appear on the Register of Members of the Company on 18<sup>th</sup> September, 2015. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services (India) limited (CDSL) as of the close of business hours on 18<sup>th</sup> September, 2015.
6. Members are requested to communicate the change in address or bank account details, if any, (i) to the

Company's Registrar for physical share accounts and (ii) to their Depository Participants (DPs) in respect of the electronic share accounts.

7. Members are requested to bring their attendance slip along with a copy of Annual Report while attending the Annual General Meeting of the Company and to quote their Folio No./ DP ID-Client Id in all correspondence. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting along with attendance slip.
8. The Register of Directors and Key Managerial Personnel and their shareholding has been maintained under Section 170 of the Companies Act, 2013. Pursuant to Section 171 of the Companies Act, 2013 the said register will be available for inspection by the members at the AGM.
9. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours between 1.00 p.m. and 3.00 p.m. up to the date of the Meeting.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. The Annual Report and Notice of 24<sup>th</sup> Annual General Meeting along with the attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Registrar/ Depository Participant(s) unless a member has requested for the hard copy of the same. For members who have not registered their email addresses, physical copies of aforesaid documents are sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant(s) in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/RTA.
13. Pursuant to the provisions of Section 108 of Companies Act, 2013 and other applicable rules made there under and under Clause 35B of the Equity Listing Agreements entered into with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Company is pleased to provide the facility to Members to exercise their rights to vote by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
14. The Company shall provide facility for voting through polling paper at the 24<sup>th</sup> Annual General Meeting of the Company and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
15. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be able to cast their vote again.
16. The Company has appointed M/s. J. M. Parikh & Associates, Practicing Chartered Accountants, Ahmedabad (Firm Registration No. 118007W) to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The member desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereafter.
17. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
18. The results shall be declared on or after 24<sup>th</sup> Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website i.e. [www.ganeshhousing.com](http://www.ganeshhousing.com) and on the website of CDSL and the same will also be communicated to the Stock Exchanges.
19. The Company has entered into an arrangement with Central Depository Services Limited (CDSL) for facilitating e-voting for 24<sup>th</sup> AGM. **The instructions for shareholders voting electronically are as under:**
  - i) The voting period begins from Saturday, 26<sup>th</sup> September, 2015, 9.00 a.m (IST) and ends on Tuesday, 29<sup>th</sup> September, 2015, 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Wednesday, 23<sup>rd</sup> September, 2015,

may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance slip indicated in the PAN Field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are

required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. Members may note that the above notice will also be available on the Company's Website viz. [www.ganeshhousing.com](http://www.ganeshhousing.com) and also on the website of agency providing e-voting facility viz. Central Depository Services Limited (CDSL) on [www.cdslindia.com](http://www.cdslindia.com).

21. Pursuant to the provisions of Section 205A (5) and 205C of Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1991-92 to 1996-97 to General Revenue Account of Central Government. For, the financial years 2004-05 to 2006-07, the Company transferred the unpaid or unclaimed dividends from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, the Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company as well as the website of Ministry of Corporate Affairs.

Members who have not yet encashed their dividend warrant(s) for the financial years 2007-2008 onwards, are requested to make their claims without any delay to the Company or Registrar and Transfer Agents (RTA), MCS Share Transfer Agent Limited. Details of unpaid/unclaimed dividend are as under:

Sr. No.	Financial year for which dividend declared	Date on which dividend declared	Last due date for claiming unpaid dividend
1	2007-08	27/09/2008	26/09/2015
2	2008-09	30/09/2009	29/09/2016
3	2009-10	30/09/2010	29/09/2017
4	2010-11	30/09/2011	29/09/2018
5	2011-12	29/09/2012	28/09/2019
6	2012-13	31/08/2013	30/08/2020
7	2013-14	15/09/2014	14/09/2021

22. Relevant details, in terms of Clause 49E of the Listing Agreement, in respect of the Directors retiring by rotation and proposed to be re-appointed are as under:

**Ms. Aneri D. Patel**

Ms. Aneri D. Patel, aged 24 [Birth date: 22/05/1991], is a Non-executive Director of the Company. She has done her Masters in Management from London Business School.

She is not holding position as a Director in any other Company. She is a member of Nomination and Remuneration Committee.

As on 31<sup>st</sup> March, 2015, Ms. Aneri neither in her own name nor for any other person on a beneficial basis held any Equity Shares in the Company.

**Mr. Dipak G. Patel**

Mr. Dipak G. Patel, aged 47, is a Promoter Director and is holding the position of Whole Time Director of the Company since 1<sup>st</sup> October, 2002. After the death of our former Chairman Late Shri Govindbhai C. Patel, he was appointed as Chairman of the Company w.e.f. 9<sup>th</sup> November, 2009. He possesses wide experience of 24 years in construction, finance, real estate development, etc. At present Mr. Patel looks after overall policies, construction, procurement, new projects, quality control, overseas tie up, etc.

Mr. Patel is a Director on the Board of Four (4) Subsidiaries and 15 Other Private Limited Companies. He is Chairman of Corporate Social Responsibility Committee.

As on 31<sup>st</sup> March, 2015, Mr. Patel held 6229117 (19.07%) shares in his own name and no share in the Company is held by him for any other person on a beneficial basis.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

**Item No. 5**

The Board appointed Ms. Aneri D. Patel, as an Additional Director with effect from April 17, 2015. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice from a member of the Company under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Ms. Aneri D. Patel and Mr. Dipak G. Patel is concerned or interested in the resolution at Item No. 5 of the Notice relating to her appointment.

**Item No. 6**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. J. B. Mistry & Co., Cost Auditors, Ahmedabad to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2015 at a remuneration of ₹ 80,000/- per annum at its meeting held on 14<sup>th</sup> August, 2014.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

As the Board approved the appointment and remuneration payable to cost auditor as on 31<sup>st</sup> March, 2015 on 14<sup>th</sup> August, 2014, the same could not be placed at the 23<sup>rd</sup> Annual General Meeting held on 15<sup>th</sup> September, 2014.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. J. B. Mistry & Co., Cost Auditors, Ahmedabad to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016 at a remuneration of ₹ 100,000/- per annum at its meeting held on 30<sup>th</sup> June, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No. 8**

The Articles of Association of the Company as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. With the enactment of the Companies Act, 2013, several clauses of the existing articles of association of the Company requires alteration and/or deletion. Moreover, the reference to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Given this position, it would be expedient to replace the existing set of Articles of Association with an entirely new set of Articles of Association to be in substitution for and to the exclusion thereof. The new set of Articles of Association *inter alia* incorporates various provisions of the Companies Act, 2013, as amended from time to time, and rules made thereunder, and adoption of specific sections of Table – F of Schedule I of the Companies Act, 2013 which sets out to the model articles of association for a company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.



As per provisions of Section 14 of the Companies Act, 2013, the Company is required to take approval of members by way of Special Resolution for amendment of Articles of Association of the Company. Hence, your Board recommends Special Resolution as set out at Item No.8 of the Notice for approval by the members.

The proposed Articles of Association is available for inspection at the Registered Office of the Company on all working days during normal business hours without payment of any fees by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or

interested financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

By Order of the Board

**Priti Jani**

*Company Secretary*

Date: 30<sup>th</sup> June, 2015

Place: Ahmedabad

**Registered Office:**

GANESH CORPORATE HOUSE  
100 Feet Hebatpur-Thaltej Road,  
Nr. Sola Bridge, Off S. G. Highway  
Ahmedabad - 380 054

# Directors' Report

**Dear Shareholders,  
Ganesh Housing Corporation Limited,**

Your Directors have pleasure in presenting the Twenty Fourth Annual Report and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2015.

## 1. STANDALONE FINANCIAL RESULTS

[₹ in lacs]

Particulars	Year Ended 31/03/2015	Year Ended 31/03/2014
Net Sales/Revenue from operations	18449.03	17766.49
Other Income	260.75	444.64
Total Expenditure	9107.56	7117.52
Interest and Financial Charges	5266.13	5406.63
Gross Profit before Depreciation and Tax	4336.09	5686.98
Depreciation	298.82	232.24
Net Profit before tax	4037.27	5454.74
Less: Provision for taxation	850.0	1150.00
Less: Provision for Wealth Tax	2.94	2.72
Less: Deferred Tax	6.97	49.79
(Add)/Less: (Excess)/Short provision of income tax of earlier years w/off	6.61	93.48
Add: Excess provision of Wealth Tax of earlier years w/off	0.00	(0.37)
Profit After Tax	3170.75	4159.11
Add: Extraordinary items	0.00	0.00
<b>Net Profit after Extraordinary items</b>	<b>3170.75</b>	<b>4159.11</b>
Profit and Loss Account:		
Opening Balance	31819.63	29067.30
Add: Transfer from Statement of Profit and Loss	3170.74	4159.11
Total Amount available for appropriation	34990.37	33226.41
Appropriations:		
(a) General Reserve	10.00	420.00
(b) Dividend on Equity shares	849.38	849.05
(c) Tax on Dividend	169.83	137.74
<b>Closing Balance</b>	<b>33961.16</b>	<b>31819.62</b>

## 2. REVIEW OF OPERATIONS

### Financial performance of the year:

Our total income on standalone basis increased to ₹ 18449.03 lacs from ₹ 17766.49 lacs in previous year, at the growth rate of 3.70%. Further, during the year under review the Company booked other income of ₹ 260.75 lacs.

Total Expenditure (excluding interest & financial charges and depreciation) of the Company increased from ₹ 7117.52 lacs to ₹ 9107.56 lacs. After providing for interest and financial charges of ₹ 5266.13 lacs and depreciation of ₹ 298.82 lacs, the Profit before Tax stood at ₹ 4037.27 lacs and Net Profit after Tax (PAT) at ₹ 3170.75 lacs. Further, after providing appropriations of ₹ 1029.21 lacs, the balance i.e. ₹ 33961.16 lacs was carried to Balance Sheet.

### Changes in Equity Share Capital:

During the year under review the Company has allotted 12,666 equity shares of ₹ 10/- each (Premium ₹ 161/-) pursuant to conversion of Employee Stock Options on 21<sup>st</sup> July, 2014. Consequently the issued, subscribed and paid up share capital of the Company increased from 32655880 to 32668546.

### Material Changes and Commitments after close of financial year:

The Members of the Company authorized Board of Directors of the Company for the issue of Non-Convertible Debentures on Private Placement Basis upto ₹ 100 Crores vide the resolution passed at the Extraordinary General Meeting of the Company dated 28<sup>th</sup> February, 2015. Thereafter, the Board issued and allotted 3000 Non-Convertible Debentures of ₹ 100000/- each on private placement basis on 17<sup>th</sup> April, 2015.

### 3. TRANSFER TO RESERVES

The Company proposes to transfer ₹ 10.00 lacs to the General Reserve out of the amount available for appropriation.

### 4. DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 2.60/- (Previous year ₹ 2.60/-) per equity share of ₹ 10/- each for the year ended 31<sup>st</sup> March, 2015. This will absorb ₹ 849.38 lacs. The Company will pay dividend distribution tax amounting to ₹ 169.82 lacs to the Central Government.

### 5. FUTURE OUTLOOK

The Indian real estate market which mainly comprises of Residential, Commercial, Retail and Hospitality sub-segments, has come a long way, transforming from un-organized to one of the most dynamic and organized sectors of the economy. The new government has initiated many forward looking and pragmatic reforms and regulations that are bound to have a long-term and positive impact on the sector. These include:

- a) Notification by the Securities & Exchanges Board of India (SEBI) on the Real Estate Investment Trusts (REITs) regulations making REIT more feasible by allowing internationally acclaimed investment structure in India.
- b) Unveiling of initiatives like 100 Smart Cities and a commitment to Housing for All are expected to go a long way in boosting sustained investments and developments in the sector.

- c) Amendment to the Foreign Direct Investment (FDI) rules by reducing the minimum built-up area from 50,000 sq. mt. to 20,000 sq. mt., as well as reduction in capital requirement from US\$ 10 million to US\$ 5 million, which is to be achieved within six months from the date of commencement of the project. The exit norms have also been simplified, making it attractive for investors in the sector.

Moreover, the Ahmedabad real estate sector is undergoing a rapid transition and transformation. A slew of infrastructure development projects undertaken in the last few years have completely changed the real estate scenario in the city. These developments have changed the demographics of the city, with new areas and localities emerging as new pockets of growth and expansions. Today, localities like Sanand, Bopal, Science City, Thaltej, S. G. Highway, Satellite and Ashram Road are witnessing surge in development of both residential and commercial projects.

Looking to the aforesaid positivity, the Company has embarked on its most aspirational Project till date that promises to put Ahmedabad on the map of premium international class homes and offices. The Company through its subsidiary viz. Essem Infra Private Limited has launched a residential project inspired by the famous French Alfresco style open-garden homes called Maple Tree–Garden Homes Project. It is situated near Thaltej and is spread over a vast expanse of 13,53,744 sq. ft. the project has 512 unit of 3BHK, 4BHK and 3BHK Penthouses.

The Company will also carry out a commercial and retail development along with Maple Tree Project under the name and style "Maple Trade Centre" and "Maple Shopola". Maple Trade Centre takes office space to the next level of elegance with deep design and meticulous planning. It offers office space comprising 13 storeys and ranging from 750 sq. ft. to 4000 sq. ft. with total saleable areas of 3,41,147 sq. ft. Maple Shopola consist of 66 shops which is below the Maple Tree Garden Homes and Maple Trade Centre Project having total saleable area of 1,33,883 sq. ft.

Over and above the aforesaid project, the Company is also planning to launch its most awaited Mega Projects viz. (1) Township Project - Smile City 1 & Smile City 2 and (2) Special Economic Zone Project. Moreover, continuing upon the tremendous response and appreciation of

our residential projects Malabar County 1 and Malabar County 2, we are also planning to launch Malabar County 3, a residential Project.

## 6. FIXED DEPOSITS

Your Company has not accepted any public deposits during the financial year under review and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

## 7. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENT

The Company has four Subsidiaries viz. Gatil Properties Private Limited, Yash Organiser Private Limited, Shaily Infrastructure Private Limited and Maheshwari (Thaltej) Complex Private Limited as on 31<sup>st</sup> March, 2015. Out of the said Companies, Gatil Properties Private Limited and Maheshwari (Thaltej) Complex Private Limited are the material non-listed Indian Subsidiary Companies. Further, Essem Infra Private Limited became the Subsidiary Company w.e.f. 1<sup>st</sup> April, 2015.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of Companies Act, 2013 read with Clause 32 of Listing Agreement entered into with the Stock Exchanges, we have prepared

Consolidated Financial Statement of the Company and all its subsidiaries in accordance with the relevant accounting standards which forms part of the Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format i.e. AOC-1 also forms part of Annual Report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website viz. [www.ganeshhousing.com](http://www.ganeshhousing.com).

## 8. EMPLOYEES STOCK OPTIONS SCHEME

The Company implemented the Employees Stock Option Scheme ("ESOP 2010") in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI Guidelines"). Further, the terms of references with regard to administration and monitoring of the ESOP 2010 had been looked after by Nomination and Remuneration Committee.

As required by Clause 12 of SEBI Guidelines, information with respect to active stock Options as at 31<sup>st</sup> March, 2015 is given below:

a.	Total Options Granted as on 1 <sup>st</sup> April, 2014	:	5,95,879
b.	Exercise Price or Pricing Formula	:	Discount up to a maximum of 30% to the Market price i.e. ₹ 244/-. Hence, Exercise Price per option stands at ₹ 171/-.
c.	Options Vested	:	1,18,084
d.	Options Exercised	:	12,666
e.	The total number of shares arising as a result of exercise of Options	:	12,666 Equity Shares
f.	Options Lapsed	:	1,16,487
g.	Variation in terms of Options	:	Not Applicable
h.	Money realized by exercise of Options	:	₹ 21,65,886/-
i.	Total number of Options in force [(a) – (d) – (f)]	:	4,66,726
j.	Employee-wise details of options granted to-		
	(i) Senior managerial personnel	:	Rajendra M. Patel – 35,000 Vijay R. Lalaji – 35,000 Bhavin H. Mehta – 35,000
	(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	:	Not Applicable
	(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	:	Not Applicable

k.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	:	Not Applicable. Basic and Diluted EPS of the Company is ₹ 9.71
l.	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed	:	Not Applicable
m.	Weighted average exercise price of Options whose (a) Exercise price equals market price (₹) (b) Exercise price is greater than market price (₹) (c) Exercise price is less than market price (₹) Weighted average fair value of options whose (a) Exercise price equals market price (₹) (b) Exercise price is greater than market price (₹) (c) Exercise price is less than market price (₹)	:	No such Grants No such Grants ₹ 171/- No such Grants No such Grants ₹ 141.54
n.	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:  (i) risk-free interest rate (ii) expected life (iii) expected volatility (iv) expected dividends, and (v) the price of the underlying share in market at the time of option grant	:	Note: The Company has granted Nil options during the F.Y. 2014-2015 (Previous Year Nil). The Company had calculated fair value of options for options granted on 30 <sup>th</sup> October, 2010 using the Black Scholes method as option-pricing model.  7.50% to 7.98% 2.50 to 6.50 65.02% to 64.71% 1.97% ₹ 243.85

The Company has received a Certificate dated 17<sup>th</sup> May, 2015 from the Auditors of the Company that the ESOP 2010 Scheme has been implemented in accordance with the Guidelines and as per the resolution passed by the members of the Company authorizing issuance of ESOP.

## 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Appointment/Re-appointment:

As per the provisions of Sub-section (6) of Section 152 of the Companies Act, 2013, Mr. Dipak G. Patel, Chairman and Whole-time Director of the Company, retires by rotation and being eligible has offered himself for re-appointment. The Board recommends his re-appointment.

During the year under review, the members approved the appointments of Dr. Bharat J. Patel, Dr. Tarang M. Desai and Mr. Ashish H. Modi as Independent Directors who are not liable to retire by rotation. The members have also re-appointed Mr. Shekhar G. Patel as the Managing Director of the Company for the further term of 5 years w.e.f. 1<sup>st</sup> July, 2014.

The Independent Directors of the Company had submitted a declaration at the time of their appointment that they meet the criteria of independence as per the provisions of Companies Act, 2013 and Listing Agreement. Further, similar declaration had been received from them at the first meeting of Board of Directors of the Company for the financial year 2015-2016.

Further, Ms. Aneri D. Patel was appointed as an Additional Non-Executive Director by the Board of Directors at their meeting held on 17<sup>th</sup> April, 2015 to hold office until the ensuing Annual General Meeting.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and Audit Committee, appointed Mr. Nilesh Shah as Chief Financial Officer of the Company w.e.f. 1<sup>st</sup> October, 2014.

Brief resume of the Directors proposed to be appointed/re-appointed, nature of their experience and other details, as stipulated under Clause 49 of the Listing Agreement, are provided in the Notice for convening the 24<sup>th</sup> Annual General Meeting of the members of the Company.

#### **Resignation:**

During the year under review, two independent directors viz. Mr. Sanjay M. Kothari and Mr. Arvind R. Nanavati resigned as Director w.e.f. 5<sup>th</sup> May, 2014. Further, Ms. Lalitaben G. Patel resigned as a Director of the Company w.e.f. 17<sup>th</sup> April, 2015.

The Board placed on record its deep appreciation for the valuable contribution made by Mr. Kothari, Mr. Nanavati and Ms. Patel during their tenure as Director of the Company.

### **10. DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors states that:-

- (i) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standards had been followed to the extent applicable to the Company. There are no material departures in the adoption of the applicable Accounting Standards;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31<sup>st</sup> March, 2015 and of the Profit and Loss of the Company for that period;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the annual accounts on a going concern basis;
- (v) The Directors have laid down internal financial control to be followed by the Company and that such internal financial control are adequate and were operating effectively and;
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **11. UNCLAIMED AND UNPAID DIVIDENDS**

Amount of ₹ 1,28,99,377/- is lying in the unpaid equity dividend account of the Company as on 31<sup>st</sup> March, 2015. Further, during the year under review ₹ 5,85,890/- pertaining to unpaid/unclaimed dividend for the financial year 2006-2007 has been transferred to Investor Education and Protection Fund Account.

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 (the corresponding provision in the Companies Act, 2013 have not been notified, and hence the earlier law is still applicable in respect of these provisions), dividend which is unclaimed/unpaid for period of seven years from the date it became due for payment, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claims.

Attention is drawn that the unclaimed/unpaid dividend for the financial years 2007-08 is due for transfer to IEPF on 26<sup>th</sup> September, 2015; hence, the said unpaid/unclaimed dividend will be transferred to IEPF A/c on or before 26<sup>th</sup> October, 2015. In view of this, the Members of the Company, who have not yet encashed their dividend warrant(s) or those who have not claimed their dividend amounts, may write to the Company/Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited. The details of the consolidated unclaimed/unpaid dividend details as required by the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, for all the unclaimed/unpaid dividend accounts outstanding (drawn up to the date of Twenty Third Annual General Meeting on September 15, 2015) in terms of the Ministry of Corporate Affairs Notification No. G.S.R. 352 (E) dated May 10, 2012 has been uploaded on the Company's website: [www.ganeshhousing.com](http://www.ganeshhousing.com).

### **12. STATUTORY DISCLOSURES**

#### **PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided as *Annexure – A*.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Directors	Ratio to median Remuneration
Mr. Dipak G. Patel	42.74 : 1
Mr. Shekhar G. Patel	42.77 : 1
Dr. Tarang M. Desai	0.24 : 1
Dr. Bharat J. Patel	0.11 : 1
Mr. Ashish H. Modi	0.26 : 1
Ms. Lalitaben G. Patel*	0.13 : 1
Mr. Sanjay M. Kothari*	Not Applicable
Mr. Arvind R. Nanavati*	Not Applicable

**\* Note:**

- Ms. Lalitaben G. Patel resigned as Director w.e.f. 17<sup>th</sup> April, 2015
  - Mr. Sanjay M. Kothari and Mr. Arvind R. Nanavati resigned as Director w.e.f. 5<sup>th</sup> May, 2014. Further, no sitting fees was paid to both the directors as the Board Meeting was held after the resignation date.
- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Directors, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Dipak G. Patel	72.31
Mr. Shekhar G. Patel	72.15
Dr. Tarang M. Desai	213.61
Dr. Bharat J. Patel	83.33
Mr. Ashish H. Modi	146.77
Ms. Lalitaben G. Patel	91.86
Mr. Sanjay M. Kothari*	-100.00
Mr. Arvind R. Nanavati*	-100.00
Mr. Nilesh Shah, Chief Financial Officer#	—
Ms. Priti Jani, Company Secretary	23.33

**Note:**

- \* Mr. Sanjay M. Kothari and Mr. Arvind R. Nanavati resigned as director w.e.f. 05/05/2014 and no sitting fees was paid to them during the period of their office for F.Y. 2014-2015;

# The CFO was appointed on 01/10/2014 and the remuneration for CFO is for part year, hence the same has not been compared.

- c) The percentage decrease in the median remuneration of employees in the financial year: 0.78;
- d) The number of permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2015: 122;
- e) Relationship between average increase in remuneration and Company performance:- The Profit before Tax for the financial year ended 31<sup>st</sup> March, 2015 decreased by 25.99% whereas the decrease in median remuneration was 0.78%. The average decrease in median remuneration was in line with the performance of the Company.
- f) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

Aggregate Remuneration of Key Managerial Personnels (KMP) in financial year 31 <sup>st</sup> March, 2015 (₹ in lakhs)	225.18
Revenue (₹ in lakhs)	18449.03
Remuneration of KMPs (as a % of revenue)	1.22%
Profit Before Tax (₹ in lakhs)	4037.27
Remuneration of KMPs (as a % of Profit Before Tax)	5.58%

- g) • Variations in the market capitalisation of the Company: The market capitalisation as on 31<sup>st</sup> March, 2015 was ₹ 33828.30 lakhs as compared to ₹ 26385.95 lakhs as on 31<sup>st</sup> March, 2014. Hence, the increase in market capitalisation is 28.21%.
- Price Earnings ratio of the Company as at 31<sup>st</sup> March, 2015 is 10.66 compared to 6.34 as at 31<sup>st</sup> March, 2014.
- Percent increase over/decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year:- The Company had come out with a public offer in the year 1993 for 21,00,000 equity shares of ₹ 10/- each for cash at par. The market price of the equity shares of the Company as on 31<sup>st</sup> March, 2015 was ₹ 102.20/- (BSE) and ₹ 103.55 (NSE) for face value of ₹ 10/- each representing an increase of 922.00% and 935.50% respectively.

- h) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 6.14% whereas the increase/decrease in the managerial remuneration for the same financial year was 65.78%.

The remuneration of Managing Director and Whole-time Director was ₹ 5.00 lakhs p.m. since last 5-6 years. Further, the duties and responsibilities of managerial personnel have increased manifold as many projects are at different stages of implementation. The Company has embarked upon a massive expansive drive by undertaking various projects. Considering the strenuous efforts put in by Mr. Dipak G. Patel as Whole-Time Director and Mr. Shekhar G. Patel, Managing Director of the Company, it was proposed to revise the remuneration as ₹ 10.00 lakhs p.m. w.e.f. 1<sup>st</sup> July, 2014 with proportionate increase in the perquisites.

- i) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- j) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- k) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other Employees.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 are given in *Annexure – B* annexed hereto and forms part of this Report.

#### **MANAGEMENT DISCUSSIONS & ANALYSIS REPORT**

Management Discussion & Analysis report for the year under review as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges is annexed as *Annexure – C* hereto and forms part of this Report.

#### **CORPORATE GOVERNANCE REPORT**

Your Directors adhere to the requirements set out in Clause 49 of the Listing Agreement with the Stock Exchanges. Report on Corporate Governance as stipulated in the said Clause is annexed as *Annexure – D* hereto and forms part of this Report.

Certificate from the Statutory Auditors M/s. J. M. Parikh & Associates, Chartered Accountants, confirming compliance of conditions of Corporate Governance as stipulated under Clause 49, is also annexed to the Report on Corporate Governance.

### **13. AUDITORS AND AUDITORS' REPORT**

#### **Statutory Auditor:**

M/s. J. M. Parikh & Associates, Chartered Accountants, Ahmedabad, Statutory Auditors of the Company were appointed as the Auditor of the Company at the 23<sup>rd</sup> Annual General Meeting held on 15<sup>th</sup> September, 2014 to hold the office till the conclusion of the twenty sixth Annual General Meeting to be held in the year 2017. In terms of first proviso to Section 139 of Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly the appointment of M/s. J. M. Parikh & Associates, Chartered Accountant, Ahmedabad, is placed for ratification by the Shareholders. In this regard, the Company has received a Certificate from the Auditor to the effect that if their appointment will be ratified, it would be in accordance with the provisions of Section 141 of Companies Act, 2013.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

#### **Secretarial Auditor:**

As per provisions of Section 204 of Companies Act, 2013, the Board of Directors of the Company appointed C.S. Anand Lavingia, Practising Company Secretary, to conduct the Secretarial Audit of the Company for the financial year 2014-2015. The Secretarial Audit Report for the financial year 2014-2015, is annexed herewith marked as *Annexure – E* to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.



**Cost Auditor:**

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and audits) Rules, 2014, as amended, Construction Industry is covered under the ambit of mandatory cost audits from the financial years commencing on or after 1<sup>st</sup> April, 2014. Accordingly, the Board of Directors at their meeting held on 14<sup>th</sup> August, 2014, appointed M/s. J. B. Mistri & Co., Cost Accountants, Ahmedabad as Cost Auditors for auditing the cost accounts of your Company for the year ended 31<sup>st</sup> March, 2015.

Further, in terms of Companies Act, 1956 and Rules prescribed thereunder, the Cost Compliance Report for the year 2013-2014 has been filed under Form A XBRL mode within the due date of filing.

**14. COMMITTEES OF BOARD OF DIRECTORS**

The Company has the following Committees of the Board:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee;
4. Corporate Social Responsibility Committee.

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2014 approved and adopted Nomination and Remuneration Policy as recommended by Nomination and Remuneration Committee w.e.f. 1<sup>st</sup> June, 2014. The Nomination and Remuneration Policy framed by the Company as per the provisions of section 178(4) of the Act, is attached as *Annexure – F*.

**15. EXTRACT OF THE ANNUAL RETURN**

The extract of the Annual Return as provided under sub-section (3) of Section 92 of Companies Act, 2013 for the financial year 2014-2015 is attached as *Annexure – G*.

**16. MEETINGS OF BOARD**

During the financial year 2014-2015, the Board of Directors met for Eleven (11) times viz. 8<sup>th</sup> May, 2014; 30<sup>th</sup> May, 2014; 21<sup>st</sup> July, 2014; 14<sup>th</sup> August, 2014; 30<sup>th</sup> September, 2014; 13<sup>th</sup> October, 2014; 14<sup>th</sup> November, 2014; 30<sup>th</sup> December, 2014; 3<sup>rd</sup> February, 2015; 10<sup>th</sup> February, 2015 and 4<sup>th</sup> March, 2015 respectively.

**17. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES REFERRED IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

During the year under review there were no contracts or arrangements with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013. Further, there were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered into by the Company in the normal course of business are periodically placed before the Audit Committee for review.

Members may refer to the notes to the accounts for details of related party transactions. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement. Since all Related Party Transactions entered into by the Company were in ordinary course of business and were on arms' length basis, Form AOC-2 is not applicable to the Company.

Policy on related party transactions was considered and approved by the Board at its Meeting held on 30<sup>th</sup> September, 2014 to be effective from 1<sup>st</sup> October, 2014. The policy has also been uploaded on the website of the Company at [www.ganeshhousing.com](http://www.ganeshhousing.com).

**18. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186:**

Pursuant to Section 186 of Companies Act, 2013, the particulars of loans given, investments made, guarantees given and securities provided for business purpose are stated in the standalone financial statement. Please refer to Note Nos. 43, 13 & 33 to the standalone financial statement.

**19. RISK MANAGEMENT**

As per Clause 49 of listing agreement, the Company is required to lay down the procedures about the risk assessment and minimisation procedures. In accordance with the said clause the Company has adopted risk management framework with the following objectives:

1. Aligning the corporate strategies & objectives to the risk appetite

2. Providing a formal organisation structure for risk management
3. Integrated approach to risk management at strategic level
4. Systematic approach and use of special tools for risk management
5. Providing Board/Management oversight

In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. Thus, the Company has in place risk management policy which also includes identification of elements of risk, if any, which in the opinion of the board may threaten the existence of the company.

## 20. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of Companies Act, 2013, the Company has formed Corporate Social Responsibility Committee (CSR Committee) comprising of following members:

Sr. No.	Name of Director	Category/ Designation	Position
1.	Mr. Dipak G. Patel	Chairman & Whole-time Director	Chairman
2.	Mr. Shekhar G. Patel	Managing Director	Member
3.	Dr. Tarang M. Desai	Independent Director	Member

The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company as specified under Schedule VII of Companies Act, 2013, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: [www.ganeshhousing.com](http://www.ganeshhousing.com).

The annual report on CSR containing particulars as specified under Rule 8 of Companies (Corporate Social Responsibility) Rules, 2014 is as per *Annexure – H* to the Report.

## 21. ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEE AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the

corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

## 22. SIGNIFICANT AND MATERIAL ORDERS

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## 23. INTERNAL FINANCIAL CONTROLS

With reference to financial statements, the Company has in place adequate financial controls in form of policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

## 24. AUDIT COMMITTEE

The Audit Committee comprises of total three members out of which two are Independent and Non-executive Directors viz. Mr. Ashish H. Modi (Chairman) & Dr. Tarang M.

Desai, Member and third member is Managing Director viz. Mr. Shekhar G. Patel. All the recommendations made by the Audit Committee were accepted by the Board.

## 25. VIGIL MECHANISM

The Company has adopted the whistle blower mechanism for directors and employees to report concern about unethical behaviour, actual or suspected fraud, or violation of Company's Code of Conduct and Ethics. The whistle blower policy is available on the website of the Company. The web link of the same viz. [www.ganeshhousing.com](http://www.ganeshhousing.com).

## 26. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company has setup an Internal Complaints Committee (ICC) for redressal of Complaints.

During the financial year 2014-15, the Company has received Nil complaints on sexual harassment, out of which Nil complaints have been disposed of and appropriate action taken and Nil complaints remain pending as of 31<sup>st</sup> March, 2015.

## 27. ACKNOWLEDGMENTS

Your directors express a deep sense of gratitude for assistance and co-operation received from customers, vendors and shareholders and banks viz. Tamilnad Mercantile Bank Limited, HDFC Bank Ltd, Canara Bank, Karnataka Bank and JSC VTB Bank as well as various NBFC Lenders, Central & State Government authorities, other business associates, who have extended their valuable support during the year under review. Your directors take this opportunity to place on record their gratitude and appreciation for the unstinted supports of all the employees at all the levels of the Company.

For & on behalf of Board of Directors

**Dipak G. Patel**

*Chairman*

(DIN: 00004766)

Date : 30<sup>th</sup> June, 2015

Place : Ahmedabad

## ANNEXURE - A

Statement showing the names and other particulars of the employees drawing remuneration in excess of the limits under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2015

Sr. No.	Particulars of Present Employment								Particulars of Last Employment	
	Name	Age (in Years)	Qualification	Years of experience	Date of Commencement	Designation/Nature of Duties	Remuneration received (₹ in Lacs)	2% or more of Equity Shares	Employer	Designation
A	Employed throughout the year and in receipt of remuneration aggregating not less than ₹ 60.00 lacs per annum.									
	DIRECTORS									
1	Mr. Dipak G. Patel	47	Undergraduate	24	01/10/2002	Chairman & Whole-time Director	113.66	19.08	NA	NA
2	Mr. Shekhar G. Patel	43	Diploma Civil Engineering	20	01/07/1994	Managing Director (Non-contractual)	107.47	21.42	NA	NA
B	Employed for the part of year and in receipt of remuneration aggregating ₹ 5.00 lacs or more per month.									
	DIRECTORS/OTHERS									
	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
C	Employed throughout the year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children not less than 2% of Equity shares of the Company.									
	DIRECTORS/OTHERS									
	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

**Note:**

1. NA means Not Applicable
2. The Remuneration paid to Mr. Dipak G. Patel is on contractual basis whereas the same for Mr. Shekhar G. Patel is on non-contractual basis.
3. As per the terms and conditions of appointment of managerial personnel, remuneration consists of salary, perquisites and commission. However, during the year under review both the managerial personnel waived the commission payable to them.
4. Mr. Dipak G. Patel and Mr. Shekhar G. Patel are related to each other (as Brothers). Moreover, Mr. Dipak G. Patel is related to Ms. Aneri Patel (Father).
5. The Perquisites given to the Directors are valued as per Income-tax Rules, 1962.

**ANNEXURE - B****Details of particulars under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are given as under****A. CONSERVATION OF ENERGY:**

(i)	the steps taken or impact on conservation of energy;	Company ensures that the operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
(ii)	the steps taken by the Company for utilising alternate sources of energy;	No alternate source has been adopted
(iii)	the capital investment on energy conservation equipment;	No specific investment has been made in reduction in energy consumption

**B. TECHNOLOGY ABSORPTION:**

1.	The efforts made towards technology absorption	The Company executes major projects through contractors. Hence, no outside technology is used by the Company
2.	The benefits derived e.g., product improvement, cost reduction, product development, import substitution	Not Applicable
3.	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	a. Technology imported: Nil b. Year of import: Not Applicable c. Has technology been fully absorbed? Not Applicable d. If not fully absorbed, areas where this has not taken place, reasons there for: Not Applicable.
4.	The expenditure incurred on Research and Development.	Not Applicable

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

As regards, the Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows, members are requested to refer to Note No. 36 in notes forming part of accounts for the year ended 31<sup>st</sup> March, 2015.

For & on behalf of Board of Directors

**Dipak G. Patel**

Chairman

(DIN: 00004766)

Date : 30<sup>th</sup> June, 2015

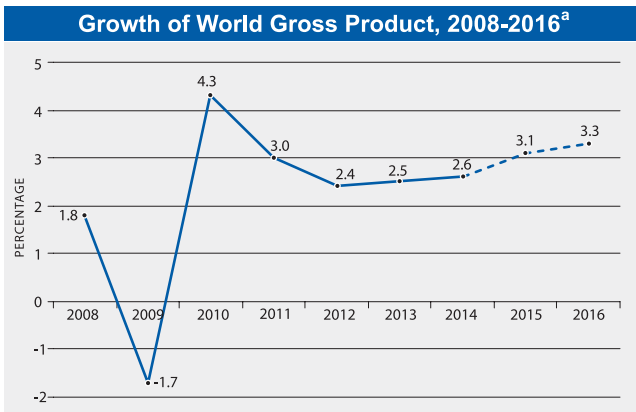
Place : Ahmedabad

# Management Discussion and Analysis

## ECONOMIC OVERVIEW

### World Economy

The world economy continued with its uphill struggle in the year 2014 amidst complex geo-political factors. While growth picked up moderately in advanced economies, it remained subdued in the developing countries and emerging markets. World Gross Output (WGP) grew at 2.6 per cent in 2014, marginally higher than 2.5 per cent in 2013.

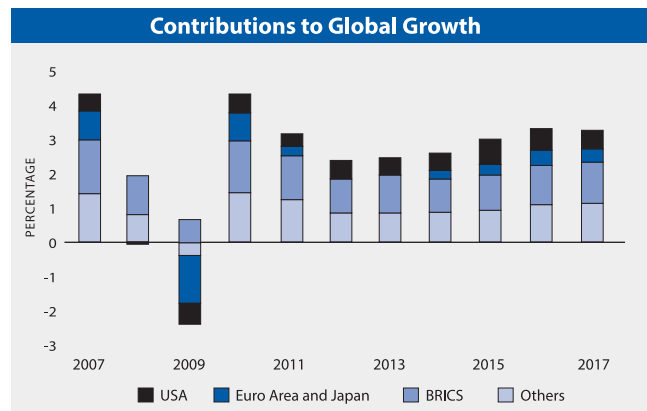
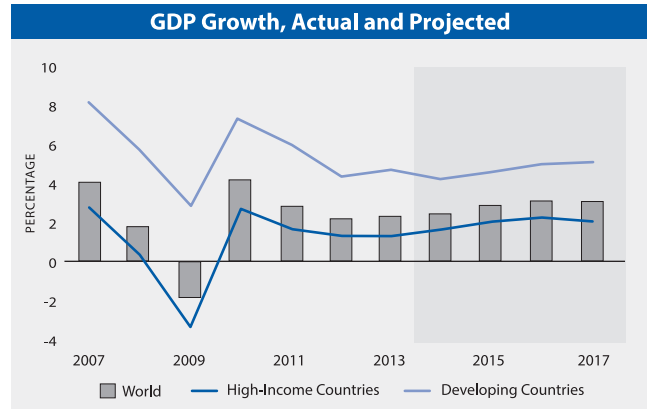


Source: UN/DESA.

<sup>a</sup> Growth rate of 2014 is partially estimated; rates for 2015 and 2016 are forecast.

United Nations, "World economic situation and prospects as of mid-2014 (E/2014/70)", available from [http://www.un.org/en/development/desa/policy/publications/ecosoc/e\\_2014\\_70\\_wesp\\_mid.pdf](http://www.un.org/en/development/desa/policy/publications/ecosoc/e_2014_70_wesp_mid.pdf)

Global growth during the year 2014 was uneven. In the world's largest economy, the USA, growth picked up, particularly in the latter half of the year as low oil prices led to increased consumer spending. Further, there was a marked improvement in employment rates. The US economy grew by 2.3 per cent in 2014 against 2.2 per cent in 2013. Economic activity in the EU was drastically affected by the new government in Greece that threatened to opt out of the EU. Political turmoil in Ukraine was another key factor that made the situation worse. However, in all the advanced economies, there was a marked improvement in the second half of the year due to declining oil prices that fell to sub US\$ 50 per barrel, triggering a rise in consumer spending.



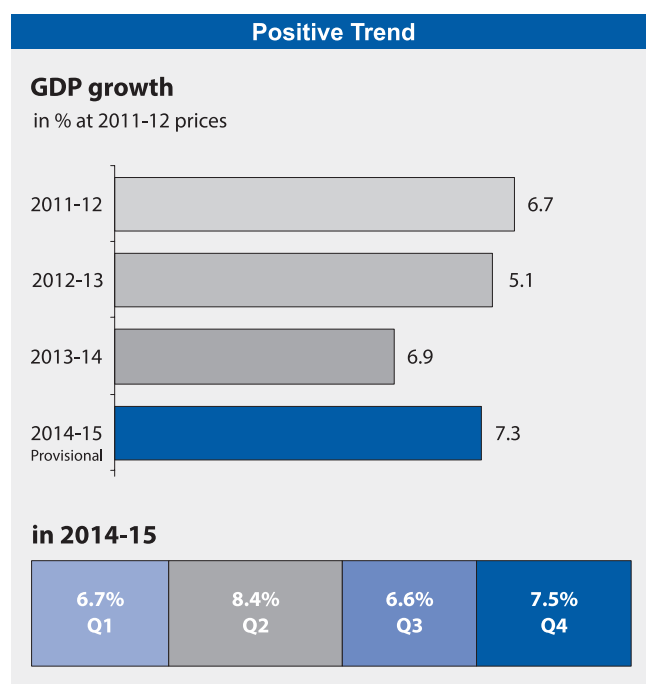
(Source: World Bank)

There are upcoming challenges in the form of rising crude prices and US rate increases. However, factors like China's monetary easing is favourable for the world growth. Other major emerging economies like Brazil and Russia are now stabilizing after many hiccups in their political system that affected making of key decisions. Japan, with its aggressive monetary stance, is also likely to help Asian economies with cheap capital even after US starts raising interest rates.

### Indian Economy

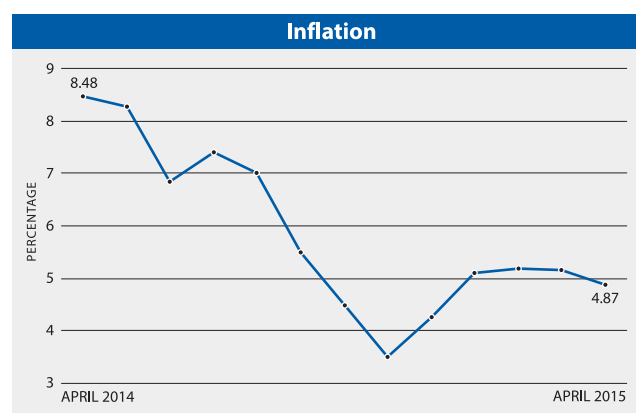
The year 2014 was a year for bold structural reforms for the Indian economy that are likely to have a profound effect in the medium and long terms. The newly elected

government at the centre initiated major reforms in core sectors like banking, defence, infrastructure and insurance. Another key development during the year 2014 was the change in method for measuring the GDP growth rate: (1) the base year was changed to 2011-12 from 2004-05 and (2) GDP will be measured henceforth on market-prices basis instead of the earlier factor-cost basis. This is in line with international practices. As a result, the revised growth rate for the fiscal year 2014 has been determined at 7.3 per cent, compared to 6.9 per cent in the previous fiscal year, as per the Indian Economic Survey 2014. Moreover, for the first time, India's total GDP will cross US\$ 2.1 trillion in FY2014.



Source: CSO

There were many things going for India in the year 2014 that prompted the International Monetary Fund (IMF) to remark that the country was in a sweet spot. Inflation, that had been a major headache in the year 2013, tamed in 2014, particularly in the latter half of the year due to falling oil prices. From a high of over 8 per cent in the beginning of the year, retail inflation, as measured by Consumer Price Index (CPI) fell down to below 5 per cent by the end of the year.



As inflation came within manageable limits, the Reserve Bank of India (RBI) eased its monetary policy by reducing lending rates in January 2015. The Indian rupee also remained largely stable during the year.

## INDUSTRY OVERVIEW

### Indian Real Estate Market

The Indian real estate market has come a long way, transforming from unorganised to one of the most dynamic and organised sectors of the economy. Driven by rising population, rising income levels and rapid urbanisation, the sector has seen a huge influx of both domestic as well as foreign investors, attracted by the tremendous potential of growth.

The sector has been facing stiff challenges in the last few years as sales declined due to an overall depressed economic scenario. This was further aggravated by rising finance costs due to high interest rates, leading to an accumulation of debts as well as project delays.

However, with the election of a steady government at the centre in 2014, things have changed for the sector. The new government has initiated many forward looking and pragmatic reforms and regulations that are bound to have a long-term and positive impact on the sector. These include:

1. Notification by the Securities & Exchange Board of India (SEBI) on the Real Estate Investment Trusts (REITs) regulations making REIT more feasible by allowing internationally acclaimed investment structure in India.
2. Unveiling of initiatives like 100 Smart Cities and a commitment to Housing for All are expected to go a long way in boosting sustained investments and developments in the sector.

3. Amendment to the Foreign Direct Investment (FDI) rules by reducing the minimum built-up area from 50,000 sq. mt. to 20,000 sq. mt., as well as reduction in capital requirement from US\$ 10 million to US\$ 5 million, which is to be achieved within six months from the date of commencement of the project. The exit norms have also been simplified, making it attractive for investors in the sector.

According to Department of Industrial Policy and Promotions (DIPP), the real estate sector attracted FDI worth ₹ 703 million till November 2014.

The India real estate sector comprises mainly of Residential, Commercial, Retail and Hospitality sub-segments.

### Ahmedabad Real Estate Overview

The Ahmedabad real estate sector is undergoing a rapid transition and transformation. A slew of infrastructure development projects undertaken in the last few years have completely changed the real estate scenario in the city. Some of the projects that have put Ahmedabad on the global pedestal include the Bus Rapid Transit System (BRTS), Riverfront, Outer Ring Road (ORR) project and Gujarat International Finance Tech City (GIFT) at Gandhinagar which has recently been declared as the IFC (International Financial Center). GIFT be only location in India to have all the facilities and infrastructure as well as financial framework comparable to the financial hubs in the world like Singapore, Dubai, Hong Kong and Luxembourg.

The on-going metro project is one of the largest and most ambitious in the country, connecting over 17 lac commuters daily via 31 station.

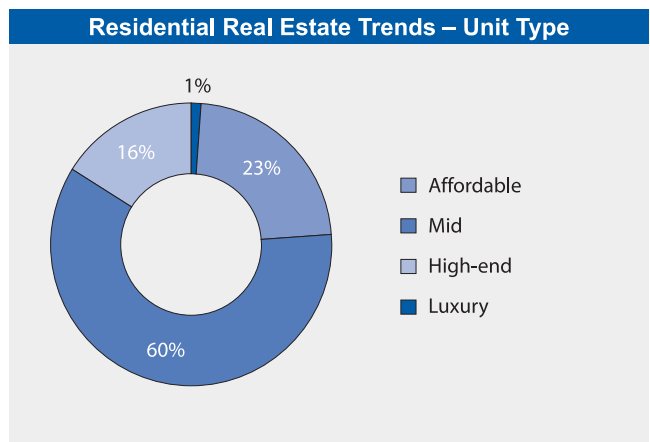
These developments have changed the demographics of the city, with new areas and localities emerging as new pockets of growth and expansions. Today, localities like Sanand, Bopal, Science City, Thaltej, S. G. Highway, Satellite and Ashram Road are witnessing surge in development of both residential and commercial projects.

### Residential Sector

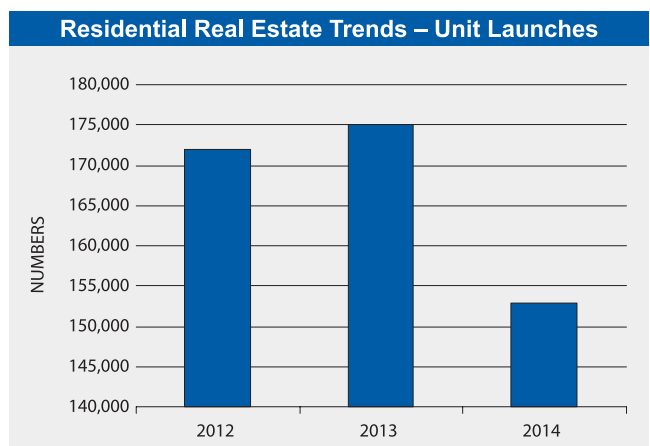
According to the India Real Estate Sector Handbook 2015 published by Grant Thornton India LLP, the year 2014 saw demand falling by 30 per cent in the seven major cities. This was largely due to a combination of high prices, higher interest rates and cautious buyer sentiments. In

response, the developers slowed down projects with a view to limit supply. There was a 25 per cent decrease in supply on a year-to-year basis in 2014 compared to 2013. The curtailing of supply mainly happened in the premium and high/mid end projects, with NCR region witnessing the steepest decline in supply. The much awaited and expected spike in demand during the festive season remained subdued.

According to a Cushman & Wakefield Research Publication of March 2015, almost 500,000 new residential units were launched between 2012 and 2014. 60 per cent of these units were in the mid-segment, while 16 per cent were in the high-segment and only 23 per cent were in the affordable-segment.



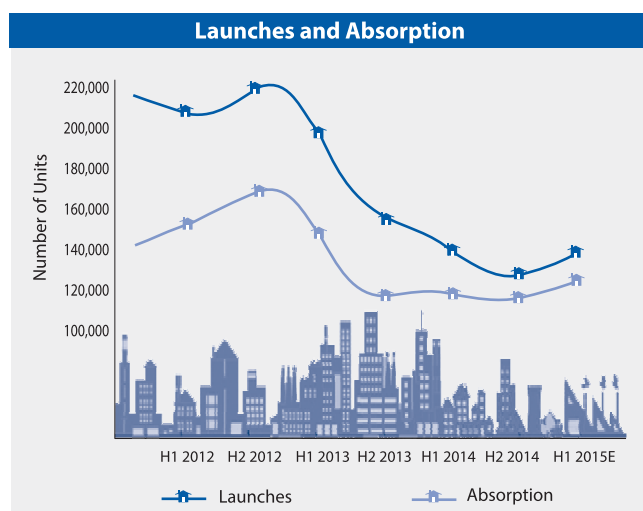
(Source: Cushman & Wakefield Research)



(Source: Cushman & Wakefield Research)

According to Knight Frank Research, the demand supply gap between launches and absorption has been narrowing consistently.





(Source: Knight Frank Research)

Note: The top six cities are Mumbai, NCR, Bengaluru, Pune, Chennai and Hyderabad

The Indian real estate sector is second largest employer after agriculture in the country and is forecast to grow at 30 per cent over the next decade, according to industry reports.

### Ahmedabad Residential Sector

According to a report released by global consultants Cushman & Wakefield on 23 April, 2015, there has been a significant drop of 25 per cent drop in the number of houses constructed between January – March 2015. A total of 1,750 new housing units were constructed between January – March 2015, of which 65 percent belonged to the mid-segment and 33 per cent from the high end residential segment. The western periphery locations such as Bopal and Ambli comprised of nearly half of the total launches in the city during the quarter between January – March 2015.

On the demand side, there has been rise in unsold inventory on the back of subdued demand. This is in line with the trend in the residential real-estate sub-segment across other major cities of India, all of which have witness a drop in sales as well as launch of new units. In Bangalore, there has been 76 per cent drop in the newly launched housing units, followed by Kolkata at 67 per cent, Mumbai at 63 per cent, Delhi-NCR by 58 per cent and Chennai by 57 per cent for the same period.

However, things looked more positive in the second quarter of 2015. According to a report by Citibank, about 2,300 units were launched during the second quarter of 2015, marking an improvement of 33 per cent from the previous quarter. The launch of two projects with more than 400 units each ensured that the western region lead with 54 per

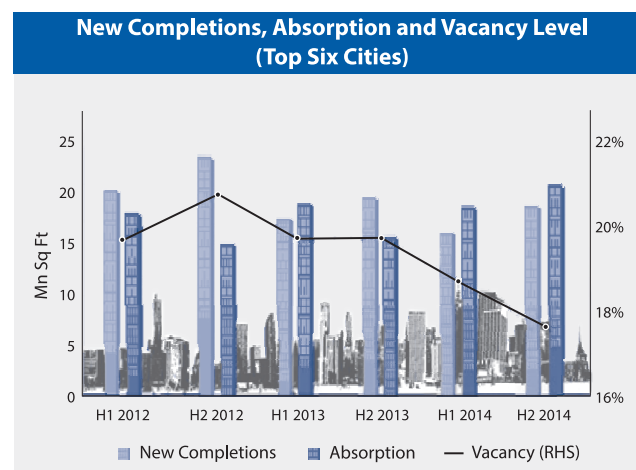
cent contribution to total unit launches. The mid segment dominated the quarterly unit launches with a 56 per cent share. Both the capital and rental values remained nearly stable across submarkets during the quarter.

### Commercial Sector

The commercial real estate segment has been laden with over-supply since the last few years as developers got over optimistic about the revival of economic growth and development. According to estimates by Jones Lang Lasalle India (JLL), there was an over-supply in the range of 4 million sq.ft. to 10 million sq.ft. for office real estate till 2014, which drove up vacancy rates. However, since the latter half of 2012, developers have strategically started reducing new supply to in the range of 27 million sq.ft. to 30 million sq.ft., which helped improve consumption rates significantly.

Source – See article by Anuj Puri of JLL attached

### Vacancy Rates – Office Real Estate



### Ahmedabad Commercial Sector

In the commercial sector too, the trend was similar to that of residential real estate sector. According to the Cushman & Wakefield report of 23 April, 2015, between January-March 2014, over 6.07 lakh sq.ft. of office space was absorbed by various business entities in the city. However, during the same three months this year, only 1.54 lakh sq.ft. of space has been absorbed, indicating a nearly 75 per cent decline in the leasing of new office spaces in the city.

Most of the decline in the commercial real-estate market in Ahmedabad has been contributed due to low demand from the IT-ITeS sector which was the driving force behind office space leases in 2014.

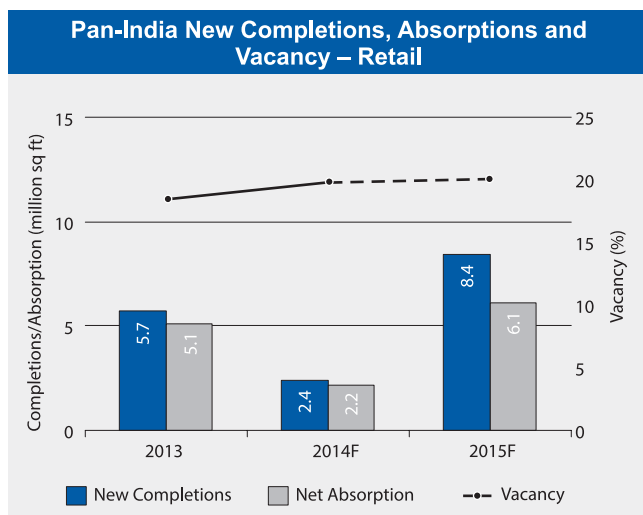
In the second quarter of 2015, the commercial sector witnessed around 145,200 sq.ft. registering a decline of 6 per cent as compared to the previous quarter. 96 per cent of the quarterly net absorption was contributed by Grade A developments. The absence of new completions during the second quarter amidst a fairly active transaction activity led to a 0.7 percentage points decline in all Grades vacancy level to 18.5 per cent for the second quarter.

## Retail Sector

The retail sub-segment of the real estate market suffered the worst during the year. The single-most important factor to adversely affect the segment was the rapid rise of ecommerce and online retail portals. The combination of choices, offers and discounts, and the added convenience of free trials and home delivery proved to be too powerful of buyers to resist. This meant that only those malls that were well-managed with a good tenant-mix continued to attract footfalls. Malls that were not properly located and/or poorly managed suffered heavily.

One of the largest retail transaction in the real estate space was the sale of Alpha Mall to the Blackstone Group for ₹ 750 crore, which reaffirms that good quality malls will continue doing well and survive in current challenging scenario.

The compounding effect of the last couple of years led to some of Grade-B malls either converting to office spaces or witnessing high vacancy rates. While the vacancy rates in better managed malls were in the vicinity of 10 per cent, the vacancy rates shot up to 20 per cent in malls that were either poorly-built or badly-located or had an unattractive tenant mix.



## Ahmedabad Retail Sector

In the retail sector, rentals in malls managed to remain stable in Ahmedabad in spite of limited enquiries and high vacancy levels. In the high-streets, rentals continued to remained stable due to limited transaction activity and owners quoting similar rates to attract retailers.

## Business Overview

With humble beginnings in 1991, Ganesh Housing Corporation Limited (GHCL) has today emerged as a leading real estate player in Ahmedabad. The Company has been a pioneer in higher middle class and middle class housing segment, with a number of marquee projects that have changed the real estate landscape in the city of Ahmedabad forever.

Established on strong values of its founder, Late Govindbhai Patel, GHCL has to its credit successfully developed and delivered over 22 million sq.ft. of quality real estate projects spanning residential, commercial and retail segments. The Company also has one of the largest developable land bank in the city spread over key locations in the city, as well as in the emerging new growth centres like Sanand, Thaltej, Shilaj, S. G. Road, Matoda, Chharodi. The total development potential of the land bank held by the Company is well over 38 million sq. ft.

Currently, the Company has 8 projects under construction, comprising of approximately 4.1 million sq.ft. of total developable area. During the year, the Company has embarked upon one of its most innovative and ambitious projects, MAPLE TREE Garden Homes and MAPLE Trade Centre, Located close to S. G. Highway in Thaltej, a premier location, the project is spread over 0.44 million sq.ft. of land with total saleable land area of 1.8 million sq. ft. and consists of a mix of residential and commercial development, with residential being approximately 80 per cent and commercial & retail being the balance 20 per cent. What makes this project stand-apart is its unique Alfresco style inspired by the French open-garden homes. The project has seen an overwhelming response, with over 100 homes booked. The project is scheduled for completion in 2018 and has a monetisation value of ₹ 1000 crores.

The Company also has other projects that are under development:

**Current Projects:** Currently, the Company is developing following residential projects and commercial project:

The residential projects under development are:

1. **Malabar County**

Malabar County is located just behind Nirma University. This Project comprises with 600 apartments with total development of 751,752 sq.ft. is almost completed and is scheduled for delivery by September-October 2015.

2. **Malabar County 2**

Malabar County-II is also situated behind Nirma University. The Project comprises of 442 units with a total developable area of 6,81,588 sq.ft. and a retail (convenient shopping) of 38,473 sq. ft.

3. **Sundarvan Epitome**

Sundarvan Epitome is situated in the heart of Ahmedabad. It consists for high-end premium 4BHK apartments, each with a saleable area of about 4900 sq. ft. with total developable area of 234,476 sq. ft. The Construction of the project has been completed and the same has been already occupied by customers.

4. **Madhuban Hills**

Madhuban Hills is a joint venture project where GHCL is 51 per cent owner. The project is located at Srinathji, Nathdwara, Rajasthan. The total number of units is 228 bungalows having total developable area of 342,000 sq.ft.

5. **Maple Tree Garden Homes**

Maple Tree Garden Homes is a first-of-its-kind residential project in Ahmedabad based on the classic French Alfresco open-garden home style. It is located near Surdhara Circle, Thaltej, the premium upcoming residential pocket of the city. The project is spread over a sprawling 439,395 sq.ft., with a total developable residential area of 1,353,744 sq.ft. The project consists of 3BHK, 4BHK and Penthouse apartments totalling to 512 units. Maple Tree Garden Homes is one of the premium addresses in Ahmedabad and is all set to emerge as a marquee landmark in the city's skyline.

The commercial project being developed by the Company is:

1. **Magnet Corporate Park**

Magnet Corporate Park is a concept of individual corporate houses located on S.G. Road, the most promising area of Ahmedabad. This corporate park is spread over 2,70,000 sq.ft. having 23 individual

corporate houses. Each corporate house has a size of 20,000 sq.ft. to 30,000 sq.ft. with total saleable area of 6,31,081 sq.ft. 95 per cent of execution of said project has been completed.

2. **Maple Trade Centre**

Maple Trade Center is the commercial project that is part of the Maple Tree Garden Homes near Surdhara Circle, Thaltej. The 13-floor project will have office spaces with a total saleable area of 341, 147 sq.ft.

3. **Maple Shopola**

Maple Shopola is the retail project and part of the Maple Tree Garden Homes situated near Surdhara Circle, Thaltej. The project consists of retail outlets below the residential buildings as well as below the Maple Tree Trade Center. These retail outlets are located on the ground and first floors, and have a total saleable area of 133, 883 sq. ft.

In addition of these, the Company has also the following projects in pipeline that are scheduled for launch in the near future :

**Upcoming Projects:**

**Residential**

**Malabar County 3**

Located at Village: Tragad, Nr. S.G. Road, the project consists of a total construction area of around 9,12,450 sq. ft. The total projected sales value is approximately ₹ 260 crores.

**Commercial**

**Magnet Tower**

The Magnet Tower project is located at Satellite in Ahmedabad. The project is spread over an areas of 30,440 sq. ft. and has a total construction and saleable area of 173,414 sq. ft.

**Mega Projects**

1. **Integrated Township**

The Company is also developing its largest and most ambitious project – SMILE CITY 1 & 2. This is an integrated township project.

Smile City 1 is a Joint venture between Ganesh housing Corporation Limited and Monsoon India Infrastructure Direct II Limited, where GHCL is having 69.10 per

cent stake and monsoon owns 30.90 per cent. The Joint venture (SPV) is called Gatil Properties Pvt. Ltd. It is located on the highly premium western part of Ahmedabad and is only 4.5 kms. away from the Ahmedabad city limits.

This integrated township is estimated to generate revenues of approximately ₹ 52 billion over the period of 5-6 years.

The entire township will be spread over an area of 506.23 acres. The project will be developed in two phases.

Smile City 2 is solely own by Ganesh Housing Corporation Limited. It is located adjacent to Smile City-1 with an area of 106.15 acres. Smile City – 2 will have total developable area of 4.6 million sq.ft. and is expected to generate a top-line of approx. ₹ 21 billion over the next 4-6 years.

## 2. SEZ

The Company is planning to launch an IT&ITES SEZ Project having total developable area of 12 million sq. ft. and approximately on 80.83 acre land space located within the Ahmedabad Municipal Corporation limits. The sale value of the Project is approximately ₹ 36-40 billion and will be completed in phases over a period of 4-5 years.

## OPPORTUNITIES AND THREATS

### Opportunities

#### 1. *Strong Economic Revival*

Over the last one year, there has been a complete turnaround in the Indian economy. Spurred by bold and long-term structural reforms, confidence in the India growth story has once again been revived. All the macro indicators are pointing towards a phase of sustained positivity ahead in the next few years. Inflation has been largely tamed to benign levels, giving hope that the government will start reducing interest rates further. Moreover, falling commodity prices are likely to have a positive effect on input costs across industries, improving profitability and earnings.

#### 2. *Real Estate Policy Reforms*

##### a. *Real Estate Investment Trusts (REIT)*

Securities and Exchanges Board of India (SEBI) issued a notification on REITs announcing detailed

guidelines. These guidelines clarified and cleared many ambiguous and vague areas that were hitherto creating a lot of confusion. Under the fresh guidelines, the government has cleared the way for internationally accepted investment structures in India. These guidelines are expected to give a fillip to the real estate sector as REITs play a vital role in unlocking the true value of commercial assets and allow developers with a new avenue to raise funds. REITs have proven to be critical in the success of real estate business in countries like Singapore, Hong Kong, the United States and other economies. REITs also help in creating a new investment vehicle for institutional and retail investors. REITs are expected to play a key role in the next phase of growth in the real estate sector in India.

##### b. *Relaxation in FDI in Retail Rules*

To encourage more FDI in the real estate sector, the government relaxed rules for FDI in construction sector by reducing the minimum built-up area from 20,000 sq. mts. to 5,000 sq. mts. The minimum capital requirements was also reduced from US\$ 10 million to US\$ 5 million.

## 3. *SMART Cities*

The government has announced its ambitious vision to develop 100 Smart Cities over the next twenty years and announcement of AMRUT Project with the outlay of ₹ 4,00,000 Crores is going to give big push to urban infra industry. A sum of ₹ 7,060 crores was allocated towards this in the Union Budget of 2014-15. These Smart Cities will include the construction of satellite townships near existing mega cities, upgrading existing mid-sized cities and the construction of settlement along industrial corridors. The plan also envisages development of new smart cities.

### Threats

#### 1. *Inventory Pile-Up*

The glut in demand over the last few years in the real estate sector has resulted in an inventory pile-up at all the major cities of India. According to a leading industry research firm, the combined inventory of Bengaluru, Chennai, Hyderabad, Mumbai Metropolitan Region or MMR and Delhi-National Capital Region or Delhi-NCR

is around 50 months. The situation is worst in Delhi-NCR, where the inventory pile-up reaches 83 months or seven years, while it is 50 months for MMR and Chennai, and 23 months for Pune. In case of Ahmedabad it is over 18 months.

In the mid to high-end residential segment, the inventory has come down to 30 months in the major metropolitan cities due to a bridging of the demand-supply gap.

## 2. *Complex and Cumbersome Regulations*

In spite of positive changes, the real estate sector is still plagued by complex procedures, permission and clearances. Depending on cities, these regulations range between 30 and 40, resulting in a huge burden of both time and cost over-runs.

## 3. *Financing Costs*

The real estate business is a capital intensive business that requires long-term investments in land, construction and marketing. Most developers have to borrow funds at various stages of the project. High interest rates over the last few years have adversely affected the viability of projects, not to mention pressure on profitability. Moreover, certain banks are reluctant to extend financial assistance to the developers.

## FINANCIAL PERFORMANCE

### Consolidated

**INCOME:** The total income of the Company decreased by 10.44 per cent from ₹ 288.86 Crores in 2013-2014 to ₹ 258.70 Crores in 2014-2015.

**EBITDA:** The Earnings before interest, tax and depreciation of the Company increased by 2.35 per cent from ₹ 136.62 Crores in 2013-2014 to ₹ 139.83 Crores in 2014-2015.

**PAT:** The Profit after Tax of the Company increased by 9.54 per cent from ₹ 68.99 Crores in 2013-2014 to ₹ 75.57 Crores in 2014-2015.

## INTERNAL CONTROL SYSTEMS

The Company has appropriate and sufficient internal control systems in place commensurate with the size and the industry it operates in. The Company has a well-laid framework of systems, processes, procedures and policies to ensure compliance to statutes and laws, as well as to ensure

optimum and sufficient use of resources. The Company monitors expenses on a regular basis to ensure that these are within the budgeted targets. Regular internal audit through external agency to test the adequacy and effectiveness of its internal control processes and also suggest improvement and upgrades to the management. All rules, policies, statutes and legislations are strictly followed and adhered to by the Company. The Company specifically ensures that all environment protection norms are followed without any compromise.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The Company believes that the employees are the most valuable resource for any establishment and are the utmost valuable assets. The Company has laid down stringent measure to make sure that the safety and health of its employees are secured such as ensuring safety precautions at the construction site to avoid work injuries. The Company has a professional and healthy work culture built around strong corporate values. It also encourages and supports its employees to upgrade their skills on a continual basis through organising skill development programmes. Employees are also encouraged to participate in professional skills and training development courses.

## CAUTIONARY STATEMENT

This report contains statements that may be “forward looking” including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company’s future business developments and economic performance. While these forward looking statements indicate our assessment and future expectations concerning the development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. Company undertakes no obligation to publicly revise any forward looking statements to reflect future/likely events or circumstances.

# Corporate Governance Report

## 1. CORPORATE GOVERNANCE PHILOSOPHY:

Corporate Governance has been framed with the aim of adopting the best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of increasing the value of stakeholders and retention of investors' trust based on transparency, integrity, professionalism and accountability.

The Corporate Governance philosophy of the Company has been further strengthened with the adoption of Code of Conduct for Board and Senior Management Personnel and Code of Conduct for Prevention of Insider Trading for its Directors and Designated Employees as also a Code of Corporate Disclosure Practices. Thus, the Company, through its Board, Committees and Senior Managerial Personnel endeavor to strike and deliver the highest governing standards for the benefits of its Stakeholders.

## 2. BOARD OF DIRECTORS:

### Composition and Category of Board of Directors as on 31<sup>st</sup> March, 2015:

The Board of Directors of the Company have an optimum combination of Executive and Non-executive Directors and is in conformity with the provisions of Clause 49 of the listing agreement(s) entered with the Stock Exchange(s) by the Company. The Board of the Company comprises Six (6) Directors – Two (2) Executive Directors and Four (4) Non-Executive Directors, of whom three are Independent Directors. The current strength of Board includes one Women Director as required under applicable provisions.

Further, on basis of declaration received from Directors as on 31<sup>st</sup> March, 2015, none of the Directors on the Board are Members of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the public companies in which they are Directors.

### Independent Directors:

The Independent Directors of the Company meet all the criteria mandated by Clause 49II(b) of the Listing Agreement and the Companies Act, 2013. As per the declaration received

from Independent Directors as on 31<sup>st</sup> March, 2015, none of the Independent Directors serve as Independent Director of more than Seven (7) Listed Companies. Moreover, none of the Independent Directors hold positions as Whole-time Director of any Company.

During the year under review, the existing Independent Directors of the Company were appointed as Independent Directors under the provision of Section 149 of Companies Act, 2013 for a term of 5 consecutive years w.e.f. 1<sup>st</sup> October, 2014. The Company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013 and Clause 49II(B)(4) of Listing Agreement. The terms and conditions of appointment are disclosed on the website of the Company.

Further, Mr. Sanjay M. Kothari and Mr. Arvind R. Nanvati, Independent Directors of the Company resigned w.e.f. 5<sup>th</sup> May, 2014 due to pre-occupation and ill-health respectively.

The Criteria for performance evaluation as determined by the Nomination and Remuneration Committee has been laid down in the Directors Report.

The Independent Directors held a Meeting on 28<sup>th</sup> March, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at such meeting. At the Meeting, they –

- i. reviewed the performance of non-independent directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has formulated a policy to familiarise the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model

of the company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the company and the web link for the same is <http://www.ganeshhousing.com/wp-content/pdf/ghcl-familiarization-programme-of-ids.pdf>.

### Board Meetings:

During the year under review, total Eleven (11) Board Meetings were held on 8<sup>th</sup> May, 2014; 30<sup>th</sup> May, 2014; 21<sup>st</sup> July, 2014; 14<sup>th</sup> August, 2014; 30<sup>th</sup> September, 2014; 13<sup>th</sup> October, 2014; 14<sup>th</sup> November, 2014; 30<sup>th</sup> December, 2014; 3<sup>rd</sup> February, 2015; 10<sup>th</sup> February, 2015 and 4<sup>th</sup> March, 2015 respectively.

The procedures with respect to Board Meetings and the Meetings of the Committees thereof are in compliance

with the requirements of the Companies Act, 2013, Listing Agreement with Stock Exchange(s) and other applicable laws and regulations.

### Attendance of each Director at the Board Meetings, last AGM and the number of other Board/ Committees in which he is a Member/ Chairman:

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/ Memberships held by them in other companies is given below. Other Directorships do not include Alternate Directorships, Directorships of Private Limited Companies, Section 25 Companies (i.e. Section 8 Companies as per Companies Act, 2013) and Foreign Companies.

Name of Director	Category	Attendance Particulars		No. of Directorships in other Public Companies#	*Committee Memberships/ Chairmanships of other Companies	
		Board Meeting	Last AGM		Member	Chairman
Mr. Dipak G. Patel	Chairman & Whole-time Director	10 of 11	Yes	4	Nil	Nil
Mr. Shekhar G. Patel	Managing Director	9 of 11	Yes	6	Nil	2
Ms. Lalitaben G. Patel	Promoter and Non-Executive Director	11 of 11	Yes	1	Nil	Nil
Dr. Bharat J. Patel	Independent Director	11 of 11	No	4	Nil	Nil
Dr. Tarang M. Desai	Independent Director	9 of 11	Yes	2	1	Nil
Mr. Ashish H. Modi	Independent Director	11 of 11	Yes	1	Nil	Nil

#Public companies includes private companies which are subsidiaries of public company

\*For the purpose of above only Audit and Stakeholders' Relationship Committee is taken into consideration.

### Code of conduct for the Board of Directors and senior management personnel:

In terms of Clause 49 of the Listing Agreement, the Board has adopted the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The compliance of the said code has been affirmed by them annually. During the year, the Board of Directors amended the said Code and suitably incorporated the duties of Independent Directors in the Code. A copy of the Code has been put up on the Company's website [www.ganeshhousing.com](http://www.ganeshhousing.com). A declaration signed by the Managing Director of the Company is as under:

#### DECLARATION ON CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and the Senior Management Personnel and the same is available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended 31<sup>st</sup> March, 2015, received from the senior management personnel of the Company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

**Shekhar G. Patel**  
**Managing Director**  
**(DIN: 00005091)**  
**Ahmedabad, 30<sup>th</sup> June, 2015**

**Board Committees:**

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Four (4) committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided in detailed hereinafter.

**3. AUDIT COMMITTEE:**

During the year under review, the Board of Directors at their meeting held on 8<sup>th</sup> May, 2014 reconstituted and revised the terms of the Audit Committee as per the Provisions of Companies Act, 2013 and Clause 49 of Listing Agreement applicable with effect from 1<sup>st</sup> October, 2014. The purpose of the Committee is to assist the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee carries out its functions as per the powers and roles given under Clause 49 of Listing Agreement and Companies Act, 2013.

**Powers, Role and Terms of Reference:**

The Powers, Role and Terms of reference of Audit Committee as provided under Section 177 of Companies Act, 2013, and the amended Clause 49 of the Listing Agreement, which had become effective on October 1, 2014, is as under:

**a. Powers of Committee:**

- (1) May call for comments of auditors about internal control system, scope of audit, including observations of auditors and review of financial statement before their submission to board;
- (2) May discuss any related issues with internal and statutory auditors and management of the Company;
- (3) To investigate into any matter in relation to above items or referred to it by Board;

- (4) To obtain legal or professional advice from external sources and have full access to information contained in the records of the Company;
- (5) To seek information from any employee;
- (6) To secure attendance of outsiders with relevant expertise, if it considers necessary;
- (7) Any other power as may be delegated to the Committee by way of operation of law.

**b. Terms of Reference:**

- (1) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- (2) Examination of the financial statement and auditors' report thereon;
- (3) Approval or any subsequent modification of transactions of the company with related parties;
- (4) Scrutiny of inter-corporate loans and investment;
- (5) Valuation of undertakings or assets of the company, wherever it is necessary;
- (6) Evaluation of internal financial controls and risk management systems;
- (7) Monitoring the end use of funds raised through public offers and related matters;
- (8) Any other matters as prescribed by law from time to time.

**c. Role of Committee:**

The role of the Audit Committee shall include the following:

- (1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon



before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report.
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - (7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  - (8) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - (9) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - (10) Discussion with internal auditors of any significant findings and follow up there on;
  - (11) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - (12) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - (13) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (14) To review the functioning of the Whistle Blower mechanism (i.e. Vigil Mechanism);
  - (15) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - (16) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- d. Review of Information by the Committee:**
- The Audit Committee shall mandatorily review the following information:
- (1) Management discussion and analysis of financial condition and results of operations;
  - (2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - (3) Management letters/ letters of internal control weaknesses issued by the statutory auditors;
  - (4) Internal audit reports relating to internal control weaknesses; and
  - (5) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

**Composition of Committee, Meeting and Attendance of each Member at Meetings:**

During the Year under review, Mr. Arvind R. Nanavati, Chairman of the Committee resigned as Director of the Company w.e.f. 5<sup>th</sup> May, 2014. Further, the Committee met Six (6) times viz. 24<sup>th</sup> May, 2014; 13<sup>th</sup> August, 2014;

27<sup>th</sup> September, 2014; 3<sup>rd</sup> October, 2014; 3<sup>rd</sup> November, 2014 and 10<sup>th</sup> February, 2015 respectively. The time gap between any two meetings was less than four months.

The names of the members of the Audit Committee, and its Chairman, and details of meetings attended by them during the year are stated hereunder:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Ashish H. Modi	Independent and Non-Executive Director	Chairman	6	6
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	6	6
Mr. Shekhar G. Patel	Managing Director	Member	6	5

The Company Secretary of the Company acts as a Secretary to the Committee. The Constitution of the Audit Committee is in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The Board at its meeting held on 8<sup>th</sup> May, 2014 changed the nomenclature of Remuneration and Compensation Committee to "Nomination and Remuneration Committee" and also reconstituted the said Committee as per the provisions applicable under the Companies Act, 2013 and New Clause 49 of Listing Agreement applicable w.e.f. 1<sup>st</sup> October, 2014. The role of Committee is as prescribed under Clause 49 IV B of Listing Agreement and the Remuneration Policy and criteria for evaluation of Independent Directors and Board is attached as Annexure – F to Board's Report and is also available on the website of the Company viz. www.ganeshhousing.com.

**Terms of reference:**

- (1) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;
- (2) Recommend to Board their appointment and removal;
- (3) Formulation of criteria for evaluation of Independent Directors and the Board;
- (4) Carry out evaluation of every directors' performance;
- (5) Formulate criteria for determining qualification, positive attributes and independence of director;
- (6) Recommend the Board, a Policy, relating to the remuneration for the directors, KMP and other employees and on Board's diversity.

Explanation: Senior Management means personnel who are members of the core management team excluding BOD comprising all members of management one level below the executive directors, including functional heads.

(7) Terms of Reference as per Para 5 of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:

- The quantum of option to be granted under an ESOP 2010 per employee and in aggregate.
- The conditions under which option vested in employees may lapse in case of termination of employment for misconduct.
- The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period.
- The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee.
- The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period.
- The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration by the compensation committee:
  - a) the number and the price of ESOS shall be adjusted in a manner such that total value

of the ESOS remains the same after the corporate action.

- b) for this purpose global best practices in this area including the procedures followed by the derivative markets.
- c) the vesting period and the life of the options shall be left unaltered as far as leave.
- The grant, vest and exercise of Option in case of employees who are on long leave.
- The procedure for cashless exercise of options.

#### Composition of Committee, Meeting and Attendance of each Member at Meetings:

During the Year under review, Mr. Arvind R. Nanavati, Chairman of the Committee resigned as Director of the Company w.e.f. 5<sup>th</sup> May, 2014. Further, the Committee met Five (5) times viz. 17<sup>th</sup> May, 2014; 24<sup>th</sup> May, 2014; 27<sup>th</sup> September, 2014; 3<sup>rd</sup> November, 2014; and 10<sup>th</sup> March, 2015 respectively.

The names of the members of the Committee, its Chairman and the details of meetings attended by them are stated hereunder:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Ashish H. Modi	Independent and Non-Executive Director	Chairman	5	5
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	5	5
Ms. Lalitaben G. Patel	Promoter and Non-Executive Director	Member	5	5

#### Remuneration of Directors:

The remuneration paid to the Executive Directors viz. Managing Director and Whole-time Director of the Company is recommended by Nomination and Remuneration Committee and approved by the Board of Directors as well as the Shareholders of the Company. The remuneration of the Executive Directors has two components: fixed pay and variable pay. While the fixed pay is paid to the Directors on monthly basis, variable pay includes Commission payable to executive directors which is based on Net Profit of the Company.

Name of Director	Remuneration (p.a.) (₹ in lacs)	Commission	Perquisites (p.a.) (₹ in lacs)	Tenure
Mr. Dipak G. Patel Whole-time Director	105.00	–	2.40	5 years (Mr. Dipak G. Patel was re-appointed as Whole-time Director of the Company w.e.f. 1 <sup>st</sup> October, 2012 upto 30 <sup>th</sup> September, 2017 which was approved by the Members at its meeting held on 29 <sup>th</sup> September, 2012)
Shekhar G. Patel Managing Director	105.00	–	2.47	5 years (Mr. Shekhar G. Patel was re-appointed as Managing Director of the Company w.e.f. 1 <sup>st</sup> July, 2014 upto 30 <sup>th</sup> June, 2019 approved by the members through resolution passed by way of Postal Ballot on 31 <sup>st</sup> July, 2014)

According to the terms of appointment the above mentioned Directors were entitled to commission of 1% on the net profits of the Company calculated as per the provisions of Sections 197 and 198 of the Companies Act, 2013. During the year under review, the said managerial personnel have waived the commission payable to them.

Apart from sitting fees, non-executive directors do not receive any other consideration except in their professional capacity. Further, the Non-executive Directors are paid Sitting Fees within the limits as stipulated under Section 197 of Companies Act, 2013 that should be paid without the approval of the Central Government and without the previous approval of Shareholders

in General Meeting, for attending Board/Committee Meetings. During the year under review, non-executive directors were paid Sitting Fees as under:

Name of Directors	Amount (₹ in lacs)
Ms. Lalitaben G. Patel	0.33
Dr. Bharat J. Patel	0.27
Dr. Tarang M. Desai	0.59
Mr. Ashish H. Modi	0.64
<b>Total</b>	<b>1.83</b>

None of the Directors have been granted Stock Option under Employee Stock Option Scheme (ESOP 2010). As on 31<sup>st</sup> March, 2015, none of the non-executive directors of the Company held any shares except Ms. Lalitaben G. Patel, who being promoter non-executive director, held 4553436 shares.

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Shareholders/ Investors Grievance Committee was renamed and reconstituted as Stakeholders Relationship Committee at a Board Meeting held on 8<sup>th</sup> May, 2015 as per the requirement of new Companies Act, 2013 and Listing Agreement entered into with the Stock Exchanges.

### Terms of Reference:

This Committee is specifically responsible for the Redressal of Shareholders, Debenture holders and other security holders grievances including non-receipt of Annual reports, non-receipt of declared dividend, Transfer/ Transmission/ Demat of Securities/ Issue of Duplicate Certificates, etc. The Committee also oversees the performance of the Registrar & Transfer agents of the Company relating to the investors' services and recommend measures for improvement.

### Composition of Committee, Meetings and Attendance of each Member at Meetings:

Mr. Arvind R. Nanavati, Chairman of the Committee resigned as Director w.e.f. 5<sup>th</sup> May, 2014. During the Year under review the Committee held Twenty Three (23) meetings viz. 10<sup>th</sup> April, 2014; 31<sup>st</sup> May, 2014; 10<sup>th</sup> July, 2014; 17<sup>th</sup> July, 2014; 21<sup>st</sup> July, 2014; 31<sup>st</sup> July, 2014; 11<sup>th</sup> August, 2014; 30<sup>th</sup> August, 2014; 30<sup>th</sup> September, 2014; 10<sup>th</sup> October, 2014; 20<sup>th</sup> October, 2014; 10<sup>th</sup> November, 2014; 20<sup>th</sup> November, 2014; 29<sup>th</sup> November, 2014; 31<sup>st</sup> December, 2014; 10<sup>th</sup> January, 2015; 20<sup>th</sup> January, 2015; 31<sup>st</sup> January, 2015; 10<sup>th</sup> February, 2015; 20<sup>th</sup> February, 2015; 28<sup>th</sup> February, 2015; 10<sup>th</sup> March, 2015 and 31<sup>st</sup> March, 2015. The Committee whose terms of reference have been specified as per Clause 49 of the Listing Agreement consists of:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Ashish H. Modi	Independent and Non-Executive Director	Chairman	23	23
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	23	19
Mr. Shekhar G. Patel	Managing Director	Member	23	19

### Name and Designation of Compliance Officer

Ms. Priti Jani, Company Secretary of the Company acts as the Compliance Officer.

### Details of complaints received and redressed:

Number of complaints outstanding as on 01/04/2014	:	Nil
Number of complaints received from the investor from 01/04/2014 to 31/03/2015	:	Nil
Number of complaints solved to the satisfaction of the Investors as on 31/03/2015	:	Nil
Number of complaints pending as on 31/03/2015	:	Nil

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As required under Section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the three members with effect from 14<sup>th</sup> March, 2014.

### Terms of Reference:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy as per the contents provided under Companies (Corporate Social Responsibility) Rules, 2014 (as amended from time to time) which shall indicate the activities to be undertaken by the company

as specified in Schedule VII (as amended from time to time);

- recommend the amount of expenditure to be incurred on the activities; and
- monitor the Corporate Social Responsibility Policy of the company from time to time.

### Meeting and Attendance of each Member at Meetings:

The committee met 4 times during the financial year ended March 31, 2015 viz. 5<sup>th</sup> April, 2014; 19<sup>th</sup> April, 2014; 31<sup>st</sup> December, 2014 and 10<sup>th</sup> March, 2015. The attendance record of the members at the meeting were as follows:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Dipak G. Patel	Chairman & Whole-time Director	Chairman	4	3
Mr. Shekhar G. Patel	Managing Director	Member	4	2
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	4	4

## 7. SUBSIDIARY COMPANIES:

As on 31<sup>st</sup> March, 2015, the Company has Four (4) Subsidiary Companies out of which none is listed on any stock exchange. Out of the four Subsidiaries, two Subsidiaries viz. Gatil Properties Private Limited and Maheshwari (Thaltej) Complex Private Limited is covered under the criteria of material non-listed Indian Subsidiary Company as per Clause 49III of Listing Agreement. Dr. Tarang M. Desai, Independent Director of the Company is also a Director on the Board of both material unlisted subsidiaries. The Company has formulated policy for determining 'material' subsidiaries which has been disclosed on the website of the Company. The web link of the policy is <http://www.ganeshhousing.com/wp-content/pdf/policy-on-material-subsiidiaries.pdf>.

Further, the financial statements of said Unlisted Subsidiary Companies were reviewed by the Audit Committee of the Company. The Company has neither disposed of any shares nor sell, dispose and lease any assets of material subsidiary. The Minutes of the Board of Directors of Subsidiary Companies have been regularly placed before the Board of the Company. A statement of all the significant transactions and arrangements, if any, entered into by the unlisted subsidiary companies were periodically brought to the attention of Board of Directors of the Company.

## 8. RELATED PARTY TRANSACTIONS:

All transactions entered into with Related Parties as defined under Clause 49VII of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web link of the policy is <http://www.ganeshhousing.com/wp-content/pdf/policy-on-related-party-transaction.pdf>.

## 9. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company as per the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

## 10. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings are as follows:

Year	Date	Time	Venue
2011-2012	29 <sup>th</sup> September, 2012	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054
2012-2013	31 <sup>st</sup> August, 2013	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054
2013-2014	15 <sup>th</sup> September, 2014	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054

### SPECIAL RESOLUTIONS

No Special Resolutions were put through in the last three years' Annual General Meetings.

One (1) Extra Ordinary General Meeting was held during the year 2014-2015 on 28<sup>th</sup> February, 2015 in which One (1) Special Resolution was passed relating to Private Placement of Non-convertible Debentures. As required, a poll (electronically and by physical ballot) was conducted for the same and the resolution was passed with requisite majority.

### POSTAL BALLOTS

Two (2) Ordinary and Three (3) Special Resolutions were passed by way of declaration of results through a postal ballot during the year 2014-2015 on 31<sup>st</sup> July, 2014. Mr. Ravi Kapoor, Proprietor of Ravi Kapoor & Associates, Practicing Company Secretary, Ahmedabad was appointed as a Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The details of voting pattern is as under:

Resolutions	Particulars of Votes Cast	Number of PBFs/ e-voting	Number of Shares	Percentage (%)	Results
Resolution No. 1 as a Special Resolution : Consent for making of any investment / giving any loan or guarantee / providing security exceeding prescribed limits	Total Votes	50	21141625	100.00	Approved by Requisite majority
	Less: Invalid Votes	0	0	0	
	Votes cast in favour	49	21141545	99.99	
	Votes cast in against	1	80	0.01	
Resolution No. 2 as a Special Resolution: Authority to borrow funds exceeding the prescribed limits for the purpose of business of the Company	Total Votes	50	21141625	100.00	Approved by Requisite majority
	Less: Invalid Votes	0	0	0	
	Votes cast in favour	49	21141525	99.99	
	Votes cast in against	1	100	0.01	
Resolution No. 3 as a Special Resolution: Authority to sell, lease or otherwise dispose of whole or substantially whole of undertaking of the Company	Total Votes	50	21141625	100.00	Approved by Requisite majority
	Less: Invalid Votes	0	0	0	
	Votes cast in favour	48	21141445	99.99	
	Votes cast in against	2	180	0.01	
Resolution No. 4 as an Ordinary Resolution: Re-appointment of Mr. Shekhar G. Patel as Managing Director for a period of five (5) years w.e.f. 1 <sup>st</sup> July, 2014	Total Votes	50	21141625	100.00	Approved by Requisite majority
	Less: Invalid Votes	0	0	0	
	Votes cast in favour	50	21141625	100.00	
	Votes cast in against	0	0	0	
Resolution No. 5 as an Ordinary Resolution: Revision in the remuneration of Mr. Dipak G. Patel, Whole-Time Director of the Company w.e.f. 1 <sup>st</sup> July, 2014 till the remainder of his term.	Total Votes	50	21141625	100.00	Approved by Requisite majority
	Less: Invalid Votes	0	0	0	
	Votes cast in favour	49	21141595	99.99	
	Votes cast in against	1	30	0.01	

The Company has complied with the procedure for the Postal Ballot in terms of the provisions of Section 110 read with Section 108 of Companies Act, 2013 and any other applicable rules made thereunder and Clause 35B of the Equity Listing Agreement entered into with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)

No Special Resolution requiring Postal Ballot is being proposed on or before the ensuing Annual General Meeting.

## 11. DISCLOSURE:

### (a) Material Related Party Transaction

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes to Accounts - Note No. 41, forming part of the Annual Report.

### (b) Compliances

There were neither any instances of non-compliance by the Company nor there were any penalties or strictures imposed on the Company by the Stock Exchange/(s) or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years.

### (c) Whistle Blower

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards against victimization of director(s) / Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism has been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism is available on the website of the Company.

### (d) Risk Management

Business risk evaluation and management is an ongoing process within the Company. During the year under review, the Management reviewed the risk management and minimization procedure adopted by the Company covering the business operations of the Company.

### (e) Proceeds from public issues, rights issues, preferential issues etc.

During the year under review, the Company has not raised any proceeds from public issue, right issue, preferential issues, etc.

### (f) CEO/ CFO Certification

In terms of Clause 49IX of Listing Agreement, the Certification by CEO/CFO has been obtained and the said certification has been placed before the Board Members of the Company for perusal.

### (g) Accounting treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention.

### (h) Details of Compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with the applicable mandatory requirements of Clause 49 of the Listing Agreement. The Company has adopted following non-mandatory requirements of Clause 49 of the Listing Agreement.

The Board: Since the company does not have a non-executive chairman it does not maintain such office.

Shareholders Rights: The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website viz. [www.ganeshhousing.com](http://www.ganeshhousing.com). Hence, these are not individually sent to the Shareholders.

Audit Qualification: The Qualifications, if any, given in the Auditors' Report on Financial Accounts are adequately dealt with in Directors' Report.

Separate posts of Chairman and CEO: The Company has separate persons appointed for the post of Chairman and Managing Director/CEO.

Reporting of Internal Auditor: The internal auditor submits reports to audit committee.

## 12. MEANS OF COMMUNICATION:

**Intimation to Stock Exchange** - Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE Limited and National Stock Exchange of (India) Ltd. in accordance with the requirements of listing agreement through BSE Corporate Compliance & Listing Centre (the "Listing Centre") and NSE Electronic Application Processing System (NEAPS) respectively.

**Newspapers** - The financial results and other communications of the Company were normally published in 'The Economic Times (English)' and 'The Economic Times (Gujarati)'.

**Website** - The financial results were also displayed on the Company's website viz. [www.ganeshhousing.com](http://www.ganeshhousing.com). The Company also keeps on updating its website with other relevant information, as and when required.

The company updates official news releases and any presentations made to the institutional investors or analysts, if any, on its official website [www.ganeshhousing.com](http://www.ganeshhousing.com).

## 13. GENERAL SHAREHOLDER INFORMATION:

### A. Date, time and venue of 24<sup>th</sup> Annual General Meeting:

On Wednesday, 30<sup>th</sup> September, 2015 at 3.00 p.m.

At: Registered Office of the Company

Ganesh Corporate House

100 Feet Hebatpur – Thaltej Road,

Near Sola Bridge, Off S. G. Highway,

Ahmedabad - 380 054

### B. Financial Year:

The year under review is for Twelve (12) months from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015

### C. Financial Calendar:

*(Tentative and subject to change for the financial year 2015-2016)*

Quarter ending	Release of Results
30 <sup>th</sup> June, 2015	Second week of August, 2015
30 <sup>th</sup> September, 2015	Second week of November, 2015
31 <sup>st</sup> December, 2015	Second week of February, 2016
31 <sup>st</sup> March, 2016	End of May, 2016
Annual General Meeting for the year ending 31 <sup>st</sup> March, 2016	End of September, 2016

### D. Date of Book Closure:

19<sup>th</sup> September, 2015 (Saturday) to 30<sup>th</sup> September, 2015 (Wednesday) (Both the days inclusive)

### E. Dividend Payment Date:

The final dividend, if approved by the shareholders, shall be paid on or after 5<sup>th</sup> October, 2015, within the statutory time limit.

### F. Listing on Stock Exchanges:

BSE LIMITED 25 <sup>th</sup> Floor, P J Towers, Dalal Street, Fort, Mumbai – 400 001
NATIONAL STOCK EXCHANGE OF INDIA LTD. Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051



Listing fees for the financial year 2015-2016 have been paid to the aforesaid Stock Exchanges.

The Company has yet not received Bill for the Annual Custodial Fees for financial year 2015-2016. Hence, the payment of the same to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is pending.

#### G. Stock Code / Symbol:

- (i) BSE Limited  
 Scrip Code – 526367  
 Scrip ID – GANESHSG  
 Scrip forms part of Group/ Index B.
- (ii) National Stock Exchange of India Ltd  
 Company Symbol – GANESHHOUC
- (iii) ISIN Equity shares NSDL/CDSL – INE 460 C 01014

#### H. Market Price Data:

The Monthly high/low and the volume of the Company's shares traded on stock exchanges and the Monthly high/low of the said exchanges are as follows:

Month	Company			BSE	
	High (in ₹)	Low (in ₹)	Volume (Nos.)	Sensex (High) (in ₹)	Sensex (Low) (in ₹)
April 2014	130.70	80.00	316867	22939.31	22197.51
May 2014	186.70	100.00	525344	25375.63	22277.04
June 2014	192.00	155.60	224126	25725.12	24270.20
July 2014	218.05	159.80	200499	26300.17	24892.00
August 2014	194.50	140.00	354730	26674.38	25232.82
September 2014	177.80	154.00	148767	27354.99	26220.49
October 2014	159.60	135.00	52249	27894.32	25910.77
November 2014	150.00	131.00	313130	28822.37	27739.56
December 2014	141.35	100.00	425819	28809.64	26469.42
January 2015	171.00	116.00	693261	29844.16	26776.12
February 2015	145.85	117.70	193323	29560.32	28044.49
March 2015	127.20	97.80	671834	30024.74	27248.45

Month	Company			NSE	
	High (in ₹)	Low (in ₹)	Volume (Nos.)	Nifty (High) (in ₹)	Nifty (Low) (in ₹)
April 2014	130.85	80.50	1196381	6869.85	6650.40
May 2014	185.00	99.00	1546769	7563.50	6638.55
June 2014	193.70	157.00	1828096	7700.05	7239.50
July 2014	218.30	159.00	673627	7840.95	7422.15
August 2014	194.90	141.50	825191	7968.25	7540.10
September 2014	177.50	152.20	434467	8180.20	7841.80
October 2014	162.00	137.00	134388	8330.75	7723.85
November 2014	151.00	129.00	548659	8617.00	8290.25
December 2014	143.50	114.20	214773	8626.95	7961.35
January 2015	172.70	119.05	2098773	8996.60	8065.45
February 2015	146.80	117.50	666117	8941.10	8470.50
March 2015	128.00	99.00	1990609	9119.20	8269.15

#### I. Registrar and Transfer Agents:

M/s. MCS Share Transfer Agent Limited, 101 Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009, Tel. Nos. 079 - 26582878, 26581296, 26584027, Fax No. 079 – 3007 0678. E-mail: mcsahmd@gmail.com.

**J. Share Transfer System:**

Transfers in physical form are lodged with the Company/Transfer Agent. The Transfer Agent has complete computerized facility for processing the transfer. After verification of the transfers lodged in physical form, the transfer agent prepares a statement of transfers and accordingly approves the transfer which is reviewed by Shareholders/Investors Grievances Committee of Directors. The share certificates duly transferred are sent by the transfer agent to the transferees, which completes the transaction. In case of any complaint from shareholder for delay in transfer, the matter is actively followed up by the Company with the transfer agent and the same is resolved to the satisfaction of the shareholder.

**K. Distribution of shareholding (As on March 31, 2015):**

**(a) On the basis of Nominal value of each Share held**

Shareholding of Nominal Value of (in ₹)	No. of Shareholders	Percentage to total Shareholders	No. of shares held	Percentage to total shares held
Upto 500	10241	91.36	800554	2.45
501-1000	417	3.72	326598	1.00
1001-2000	223	1.99	332444	1.01
2001-3000	89	0.79	224097	0.69
3001-4000	40	0.36	142492	0.44
4001-5000	32	0.29	150388	0.46
5001-10000	64	0.57	478884	1.47
10001 - 50000	57	0.51	1444555	4.42
50001 – 100000	17	0.15	1271088	3.89
100001 – Above	29	0.26	27497446	84.17
<b>TOTAL</b>	<b>11209</b>	<b>100.00</b>	<b>32668546</b>	<b>100.00</b>

**(b) On the basis of Category**

Category	No. of shares held	Percentage to total shares held
Indian Promoters	18374723	56.25
MF/UTI	2415583	7.39
FIs/Banks	1800	0.01
FII	2230000	6.83
Corporate Bodies	4577346	14.01
Insurance Companies	0	0
Trust & Foundations	1	0.00
HUF	172629	0.53
NRIS	135403	0.41
Indian Public	4761061	14.57
<b>TOTAL</b>	<b>32668546</b>	<b>100.00</b>

**L. Dematerialization of Shares and Liquidity (as on 31<sup>st</sup> March, 2015):**

Electronic /Physical	No. of Shares	Percentage (%)
NSDL	26471344	81.03
CDSL	5822928	17.82
Physical	374274	1.15
<b>Total</b>	<b>32668546</b>	<b>100.00</b>

32294272 equity shares were held in the demat form as on 31<sup>st</sup> March, 2015, constituting 98.85% of the total paid up share capital.

The shares are actively traded on BSE Limited and National Stock Exchange of India Ltd. For those shareholders who hold the shares in physical form may contact Depository Participant.

**M. Outstanding GDRs/ ADRs/Warrants or any Convertible instruments conversion date and likely impact on equity:**

The Company has not issued any GDRs/ ADRs/ Warrants or any Convertible instruments till date. Hence, there are no outstanding GDRs/ ADRs/ Warrants or any Convertible instruments.

**N. Plant Locations:**

The Company is engaged in Construction of Residential and Commercial Complexes, Real Estate and Infrastructure Development business. The Company does not have any plant or factory.

**O. Address for Correspondence:**

All enquiries, clarifications and Correspondence should be addressed to the Compliance Officer at the following address:

**Ms. PRITI JANI**

Company Secretary  
Ganesh Housing Corporation Limited  
Ganesh Corporate House  
100 Feet Hebatpur – Thaltej Road  
Near Sola Bridge, Off. S. G. Highway,  
Ahmedabad - 380 054.  
Tel. No. +91 - 79 - 6160 8888  
Fax No. +91 - 79 - 6160 8899  
E-mail: investors@ganeshhousing.com

**P. Compliance Certificate of the Auditors:**

A Certificate from the Auditors of the Company M/s. J M Parikh & Associates, Chartered Accountants, Ahmedabad confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the Directors' Report forming part of the Annual Report. The said certificate has also been forwarded to the Stock Exchanges in India where the securities i.e. equity shares of the Company are listed.

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members  
Ganesh Housing Corporation Limited,  
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by Ganesh Housing Corporation Limited for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and management we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that the Registrars and Share Transfer Agents of the company have maintained records to show the Investors Grievances against the Company and have certified that on 31<sup>st</sup> March, 2015 there were no investor grievances remaining unattended/ pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**FOR, J.M. PARIKH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 118007W**

**PLACE: AHMEDABAD  
DATE : 30/06/2015**

**KAUSHAL SHAH  
PARTNER  
MEMBERSHIP NO.: 127379**

# Secretarial Audit Report

## Form No. MR-3

For the financial year ended March 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,

### GANESH HOUSING CORPORATION LIMITED

Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road,  
Near Sola Bridge, Off. S.G. Highway,  
Ahmedabad – 380 054

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ganesh Housing Corporation Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made thereunder as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules made thereunder, Regulations, guidelines etc. mentioned above.

Further Company being engaged in the business of Construction, there are few specific applicable laws to the Company, which requires approvals or compliances under the respective Acts as list out in the Annexure A. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said acts.

During the Period under review, provisions of the following Acts, Rules, Regulations, Standards, etc. were not applicable to the Company:

- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- ii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; – the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed M/s. MCS Share Transfer Agent Limited as Registrar & Share Transfer Agent as per the Listing Agreement entered between the Company and BSE Limited and National Stock Exchange of India Limited.
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings; and
- vii. Secretarial Standards issued by the Institute of Company Secretaries of India.

**I further report that –**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items

before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that –**

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that –**

During the audit period, (1) the Company has issued 12,666 Equity Shares of ₹ 10/- each pursuant to exercise of options granted to the employees under the Company's Employees Stock Option Scheme (ESOP 2010), consequent to which the paid-up equity share capital of the Company has increased from ₹ 32,65,58,800/- to ₹ 32,66,85,460/- and (2) the Company has taken an approval from shareholder for borrowing limit up to ₹ 5000 Crore u/s 180(1)(C) including issue of non-convertible debentures and creation of mortgage and/or charge on the properties of the Company in favour of lender to secured the financial assistance under Section 180(1)(a) of the Companies Act, 2013.

Place: Ahmedabad

Signature:

Date: June 30, 2015

Name of Practicing Company

Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410

Note: This Report is to be read with my letter of above date which is annexed as Annexure B and forms an integral part of this report.

**Annexure A****Major Specific Acts applicable to the Company**

1. The Gujarat Town Planning and Urban Development Act, 1976
2. The Special Economic Zones Act, 2005
3. The Gujarat Special Economic Zone Act, 2004
4. The Environment (Protection) Act, 1986
5. Gujarat Land Revenue Code, 1879
6. The Gujarat Tenancy & Agricultural Lands Act, 1948
7. The Registration Act, 1908
8. The Indian Stamp Act, 1899
9. The Trade Marks Act, 1999
10. The Transfer of Property Act, 1882
11. The Gujarat Stamp Act, 1958
12. The Gujarat Ownership Flats Act, 1973
13. The Indian Contract Act, 1872
14. The Contract Labour (Regulation and Abolition) Act, 1970
15. The Gujarat Shops and Establishments Act, 1948
16. The Building and other construction worker (Regulation of Employment and Conditions of Services) Act, 1996

**Annexure B**

To,

The Members,

**GANESH HOUSING CORPORATION LIMITED**

Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road,  
Near Sola Bridge, Off. S.G. Highway,  
Ahmedabad – 380 054

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis on the records and documents provided to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad

Signature:

Date: June 30, 2015

Name of Practicing Company

Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410

## ANNEXURE - F

# Nomination & Remuneration Policy

## 1. INTRODUCTION:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and senior management personnel of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated and recommended by the Committee and approved by the Board of Directors.

## 2. OBJECTIVE AND PURPOSE OF THE POLICY:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size, financial position and trends and practices on remuneration prevailing in peer companies and also in the real estate industry.

- To carry out periodic evaluation of the performance of Directors, Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To attract, retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 30<sup>th</sup> May, 2014.

## 3. EFFECTIVE DATE:

This policy shall be effective from 1<sup>st</sup> June, 2014.

## 4. CONSTITUTION OF THE REMUNERATION AND COMPENSATION COMMITTEE:

The Board has changed the nomenclature of Remuneration Committee constituted on 1<sup>st</sup> October, 2002 by renaming it as Nomination and Remuneration Committee on 8<sup>th</sup> February, 2014. The Nomination and Remuneration Committee comprises of following Directors:

Sr. No.	Name	Position	Category
1.	Ashish H. Modi	Chairman	Independent Non – Executive Director
2.	Tarang M. Desai	Member	Independent Non – Executive Director
3.	Lalitaben G. Patel	Member	Promoter Non – Executive Director

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

## 5. DEFINITIONS:

- "Act" means Companies Act, 2013
- "Board" means Board of Directors of the Company.
- "Director" means Directors of the Company.
- "Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time.
- "Company" means Ganesh Housing Corporation Limited (GHCL).
- "Independent Director" means a director referred to in Section 149(6) of the Companies Act, 2013.

- **“Key Managerial Personnel” (KMP)** means–
  - (i) Managing Director;
  - (ii) Chief Executive Officer;
  - (iii) Manager;
  - (iv) Whole-time Director;
  - (v) Company Secretary;
  - (vi) Chief Financial Officer
  - (vii) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- **“Senior Management”** means personnel’s of the Company occupying the position of President of the Company (i.e. one level below the Board). Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

## 6. APPLICABILITY:

The Policy is applicable to all:

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management

## 7. GENERAL:

- This Policy is divided in three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

- The key features of this Company’s policy shall be included in the Board’s Report.

### **PART – A: Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial

Personnel and Senior Management positions in accordance with the criteria laid down in this policy.

- Recommend to the Board, appointment and removal of Director, KMP and Senior Management.

### **PART – B: Policy for appointment and removal of Director, KMP and Senior Management**

#### **(a) Appointment Criteria and Qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director or Manager who has attained the age of seventy years.

Provided that where any person has attend the age of seventy years and where his appointment or reappointment is approved by passing a special resolution in the General Meeting based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years. In any other case the same shall be approved by Central Government.

#### **(b) Term / Tenure:**

1. **Managing Director/Whole-time Director:**  
The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. **Independent Director:**
  - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible



for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years from cessation of Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1<sup>st</sup> October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he/she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and in case he is serving as a Whole-time Director of a listed company then he shall serve as Independent Director in three listed companies.

**(c) Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

**(d) Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**(e) Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board

will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**PART – C: Policy relating to the remuneration for the Whole-Time Director, KMP and Senior Management**

**(a) General:**

1. The committee will determine and recommend to Board the remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel for approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the limits or conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder as amended from time to time.
3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director or Whole-time Director. Increments will be effective from the date mentioned in the respective resolutions in case of a Managing Director and Whole-time Director and 1<sup>st</sup> April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**(b) Remuneration to Whole-time Director, Managing Director/Manager, KMP and Senior Management:**1. Fixed Pay:

The Managing Director/Manager, Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, superannuation or annuity fund, gratuity, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If any Managing Director and Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

4. Stock Options:

In case, Managing Director, Whole-time Director, Company Secretary and Chief Financial Officer, are not being Promoter Director or Independent Director, they shall be entitled to any stock option of the Company as qualified by the normal

employees of the Company. Provided the same shall be subject to the Companies Act, 2013 and rules made thereunder read with Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and any amendment or modification thereof.

Senior Management Personnel shall be eligible for stock options as normal employees of the Company.

**(c) Remuneration to Non-Executive / Independent Director:**1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the limits and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. The sitting fees shall be decided by the Board of Directors of the Company at its meeting where quorum consists of disinterested directors. In case all the directors are interested, the same shall be decided by the Resolution passed by the Members of the Company.

Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

## ANNEXURE - G

## Extract of Annual Return

## FORM NO. MGT-9

As on financial year ended on 31/03/2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies

(Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L45200GJ1991PLC015817
ii)	Registration Date:	13 <sup>th</sup> June, 1991
iii)	Name of the Company:	GANESH HOUSING CORPORATION LIMITED
iv)	Category / Sub-Category of the Company:	Category – Company Limited by Shares Sub-Category – Indian Non-Government Company
v)	Address of the registered office and contact details:	Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road, Near Sola Bridge, Off S.G. Highway, Ahmedabad - 380 054, Gujarat, India (T): +91-079-61608888 (F): +91-079-61608899 (W): www.ganeshhousing.com (E): groupcompanies.62@gmail.com
vi)	Whether listed Company:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	MCS Share Transfer Agent Limited 101 Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 (P): +91-79-2658 2878, 2658 1296, 2658 4027 (F): +91-79-3007 0678 Email: mcsahmd@gmail.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1.	Construction and Real Estate	4100	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Yash Organiser Private Limited	U45200GJ2006PTC047727	Subsidiary	100.00%	2(87)(ii)
2.	Gatil Properties Private Limited	U45201GJ2002PTC041354	Subsidiary	69.10%	2(87)(ii)
3.	Shaily Infrastructure Private Limited	U45201GJ2002PTC041178	Subsidiary	51.00%	2(87)(ii)
4.	Maheshwari (Thaltej) Complex Private Limited	U45201GJ2002PTC041055	Subsidiary	100.00%	2(87)(ii)

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

SHAREHOLDING PATTERN (Equity Share capital Breakup as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2014				No. of Shares held at the end of the year i.e. 31/03/2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual/HUF	1,80,68,953	NIL	1,80,68,953	55.33	1,80,68,953	NIL	1,80,68,953	55.31	-0.02
b) Central Govt. or State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corporates	3,05,770	NIL	3,05,770	0.94	3,05,770	NIL	3,05,770	0.94	0
d) Bank/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub Total (A)(1):</b>	<b>1,83,74,723</b>	<b>NIL</b>	<b>1,83,74,723</b>	<b>56.27</b>	<b>1,83,74,723</b>	<b>NIL</b>	<b>1,83,74,723</b>	<b>56.25</b>	<b>-0.02</b>
<b>(2) Foreign</b>									
a) NRI – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any other...	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub Total (A)(2):</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1,83,74,723</b>	<b>NIL</b>	<b>1,83,74,723</b>	<b>56.27</b>	<b>1,83,74,723</b>	<b>NIL</b>	<b>1,83,74,723</b>	<b>56.25</b>	<b>-0.02</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	19,53,275	NIL	19,53,275	5.98	24,15,583	NIL	24,15,583	7.39	+1.41
b) Banks/FI	1,800	NIL	1,800	0.01	1,800	NIL	1,800	0.01	0.00
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Fund	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	29,604	NIL	29,604	0.09	NIL	NIL	NIL	NIL	-0.09
g) FIIS	37,98,000	NIL	37,98,000	11.63	22,30,000	NIL	22,30,000	6.83	-4.80
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>SUB TOTAL (B)(1):</b>	<b>57,82,679</b>	<b>NIL</b>	<b>57,82,679</b>	<b>17.71</b>	<b>46,47,383</b>	<b>NIL</b>	<b>46,47,383</b>	<b>14.23</b>	<b>-3.48</b>

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2014				No. of Shares held at the end of the year i.e. 31/03/2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	38,12,150	34,590	38,46,740	11.78	45,43,256	34,090	45,77,346	14.01	+2.23
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	14,18,775	3,06,023	17,24,798	5.28	16,46,687	2,98,794	19,45,481	5.96	+0.68
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	25,20,060	12,000	25,32,060	7.75	28,03,580	12,000	28,15,580	8.62	+0.87
c) Others (specify)									
Trust & Foundation	1	0	1	0.00	1	0	1	0.00	0.00
Hindu Undivided Family	2,28,659	30	2,28,689	0.70	1,72,599	30	1,72,629	0.53	-0.17
Non Resident Indian	1,36,730	29,460	1,66,190	0.51	1,06,043	29,360	1,35,403	0.41	-0.10
<b>SUB TOTAL (B)(2):</b>	<b>81,16,375</b>	<b>3,82,103</b>	<b>84,98,478</b>	<b>26.02</b>	<b>92,72,166</b>	<b>3,74,274</b>	<b>96,46,440</b>	<b>29.53</b>	<b>+3.51</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>1,38,99,054</b>	<b>3,82,103</b>	<b>1,42,81,157</b>	<b>43.73</b>	<b>1,39,19,549</b>	<b>3,74,274</b>	<b>1,42,93,823</b>	<b>43.75</b>	<b>+0.02</b>
<b>C. SHARES HELD BY CUSTODIAN FOR GDRs &amp; ADRs</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>3,22,73,777</b>	<b>3,82,103</b>	<b>3,26,55,880</b>	<b>100.00</b>	<b>3,22,94,272</b>	<b>3,74,274</b>	<b>3,26,68,546</b>	<b>100.00</b>	<b>0.00</b>

**ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01/04/2014			Shareholding at the end of the year i.e. 31/03/2015			% change in shareholding during the year*
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Lalitaben Govindbhai Patel	39,53,436	12.11	12.10	39,53,436	12.10	11.48	-0.01
2	Deepakbhai G. Patel	37,49,117	11.48	11.48	37,49,117	11.47	10.71	-0.01
3	Shekhar Govindbhai Patel	31,44,390	9.63	9.63	31,44,390	9.63	4.44	0.00

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01/04/2014			Shareholding at the end of the year i.e. 31/03/2015			% change in shareholding during the year*
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
4	Shekhar Govindbhai Patel	31,00,000	9.49	9.49	31,00,000	9.49	9.49	0.00
5	Dipak Govindbhai Patel	23,00,000	7.04	7.04	23,00,000	7.04	7.04	0.00
6	Shekhar Govindbhai Patel	7,50,000	2.30	0.00	7,50,000	2.30	0.00	0.00
7	Lalitaben Govindbhai Patel	6,00,000	1.84	1.84	6,00,000	1.84	1.84	0.00
8	Shri Ganesh Construction Private Limited	3,00,000	0.92	0.00	3,00,000	0.92	0.00	0.00
9	Dipak Govindbhai Patel	1,80,000	0.55	0.00	1,80,000	0.55	0.00	0.00
10	Sapanaben Dipakkumar Patel	1,70,000	0.52	0.00	1,70,000	0.52	0.00	0.00
11	Jayantibhai C Patel	50,250	0.15	0.00	50,250	0.15	0.00	0.00
12	Hemang Jayantibhai Patel	32,100	0.10	0.00	32,100	0.10	0.00	0.00
13	Kailashben Jayantilal Patel	32,100	0.10	0.00	32,100	0.10	0.00	0.00
14	Sapanaben Deepakbhai Patel	7,560	0.02	0.00	7,560	0.02	0.00	0.00
15	Shri Ganesh Construction Private Limited	5,770	0.02	0.00	5,770	0.02	0.00	0.00
	<b>Total</b>	<b>1,83,74,723</b>	<b>56.27</b>	<b>51.58</b>	<b>1,83,74,723</b>	<b>56.25</b>	<b>45.00</b>	<b>-0.02</b>

\*Note: The % change in Promoters holding is due to increase in paid up share capital of the Company pursuant to allotment of Equity Shares on exercise of Options granted and vested under ESOP Scheme.

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year i.e. 01/04/2014		Cumulative Shareholding during the year i.e. 31/03/2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	0	56.27	0	56.27
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	0	-0.02	0	-0.02
	At the End of the year	0	56.25	0	56.25

\*The Shareholding of Promoters/Promoters' Group has not changed in absolute terms. The variation in terms of percentage is due to increase in paid up share capital of the Company on account of allotment of shares pursuant to exercise of Options under ESOP Scheme during the year ended 31<sup>st</sup> March, 2015

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. 01/04/2014		*Date	Increase / Decrease in Shareholding		Reason	Cumulative Shareholding at the end of the year i.e. 31/03/2015	
		No. of Shares	% of total shares of the Company		No. of Shares	% of Shares		No. of Shares	% of total shares of the Company
1	Citigroup Global Markets Mauritius Private Limited	1535000	4.7005						
				09/01/2015	-100000	-0.3079	Sale of Shares	1435000	4.3926
				23/01/2015	-100000	-0.3061	Sale of Shares	1335000	4.0865
				<b>31/03/2015</b>	-	-	-	<b>1335000</b>	<b>4.0865</b>
2	Reliance Capital Trustee Company Limited A/C Reliance Growth Fund	1243275	3.8072						
				09/05/2014	9500	0.0291	Purchase of Shares	1252775	3.8363
				16/05/2014	64290	0.1969	Purchase of Shares	1317065	4.0332
				23/05/2014	50008	0.1531	Purchase of Shares	1367073	4.1863
				30/05/2014	35800	0.1096	Purchase of Shares	1402873	4.2959
				06/06/2014	58100	0.1779	Purchase of Shares	1460973	4.4738
				13/06/2014	50000	0.1532	Purchase of Shares	1510973	4.627
				20/06/2014	45000	0.1378	Purchase of Shares	1555973	4.7648
				30/06/2014	54955	0.1682	Purchase of Shares	1610928	4.933
				04/07/2014	40045	0.1227	Purchase of Shares	1650973	5.0557
				11/07/2014	25000	0.0765	Purchase of Shares	1675973	5.1322
				14/11/2014	11000	0.0317	Purchase of Shares	1686973	5.1639
				13/02/2015	8610	0.0264	Purchase of Shares	1695583	5.1903
				20/02/2015	10000	0.0306	Purchase of Shares	1705583	5.2209
		<b>31/03/2015</b>	-	-	-	<b>1705583</b>	<b>5.2209</b>		
3	C.D. Integrated Services Limited	-	-						
				23/05/2014	1277488	3.912	Purchase of Shares	1277488	3.912
				30/06/2014	-596914	-1.8279	Sale of Shares	680574	2.0841
				11/07/2014	20000	0.0612	Purchase of Shares	700574	2.1453
				18/07/2014	23610	0.0723	Purchase of Shares	724184	2.2176
				22/08/2014	5357	0.0156	Purchase of Shares	729541	2.2332
				19/09/2014	1000	0.003	Purchase of Shares	730541	2.2362
				10/10/2014	1000	0.0031	Purchase of Shares	731541	2.2393
				17/10/2014	1000	0.003	Purchase of Shares	732541	2.2423
				14/11/2014	-55147	-0.1688	Sale of Shares	677394	2.0735
				21/11/2014	-25000	-0.0835	Sale of Shares	652394	1.99
				28/11/2014	-658	0.005	Sale of Shares	651736	1.995
				05/12/2014	-842	-0.0026	Sale of Shares	650894	1.9924
				12/12/2014	-500	-0.0015	Sale of Shares	650394	1.9909
				19/12/2014	-138429	-0.4238	Sale of Shares	511965	1.5671
				31/12/2014	6000	0.0184	Purchase of Shares	517965	1.5855
				09/01/2015	200	0.0006	Purchase of Shares	518165	1.5861
				23/01/2015	500	0.0016	Purchase of Shares	518665	1.5877
				30/01/2015	-700	-0.0022	Sale of Shares	517965	1.5855
				13/02/2015	836	0.0026	Purchase of Shares	518801	1.5881
		20/02/2015	1000	0.003	Purchase of Shares	519801	1.5911		
		27/02/2015	2501	0.0077	Purchase of Shares	522302	1.5988		
		20/03/2015	148000	0.453	Purchase of Shares	670302	2.0518		
		27/03/2015	-20177	-0.0617	Sale of Shares	650125	1.9901		
		<b>31/03/2015</b>	<b>-1698</b>	<b>-0.0052</b>	<b>Sale of Shares</b>	<b>648427</b>	<b>1.9849</b>		
4	Janpath Marketing Private Limited	921924	2.8231						
				23/05/2014	-921924	-2.8231	Sale of Shares	0	0
				<b>31/03/2015</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>0</b>

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. 01/04/2014		*Date	Increase / Decrease in Shareholding		Reason	Cumulative Shareholding at the end of the year i.e. 31/03/2015	
		No. of Shares	% of total shares of the Company		No. of Shares	% of Shares		No. of Shares	% of total shares of the Company
5	Cophall Mauritius Investment Limited	895000	2.7407	-	-	-	-		
				31/03/2015	-	-	-	895000	2.7407
6	Reliance Capital Trustee Company Limited A/C Reliance Growth Fund	710000	2.1742	-	-	-	-		
				31/03/2015	-	-	-	710000	2.1742
7	Merrill Lynch Capital Markets Espana S.A. S.V.	579213	1.7737						
				20/03/2015	-579213	-1.773	Sale of Shares	0	0
8	Bessemer India Capital Partners II SA			31/03/2015	-	-	-	0	0
		518787	1.5886						
				28/11/2014	-100000	-0.3067	Sale of Shares	418787	1.2819
				20/02/2015	-31974	-0.0978	Sale of Shares	386813	1.1841
				27/02/2015	-97861	-0.3041	Sale of Shares	288952	0.88
				06/03/2015	-95846	-0.29	Sale of Shares	193106	0.59
				13/03/2015	-144000	-0.44	Sale of Shares	49106	0.15
				20/03/2015	-49106	-0.15	Sale of Shares	0	0
9	Kunvarji Commodities Brokers Pvt. Ltd.			31/03/2015	-	-	-	0	0
		510000	1.5617						
				13/06/2014	-85000	-0.2602	Sale of Shares	425000	1.3015
				11/07/2014	819400	2.5092	Purchase of Shares	819400	2.5092
				18/07/2014	-810	-0.0025	Sale of Shares	818590	2.5067
				05/09/2014	-303100	-0.9288	Sale of Shares	515490	1.5779
				14/11/2014	-515490	-1.5779	Sale of Shares	0	0
10	Sunrise Broking Pvt Ltd			31/03/2015	-	-	-	0	0
		455102	1.3936						
				13/06/2014	-455102	-1.3618	Sale of Shares	0	0
11	Bimalbhai K Patel / Kalpeshbhai K Patel / Savitaben Keshubhai Patel			31/03/2015	-	-	-	0	0
		444720	1.3618					444720	1.3618
12	Payone Enterprises Private Limited	0	0						
				13/06/2014	444429	1.3609	Purchase of Shares	444429	1.3609
				28/11/2014	224571	0.6869	Purchase of Shares	669000	2.0478
				31/03/2015	-	-	-	669000	2.0478
13	ISSL Settlement And Transaction Services Limited	0	0						
				14/11/2014	603100	1.8461	Purchase of Shares	603100	1.8461
				27/03/2015	-603100	-1.8461	Sale of Shares	0	0
14	Securities Holdings India Private Limited			31/03/2015	-	-	-	0	0
		0	0						
15	Kaizen Finstock Private Limited			20/03/2015	321000	0.9826	Purchase of Shares	321000	0.9826
		0	0	31/03/2015	-	-	-	321000	0.9826
16	Bimalbhai K Patel			27/03/2015	818590	2.5057	Purchase of Shares	818590	2.5057
		0	0	31/03/2015	-	-	-	818590	2.5057
16	Bimalbhai K Patel			27/02/2015	321270	0.9834	Purchase of Shares	321270	0.9834
				31/03/2015	-	-	-	321270	0.9834

\*Note: The date of increase / decrease is not the actual date. The said date is the closing date on which we receive data from Registrar and Transfer Agent which is generally Friday.



**v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name	Shareholding at the beginning of the year i.e. 01/04/2014		Date	Increase/ Decrease in Shareholding during the year	Reasons for Increase/ Decrease	Cumulative Shareholding during the year i.e. 31/03/2015	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
<b>DIRECTORS</b>								
1.	Shekhar Govindbhai Patel, Managing Director	6994390	21.41	–	–	–	6994390	21.41
	At the End of the year	–	–	31/03/2015	–	–	6994390	21.41
2.	Dipak Govindbhai Patel, Chairman & Whole-time Director	6229117	19.07	01/04/2014	–	–	6229117	19.07
	At the End of the year	–	–	31/03/2015	–	–	6229117	19.07
3.	Lalitaben Govindbhai Patel, Non-executive Director	4553436	13.94	01/04/2014	–	–	4553436	13.94
	At the End of the year	–	–	31/03/2015	–	–	4553436	13.94
4.	Dr. Bharat J. Patel, Independent Director	Nil	Nil	01/04/2014	–	–	–	–
	At the End of the year	–	–	31/03/2015	–	–	Nil	Nil
5.	Dr. Tarang M. Desai, Independent Director	Nil	Nil	01/04/2014	–	–	–	–
	At the End of the year	–	–	31/03/2015	–	–	Nil	Nil
6.	Mr. Ashish H. Modi, Independent Director	Nil	Nil	01/04/2014	–	–	–	–
	At the End of the year	–	–	31/03/2015	–	–	–	–
7.	Mr. Arvind R. Nanavati, Independent Director (Ceased w.e.f. 5 <sup>th</sup> May, 2014)	Nil	Nil	01/04/2014	–	–	–	–
	At the End of the year	–	–	31/03/2015	–	–	Nil	Nil
8.	Mr. Sanjay M. Kothari, Independent Director (Ceased w.e.f. 5 <sup>th</sup> May, 2014)	500	0.00	01/04/2014	–	–	500	0.00
	At the End of the year	–	–	31/03/2015	–	–	500	0.00
<b>KEY MANAGERIAL PERSONNEL (KMPs)</b>								
1.	Nilesh Shah, Chief Financial Officer (appointed w.e.f. 01/10/2014)	0	0	21/07/2014	750	Shares allotted on exercise of Stock Option	750	0.00
				17/09/2014	400	Market Sale	350	0.00
		–	–	31/03/2015	–	–	350	0.00
2.	Priti Jani, Company Secretary	Nil	Nil		–	–	–	–
		–	–	31/03/2015	–	–	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	32232.93	400.00	995.20	33628.13
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	138.53	21.54	52.51	212.58
<b>Total (i + ii + iii)</b>	<b>32371.46</b>	<b>421.54</b>	<b>1047.71</b>	<b>33840.71</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	10585.00	5080.88	60.44	15726.32
- Reduction	18634.57	51.29	1108.14	19794.00
<b>Net Change</b>	<b>(8049.57)</b>	<b>5029.59</b>	<b>(1047.70)</b>	<b>(4067.68)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	24642.97	5400.00	0.00	30042.97
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	157.44	51.13	0.00	208.57
<b>Total (i+ii+iii)</b>	<b>24800.41</b>	<b>5451.13</b>	<b>0.00</b>	<b>30251.54</b>

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		
		Shekhar G. Patel, Managing Director	Dipak G. Patel, Chairman & Whole-time Director	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	105.00	105.00	210.00
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	2.47	8.66	11.13
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5.	Others, Please Specify	-	-	-
	<b>Total (A)</b>	<b>107.47</b>	<b>113.66</b>	<b>221.13</b>
	Ceiling as per the Act	₹ 4,17,64,145/- (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		

**B. Remuneration to other directors:**

(Amount in lacs)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Lalitaben G. Patel	Dr. Bharat J. Patel	Dr. Tarang M. Desai	Ashish H. Modi	Sanjay M. Kothari*	Arvind R. Nanavati*	
1.	<b>Independent Directors:</b>							
	• Fee for attending board committee meetings	-	0.27	0.59	0.64	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	<b>Total (1)</b>	-	<b>0.27</b>	<b>0.59</b>	<b>0.64</b>	-	-	-
2.	<b>Other Non-Executive Directors</b>							
	• Fee for attending board committee meetings	0.33	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>0.33</b>	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	<b>0.33</b>	<b>0.27</b>	<b>0.59</b>	<b>0.64</b>	-	-	-
	<b>Total Managerial Remuneration i.e. (A + B)</b>							
	<b>Overall Ceiling as per the Act</b>	₹ 41,76,414/- (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

\*Resigned as Director of the Company w.e.f. 5<sup>th</sup> May, 2014**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amount in lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO (Nilesh Shah)*	Company Secretary (Priti Jani)	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	9.49	6.25	15.74
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	0.06	-	0.06
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5.	Others	-	-	-
	<b>Total</b>	<b>9.55</b>	<b>6.25</b>	<b>15.80</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			NIL		
Compounding					

# Annual Report on Corporate Social Responsibility (CSR) Activities

1. A Brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or programmes:

Longevity and success for a company comes from living in harmony with the context, which is the community and society. The main objective of CSR Policy encompasses the ideas of corporate governance, sustainable wealth creation, corporate philanthropy and advocacy for the goals of the community. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. Our CSR initiatives focus on Education, Environment and Preventive Health Care. Apart from this the Company has also undertaken other CSR projects as provided under Schedule VII.

The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at the web link: <http://www.ganeshhousing.com/wp-content/pdf/corporate-social-responsibility-policy.pdf>.

2. The Composition of CSR Committee: Mr. Dipak G. Patel, Chairman; Mr. Shekhar G. Patel, Member and Dr. Tarang M. Desai, Member
3. Average net profit of the Company for last three financial years: ₹ 4724.54 lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 94.49 lakhs
5. Details of CSR spend for the financial year:
  - a) Total amount to be spent for the financial year: ₹ 94.49 lakhs
  - b) Amount unspent, if any: Nil
  - c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and District where Projects or Programmes were undertaken	Amount Outlay (budget) Project or Programmes wise (₹ in lacs)	Amount Spent on the Projects or Programmes Sub-heads: (1) Direct Expenditure (2) Overheads (₹ in lacs)	Cumulative expenditure up to the reporting period (₹ in lacs)	Amount Spent: Direct or through implementation agency
1.	Plantation and maintenance of saplings and other activities for protection of environment	Ensuring environmental sustainability & ecological balance	Gujarat, Ahmedabad	30.00	30.16	30.16	Direct
2.	Promotion of Education including Special Education to Blind People and Other Initiatives	Promoting education	Gujarat, Ahmedabad	25.00	27.41	27.41	Direct and Implementation agency

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and District where Projects or Programmes were undertaken	Amount Outlay (budget) Project or Programmes wise (₹ in lacs)	Amount Spent on the Projects or Programmes Sub-heads: (1) Direct Expenditure (2) Overheads (₹ in lacs)	Cumulative expenditure up to the reporting period (₹ in lacs)	Amount Spent: Direct or through implementation agency
3.	Sanitation	Promoting health care including preventive health care	Gujarat, Ahmedabad	5.00	5.66	5.66	Implementation agency
4.	Providing Financial Aid to Women	Promoting Women Empowerment	Gujarat, Ahmedabad	5.00	5.91	5.91	Direct
5.	Promotion of Nationally recognized sports	Promotion of Nationally recognized sports	Gujarat, Ahmedabad	7.00	7.50	7.50	Direct
6.	Promotion of work of arts	Promotion of Art and Culture	Gujarat, Ahmedabad	5.00	5.00	5.00	Direct
7.	Assistance to GIHED for promotion of livelihood enhancement project	Promoting livelihood enhancement project	Gujarat, Ahmedabad	38.00	41.00	41.00	Through implementation agency i.e. GIHED
<b>TOTAL</b>				<b>115.00</b>	<b>122.64</b>	<b>122.64</b>	

*\*Implementation agency: Meenaba Charitable Trust for Girls Education; Environmental Sanitation Institute*

6. In case the Company has failed to spend two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: Not Applicable
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**For Ganesh Housing Corporation Limited**

**Shekhar G. Patel**  
**Managing Director**  
**(DIN: 00005091)**

**For and on behalf of the Corporate Social  
Responsibility Committee of Ganesh Housing  
Corporation Limited**

**Dipak G. Patel**  
**Chairman of the Committee**  
**(DIN: 00004766)**

# Independent Auditors' Report

To the Members of:

**GANESH HOUSING CORPORATION LIMITED,**

## **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of GANESH HOUSING CORPORATION LIMITED ("the company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Profit and Loss Statement and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatements.

An Audit involves performing procedures to obtain Audit Evidence about the amounts and Disclosures in the Standalone Financial Statements. The procedures selected depend on the Auditor's judgments, including the assessment of risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An Audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the state of affairs of the Company as at

31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and beliefs were necessary for the purposes of our audit;
  - b. In our opinion proper books of accounts as required by Law have been kept by the Company so far as it appears from our examinations of those books;
  - c. The Balance Sheet, Profit and Loss Statement and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2015, taken

on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of section 164(2) of the Act.

- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March, 2015 on its financial position in its standalone financial statements as referred to in Note No. 28 to the financial statements.
  - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2015.

**For, J.M. Parikh & Associates**  
Chartered Accountants  
FRN: 118007W

**Kaushal Shah**  
Partner

Place: Ahmedabad  
Date: 30/05/2015

Membership No.: 127379

# Annexure to the Independent Auditors' Report

To the Members of:

## **GANESH HOUSING CORPORATION LIMITED,**

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our Report of even date

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The Company is accounting various construction projects being built by it, as inventory. There is a continuous monitoring of the construction projects. Hence, the question of physical verification of the project does not arise. The question of frequency of verification being reasonable does not arise. In case of Inventory of Raw materials, it has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The question of the procedures of physical verification of inventory followed by the management being reasonable and adequate in relation to the size of the company does not arise considering the nature of inventory.
- (c) The inventory shown in the accounts is in the nature of various construction projects. Hence, normal inventory records associated with manufacturing companies are not being kept. However, the company is maintaining the necessary records to our satisfaction. No discrepancies were noticed on verification between the physical stocks and book records.
- (iii) The Company has granted unsecured business advance to companies covered in the Register maintained under section 189 of the Companies Act, 2013. The company has not granted any loan to other party & firm covered in the Register maintained under section 189 of the Companies Act, 2013.
  - (a) The business advances granted are Interest free & repayable on demand. Hence, the question of regular repayment of principal amount & interest does not arise.
  - (b) There is no overdue amount of more than ₹ 1.00 lakh for business advances granted by the company to companies listed in the Register maintained under section 189 of the Companies Act, 2013, as the business advances are repayable on demand.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods & services. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal control system.
- (v) Directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, to the extent applicable, have been complied with.
 

We are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the rules made by the Central Government of India under sub-section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima-facie the prescribed cost records



have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues with the appropriate authorities have been generally regularly deposited.

According to the information and explanations given to us no other undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Valued Added Tax and Cess, which have not been deposited on account of any dispute other than the following:

Name of Statute	F.Y.	Demand Raised Amt. ₹	Demand Paid Amt. ₹	From where dispute is pending
Income Tax	2006-2007	127343870/-	0/-	ITAT, Ahmedabad
Income Tax	2008-2009	44176840/-	40000000/-	ITAT, Ahmedabad
Income Tax	2008-2009	10331651/-	1000000/-	CIT (Appeal) – 2 Income Tax Authority
Income Tax	2011-2012	20809200/-	1000000/-	CIT (Appeal) – 2 Income Tax Authority

- (c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

- (viii) The Company has no accumulated losses and has not incurred any cash losses during the current financial year and in the immediately preceding financial year.

- (ix) In our opinion and according to the information and explanations given to us the outstanding repayment to a bank and financial institutions at the end of the financial year have been paid by the date of our audit report. The Company has not issued any debentures.

- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from Banks and Financial Institutions on the date of Balance Sheet. Accordingly, Clause 3(x) of the Companies (Auditor's Report) Order, 2015 is not applicable to the company. The Company has given guarantees to Non Banking Finance Companies for loans taken by subsidiary & group companies. However, in our opinion the guarantees given to Non Banking Finance Companies are not in the scope of this clause.

- (xi) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.

- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year, in course of our audit.

**For, J.M. Parikh & Associates**

Chartered Accountants

FRN: 118007W

**Kaushal Shah**

Partner

Place: Ahmedabad

Date: 30/05/2015

Membership No.: 127379

## Balance Sheet

as at 31st March, 2015

[AMT. ₹]

Particulars	Note	As at the end of Current Reporting Period 31/03/2015	As at the end of Previous Reporting Period 31/03/2014
<b>I. EQUITY &amp; LIABILITIES</b>			
1. SHAREHOLDERS' FUNDS:			
Share Capital	2	326685460	326558800
Reserve & Surplus	3	6379566984	6159763478
		6706252444	6486322278
2. NON CURRENT LIABILITIES:			
Long Term Borrowings	4	980644253	1172689477
Deferred Tax Liabilities (Net)	5	1972934	1672926
Other Long Term Liabilities	6	226203167	237559230
Long Term Provisions	7	1601356	1795680
		1210421710	1413717313
3. CURRENT LIABILITIES:			
Short Term Borrowings	8	601522419	246845545
Trade Payables	9	256947362	175103225
Other Current Liabilities	10	1471508340	1876374331
Short Term Provisions	11	84938220	84905288
		2414916341	2383228389
<b>Total</b>		<b>10331590495</b>	<b>10283267980</b>
<b>II. ASSETS</b>			
1. NON CURRENT ASSETS:			
Fixed Assets			
– Tangible Assets	12	2114949745	535185963
– Intangible Assets	12	1912964	285606
Non Current Investments	13	1932308510	1932308510
Long Term Loans & Advances	14	317171642	5084991990
		4366342861	7552772069
2. CURRENT ASSETS:			
Inventories	15	291135274	245593827
Trade Receivables	16	1776336413	1848329133
Cash & Cash Equivalents	17	200264230	78876387
Short Term Loans & Advances	18	3457860256	373119513
Other Current Assets	19	239651461	184577051
		5965247634	2730495911
<b>Total</b>		<b>10331590495</b>	<b>10283267980</b>
<b>III. Significant Accounting Policies &amp; Notes Forming Part of Accounts</b>	1 to 45		

As per our report of even date

For J.M. Parikh &amp; Associates

Chartered Accountants

FRN: 118007W

Kaushal Shah

Partner

Membership No. 127379

Place: Ahmedabad

Date: 30/05/2015

On behalf of Board of Directors

Dipak G. Patel

Chairman &amp; Whole-time Director

[DIN: 00004766]

Nilesh Shah

Chief Financial Officer

Place: Ahmedabad

Date: 30/05/2015

Shekhar G. Patel

Managing Director

[DIN: 00005091]

Priti Jani

Company Secretary

# Statement of Profit & Loss

for the year ended 31st March, 2015

[AMT. ₹]

Particulars	Note	For the Current Reporting Period 2014-2015	For the Previous Reporting Period 2013-2014
<b>I. INCOME:</b>			
Revenue from Operations	20	1844903172	1776648763
Other Income	21	26075650	44463967
<b>Total</b>		<b>1870978822</b>	<b>1821112730</b>
<b>II. EXPENSES:</b>			
Project Expenses	22	717944160	665142061
Changes in Inventories	23	(25865791)	(164696313)
Employee Benefit Expenses	24	88705121	74971291
Finance Cost	25	526613343	540662960
Other Expenses	26	129973052	136335596
Depreciation		29882160	23224160
<b>Total</b>		<b>1467252045</b>	<b>1275639755</b>
<b>III. PROFIT BEFORE TAX</b>		<b>403726777</b>	<b>545472975</b>
<b>IV. Less: CURRENT TAX EXPENSES:</b>			
Income Tax		(85000000)	(115000000)
Welath Tax		(294000)	(272228)
Deferred Tax		(696668)	(4978732)
Excess/short prov. of Income Tax of earlier years W/off.		(661490)	(9347614)
Excess/short prov. of Wealth Tax of earlier years W/off.		0	36906
		(86652158)	(129561668)
<b>V. PROFIT AFTER TAX</b>		<b>317074619</b>	<b>415911307</b>
<b>VI. BASIC &amp; DILUTED EARNING PER SHARE [In ₹]</b>	39		
– Before extra ordinary items		9.71	12.74
– After extra ordinary items		9.71	12.74
<b>VII. Significant Accounting Policies &amp; Notes Forming Part of Accounts</b>	1 to 45		

As per our report of even date

On behalf of Board of Directors

**For J.M. Parikh & Associates**Chartered Accountants  
FRN: 118007W**Kaushal Shah**Partner  
Membership No. 127379Place: Ahmedabad  
Date: 30/05/2015**Dipak G. Patel**Chairman & Whole-time Director  
[DIN: 00004766]**Nilesh Shah**

Chief Financial Officer

Place: Ahmedabad  
Date: 30/05/2015**Shekhar G. Patel**Managing Director  
[DIN: 00005091]**Priti Jani**

Company Secretary

## Cash Flow Statement

for the Year 2014-2015

[AMT. ₹]

Particulars	2014-2015		2013-2014	
<b>A. Cash Flow From Operating Activities:</b>				
Net Profit Before Tax And Previous Year 's Figures		403726777		545472975
Less: Proposed Dividend & Dividend Tax		101920869		98679048
<b>Total</b>		<b>301805908</b>		<b>446793927</b>
Add: Provision For Taxes of Previous Year Now Written Back	(661490)		(9310708)	
Add: Deferred Tax	(696668)		(4978732)	
		(1358158)		(14289440)
Net Profit After Tax		300447750		432504487
Add/Less Adjustments For				
Depreciation	29882160		23224160	
Provision For Taxation	(85000000)		(115000000)	
Provision For Wealth Tax	(294000)		(272228)	
Interest Expenses	526613343		540662960	
Employees Stock Option Scheme	2511623		7997384	
Interest Income	(5221414)		(1683596)	
		468491712		454928680
<b>Operating Profit Before Working Capital Changes</b>		<b>768939462</b>		<b>887433167</b>
Add/Less Adjustments For				
Inventories	(45541447)		(176687828)	
Trade And Other Receivables	71992720		184865332	
Other Current Assets	52622704		172571094	
Trade Payables	81844137		40878325	
Other Current Liabilities & Short term Provision	(306154011)		550665253	
Other Long Term Liabilities	(11356063)		(449554)	
Long Term Provisions	(194324)		(109185)	
Increase In Deferred Tax Assets	696668		4978732	
		(156089616)		776712169
Taxes Paid (Net)	(107697114)		(147866240)	
<b>Cash Generated From Operations</b>		<b>(263786730)</b>		<b>628845929</b>
<b>B. Cash Flow From Investing Activities:</b>				
Purchase Of Fixed Assets	(1624523017)		(13620379)	
Capital Work In Progress	0		10788550	
Sale Of Fixed Assets	12027346		53883807	
Investments Made	0		(96000)	
Movement In Loans & Advances	1683079605		(709015794)	
Interest Received	5221414		1683596	
<b>Net Cash Used In Investing Activities</b>		<b>75805348</b>		<b>(656376220)</b>

[AMT. ₹]

Particulars	2014-2015		2013-2014	
<b>C. Cash Flow From Financing Activities:</b>				
Proceeds From Share Capital	126660		0	
Proceeds From Security Premium	2963844		0	
Proceeds From Long Term Borrowings	(192045224)		(484093660)	
Proceeds From Short Term Borrowings	354676874		94130011	
Interest Paid	(526613343)		(540662960)	
Dividend Paid (Including Dividend Distribution Tax)	(98679048)		(53134873)	
Net Cash Used In Financing Activities		(459570237)		(983761482)
<b>Net Increase In Cash And Cash Equivalents</b>		<b>121387843</b>		<b>(123858606)</b>
<b>Cash And Cash Equivalents As At 01-04-2014 (Opening Balance)</b>		<b>78876387</b>		<b>202734993</b>
<b>Cash And Cash Equivalents As At 31-03-2015 (Closing Balance)</b>		<b>200264230</b>		<b>78876387</b>

As per our report of even date

**For J.M. Parikh & Associates**

Chartered Accountants

FRN: 118007W

**Kaushal Shah**

Partner

Membership No. 127379

Place: Ahmedabad

Date: 30/05/2015

On behalf of Board of Directors

**Dipak G. Patel**

Chairman &amp; Whole-time Director

[DIN: 00004766]

**Nilesh Shah**

Chief Financial Officer

Place: Ahmedabad

Date: 30/05/2015

**Shekhar G. Patel**

Managing Director

[DIN: 00005091]

**Priti Jani**

Company Secretary

# Notes Forming Part of Accounts

## 1. SIGNIFICANT ACCOUNTING POLICIES:

### 1.1 Basis of Preparation of Standalone Financial Statements:

These standalone financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing standard notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) of Companies Act, 1956 (Companies (Accounting Standards) Rules, 2006, as amended) and other relevant provisions of the Companies Act, 2013.

### 1.2 Basis for Classification of Assets & Liabilities:

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets or processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current – non current classification of assets and liabilities.

### 1.3. System of Accounting:

The Company adopts the accrual concept in preparation of accounts.

### 1.4. Recognition of Income & Expenditure

All Income & Expenditure are accounted for on accrual basis.

### 1.5. Fixed Assets & Depreciation:

A. Fixed assets are stated at cost of acquisition or construction less depreciation. Cost comprises the purchase price and other attributable costs including financing costs relating to borrowed funds attributable to construction or acquisition of fixed assets up to the date the assets is ready for use and adjustments consequent to subsequent variations in rates of exchange.

### B. Depreciation on fixed assets:

1. Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 on the "Written down value" method in respect of all assets.
2. Effective from 1<sup>st</sup> April, 2014 the Company depreciates the fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013 as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act, 1956.

C. In accordance with Accounting Standard–26 issued by The Institute of Chartered Accountants of India, Software is being amortized over a period of three years.

### 1.6. Borrowing Cost:

Borrowing costs attributable to the acquisition, construction or production of qualifying assets (i.e. assets that necessarily take substantial period of time to get ready for their intended use or sale) are capitalised as part of the cost of such asset up to the date when such asset is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred.

### 1.7. Taxes on Income:

Provision for Current Tax is computed as per Total Income Returnable under the Income Tax Act, 1961 taking into account available deductions and exemptions.

### 1.8. Deferred Tax:

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

### 1.9. Income from Real Estate Development Projects:

(a) The Company records revenue on all its Real Estate Development Projects based on Accounting Standard – 9. i.e. Revenue Recognition and also based on revised guidance note issued w.e.f. 01/04/2012 by the Institute of Chartered Accountants of India "Revenue Recognition for Real Estate Developers".

- (b) The full revenue is recognized on sale of property when the Company has transferred to the buyer all significant risks & rewards of ownership and when the seller has not to perform any substantial acts to complete the contract.
- (c) However, when the Company is obliged to perform any substantial acts after transfer of all significant risks & rewards of ownership on sale of property, the revenue is recognized on proportionate basis as the acts are performed i.e. by applying the percentage completion method.

#### 1.10 Lease of Land of SEZ Project:

Land given on perpetual lease is treated as actual sale of land.

#### 1.11 Retirement & Other Employee Benefits:

##### A. Defined Contribution Plans:

The Company's contribution paid / payable for the year to Provident Fund are recognized in the Profit & Loss Statement. The company has no obligation other than the contribution payable to the Government.

- B. The Company has defined benefits plans for Gratuity. The liability for which is determined on the basis of an actuarial valuation. At the year end an incremental liability is provided for in the books. The gratuity scheme is administered by a trust. The payment for gratuity is made to LIC of India through the trust.
- C. The Company has a system of providing accumulating compensating absences non-vesting and hence no provision is made in the books of accounts for the leaves.
- D. In respect of employees' stock options, the excess of fair price on the date of grant over the exercise price is recognized as deferred compensation cost amortised over the vesting period.

#### 1.12 Impairment of Fixed Assets:

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future

cash flows are discounted to their present value based on an appropriate discount factor.

#### 1.13. Inventory:

- A. In case of the inventory of Raw-materials, they are valued at cost using FIFO method.
- B. The Closing stock of WIP has been valued at cost.

#### 1.14. Transactions in Foreign Currency:

- A. Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction.
- B. Monetary items denominated in foreign currencies at the period end are restated at year end rates.
- C. Non monetary foreign currency items are carried at cost.
- D. Any income or expense on account of exchange difference either on settlement or on transaction is recognised in the statement of profit and loss.

#### 1.15. Investments:

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long term investments are stated at cost. Provision for diminution in the value of investments is made only if such a decline is other than temporary.

#### 1.16. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### 1.17. Employees Stock Option Scheme:

Accounting value of stock options is determined on the basis of "Intrinsic Value" representing the excess of the market price on the date of grant over the exercise price of the options granted under the "Employees Stock Option Scheme" of the company, and is being amortised as "Deferred Employee Compensation" on a straight line basis over the vesting period in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and Guidance Note 18 "Share Based Payments" issued by the ICAI.

## Notes Forming Part of Accounts

[AMT. ₹]		
Particulars	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 2 SHARE CAPITAL</b>		
<b>Authorised:</b>		
5,00,00,000 (Previous year 5,00,00,000) Equity Shares of ₹ 10/- each	500000000	500000000
	<b>500000000</b>	<b>500000000</b>
<b>Issued, Subscribed and Paid up Capital:</b>		
3,26,68,546 (Previous year 3,26,55,880) Equity Shares of ₹10/- each fully paid up	326685460	326558800
<b>Total</b>	<b>326685460</b>	<b>326558800</b>

**Note:**

- The reconciliation of number of shares at the beginning of the year and at the close of the year is set out below:

Particulars	As at 31/03/2015	As at 31/03/2014
Equity shares at the beginning of the year	32655880	32655880
Add: Shares issued on exercise of Employee Stock Options	12666	0
Equity shares at the end of the year	32668546	32655880

- The Statement of Shareholders Holding More Than 5% Equity Shares of The Company:

Particulars	As at 31/03/2015		As at 31/03/2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Dipakkumar G. Patel	6229117	19.07	6229117	19.08
Shekhar G. Patel	6994390	21.41	6994390	21.42
Lalitaben G. Patel	4553436	13.94	4553436	13.94
Reliance Capital Trustee Company Ltd., account Reliance Growth Fund	2415583	7.39	1953275	5.98

- Right, Preferences and Restrictions attached to shares:

The Company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

- For details of shares reserved for issue under the Employees' Stock Option [ESOP] scheme of the Company, please refer Note No. 42.



[AMT. ₹]

Particulars	As at 31/03/2015		As at 31/03/2014
<b>NOTE - 3 RESERVES &amp; SURPLUS:</b>			
<b>(a) Security Premium</b>			
Balance As Per Last Balance Sheet		2450140000	2450140000
Add: Addition During The Year		2963844	0
		2453103844	2450140000
<b>(b) General Reserve</b>			
Balance As Per Last Balance Sheet		501561000	459561000
Less: Adjustment Relating To Fixed Assets [Refer Note No. 45]		(825711)	0
Add: Transfer from Profit & Loss Statement		1000000	42000000
		501735289	501561000
<b>(c) Employees' Stock Option outstanding</b>			
Less: Deferred Employees' Compensation		34070998	43499167
		5459626	17399418
		28611372	26099749
<b>(d) Profit &amp; Loss</b>			
Balance As Per Last Balance Sheet		3181962729	2906730470
Add: Transfer from Profit & Loss Statement		317074619	415911307
		3499037348	3322641777
Less: Appropriation:			
Transferred to General Reserve	1000000		42000000
Proposed dividend on Equity Shares [Dividend per Share ₹ 2.60 (Previous Year ₹ 2.60)]	84938220		84905288
Tax on dividend	16982649		13773760
		102920869	140679048
		3396116479	3181962729
<b>Total</b>		<b>6379566984</b>	<b>6159763478</b>
<b>NOTE - 4 LONG TERM BORROWINGS</b>			
<b>Secured:</b>			
<b>(A) Term Loans:</b>			
(I) From Banks	0		211764134
(II) From Others	967972905		958980906
		967972905	1170745040
<b>(B) Vehicle Loans:</b>			
(I) From Banks	12671348		1944437
		12671348	1944437
<b>Total</b>		<b>980644253</b>	<b>1172689477</b>

[Refer Note No. 33 for security details]

Maturity Profile of Secured Term Loans are as set out below:

Maturity Profile:	2015-16	2016-17	2017-18	2018-19 & Beyond
Term Loans from Banks	244422833	11166195	1505153	0
Term Loans from Others	1002219756	572822569	310109862	85040474

## Notes Forming Part of Accounts

[AMT. ₹]

Particulars	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 5 DEFERRED TAX LIABILITIES (NET)</b>		
<b>Deferred Tax Assets:</b>		
Timing Difference:		
Disallowances under the Income Tax Act, 1961	1975109	1832850
<b>Total - A</b>	<b>1975109</b>	<b>1832850</b>
<b>Deferred Tax Liabilities:</b>		
Timing Difference:		
Related to Fixed Assets	3948043	3505776
<b>Total - B</b>	<b>3948043</b>	<b>3505776</b>
<b>Total A - B = Net Deferred Tax Liabilities</b>	<b>1972934</b>	<b>1672926</b>
<b>NOTE - 6 OTHER LONG TERM LIABILITIES</b>		
Statutory liabilities	226203167	237559230
<b>Total</b>	<b>226203167</b>	<b>237559230</b>
<b>NOTE - 7 LONG TERM PROVISION</b>		
Provision for Employees' Benefits:		
– Provision for Gratuity	1601356	1795680
<b>Total</b>	<b>1601356</b>	<b>1795680</b>
<b>NOTE - 8 SHORT TERM BORROWINGS</b>		
<b>Secured:</b>		
Loan From SIDBI [Refer Note No. 33 for security details]	56409433	99920889
	56409433	99920889
<b>Unsecured &amp; Repayable on Demand:</b>		
Intercorporate loan:		
– From others	545112986	42154082
	545112986	42154082
Loan from others	0	104770574
<b>Total</b>	<b>601522419</b>	<b>246845545</b>
Note: All unsecured loans are repayable on demand. As they are repayable on demand, they are shown as short term borrowing.		
<b>NOTE - 9 TRADE PAYABLES</b>		
Micro, Small & Medium Enterprise	0	0
Others	256947362	175103225
<b>Total</b>	<b>256947362</b>	<b>175103225</b>

[AMT. ₹]

Particulars	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 10 OTHER CURRENT LIABILITIES</b>		
Current maturities of Secured long term debts	1246642589	1591667825
Interest Accrued but not due	0	8303038
Unpaid/Unclaimed Dividends (Liability towards Investors Education and Protection Fund u/s 205C of the Companies Act, 1956 not due)	12898851	10725144
Other Payables *	180406047	121519104
Booking advance received from customers	31560853	144159220
<b>Total</b>	<b>1471508340</b>	<b>1876374331</b>
* Includes Statutory Dues, Retention money of Suppliers, Unpaid Expenses & Credit balance of bank due to reconciliation.		
<b>NOTE - 11 SHORT TERM PROVISION</b>		
Proposed Dividend	84938220	84905288
<b>Total</b>	<b>84938220</b>	<b>84905288</b>

**NOTE - 12 FIXED ASSETS**

[AMT. RS.]

Description of Assets	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 01-04-2014	Addition during the year	Deduction during the year	As at 31-03-2015	As at 01-04-2014	Deprecia- tion/ amortisation during the year	Adjustment during the year*	Deduction during the year	As at 31-03-2015	As at 31-03-2015	As at 31-03-2014
<b>Tangible Assets:</b>											
Land	343550033	1583982400	0	1927532433	0	0	0	0	0	1927532433	343550033
Office Premises	148633679	0	2388046	146245633	19843806	6249894	0	106354	25987346	120258287	128789873
Plant & Machinery	12110574	0	5624770	6485804	3701175	1122617	0	885664	3938128	2547676	8409399
Furniture & Fixtures	26061242	139553	0	26200795	11459027	4475109	0	0	15934136	10266659	14602215
Vehicles	46368308	37155859	15808168	67715999	27409715	10760715	943	10817851	27353522	40362477	18958593
Office Equipments	29050788	191470	33075	29209183	10137468	5707218	28807	16844	15856649	13352534	18913320
Computer	6720846	385505	0	7106351	4758316	525735	1192621	0	6476672	629679	1962530
<b>Total - A</b>	<b>612495470</b>	<b>1621854787</b>	<b>23854059</b>	<b>2210496198</b>	<b>77309507</b>	<b>28841288</b>	<b>1222371</b>	<b>11826713</b>	<b>95546453</b>	<b>2114949745</b>	<b>535185963</b>
Previous Year	673330780	13217949	74053259	612495470	75484062	21994897	0	20169452	77309507	535185963	
<b>Intangible Assets:</b>											
Software	454388	2668230	0	3122618	168782	1040872	0	0	1209654	1912964	285606
<b>Total - B</b>	<b>454388</b>	<b>2668230</b>	<b>0</b>	<b>3122618</b>	<b>168782</b>	<b>1040872</b>	<b>0</b>	<b>0</b>	<b>1209654</b>	<b>1912964</b>	<b>285606</b>
Previous Year	3526996	402430	3475038	454388	2414557	1229263	0	3475038	168782	285606	
<b>Grand Total [A+B]</b>	<b>612949858</b>	<b>1624523017</b>	<b>23854059</b>	<b>2213618816</b>	<b>77478289</b>	<b>29882160</b>	<b>1222371</b>	<b>11826713</b>	<b>96756107</b>	<b>2116862709</b>	<b>535471569</b>
Previous Year	676857776	13620379	77528297	612949858	77898619	23224160	0	23644490	77478289	535471569	

\* Refer Note No. 45

## Notes Forming Part of Accounts

[AMT. ₹]

Particulars	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 13 NON CURRENT INVESTMENTS</b>		
<b>A. Trade Investments:</b>		
<b>Quoted &amp; Fully paid up:</b>		
1430.411 (Previous year 1430.411) Units of Canara Robeco Mutual Fund	100000	100000
<b>Unquoted &amp; Fully paid up:</b>		
<b>In Equity Instruments of:</b>		
<b>(i) Group Companies:</b>		
10 Equity Shares (Previous year 10) of ₹ 10/- each Sarnet Software (India) Ltd.	100	100
10,000 Equity Shares (Previous year 10,000) of ₹ 10/- each in Ganesh Infrastructure (India) Pvt Ltd.	100000	100000
	100100	100100
Total of Trade Investments	200100	200100
<b>B. Other Investments:</b>		
<b>Unquoted &amp; Fully paid up:</b>		
<b>Long Term Investments in Equity Instruments of Subsidiary Companies:</b>		
10,000 Equity Shares (Previous year 10000) of ₹ 10/- each in Yash Organiser Pvt. Ltd.	25000000	25000000
89,54,726 Equity Shares (Previous year 89,54,726) of ₹ 10/- each in Gatil Properties Pvt. Ltd.	1906957410	1906957410
10,000 Equity Shares (Previous year 10,000) of ₹ 10/- each in Maheshwari (Thaltej) Complex Pvt. Ltd.	100000	100000
5,100 Equity Shares (Previous year 5,100) of ₹ 10/- each in Shaily Infrastructure Pvt. Ltd.	51000	51000
Total of Other Investments	1932108410	1932108410
<b>Total</b>	<b>1932308510</b>	<b>1932308510</b>
Market Value of Quoted Investments as on	140237	100401
Cost as on	100000	100000
<b>NOTE - 14 LONG TERM LOANS &amp; ADVANCES</b>		
[UNSECURED, CONSIDERED GOOD]		
Business Advances to Co-Operative Societies	299814442	608063579
Business Advances to Non-trading Corporation	0	5225380
Business Advances to Others [Refer Note No. 43 for details]	17357200	4469603031
Advance for purchase of Land	0	2100000
<b>Total</b>	<b>317171642</b>	<b>5084991990</b>
<b>NOTE - 15 INVENTORIES</b>		
INVENTORIES (As taken, valued & certified by Management)		
Raw-Materials	31667171	11991515
Work-In-Process – (Construction Projects)	259468103	233602312
<b>Total</b>	<b>291135274</b>	<b>245593827</b>

[AMT. ₹]

Particulars	As at 31/03/2015		As at 31/03/2014
<b>NOTE - 16 TRADE RECEIVABLES</b>			
[UNSECURED, CONSIDERED GOOD]			
– More than Six Months		1031055055	558837243
– Others		745281358	1289491890
<b>Total</b>		<b>1776336413</b>	<b>1848329133</b>
<b>NOTE - 17 CASH &amp; CASH EQUIVALENTS</b>			
Cash on hand		2560005	2060954
Balances with Banks:			
In other accounts	184804848		66089632
In unpaid dividend account	12899377		10725801
		197704225	76815433
<b>Total</b>		<b>200264230</b>	<b>78876387</b>
<b>NOTE - 18 SHORT TERM LOANS &amp; ADVANCES</b>			
[UNSECURED, CONSIDERED GOOD]			
Business Advances to related parties:			
– Subsidiary Companies	1936258872		274884279
– Group Company	23853790		19475000
[Refer Note No. 43 for details]		1960112662	294359279
Business Advances to Others [Refer Note No. 43 for details]		1454165595	0
Advances for Purchase of land		15099700	7599700
Advances to Others #		28482299	71160534
# Includes staff loan, prepaid expenses & reimbursement.			
<b>Total</b>		<b>3457860256</b>	<b>373119513</b>
<b>NOTE - 19 OTHER CURRENT ASSETS</b>			
Advance to Suppliers		15250866	3936353
Service Tax recoverable from members		4066539	5872712
Electricity, AUDA, Legal charges receivable for residential projects		55075193	49832007
Registration deposit		1098876	1674486
Service Tax (Input)		36943553	15239284
Advance payment of Income Tax, TDS & WT	846722202		739025088
Less: Provision for Wealth Tax	1423119		1129119
Provision for Income Tax	718082649		629873760
		719505768	631002879
		127216434	108022209
<b>Total</b>		<b>239651461</b>	<b>184577051</b>

## Notes Forming Part of Accounts

[AMT. ₹]

Particulars	Year ended 31/03/2015		Year ended 31/03/2014
<b>NOTE: 20 REVENUE FROM OPERATIONS</b>			
Sales		1722629631	1078739387
Works Contract Income		122273541	697909376
<b>Total</b>		<b>1844903172</b>	<b>1776648763</b>
<b>NOTE: 21 OTHER INCOME</b>			
Interest income:			
– from Banks	5065563		1523863
– from Others	155851		159733
		5221414	1683596
Income from commission on home loans		136059	314837
Income from Sale of Scrap		400000	200000
Profit on sale of Fixed Assets		7585435	17177429
Stock Tranferred to Fixed assets		0	2388046
Miscellaneous Income		5816548	16996813
Sundry Balances written off		105566	3931425
Previous year Income		6810628	1771821
<b>Total</b>		<b>26075650</b>	<b>44463967</b>
<b>NOTE - 22 PROJECT EXPENSES</b>			
Architect Fee		3981250	0
Carting Expenses		1840657	550750
Electric Expenses		10983572	7780815
Labour Expenses		56015228	84137774
Land transferred from Fixed Assets		0	46226182
Land Expenses		1164336	0
Machinery Rent		697047	773558
Material Testing Charges		0	171100
Previous Year Material Purchase Expenses		0	534719
Professional Charges		5630615	1556640
Raw Material Consumptions		180509721	175002647
Repairs & Maintenance Exp.		216864	117988
Site Expenses		1842477	1653159
Site Office Expenses		371850	470586
Site Security Expenses		4683070	4895857
Works Contract Expenses		450007473	341270286
<b>Total</b>		<b>717944160</b>	<b>665142061</b>

[AMT. ₹]

Particulars	Year ended 31/03/2015		Year ended 31/03/2014
<b>NOTE: 23 CHANGES IN INVENTORIES</b>			
<b>Closing Stock:</b>			
Stock of WIP		259468103	233602312
		259468103	233602312
<b>Less: Opening Stock:</b>			
Stock of WIP		233602312	68905999
		233602312	68905999
(Increase)/Decrease in stock		(25865791)	(164696313)
<b>Total</b>		<b>(25865791)</b>	<b>(164696313)</b>
<b>NOTE - 24 EMPLOYEE BENEFIT EXPENSES</b>			
Salary, Allowances & Bonus Expenses		60984703	52435877
Directors' Remuneration		21000000	12000000
Contribution to Provident Fund & ESIC		954171	646758
Contribution to Gratuity Fund		955676	984285
Staff Welfare Expenses		747479	547491
Director's Medical Exp.		626851	359496
Employees' Compensation Exp.		3436241	7997384
<b>Total</b>		<b>88705121</b>	<b>74971291</b>
<b>NOTE - 25 FINANCE COST</b>			
Bank Charges	99416		40065
Loan Processing Charges	18818980		23034191
		18918396	23074256
Interest to:			
– Banks	74344642		75932422
– Others	422689176		436222480
– Late payment of taxes	8523550		4535002
Finance Charges	2137579		898800
		507694947	517588704
<b>Total</b>		<b>526613343</b>	<b>540662960</b>

## Notes Forming Part of Accounts

[AMT. ₹]

Particulars	Year ended 31/03/2015	Year ended 31/03/2014
<b>NOTE - 26 OTHER EXPENSES</b>		
<b>Administrative &amp; Other Expenses:</b>		
Appeal Fees	3000	11000
Audit Fees	975000	750000
Miscellaneous Expenses	3935	13370
Computer Consumable	327970	384258
Conveyance Expenses	283609	580558
C.S.R. Expenses	12264317	0
Postage & Courier Charges	684483	222171
Depository & Share Transfer Agent Expenses	397525	328900
Donation	876000	1916750
Electric Expenses	4466622	3816614
Filing Fees	38540	14605
Insurance Expenses	570080	1179787
Internet & Website Expenses	988242	665975
Legal Expenses	381815	593155
Loss on sale of Fixed assets	26631	2430054
Mobile Phone Expenses	1005445	985334
Motor-Car Expenses	3010661	3515239
Municipal Tax	2769594	2073500
Office & Office Maintenance Expenses	3152460	4278391
Penalty	129000	115300
Previous Year Expenses	201130	448645
Professional Fees	20377049	27059837
Professional Tax	2400	2400
Religious Expenses	89995	89880
Repair & Maintenance Expenses	6492072	5101874
Security Service Charges	3384539	4095677
Service Tax on home loan commission income	55734	0
Service Tax of earlier year	0	633436
Site Maintenance Expenses	6031717	4821384
Sitting Fees - Directors	185300	144100
Stationery, Printing, Typing & Xerox Expenses	1026072	1080823
Sundry balances written off	1210943	26689123
Telephone Exp.	159040	157893
Tender Fee	0	1000
Tractor Repairing Charges	0	99054
Travelling Exp.	3431950	4627077
VAT Expenses of earlier year	0	174879
VAT Expenses	7826685	7176667
		82829555
<b>Marketing Expenses:</b>		
Advertisement Expenses	29699769	7710131
Brochure Exp.	2188545	3474477
Brokerage Exp.	2911726	4201602
Sales Promotion Exp.	8343457	7950678
Sponsorship Charges	4000000	6719998
		47143497
<b>Total</b>	<b>129973052</b>	<b>136335596</b>



27. Corresponding figures of the previous year have been regrouped to confirm with this year's classification wherever necessary.

## 28. CONTINGENT LIABILITIES:

- A. For the Asst. Year 2007-2008 the Assessing officer assessed the income of the company and raised a demand of ₹ 127343870/-. Aggrieved by this order the company went in to Appeal with CIT (Appeal) – VIII. The decision of the CIT (Appeal) came in favour of the company. Against this order the Income Tax Department went in to the ITAT and the company has also filed cross objection. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- B. For the Asst. Year 2009-2010 the Assessing officer assessed the income of the company and raised a demand of ₹ 44176840/-. Against this the Company has already paid ₹ 40000000/- during the F.Y. 2012-13. Aggrieved by this order the company went in to Appeal with CIT (Appeal) – VIII and CIT(Appeals)-VIII has passed an order giving the part relief in favour of the Company by deleting additions. Against the Order of CIT(Appeals), Income Tax department and the Company has filed an appeal before Income Tax Appellate Tribunal Ahmedabad. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- C. During the year Income Tax department has reopened the case for A.Y.2009-10 and has passed the order u/s 143(3) r.w.s 147 of the Act and has raised the demand of ₹ 10331651/-. The Company has paid ₹ 1000000/- against said demand. The Company has preferred an appeal before CIT (Appeals) - 2 Ahmedabad. The said appeal is pending before CIT (Appeals) - 2 Ahmedabad.
- D. For the Asst. Year 2012-2013 the Assessing officer assessed the income of the Company and raised a demand of ₹ 20809200/-. The Company has paid ₹ 1000000/- against said demand. Aggrieved by this order the Company went in to Appeal with CIT (Appeals) - 2 and said appeal is pending before CIT (Appeals) -2 Ahmedabad.
- E. The Company has given a guarantee for a Term Loan taken by its subsidiary company, viz, Maheshwari (Thaltej) Complex Private Limited to the tune of ₹ 60.00 crores from an NBFC. The outstanding balance as on 31<sup>st</sup> March, 2015 is ₹ 25.28 crores.
- F. The Company has given a guarantee for a Term Loan taken by its subsidiary company, viz, Yash Organiser Private Limited to the tune of ₹ 12.00 crores from an NBFC.

G. The Company has given a guarantee for Non Convertible Debentures issued by Mahavir (Thaltej) Complex Private Limited to the tune of ₹ 26.04 crores. The outstanding balance as on 31<sup>st</sup> March, 2015 is ₹ 13.58 crores.

H. The Company has given a guarantee for Non Convertible Debentures issued by Essem Infra Private Limited to the tune of ₹ 225.00 crores. The trustees for the said NCD are IDBI Trusteeship Services Limited in whose name the guarantee is given.

29. The Company has carefully considered the impact of Accounting Standard – 28 pertaining to Impairment loss. As the recoverable amount of assets is higher than the WDV of its Fixed Assets no provision is made for impairment of Assets.

30. Balance of Long Term & Short Term Borrowings, Trade Payables, Trade Receivables and Loans and Advances are subject to confirmation.

31. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.

32. Payment to auditors:

[AMT. ₹]

Sr. No.	Particulars	2014-2015	2013-2014
1	As Auditors	1095510	842700
2	Tax Audit Fees	365170	280900
3	For Certification & other Work etc.	323597	267978
	<b>Total</b>	<b>1784277</b>	<b>1391578</b>

33. The details of security offered for the secured loans taken are as follows:

A. Loan from Karnataka Bank Limited:

Charge secured by equitable mortgage of immovable property of group company and corporate guarantee of the group company and personal guarantee of two promoter directors of the Company and hypothecation of construction raw-materials acquired by the Company.

B. Loan from Canara Bank:

Charge secured by equitable mortgage of immovable property of group companies and corporate guarantee of the group companies and personal guarantee of two promoter directors of the Company.

# Notes Forming Part of Accounts

- C. Loan from SIDBI:  
Charge secured by equitable mortgage of piece & parcel of land along with structures of shops thereon of the Company and corporate guarantee of the Company and personal guarantee of two promoter directors of the Company.
- D. Loan from Reliance Home Finance Ltd.:  
Charge secured by mortgage of immovable property and interest thereon of the Company and hypothecation of receivables, outstanding moneys and claims, all rights, titles, interest, claims, benefits, demands and escrow account of one project, etc. of the Company and personal guarantee of two promoter directors of the Company.
- E. Loan from Capital First Ltd:  
Charge secured by mortgage of immovable property and interest thereon and hypothecation of receivables, book debts, outstanding moneys and claims, escrow accounts of two projects, etc of the Company and its subsidiary Company, pledge of shares of three promoters of the Company, personal guarantee of three promoter directors of the Company and corporate guarantee / security of subsidiary company.
- F. Loan from IFCI Ltd.:  
Charge secured by mortgage of immovable property and interest thereon of the group company & co-operative society, pledge of shares and personal guarantee of promoter directors of the Company.
- G. Loan from SREI Equipment Finance Ltd.:  
Charge secured by mortgage of immovable property of the promoter directors of the Company and hypothecation of equipments of the Company & personal guarantee of two promoter directors of the company.
- H. Loan from DMI Finance Pvt. Ltd.:  
Charge secured by mortgage of immovable property and interest thereon of the group company and corporate guarantee of the group company and hypothecation of receivables, book debts and escrow account of one of the project of subsidiary company and personal guarantee of two promoter directors of the Company.
- I. Loan from Religare Finvest Ltd.:  
Charge secured by mortgage of Immovable Property of the group company and co-operative society and hypothecation of unsold area, receivables, escrow account, etc. of one of the project of the Company.
- J. Loan from Religare Housing Development Finance Corporation Ltd.:  
Charge secured by mortgage of Immovable Property of the group company and hypothecation of receivables, escrow account, etc. of two projects of the Company.
- K. Loan from IFCI Ventures Funds Ltd.:  
Charge secured by mortgage of immovable property and interest thereon of the group company and corporate guarantee of the group company and personal guarantee of two promoter directors of the Company.
- L. Loans in respect of Vehicles are secured by the hypothecation of the vehicles financed through the loan agreement. viz. Motor Cars.
34. Based on the information available with the Company, there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31<sup>st</sup> 2015. Hence, the information as required under the Micro, Small and Medium Enterprises Development Act, 2006 is not disclosed.
35. The information required as per para 5 (viii) (a) of part II of schedule III of the Companies Act, 2013 regarding information about the value of imports calculated on CIF basis, in respect of imported raw materials, components & spare parts and capital goods is ₹ NIL.
36. The information required as per para 5 (viii) (b), (d) & (e) of part II of schedule III of the Companies Act, 2013 regarding expenditure in foreign currency, the dividend remitted in foreign currency and earning in foreign exchange are as follows:
- Earning in Foreign Currency:
- [AMT. ₹]
- | Sr. No. | Particulars                     | 2014-2015       | 2013-2014     |
|---------|---------------------------------|-----------------|---------------|
| 1       | Booking of Residential Property | 18342829        | 323613        |
|         | <b>Total</b>                    | <b>18342829</b> | <b>323613</b> |
- Expenditure in Foreign Currency:
- [AMT. ₹]
- | Sr. No. | Particulars                | 2014-2015      | 2013-2014      |
|---------|----------------------------|----------------|----------------|
| 1       | Foreign Travelling Exp.    | 538359         | 1333252        |
| 2       | Directors Medical Expenses | 617071         | 0              |
|         | <b>Total</b>               | <b>1155430</b> | <b>1333252</b> |

37. The information required as per para 5 (viii)(c) of part II of schedule III of the Companies Act, 2013 regarding information about the total value of imported raw materials, spare parts & components consumed and the total value of indigenous raw-materials, spare parts & components consumed and percentage of each to the total consumption are as follows:

Residential Projects:

[AMT. ₹]

Particulars	%	2014-2015	%	2013-2014
(i) Value of Imported & Indigenous Spare Parts & Components Consumed				
Imported	0	0	0	0
Indigenous	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(ii) Value of Imported & Indigenous Raw Material Consumed				
Imported	0	0	0	0
Indigenous	100	180509721	100	175002647
<b>Total</b>	<b>100</b>	<b>180509721</b>	<b>100</b>	<b>175002647</b>

38. The Company has given business advances to various companies, co-operative societies and Non-Trading Corporations amongst others. No interest is chargeable on such loans. As the said advances are in the nature of business advance, the Company is of the view that there is no violation of the provision of Section 186 of the Companies Act, 2013.

39. Basic Earnings per share:

[AMT. ₹]

Sr. No.	Particulars	2014-2015	2013-2014
(A)	Calculation of Weighted Average number of Equity Shares of ₹10/- each.		
	Number of shares at the beginning of the year	32655880	32655880
	Total number of shares at the end of the year	32668546	32655880
	Weighted average number of shares outstanding during the year	32664324	32655880
(B)	Net profit after tax available for equity share holders	317074619	415911307
(C)	Basic Earnings per share		
	– Before extra ordinary items	9.71	12.74
	– After extra ordinary items	9.71	12.74

40. Segment Reporting:

- A. The Company has considered business segment as the primary segment for disclosure. Therefore, in the opinion of the Company, there are no different primary segments.
- B. All the projects of the Company are being executed in and around Ahmedabad city only. Therefore, in the opinion of the Company, there are no different geographical segments.

41. Related party disclosures:

1. Parties where control exists:

Shri Ganesh Construction Private Limited  
 Starnet Software (I) Limited  
 Mandar (Thaltej) Complex Private Limited  
 Mitul (Thaltej) Complex Private Limited  
 Vinat Complex Private Limited  
 Madhuram Resorts Private Limited  
 Vishad Complex Private Limited  
 Tarang Realty Private Limited  
 Shahil Infrastructure Private Limited  
 Gamit Builders Private Limited  
 Vyom Realty Private Limited  
 Unmesh Complex Private Limited  
 Shushna Complex Private Limited  
 Tathya Complex Private Limited  
 Viraj Complex Private Limited  
 Milind Complex Private Limited  
 Mihika Buildcon Limited  
 Nilay Realty Private Limited  
 Sanmukh Developers Private Limited  
 Nihal Estate Private Limited  
 Mukur Real Estate Private Limited  
 Vimoh Land Developers Private Limited  
 Shakil Buildwell Private Limited  
 Gaven Construction Private Limited  
 Vardhan Land Developers Private Limited  
 Vibhor Realty Private Limited  
 Ganesh Infrastructure (I) Private Limited  
 Ganeshsagar Infrastructure Private Limited

## Notes Forming Part of Accounts

Martand Estate Private Limited  
 Matang Properties Private Limited  
 Maitrik Buildcon Private Limited  
 Medhbhuti Complex Private Limited  
 Madhuj Realty Private Limited  
 Madhumati Realty Private Limited  
 Tirth Developers Private Limited  
 Malvika Estate Private Limited,  
 Mahavir (Thaltej) Complex Private Limited  
 Sulabh Realty Private Limited  
 Rajratna Infrastructure Private Limited  
 Shardul Buildcon Private Limited  
 Rajnigandha Developers Private Limited  
 Gagan Infrastructure Private Limited  
 Gitanjali Infrastructure Private Limited

Sujan Developers Private Limited  
 Rohini Realty Private Limited  
 Shadval Complex Private Limited  
 Essem Infra Private Limited

**2. Subsidiary**

Yash Organiser Private Limited  
 Gatil Properties Private Limited  
 Maheshwari (Thaltej) Complex Private Limited  
 Shaily Infrastructure Private Limited

**3. Key Management Personnel**

Shri Shekhar G. Patel  
 Shri Dipak G. Patel  
 Smt. Lalitaben G. Patel

(Related parties as identified by the Company and relied upon by the auditors)

Nature of transactions with related parties and aggregate amount of such transactions for each class of related party balance outstanding as on 31/03/2015:

[AMT. ₹]

Nature of Transaction by reporting company	Holding Company	Subsidiaries	Associates	Key Managerial Personnel	Relative of Key Managerial Personnel	Total
Advances	NIL	1936258872	23853790	NIL	NIL	1960112662
	<i>NIL</i>	<i>274884279</i>	<i>19475000</i>	<i>NIL</i>	<i>NIL</i>	<i>294359279</i>
Investment in equity of other group companies	NIL	1932108410	100100	NIL	NIL	1932208510
	<i>NIL</i>	<i>1932108410</i>	<i>100100</i>	<i>NIL</i>	<i>NIL</i>	<i>1932208510</i>
Reimbursement of Exp.	NIL	2029077	36016	NIL	NIL	2065093
	<i>NIL</i>	<i>47334433</i>	<i>6600</i>	<i>NIL</i>	<i>NIL</i>	<i>47341033</i>
Trade payables	NIL	NIL	NIL	0	NIL	0
	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>450000</i>	<i>NIL</i>	<i>450000</i>
Other Current Liability	NIL	428840	11263706	829700	NIL	12522246
	<i>NIL</i>	<i>NIL</i>	<i>11279756</i>	<i>18500900</i>	<i>NIL</i>	<i>29780656</i>
Remuneration to Directors	NIL	NIL	NIL	21000000	NIL	21000000
	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>12000000</i>	<i>NIL</i>	<i>12000000</i>
Expenses (Includes Purchase of land, Directors sitting fees, Travelling & Medical Expenses)	NIL	NIL	NIL	2054335	NIL	2054335
	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>3814482</i>	<i>NIL</i>	<i>3814482</i>
Income-interest Income & Profit on waiver of land right	NIL	NIL	NIL	NIL	NIL	NIL
	<i>NIL</i>	<i>35528610</i>	<i>93309205</i>	<i>NIL</i>	<i>NIL</i>	<i>128837815</i>

\* Figures in italics shown previous year figures.

#### 42. Employees Stock Option Scheme:

The Company introduced the Employees Stock Option Scheme ("ESOP 2010") in accordance with Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. The scheme was approved by the members of the Company at their meeting held on 30/10/2010. The scheme is announced for all permanent employees and non-executive directors, including independent directors of the Company and its subsidiary company / companies. Total grant approved by the Company is 1500000 options which are earmarked and to be granted under the scheme over a period of five years. Under the scheme 998815 equity shares have been granted which shall vest to the employees over a period of five years and 20% each of the above was vested to the employees as on 01/11/2011, 01/11/2012 & 01/11/2013.

As per the scheme the Remuneration and Compensation Committee has granted, vested & exercised options as detailed below:

Details of Options Granted, Exercised and Lapsed:

Particulars	No. of Option Granted 2014-2015	No. of Option Granted 2013-2014
Granted and Outstanding at the beginning of the year	595879	619941
Add: Granted during the Year	0	0
Less: Exercised during the year	12666	0
Less: Lapsed during the year	116487	24062
Granted and Outstanding at the end of the year	466726	595879

Details of Options Vested, Exercisable & Lapsed:

Particulars	No. of Option Vest 2014-2015	No. of Option Vest 2013-2014
Vested, Exercisable and Outstanding at the beginning of the year	357534	247980
Add: Vested during the Year	118084	121803
Less: Exercised during the year	12666	0
Less: Lapsed during the year	112900	12249
Vested, Exercisable and Outstanding at the end of the year	350052	357534

#### 43. The details of business advances given are as follows:

[AMT. ₹]

Name of Company	Balance as on 31/03/2015	Balance as on 31/03/2014
<b>Long Term Business Advances to Co-operative Societies:</b>		
Mahalaxmi Co-op. Housing Society Limited	215613178	514933878
Gannath Co-op. Housing Society Limited	476620	226620
Manilaxmi Co-op. Housing Society Limited	552631	552631
Manilaxmi Co-op. Housing Society Limited. No. 2	0	2280500
Manilaxmi Co-op. Housing Society Limited No. 3	0	2220833
Manilaxmi Co-op. Housing Society Limited No. 4	0	956285
Manilaxmi Co-op. Housing Society Limited No. 5	0	190910
Neha (Memnagar) Co-op. Housing Society Limited	3605000	3605000
Suraj Co-op. Housing & Commercial Society Limited	79567013	79555013
Vardhman Jain Co-op. Housing Society Limited	0	3541909
<b>Total</b>	<b>299814442</b>	<b>608063579</b>

## Notes Forming Part of Accounts

[AMT. ₹]

Name of Company	Balance as on 31/03/2015	Balance as on 31/03/2014
<b>Long Term Business Advances to Non-trading Corporation:</b>		
Gajanand Association	0	1440153
Ganpati Association	0	941603
Namrata Association	0	1517987
Shangrila Association	0	1325637
<b>Total</b>	<b>0</b>	<b>5225380</b>
<b>Long Term Business Advances given to others:</b>		
Ganesh Plantations Limited	2357200	4454603031
Noopur Construction	7500000	7500000
Nisha Construction	7500000	7500000
<b>Total</b>	<b>17357200</b>	<b>4469603031</b>
<b>Short Term Business Advances to Subsidiary Companies:</b>		
Gatil Properties Private Limited	125300000	39850000
Maheshwari (Thaltej) Complex Private Limited	1315510254	109639973
Shaily Infrastructure Private Limited	41895240	34015037
Yash Organiser Private Limited	453553378	91379269
<b>Total</b>	<b>1936258872</b>	<b>274884279</b>
<b>Short Term Business Advances to Group Companies:</b>		
Mahavir (Thaltej) Complex Private Limited	20353790	19475000
Ganeshsagar Infrastructure Private Limited	3500000	0
<b>Total</b>	<b>23853790</b>	<b>19475000</b>
<b>Short Term Business Advances given to others:</b>		
Essem Infra Private Limited	1454165595	0
<b>Total</b>	<b>1454165595</b>	<b>0</b>

44. As per Accounting Standard – 15 “Employee Benefits”, the disclosures as defined in the Accounting Standard are given below:

**Defined Contribution Plans:**

Contribution to defined contribution plans, recognised as expense for the year is as under:

[AMT. ₹]

Particulars	2014-2015	2013-2014
Employer’s contribution to Provident Funds	758797	397840
Employer’s contribution to ESIC	195374	248918

**Defined Benefit Plan:**

The employees' gratuity fund scheme managed by a Trust (Life Insurance Corporation of India) is a defined benefit plan. The present value of obligation is determined on actuarial valuation, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

[AMT. ₹]

	2014-2015	2013-2014
<b>I. Assumptions:</b>		
Discount Rate [Previous]	9.31%	8.25%
Rate of Return on Plan Assets [Previous]	8.70%	8.70%
Salary Escalation [Previous]	7.00%	7.00%
Attrition Rate [Previous]	2.00%	2.00%
Discount Rate [Current]	8.09%	9.31%
Rate of Return on Plan Assets [Current]	8.09%	8.70%
Salary Escalation [Current]	7.00%	7.00%
Attrition Rate [Current]	2.00%	2.00%
<b>II. Table Showing Change in the Present Value of Projected Benefit Obligation:</b>		
Present Value of Benefit Obligation as at the Beginning of the Current Period	10658402	7348350
Interest Cost	992297	606239
Current Service Cost	903076	957738
Transitional Liability Incurred during the Period	0	0
Past Service Cost [Non-vested benefit] Incurred during the Period	0	0
Past Service Cost [Vested Benefit] incurred during the Period	0	0
Liability Transferred in	0	0
(Liability Transferred out)	0	0
(Benefit Paid Directly by the Employer)	0	0
(Benefit Paid from the Fund)	0	(209776)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial assumptions	2187310	0
Actuarial (Gains)/Losses on Obligations - Due to Experience	310098	1955851
<b>Present Value of Benefit Obligation as at the End of the Current Period</b>	<b>15051183</b>	<b>10658402</b>
<b>III. Table of fair value of plan assets:</b>		
Fair Value of Plan Assets at the Beginning of the Period	7812283	6414780
Expected Return on Plan Assets	679669	558086
Contributions	1150000	1015282
Transfer from Other Company	0	0
(Transfer to Other Company)	0	0
(Benefit paid from the Fund)	0	(209776)
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	(9319)	33911
<b>Fair value of Plan Assets at the End of the Period</b>	<b>9632633</b>	<b>7812283</b>
<b>IV. Table of Recognition of Actuarial Gains/Losses:</b>		
Actuarial (Gains)/Losses on Obligation for the Period	2497408	195581
Actuarial (Gains)/Losses on Asset for the Period	9319	(33911)
Subtotal	2506727	1921940
<b>Actuarial (Gains)/Losses Recognized in Income &amp; Expenses Statement</b>	<b>2506727</b>	<b>1921940</b>

## Notes Forming Part of Accounts

	2014-2015	2013-2014
<b>V. Table of Recognition of Transitional Liability:</b>		
Unrecognized Transitional Liability at the Start of the Period	0	0
Transitional Liability Incurred During the Period	0	0
(Transitional Liability Recognized During the Period)	0	0
<b>Unrecognized Transitional Liability at the End of the Period</b>	<b>0</b>	<b>0</b>
<b>VI. Actual Return on Plan Assets:</b>		
Expected Return on Plan Assets	679669	558086
Actuarial gains/(losses) on Plan Assets	(9319)	33911
<b>Actual return on Plan Assets</b>	<b>670350</b>	<b>591997</b>
<b>VII. Amount recognized in the Balance Sheet:</b>		
Fair Value of Plan Assets at the End of the Period	9632633	7812283
(Present Value of Benefit Obligation as at the End of the Period)	(15051183)	(10658402)
Funded Status	(5418550)	(2846119)
Unrecognized Past Service Cost at the End of the Period	0	0
Unrecognized Transitional Liability at the End of the Period	0	0
<b>Net (Liability)/Asset Recognized in the Balance Sheet</b>	<b>(5418550)</b>	<b>(2846119)</b>
<b>VIII. Expenses Recognized in the Income Statement:</b>		
Current Service Cost	903076	957738
Net Interest Cost	312628	606239
(Expected Return on Plan Assets)	0	(558086)
Actuarial (Gains)/Losses	2506727	1921940
Past Service Cost [Non-Vested Benefit] Recognized During the Period	0	0
Past Service Cost [Vested Benefit] Recognized During the Period	0	0
Transitional Liability Recognized During the Period	0	0
<b>Expense Recognized in P&amp;L</b>	<b>3722431</b>	<b>2927831</b>
<b>IX. Balance Sheet Reconciliation:</b>		
Opening Net Liability	2846119	933570
Expense as Above	3722431	2927831
Net Transfer In	0	0
(Net Transfer Out)	0	0
(Benefit Paid Directly by the Employer)	0	0
(Employer's Contribution)	(1150000)	(1015282)
<b>Net liability/(Asset) Recognized in the Balance Sheet</b>	<b>5418550</b>	<b>2846119</b>
<b>X. Other Details:</b>		
No. of Members	122	119
Salary PM	4878314	3610504
Projected Benefit Obligation	15051183	0
<b>Prescribed Contribution for Next Year (12 Months)</b>	<b>4878314</b>	<b>3610504</b>
Notes: Gratuity is payable as per Company's Scheme as detailed in the report. Actuarial gains/ losses are accounted for in the period of occurrence. As the detailed list of investments is not available, expected return is assumed to be earned on risk free investments like PPF. Salary escalation & attrition rate are considered as advised by the Company which we believe is in line with the industry practice considering promotion and demand and supply of the employees.		



	2014-2015	2013-2014
<b>XI. Category of Assets:</b>		
Government of India Assets	0	0
Corporate Bonds	0	0
Special Deposits Scheme	0	0
Equity Shares of Listed Companies	0	0
Property	0	0
Insurer Managed Funds	9632633	7812283
Other	0	0
<b>Total</b>	<b>9632633</b>	<b>7812283</b>
<b>XII. Experience Adjustment:</b>		
On Plan Liability (Gains)/Losses	310098	3498723
On Plan Assets (Losses)/Gains	(9319)	33911

45. In accordance with the provisions of the Schedule II of the Companies Act, 2013 in case of fixed assets which have completed their useful life as at 1<sup>st</sup> April, 2014 the carrying value (net of residual value), after adjusting the tax effect in accordance with the Institute of Chartered Accountants of India pronouncement, as a transitional provision has been written off in the retained earnings of the company or in case of no retained earnings then it has been recognised in the Profit & Loss statement of the company. ₹ 1222371/- is gross written down value of Fixed Assets whose lives have expired as at 1<sup>st</sup> April, 2014 have been adjusted net of tax, in the opening balance of General Reserve amounting to ₹ 825711/-.

As per our report of even date

**For J.M. Parikh & Associates**

Chartered Accountants  
FRN: 118007W

**Kaushal Shah**

Partner  
Membership No. 127379

Place: Ahmedabad  
Date: 30/05/2015

For and on behalf of Board of Directors

**Dipak G. Patel**

Chairman & Whole-time Director  
[DIN: 00004766]

**Nilesh Shah**

Chief Financial Officer

Place: Ahmedabad  
Date: 30/05/2015

**Shekhar G. Patel**

Managing Director  
[DIN: 00005091]

**Priti Jani**

Company Secretary

# Independent Auditors' Report on the Consolidated Financial Statements

To The Board of Directors of:

**GANESH HOUSING CORPORATION LIMITED,**

## **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of GANESH HOUSING CORPORATION LIMITED ('the Company') and its subsidiaries (together referred to as 'the Group') which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Profit and Loss Statement and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An Audit involves performing procedures to obtain Audit Evidence about the amounts and Disclosures in the Consolidated Financial Statements. The procedures selected depend on the Auditor's judgments, including the assessment of risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An Audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## **Opinion**

We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the state of affairs of the Group as at 31st March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), based on the comments in the auditors' reports of the Company and its Subsidiary Companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and beliefs were necessary for the purposes of our audit of the aforesaid consolidated financial statement;
  - b. In our opinion proper books of accounts as required by Law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examinations of those books;
  - c. The Consolidated Balance Sheet, Consolidated Profit and Loss Statement and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Consolidated financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors of the company and its subsidiary companies, none of the directors of the company and its subsidiary companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Group has disclosed the impact of pending litigations as at 31st March, 2015 on its financial position in its consolidated financial statements as referred to in Note No. 28 to the consolidated financial statements.
    - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies during the year ended 31st March, 2015.

**For, J.M. Parikh & Associates**

Chartered Accountants

FRN: 118007W

**Kaushal Shah**

Partner

Membership No.: 127379

Place: Ahmedabad

Date: 30/05/2015

# Annexure to the Independent Auditors' Report

## **Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our Report of even date**

- (i) In respect of fixed assets of the Holding Company and its Subsidiary Companies incorporated in India:
  - (a) The respective entities have maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) All the assets have not been physically verified by the management of the respective entities during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the respective entities and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) In respect of inventories of the Holding Company and its Subsidiary Companies incorporated in India:
  - (a) The respective entities are accounting various construction projects being built by it, as inventory. There is a continuous monitoring of the construction projects. Hence, the question of physical verification of the project does not arise. The question of frequency of verification being reasonable does not arise. In case of Inventory of Raw materials, it has been physically verified during the year by the management of the respective entities. In our opinion, the frequency of verification is reasonable.
  - (b) The question of the procedures of physical verification of inventory followed by the management of the respective entities being reasonable and adequate in relation to the size of the respective entities does not arise considering the nature of inventory.
  - (c) The inventory shown in the accounts of respective entities is in the nature of various construction projects. Hence, normal inventory records associated with manufacturing companies are not being kept. However, the respective entities are maintaining the necessary records to our satisfaction. No discrepancies were noticed on verification between the physical stocks and book records.
- (iii) The respective entities have granted unsecured business advance to companies covered in the Register maintained under section 189 of the Companies Act, 2013. The respective entities have not granted any loan to other party & firm covered in the Register maintained under section 189 of the Companies Act, 2013.
  - (a) The business advances granted by the respective entities are Interest free & repayable on demand. Hence, the question of regular repayment of principal amount & interest does not arise.
  - (b) There is no overdue amount of more than Rs. 1.00 lakh for business advances granted by the respective entities to companies listed in the Register maintained under Section 189 of the Companies Act, 2013, as the business advances are repayable on demand.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the holding company and its subsidiaries and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods & services. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal control system.
- (v) According to the information and explanations given to us, the Holding Company and its Subsidiary Companies have been complied with the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, to the extent applicable.

We are informed by the management of the respective entities that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vi) According to the information and explanations given to us by the management of the respective entities that the cost records maintained by the respective entities pursuant to the rules made by the Central Government of India under sub-section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii)

(a) According to the records of the holding company and its subsidiaries, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues with the appropriate authorities have been generally regularly deposited.

According to the information and explanations given to us no other undisputed amounts payable by the respective entities in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, there are no dues of the respective entities of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Valued Added Tax and Cess, which have not been deposited on account of any dispute other than the following:

Name of Statute	F.Y.	Demand Raised Amt. ₹	Demand Paid Amt. ₹	From where dispute is pending
Income Tax	2006-2007	127343870/-	0/-	ITAT, Ahmedabad
Income Tax	2008-2009	44176840/-	40000000/-	ITAT, Ahmedabad
Income Tax	2008-2009	10331651/-	1000000/-	CIT (Appeal) – 2 Income Tax Authority
Income Tax	2011-2012	20809200/-	1000000/-	CIT (Appeal) – 2 Income Tax Authority

(c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made there under by the respective entities.

(viii) The Group have no consolidated accumulated losses and have not incurred any cash losses on a consolidated basis during the current financial year covered by our audit and in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us the outstanding repayment of the respective entities to a bank and financial institutions at the end of the financial year have been paid by the date of the audit report. The Group has not issued any debentures.

(x) According to the information and explanations given to us, the Group has not given any guarantee for loans taken by others from Banks and Financial Institutions on the date of Balance Sheet. Accordingly, Clause 3(x) of the Companies (Auditor's Report) Order, 2015 is not applicable to the company. The Group has given guarantees to Non Banking Finance Companies for loans taken. However, in our opinion the guarantees given to Non Banking Finance Companies are not in the scope of this clause.

(xi) In our opinion, and according to the information and explanations given to us, the term loans have been applied by the respective entities for the purpose for which they were obtained.

(xii) According to the information and explanations given to us, no fraud on or by the holding company and its subsidiary companies have been noticed or reported during the year, in course of our audit.

**For, J.M. Parikh & Associates**  
Chartered Accountants  
FRN: 118007W

**Kaushal Shah**  
Partner

Place: Ahmedabad  
Date: 30/05/2015

Membership No.: 127379

## Consolidated Balance Sheet as at 31st March, 2015

[AMT. ₹]

Particulars	Note	As at the end of Current Reporting Period 31/03/2015	As at the end of Previous Reporting Period 31/03/2014
<b>I. EQUITY &amp; LIABILITIES</b>			
1. SHAREHOLDERS' FUNDS:			
Share Capital	2	326685460	326558800
Reserve & Surplus	3	6917672739	6462883574
		7244358199	6789442374
2. Minority Interest		925877674	925890393
3. NON CURRENT LIABILITIES:			
Long Term Borrowings	4	980644253	1432761914
Other Long Term Liabilities	5	226203167	237559230
Long Term Provisions	6	1601356	1795680
		1208448776	1672116824
4. CURRENT LIABILITIES:			
Short Term Borrowings	7	941298751	337324545
Trade Payables	8	341711932	248427701
Other Current Liabilities	9	1788042636	2181148115
Short Term Provisions	10	84938220	84905288
		3155991539	2851805649
<b>Total</b>		<b>12534676188</b>	<b>12239255240</b>
<b>II. ASSETS</b>			
1. NON CURRENT ASSETS:			
Fixed Assets			
– Tangible Assets	11	2155970609	595822673
– Intangible Assets	11	1912964	285606
Non Current Investments	12	200100	200100
Deferred Tax Assets (Net)	13	17228884	13912979
Long Term Loans & Advances	14	2063359120	6060303648
		4238671677	6670525006
2. CURRENT ASSETS:			
Inventories	15	2907538424	2803351161
Trade Receivables	16	2656138313	2228584506
Cash & Cash Equivalents	17	217239236	87380670
Short Term Loans & Advances	18	2174515612	328803896
Other Current Assets	19	340572926	120610001
		8296004511	5568730234
<b>Total</b>		<b>12534676188</b>	<b>12239255240</b>
<b>III. Significant Accounting Policies &amp; Notes Forming Part of Accounts</b>	1 to 46		

As per our Report of even date

On behalf of Board of Directors

For J.M. Parikh &amp; Associates

Chartered Accountants

FRN: 118007W

Kaushal Shah

Partner

Mem. No. 127379

Place : Ahmedabad

Date : 30/05/2015

Dipak G. Patel

Chairman &amp; Whole-Time Director

[DIN: 00004766]

Nilesh Shah

Chief Financial Officer

Place : Ahmedabad

Date : 30/05/2015

Shekhar G. Patel

Managing Director

[DIN: 00005091]

Priti Jani

Company Secretary

# Consolidated Statement of Profit & Loss

for the year ended 31st March, 2015

[AMT. ₹]

Particulars	Note	For the Current Reporting Period 2014-2015	For the Previous Reporting Period 2013-2014
<b>I. INCOME:</b>			
Revenue from Operations	20	2512902053	2832139686
Other Income	21	74103399	56530272
<b>Total</b>		<b>2587005452</b>	<b>2888669958</b>
<b>II. EXPENSES:</b>			
Project Expenses	22	1021930887	888312436
Changes in Inventories	23	(84511607)	409930779
Employee Benefit Expenses	24	89712866	76329156
Finance Cost	25	605312119	647338443
Other Expenses	26	161611842	147927873
Depreciation		37265541	28838142
<b>Total</b>		<b>1831321648</b>	<b>2198676829</b>
<b>III. PROFIT BEFORE TAX</b>		<b>755683804</b>	<b>689993129</b>
<b>IV. Less: CURRENT TAX EXPENSES:</b>			
Income Tax		(205600000)	(146725000)
Welath Tax		(294000)	(272228)
Deferred Tax		2919245	(32552511)
Excess/short prov. of Income Tax of earlier years W/off.		(661490)	(9347614)
Excess/short prov. of Wealth Tax of earlier years W/off.		0	36906
		(203636245)	(188860447)
<b>V. PROFIT AFTER TAX (Before Adjustment For Minority Interest)</b>		<b>552047559</b>	<b>501132682</b>
Add/(Less):-Share of Profit/(loss) Transferred to Minority Interest		12719	(2026916)
Profit After Tax (After adjustment for Minority Interest)		<b>552060278</b>	<b>499105766</b>
<b>VI. BASIC &amp; DILUTED EARNING PER SHARE [In ₹]</b>	<b>39</b>		
– Before extra ordinary items		16.90	15.28
– After extra ordinary items		16.90	15.28
<b>VII. Significant Accounting Policies &amp; Notes Forming Part of Accounts</b>	<b>1 to 46</b>		

As per our Report of even date

**For J.M. Parikh & Associates**

Chartered Accountants

FRN: 118007W

**Kaushal Shah**

Partner

Mem. No. 127379

Place : Ahmedabad

Date : 30/05/2015

On behalf of Board of Directors

**Dipak G. Patel**

Chairman &amp; Whole-Time Director

[DIN: 00004766]

**Nilesh Shah**

Chief Financial Officer

Place : Ahmedabad

Date : 30/05/2015

**Shekhar G. Patel**

Managing Director

[DIN: 00005091]

**Priti Jani**

Company Secretary

# Consolidated Cash Flow Statement

for the Year 2014-2015

[AMT. ₹]

Particulars	2014-2015		2013-2014	
<b>A. Cash Flow From Operating Activities:</b>				
Net Profit Before Tax And Previous Year 's Figures		755683804		689993129
Less: Proposed Dividend & Dividend Tax		101920869		98679048
Total		653762935		591314081
Add: Provision For Taxes of Previous Year Now Written Back	(661490)		(9310708)	
Add: Deferred Tax	2919245		(32552511)	
		2257755		(41863219)
Net Profit After Tax		656020690		549450862
Add/Less Adjustments For				
Depreciation	37265541		28838142	
Provision For Taxation	(205600000)		(146725000)	
Provision For Wealth Tax	(294000)		(272228)	
Interest Expenses	605312119		647338443	
Employees Stock option scheme	2511623		7997384	
Interest Income	(5740563)		(2615993)	
		433454720		534560748
<b>Operating Profit Before Working Capital Changes</b>		<b>1089475410</b>		<b>1084011610</b>
Add/Less Adjustments For				
Inventories	(104187263)		397939264	
Trade And Other Receivables	(427553807)		102140401	
Other Current Assets	47970692		193341504	
Trade Payables	93284231		39449240	
Other Current Liabilities & Short term Provision	(294393499)		(212011907)	
Other Long Term Liabilities	(11356063)		(449554)	
Long Term Provisions	(194324)		(109185)	
Increase In Deferred Tax Assets	(2919245)		32552511	
		(699349278)		552852274
Taxes Paid (Net)	(267933617)		(145823944)	
Cash Generated From Operations		(967282895)		407028330
<b>B. Cash Flow From Investing Activities:</b>				
Purchase Of Fixed Assets	(1631121457)		(63939727)	
Capital Work In Progress	0		58766056	
Sale Of Fixed Assets	30858251		55315957	
Investments Made	0		(96000)	
Movement In Loans & Advances	2151232812		(424497032)	
Interest Received	5740563		2615993	
Net Cash Used In Investing Activities		556710169		(371834753)



[AMT. ₹]

Particulars	2014-2015		2013-2014	
<b>C. Cash Flow From Financing Activities:</b>				
Proceeds From Share Capital	126660		0	
Proceeds From Security Premium	2963844		0	
Proceeds From Long Term Borrowings	(452117661)		(647026793)	
Proceeds From Short Term Borrowings	603974206		104243445	
Interest Paid	(605312119)		(647338443)	
Dividend Paid (Including Dividend Distribution Tax)	(98679048)		(53134873)	
Net Cash Used In Financing Activities		(549044118)		(1243256664)
<b>Net Increase In Cash And Cash Equivalents</b>		<b>129858566</b>		<b>(124051477)</b>
<b>Cash And Cash Equivalents As At 01-04-2014 (Opening Balance)</b>		<b>87380670</b>		<b>211432147</b>
<b>Cash And Cash Equivalents As At 31-03-2015 (Closing Balance)</b>		<b>217239236</b>		<b>87380670</b>

As per our Report of even date

**For J.M. Parikh & Associates**

Chartered Accountants

FRN: 118007W

**Kaushal Shah**

Partner

Mem. No. 127379

Place : Ahmedabad

Date : 30/05/2015

On behalf of Board of Directors

**Dipak G. Patel**

Chairman &amp; Whole-Time Director

[DIN: 00004766]

**Nilesh Shah**

Chief Financial Officer

Place : Ahmedabad

Date : 30/05/2015

**Shekhar G. Patel**

Managing Director

[DIN: 00005091]

**Priti Jani**

Company Secretary

# Consolidated Notes Forming Part of Accounts

## 1. SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS:

### 1.1. NATURE OF OPERATION:

The parent company is engaged in the business of construction of Residential, commercial and infrastructure projects.

### 1.2. BASIS OF PREPARATION:

The consolidated financial statements relate to Ganesh Housing Corporation limited, and its subsidiaries namely Gatil Properties Private Limited, Yash Organiser Private Limited, Maheshwari (Thaltej) Complex Private Limited & Shaily Infrastrucure Private Limited. The accounting policies have been consistently applied by the company.

### 1.3. PRINCIPLES OF CONSOLIDATION:

The Consolidated Financial Statements have been prepared on the following basis:

The financial statements of the Parent Company & its Subsidiary Companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income & expenses after fully eliminating intra group balances & intra group transactions resulting in unrealized profits or losses, if any, as per Accounting Standard – 21, Consolidated Financial Statements, issued by The Institute of Chartered Accountants of India.

A. The financial statements of the subsidiary companies are drawn for the same period as that of the Parent Company i.e. year ended March 31, 2015. These statements have been prepared to meet the requirement of Clause 32 of the listing agreement with the stock exchange and sub section (3) of section 129 of the Companies Act, 2013.

B. The amount invested by the company in second subsidiary company is less than the proportionate value of Share Capital and Reserves & Surplus of the said company. The difference is recognized as Capital Reserve.

The goodwill of one subsidiary company and capital reserve of another subsidiary company are netted off and the balance amount is shown as Capital Reserve under the head Reserves & Surplus in the Consolidated Balance Sheet.

### C. List of the Domestic Subsidiaries considered for consolidation.

Sr No	Name Of Company	Nature of Relationship	Country of Incorporation	Extent of Holding/Voting Power (%) as on March 31, 2015.
1.	Yash Organiser Pvt Ltd	Subsidiary	India	100 %
2.	Gatil Properties Pvt. Ltd.	Subsidiary	India	69.10%
3.	Maheshwari (Thaltej) Complex Private Limited	Subsidiary	India	100%
4.	Shaily Infrastructure Private Limited	Subsidiary	India	51%

D. As far as possible, the Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions & other events in similar circumstances & are presented to the extent possible, in the same manner as the Parent Company's separate financial statements. Differences, if any, in the accounting policies have been disclosed separately.

### 1.4. MINORITY INTEREST:

A. Minority Interest's share of net profit/loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the company.

B. Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the company's shareholders.

### 1.5. OTHER SIGNIFICANT ACCOUNTING POLICIES:

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

[AMT. ₹]

Particulars	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 2 SHARE CAPITAL</b>		
<b>Authorised:</b>		
5,00,00,000 (Previous year 5,00,00,000) Equity Shares of ₹ 10/- each	500000000	500000000
	<b>500000000</b>	<b>500000000</b>
<b>Issued, Subscribed and Paid Up Capital:</b>		
3,26,68,546 (Previous year 3,26,55,880) Equity shares of ₹ 10/- each fully paid up	326685460	326558800
<b>Total</b>	<b>326685460</b>	<b>326558800</b>

**Note :**

- The reconciliation of number of shares at the beginning of the year and at the close of the year is set out below:

Particulars	As at 31/03/2015	As at 31/03/2014
Equity shares at the beginning of the year	32655880	32655880
Add: Shares issued on exercise of Employee Stock Options	12666	0
Equity shares at the end of the year	32668546	32655880

- The Statement of Shareholders Holding More Than 5% Equity Shares of The Company:

Particulars	As at 31/03/2015		As at 31/03/2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Dipakkumar G. Patel	6229117	19.07	6229117	19.08
Shekhar G. Patel	6994390	21.41	6994390	21.42
Lalitaben G. Patel	4553456	13.94	4553436	13.94
Reliance Capital Trustee Company Ltd., account Reliance Growth Fund	2415583	7.39	1953275	5.98

- Right, Preferences and Restrictions attached to shares:

The company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

- For details of shares reserved for issue under the employee stock option[ESOP] scheme of the company, please refer Note No. 42.

## Consolidated Notes Forming Part of Accounts

[AMT. ₹]

PARTICULARS	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 3 RESERVES &amp; SURPLUS</b>		
<b>(a) Security Premium</b>		
Balance As Per Last Balance Sheet	2450140000	2450140000
Add: Addition During The Year	2963844	0
	2453103844	2450140000
<b>(b) General Reserve</b>		
Balance As Per Last Balance Sheet	501561000	459561000
Less: Adjustment Relating To Fixed Assets [Refer Note No. 44]	(825711)	0
Add: Transfer from Profit & Loss Statement	1000000	42000000
	501735289	501561000
<b>(c) Employees' Stock Option outstanding</b>	34070998	43499167
Less: Deferred Employees' Compensation	5459626	17399418
	28611372	26099749
<b>(d) Capital Reserve</b>		
Balance As Per Last Balance Sheet	139046972	171180251
Add : Adjustment due to subsidiary	0	(32133279)
	139046972	139046972
<b>(e) Profit &amp; Loss</b>		
Balance As Per Last Balance Sheet	3346035853	2987609135
Add: Transfer from Profit & Loss Statement	552060278	499105766
	3898096131	3486714901
Less: Appropriation:		
Transferred to General Reserve	1000000	42000000
Proposed dividend on Equity Shares [Dividend per Share ₹ 2.60 (Pre. Yr. ₹ 2.60)]	84938220	84905288
Tax on dividend	16982649	13773760
	102920869	140679048
	3795175262	3346035853
<b>Total</b>	<b>6917672739</b>	<b>6462883574</b>
<b>NOTE - 4 LONG TERM BORROWINGS</b>		
<b>Secured:</b>		
<b>(A) Term Loans:</b>		
(I) From Banks	0	211764134
(II) From Others	967972905	1219053343
	967972905	1430817477
<b>(B) Vehicle Loans:</b>		
(I) From Banks	12671348	1944437
	12671348	1944437
<b>Total</b>	<b>980644253</b>	<b>1432761914</b>

[Refer note no. 33 for security details]

Maturity Profile of Secured Term Loans are as set out below:

Maturity Profile:	2015-16	2016-17	2017-18	2018-19 & Beyond
Term Loans from Banks	244422833	11166195	1505153	0
Term Loans from Others	1254973408	572822569	310109862	85040474

[AMT. ₹]

PARTICULARS	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 5 OTHER LONG TERM LIABILITIES</b>		
Statutory liabilities		226203167
<b>Total</b>	<b>226203167</b>	<b>237559230</b>
<b>NOTE - 6 LONG TERM PROVISION</b>		
Provision for Employees' Benefits:		
– Provision for Gratuity		1795680
<b>Total</b>	<b>1601356</b>	<b>1795680</b>
<b>NOTE - 7 SHORT TERM BORROWINGS</b>		
<b>SECURED:</b>		
Loan From:		
– Bank	56409433	99920889
– Other	107263332	0
[Refer note no. 33 for security details]		
		163672765
<b>UNSECURED &amp; REPAYABLE ON DEMAND:</b>		
Intercorporate loan:		
(i) From Related Parties - Group Companies	579000	579000
(ii) From others companies	685646986	42154082
		686225986
Loan from others:		
– From Related Parties - Directors	91400000	89900000
Loan from others	0	104770574
<b>Total</b>	<b>91400000</b>	<b>194670574</b>
<b>Total</b>	<b>941298751</b>	<b>337324545</b>
Note:- All unsecured loans are repayable on demand. As they are repayable on demand, they are shown as short term borrowing.		
<b>NOTE - 8 TRADE PAYABLES</b>		
Micro, Small & Medium Enterprise		0
Others		248427701
<b>Total</b>	<b>341711932</b>	<b>248427701</b>

## Consolidated Notes Forming Part of Accounts

[AMT. ₹]

PARTICULARS	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 9 OTHER CURRENT LIABILITIES</b>		
Current maturities of Secured long term debts	1499396241	1804383524
Interest Accrued but not due	0	8303038
Unpaid / Unclaimed Dividends	12898851	10725144
(Liability towards Investors Education and Protection Fund u/s 205C of the Companies Act, 1956 not due)		
Other Payables *	193213528	139598937
Booking advance received from customers	82534016	218137472
<b>Total</b>	<b>1788042636</b>	<b>2181148115</b>
* Includes Statutory Dues, Retention money of Suppliers, Unpaid Expenses, credit balance of bank due to reconciliation & Members Maintenance Charges & Deposits.		
<b>NOTE - 10 SHORT TERM PROVISION</b>		
Proposed Dividend	84938220	84905288
<b>Total</b>	<b>84938220</b>	<b>84905288</b>

## NOTE - 11 FIXED ASSETS

[AMT. RS.]

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2014	Addition during the year	Deduction during the year	As at 31-03-2015	As at 01-04-2014	Depreciation/amortisation during the year	Adjustment during the year*	Deduction during the year	As at 31-03-2015	As at 31-03-2014
<b>Tangible Assets:</b>										
Land	343550033	1583982400	0	1927532433	0	0	0	0	1927532433	343550033
Office Premises	189529840	6598440	22281196	173847084	22077220	7766228	0	1168599	28674849	145172235
Plant & Machinery	12110574	0	5624770	6485804	3701175	1122617	0	885664	3938128	2547676
Furniture & Fixtures	50862592	139553	0	51002145	14928465	10170729	0	0	25099194	25902951
Vehicles	46368308	37155859	15808168	67715999	27409715	10760715	943	10817851	27353522	40362477
Office Equipments	29050788	191470	33075	29209183	10137468	5707218	28807	16844	15856649	13352534
Computer	7445778	385505	0	7831283	4841197	697162	1192621	0	6730980	1100303
<b>Total - A</b>	<b>678917913</b>	<b>1628453227</b>	<b>43747209</b>	<b>2266746549</b>	<b>83095240</b>	<b>36224669</b>	<b>1222371</b>	<b>12888958</b>	<b>107653322</b>	<b>2155970609</b>
Previous Year	690904693	63537297	75524077	678917913	75694481	27608879	0	20208120	83095240	595822673
<b>Intangible Assets:</b>										
Software	454388	2668230	0	3122618	168782	1040872	0	0	1209654	1912964
<b>Total - B</b>	<b>454388</b>	<b>2668230</b>	<b>0</b>	<b>3122618</b>	<b>168782</b>	<b>1040872</b>	<b>0</b>	<b>0</b>	<b>1209654</b>	<b>1912964</b>
Previous Year	3526996	402430	3475038	454388	2414557	1229263	0	3475038	168782	285606
<b>Grand Total [A+B]</b>	<b>679372301</b>	<b>1631121457</b>	<b>43747209</b>	<b>2266746549</b>	<b>83264022</b>	<b>37265541</b>	<b>1222371</b>	<b>12888958</b>	<b>108862976</b>	<b>2157883573</b>
Previous Year	694431689	63939727	78999115	679372301	78109038	28838142	0	23683158	83264022	596108279

\* Refer Note No. 44

[AMT. ₹]

Particulars	As at 31/03/2015	As at 31/03/2014
<b>NOTE - 12 NON CURRENT INVESTMENTS</b>		
<b>Trade Investments:</b>		
<b>Quoted &amp; Fully paid up:</b>		
1430.411 (Pre.Yr. 1430.411)		
Units of Canara Robeco Mutual Fund	100000	100000
<b>Unquoted &amp; Fully paid up:</b>		
In Equity Instruments of:		
(i) Group Companies:		
10 Equity Shares (Pre. Yr. 10) of ₹ 10/- each		
Sarnet Software (India) Ltd.	100	100
10,000 Equity Shares (Previous year 10,000) of ₹ 10/- each in Ganesh Infrastructure (India) Pvt Ltd.	100000	100000
		100100
		100100
<b>Total</b>	<b>200100</b>	<b>200100</b>
Market Value of Quoted Investments as on		140237
Cost as on		100000
<b>NOTE - 13 DEFERRED TAX ASSETS (NET)</b>		
<b>Deferred Tax Assets:</b>		
Timing Difference		
Disallowances under the Income Tax Act, 1961	27583972	19009456
Total - A	27583972	19009456
<b>Deferred Tax Liabilities:</b>		
Timing Difference		
Related to Fixed Assets	10355088	5096477
Total - B	10355088	5096477
Total A - B = Net Deferred Tax Assets	17228884	13912979
<b>NOTE - 14 LONG TERM LOANS &amp; ADVANCES</b>		
[UNSECURED, CONSIDERED GOOD]		
Business Advances to Co-Operative Societies	299814442	610288789
Business Advances to Non Trading Corporation	0	5225380
Business Advances to Others	1763544678	5442689479
[Refer note no. 43]		2063359120
Advance for purchase of Land		0
		2100000
<b>Total</b>	<b>2063359120</b>	<b>6060303648</b>
<b>NOTE - 15 INVENTORIES</b>		
INVENTORIES (As taken, valued & certified by Management)		
Raw-Materials	31667171	11991515
Work-In-Process - (Construction Projects)	2875871253	2791359646
<b>Total</b>	<b>2907538424</b>	<b>2803351161</b>

## Consolidated Notes Forming Part of Accounts

[AMT. ₹]

Particulars		As at 31/03/2015	As at 31/03/2014
<b>NOTE - 16 TRADE RECEIVABLES</b>			
[UNSECURED, CONSIDERED GOOD]			
– More than Six Months		1594914698	558837243
– Others		1061223615	1669747263
<b>Total</b>		<b>2656138313</b>	<b>2228584506</b>
<b>NOTE - 17 CASH &amp; CASH EQUIVALENTS</b>			
Cash on hand		3254102	2693254
Balances with Banks:			
In other accounts	201085757		73961615
In unpaid dividend account	12899377		10725801
		213985134	84687416
<b>Total</b>		<b>217239236</b>	<b>87380670</b>
<b>NOTE - 18 SHORT TERM LOANS &amp; ADVANCES</b>			
[UNSECURED, CONSIDERED GOOD]			
Business Advances to related parties:			
– Group Company	23853790		19475000
[Refer Note No. 43]		23853790	19475000
Advances for Purchase of Land:			
– to Related Parties	4138167		4138167
– to Others	16912410		9412410
		21050577	13550577
Business Advances to Others [Refer Note No. 43]		2100398619	271498088
Advances to Others #		29212626	24280231
# Includes staff loan, prepaid expenses & reimbursement.			
<b>Total</b>		<b>2174515612</b>	<b>328803896</b>
<b>NOTE - 19 OTHER CURRENT ASSETS</b>			
Advance to Suppliers		28220618	24426522
Service Tax recoverable from members		4066539	5872712
Electricity, AUDA, Legal charges receivable for residential projects		191155403	47502558
Registration deposit		1133876	2038246
Service Tax (Input)		45839523	21587164
Advance payment of Income Tax, TDS & WT	1025087735		757154118
Less: Provision for Wealth Tax	1423119		1129119
Provision for Income Tax	953507649		736842200
		954930768	737971319
		70156967	19182799
<b>Total</b>		<b>340572926</b>	<b>120610001</b>



[AMT. ₹]

Particulars	Year ended 31/03/2015		Year ended 31/03/2014
<b>NOTE - 20 REVENUE FROM OPERATIONS</b>			
Sales		2390628512	2169758920
Works Contract Income		122273541	662380766
<b>Total</b>		<b>2512902053</b>	<b>2832139686</b>
<b>NOTE - 21 OTHER INCOME</b>			
Interest income:			
– from Banks	5581185		2001311
– from Others	159378		614682
		5740563	2615993
Income from commission on home loans		136059	314837
Income from Sale of Scrap		400000	300000
Profit on sale of Fixed Assets		40004330	20802879
Stock Tranferred to Fixed assets		6598440	2388046
Miscellaneous Income		11468997	22956630
Sundry Balances written off		2788995	5333316
Previous year Income		6966015	1818571
<b>Total</b>		<b>74103399</b>	<b>56530272</b>
<b>NOTE - 22 PROJECT EXPENSES</b>			
Architect Fee		3981250	0
Carting Exp		1840657	550750
Electric Exp.		10983572	7780815
Labour Exp.		56015228	84137774
Land transferred from Fixed Assets		0	46226182
Land Exp.		1164336	0
Machinery Rent		697047	773558
Material Testing Charges		0	171100
Previous Year Material Purchase Exp.		0	534719
Professional Charges		5630615	1556640
Raw Material Consumed		180509721	175002647
Repairs & Maintenance Exp.		216864	117988
Site Exp.		1842477	1653159
Site Office Exp.		371850	470586
Site Security Exp.		4683070	4895857
Works Contract Expenses		450007473	341270286
Expenses of construction of Mall		0	1898328
Expenses of construction of Township		9004730	36261550
Expenses of construction of Corporate Park		191432457	132539630
Expenses of construction of Bungalows-Rajasthan		103549540	52470867
<b>Total</b>		<b>1021930887</b>	<b>888312436</b>

## Consolidated Notes Forming Part of Accounts

[AMT. ₹]

Particulars	Year ended 31/03/2015		Year ended 31/03/2014
<b>NOTE - 23 CHANGES IN INVENTORIES</b>			
<b>Closing Stock:</b>			
Stock of WIP		2875871253	2791359646
		2875871253	2791359646
<b>Less: Opening Stock:</b>			
Stock of WIP		2791359646	3201290425
		2791359646	3201290425
(Increase)/Decrease in stock		(84511607)	409930779
<b>Total</b>		<b>(84511607)</b>	<b>409930779</b>
<b>NOTE - 24 EMPLOYEE BENEFIT EXPENSES</b>			
Salary, Allowances & Bonus Expenses		61961940	53783420
Directors' Remuneration		21000000	12000000
Contribution to Provident Fund & ESIC		984679	657080
Contribution to Gratuity Fund		955676	984285
Staff Welfare Expenses		747479	547491
Director's Medical Exp.		626851	359496
Employees' Compensation Exp.		3436241	7997384
<b>Total</b>		<b>89712866</b>	<b>76329156</b>
<b>NOTE - 25 FINANCE COST</b>			
Bank Charges	149006		72268
Loan Processing Charges	22718980		23034191
		22867986	23106459
<b>Interest to:</b>			
– Banks	74378013		75932422
– Others	494939717		541864039
– Late payment of taxes	10988824		5536723
Finance Charges	2137579		898800
		582444133	624231984
<b>Total</b>		<b>605312119</b>	<b>647338443</b>

[AMT. ₹]

Particulars	Year ended 31/03/2015	Year ended 31/03/2014
<b>NOTE - 26 OTHER EXPENSES</b>		
<b>Administrative &amp; Other Expenses:</b>		
Appeal Fees	13000	12000
Audit Fees	1075500	791854
Miscellaneous Exp.	3935	13370
Computer Consumable	327970	384608
Conveyance Expenses	283609	580558
C.S.R. Expenses	12264317	0
Postage & Courier Charges	746064	222171
Depository & Share Transfer Agent Exp.	397525	328900
Donation	927000	2167750
Electric Expenses	4493582	3852734
Filing Fees	66730	22985
Insurance Expenses	576069	1851431
Internet & Website Expenses	1005242	713039
Legal Expenses	2407954	593155
Loss on sale of Fixed assets	26631	2430054
Mobile Phone Exp.	1005445	985334
Motor-Car Exp.	3010661	3515239
Municipal Tax	4159392	4243590
Office & Office Maintenance Expenses	3156758	5434057
Penalty	322400	191830
Previous Year Expenses	214674	591433
Professional Fees	21022550	27909132
Professional Tax	12000	9600
Religious Expenses	89995	89880
Repair & Maintenance Expenses	6492072	5101874
Security Service Charges	3384539	4095677
Service Tax on home loan commission income	55734	0
Service Tax of earlier year	0	633436
Site Maintenance Expenses	10244160	4821384
Sitting Fees - Directors	185300	144100
Stationery, Printing, Typing & Xerox Expenses	1112371	1861187
Sundry balances written off	1370110	26748714
Telephone Exp.	159040	157893
Tender Fee	0	1000
Tractor Repairing Charges	0	99054
Travelling Exp.	3440920	4659812
VAT Expenses of earlier year	0	174879
VAT Expenses	8463458	7976432
		92516707
<b>Marketing Expenses:</b>		
Advertisement Expenses	47861804	8321325
Brochure Exp.	2188545	3474477
Brokerage Exp.	3784426	6093142
Sales Promotion Exp.	11260360	9908785
Sponsorship Charges	4000000	6719998
		69095135
<b>Total</b>	<b>161611842</b>	<b>147927873</b>

## Consolidated Notes Forming Part of Accounts

27. Corresponding figures of the previous year have been regrouped to confirm with this year's classification wherever necessary.

### 28. CONTINGENT LIABILITIES:

- A. For the Asst. Year 2007-2008 the Assessing officer assessed the income of the company and raised a demand of ₹ 127343870/-. Aggrieved by this order the company went in to Appeal with CIT (Appeal) – VIII. The decision of the CIT (Appeal) came in favour of the company. Against this order the Income Tax Department went in to the ITAT and the company has also filed cross objection. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- B. For the Asst. Year 2009-2010 the Assessing officer assessed the income of the company and raised a demand of ₹ 44176840/-. Against this the company has already paid ₹ 40000000/- during the F.Y. 2012-13. Aggrieved by this order the company went in to Appeal with CIT (Appeal) – VIII and CIT (Appeals)-VIII has passed an order giving the part relief in favour of the company by deleting additions. Against the Order of CIT (Appeals), Income Tax department and the company has filed an appeal before Income Tax Appellate Tribunal Ahmedabad. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- C. During the year Income Tax department has reopened the case for A.Y.2009-10 and has passed the order u/s 143(3) r.w.s 147 of the Act and has raised the demand of ₹ 1,03,31,651/-. The company has paid ₹ 10,00,000/- against said demand. The company has preferred an appeal before CIT (Appeals) - 2 Ahmedabad. The said appeal is pending before CIT (Appeals) - 2 Ahmedabad.
- D. For the Asst. Year 2012-2013 the Assessing officer assessed the income of the company and raised a demand of ₹ 2,08,09,200/-. The company has paid ₹ 10,00,000/- against said demand. Aggrieved by this order the company went in to Appeal with CIT (Appeals) - 2 and said appeal is pending before CIT (Appeals) -2 Ahmedabad.
- E. The Company has given a guarantee for a Term Loan taken by its subsidiary company. viz, Maheshwari (Thaltej) Complex Private Limited to the tune of ₹ 60.00 crores from an NBFC. The outstanding balance as on 31<sup>st</sup> March, 2015 is ₹ 25.28 crores.
- F. The Company has given a guarantee for a Term Loan taken by its subsidiary company. viz, Yash Organiser Private Limited to the tune of ₹ 12.00 crores from an NBFC.
- G. The Company has given a guarantee for Non Convertible Debentures issued by Mahavir (Thaltej) Complex Private Limited to the tune of ₹ 26.04 crores. The outstanding balance as on 31<sup>st</sup> March, 2015 is ₹ 13.58 crores.
- H. The Company has given a guarantee for Non Convertible Debentures issued by Essem Infra Private Limited to the tune of ₹ 225.00 crores. The trustees for the said NCD are IDBI Trusteeship Services Limited in whose name the guarantee is given.
- I. The subsidiary company Gatil Properties Private Limited has mortgaged & secured a charge on a part of its land for Non Convertible Debentures of ₹ 225.00 crores issued by the group company Essem Infra Private Limited. The company has also given its corporate guarantee for the said NCD.
- J. The subsidiary company Maheshwari (Thaltej) Complex Private limited has given Corporate guarantee to Capital First Limited, for loan amounting to ₹ 40/- crores obtained by Ganesh Housing Corporation Limited, a holding company. Necessary formalities are complied with. The outstanding balance as on 31<sup>st</sup> March, 2015 is ₹ 16,68,67,962/-.
- K. The subsidiary company Maheshwari (Thaltej) Complex Private limited has given Corporate guarantee to DMI Finance Limited, for loan amounting to ₹ 20/- crores obtained by Ganesh Housing Corporation Limited, a holding company. The said term loan is also secured by way of 2<sup>nd</sup> charge on receivables of the company and has a 2<sup>nd</sup> right of escrow over receivables received by the company from its customers. Necessary formalities are complied with.
- L. The subsidiary company Maheshwari (Thaltej) Complex Private limited has given Corporate guarantee to IDBI Trusteeship Services Private Limited, for NCD amounting to ₹ 225/- crores issued by Essem Infra Private Limited, a group company. The said NCD amongst other securities is also secured by 2<sup>nd</sup> charge over the assets of Magnet Corporate Park owned by the company and 3<sup>rd</sup> charge over the receivables of the company. Necessary formalities are complied with.
- M. The subsidiary company Shaily Infrastructure Private Limited has mortgaged its unsold residential units of its Madhuban Hills project and created hypothecation on receivables for a loan taken by its holding company Ganesh Housing Corporation Limited & fellow subsidiary company Maheshwari (Thaltej) Complex Private Limited. The company has given its corporate guarantee for the above loan

29. The Company has carefully considered the impact of Accounting Standard – 28 pertaining to Impairment loss. As the recoverable amount of assets is higher than the WDV of its Fixed Assets no provision is made for impairment of Assets.
30. Balance of Long Term & Short Term Borrowings, Trade Payables, Trade Receivables and Loans and Advances are subject to confirmation.
31. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.
32. Payment to auditors:

[AMT. ₹]

Sr. No.	Particulars	2014-2015	2013-2014
1	As Auditors	1174723	887644
2	Tax Audit Fees	485958	480901
3	For Certification & other Work etc.	434832	340730
	<b>Total</b>	<b>2095513</b>	<b>1709275</b>

33. The details of security offered for the secured loans taken are as follows:

A. Loan from Karnataka Bank Limited:

Charge secured by equitable mortgage of immovable property of group company and corporate guarantee of the group company and personal guarantee of two promoter directors of the company and hypothecation of construction raw-materials acquired by the company.

B. Loan from Canara Bank:

Charge secured by equitable mortgage of immovable property of group companies and corporate guarantee of the group companies and personal guarantee of two promoter directors of the company.

C. Loan from SIDBI:

Charge secured by equitable mortgage of piece & parcel of land along with structures of shops thereon of the company and corporate guarantee of the company and personal guarantee of two promoter directors of the company.

D. Loan from Reliance Home Finance Ltd.:

Charge secured by mortgage of immovable property and interest thereon of the company and hypothecation of receivables, outstanding moneys and claims, all rights, titles, interest, claims, benefits,

demands and escrow account of one project etc of the company and personal guarantee of two promoter directors of the company.

E. Loan from Capital First Ltd.:

Charge secured by mortgage of immovable property and interest thereon and hypothecation of receivables, book debts, outstanding moneys and claims, escrow accounts of two projects, etc of the company and its subsidiary company, pledge of shares of three promoters of the company, personal guarantee of three promoter directors of the company and corporate guarantee/security of subsidiary company.

F. Loan from IFCI Ltd.:

Charge secured by mortgage of immovable property and interest thereon of the group company & co-operative society, pledge of shares and personal guarantee of promoter directors of the company.

G. Loan from SREI Equipment Finance Ltd.:

Charge secured by mortgage of immovable property of the promoter directors of the company and hypothecation of equipments of the company & personal guarantee of two promoter directors of the company.

H. Loan from DMI Finance Pvt. Ltd.:

Charge secured by mortgage of immovable property and interest thereon of the group company and corporate guarantee of the group company and hypothecation of receivables, book debts and escrow account of one of the project of subsidiary company and personal guarantee of two promoter directors of the company.

I. Loan from Religare Finvest Ltd.:

Charge secured by mortgage of Immovable Property of the group company and co-operative society and hypothecation of unsold area, receivables, escrow account, etc. of one of the project of the Company.

J. Loan from Religare Housing Development Finance Corporation Ltd.:

Charge secured by mortgage of Immovable Property of the group company and hypothecation of receivables, escrow account, etc. of two projects of the Company.

K. Loan from IFCI Ventures Funds Ltd.:

Charge secured by mortgage of immovable property and interest thereon of the group company and corporate guarantee of the group company and personal guarantee of two promoter directors of the company.

## Consolidated Notes Forming Part of Accounts

- L. Loans in respect of Vehicles are secured by the hypothecation of the vehicles financed through the loan agreement. viz. Motor Cars.
- M. Loan from Capital First Ltd. taken by subsidiary company Maheshwari (Thaltej) Complex Private limited:

Charge secured by mortgage of unsold unit of Magnet Corporate Park Project of the company & Madhuban Hills project of the associate company and charge on receivables from sold and unsold unit of these two projects and pledge of 20.00 lacs equity shares of holding company Ganesh Housing Corporation Limited which are held by promoter directors of holding company and personal guarantee of promoter directors of the company & corporate guarantee of the holding company and group company.

- N. Loan from Reliance Home Finance Limited taken by subsidiary company Yash Organiser Private Limited:

Charge secured by mortgage of immovable property & Trade Receivables of one of the project of the holding company and personal guarantee of two promoter directors of the company.

34. Based on the information available with the Company, there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31st 2015. Hence, the information as required under the Micro, Small and Medium Enterprises Development Act, 2006 is not disclosed.

35. The information required as per para 5 (viii) (a) of part II of schedule III of the Companies Act, 2013 regarding information about the value of imports calculated on CIF basis, in respect of imported raw materials, components & spare parts and capital goods is ₹ NIL.

36. The information required as per para 5 (viii) (b), (d) & (e) of part II of schedule III of the Companies Act, 2013 regarding expenditure in foreign currency, the dividend remitted in foreign currency and earning in foreign exchange are as follows:

Earning in Foreign Currency:

[AMT. ₹]

Sr. No.	Particulars	2014-2015	2013-2014
1	Booking of Residential Property	18342829	323613
	<b>Total</b>	<b>18342829</b>	<b>323613</b>

Expenditure in Foreign Currency:

[AMT. ₹]

Sr. No.	Particulars	2014-2015	2013-2014
1	Foreign Travelling Exp.	538359	1333252
2	Directors Medical Expenses	617071	0
	<b>Total</b>	<b>1155430</b>	<b>1333252</b>

37. The information required as per para 5 (viii) (c) of part II of schedule III of the Companies Act, 2013 regarding information about the total value of imported raw materials, spare parts & components consumed and the total value of indigenous raw-materials, spare parts & components consumed and percentage of each to the total consumption are as follows:

#### RESIDENTIAL PROJECTS

[AMT. ₹]

Particulars	%	2014-2015	%	2013-2014
I) Value of Imported & Indigenous Spare Parts & Components Consumed				
Imported	–	0	–	0
Indigenous	–	0	–	0
<b>Total</b>	<b>–</b>	<b>0</b>	<b>–</b>	<b>0</b>
II) Value of Imported & Indigenous Raw Material Consumed				
Imported	–	0	–	0
Indigenous	100	180509721	100	175002647
<b>Total</b>	<b>100</b>	<b>180509721</b>	<b>100</b>	<b>175002647</b>

**TOWNSHIP PROJECT**

[AMT. ₹]

Particulars	%	2014-2015	%	2013-2014
I) Value of Imported & Indigenous Spare Parts & Components Consumed				
Imported	–	0	–	0
Indigenous	–	0	–	0
<b>Total</b>	–	<b>0</b>	–	<b>0</b>
II) Value of Imported & Indigenous Raw Material Consumed				
Imported	–	0	–	0
Indigenous	100	378783	–	0
<b>Total</b>	–	<b>378783</b>	–	<b>0</b>

**COMMERCIAL PROJECT – MAGNET CORPORATE PARK**

[AMT. ₹]

Particulars	%	2014-2015	%	2013-2014
I) Value of Imported & Indigenous Spare Parts & Components Consumed				
Imported	–	0	–	0
Indigenous	–	0	–	0
<b>Total</b>	–	<b>0</b>	–	<b>0</b>
II) Value of Imported & Indigenous Raw Material Consumed				
Imported	–	0	–	0
Indigenous	100	97683123	100	69941558
<b>Total</b>	–	<b>97683123</b>	–	<b>69941558</b>

**RESIDENTIAL BUNGALOW PROJECT**

[AMT. ₹]

Particulars	%	2014-2015	%	2013-2014
I) Value of Imported & Indigenous Spare Parts & Components Consumed				
Imported	–	0	–	0
Indigenous	–	0	–	0
<b>Total</b>	–	<b>0</b>	–	<b>0</b>
II) Value of Imported & Indigenous Raw Material Consumed				
Imported	–	0	–	0
Indigenous	100	1604204	100	49520422
<b>Total</b>	–	<b>1604204</b>	–	<b>49520422</b>

**COMMERCIAL PROJECT – GCP BUSINESS CENTER**

[AMT. ₹]

Particulars	%	2014-2015	%	2013-2014
I) Value of Imported & Indigenous Spare Parts & Components Consumed				
Imported	–	0	–	0
Indigenous	–	0	–	0
<b>Total</b>	–	<b>0</b>	–	<b>0</b>
II) Value of Imported & Indigenous Raw Material Consumed				
Imported	–	0	–	0
Indigenous	–	0	100	286721
<b>Total</b>	–	<b>0</b>	–	<b>286721</b>

38. The Company has given business advances to various companies, co-operative societies and Non-Trading Corporations amongst others. No interest is chargeable on such loans. As the said advances are in the nature of business advance, the Company is of the view that there is no violation of the provision of Section 186 of the Companies Act, 2013.

# Consolidated Notes Forming Part of Accounts

## 39. Basic Earnings per share:

Sr. No.	Particulars	2014-2015	2013-2014
A	Calculation of Weighted Average number of Equity Shares of ₹ 10/- each.		
	Number of shares at the beginning of the year	32655880	32655880
	Total number of shares at the end of the year	32668546	32655880
	Weighted average number of shares outstanding during the year	32664324	32655880
B	Net profit after tax available for equity share holders	552060278	499105766
C	Basic Earnings per share		
	– Before extra ordinary items	16.90	15.28
	– After extra ordinary items	16.90	15.28

## 40. Segment Reporting:

- The Company has considered business segment as the primary segment for disclosure. Therefore, in the opinion of the company, there are no different primary segments.
- All the projects of the Company are being executed in and around Ahmedabad city only. Therefore, in the opinion of the company, there are no different geographical segments.

## 41. Related party disclosures:

### 1. Parties where control exists:

Name of the Companies	
Shri Ganesh Construction Private Limited	Maitrik Buildcon Private Limited
Starnet Software (I) Limited	Medhbhuti Complex Private Limited
Mandar (Thaltej) Complex Private Limited	Madhuj Realty Private Limited
Mitul (Thaltej) Complex Private Limited	Madhumati Realty Private Limited
Vinat Complex Private Limited	Tirth Developers Private Limited
Madhuram Resorts Private Limited	Malvika Estate Private Limited,
Vishad Complex Private Limited	Mahavir (Thaltej) Complex Private Limited
Tarang Realty Private Limited	Sulabh Realty Private Limited
Shahil Infrastructure Private Limited	Rajratna Infrastructure Private Limited
Gamit Builders Private Limited	Shardul Buildcon Private Limited
Vyom Realty Private Limited	Rajnigandha Developers Private Limited
Unmesh Complex Private Limited	Gagan Infrastructure Private Limited
Shushna Complex Private Limited	Gitanjali Infrastructure Private Limited
Tathya Complex Private Limited	Sujan Developers Private Limited
Viraj Complex Private Limited	Rohini Realty Private Limited
Milind Complex Private Limited	Shadval Complex Private Limited
Mihika Buildcon Limited	Tirth Realty Private Limited
Nilay Realty Private Limited	Essem Infra Private Limited
Sanmukh Developers Private Limited	Moonsoon India Infrastructure Direct II Limited
Nihal Estate Private Limited	Vivan Infrastructure Private Limited
Mukur Real Estate Private Limited	Credo Real Estate Private Limited
Vimoh Land Developers Private Limited	Vivan Infra
Gaven Construction Private Limited	Vivan Natura
Shakil Buildwell Private Limited	Bhagwati Corporation
Shangrila Funworld Private Limited	Akshar Enterprise
Ganesh Infotech Limited	Sujyoti Construction
Sanat Complex Private limited	Kothari Finance



Name of the Companies	
Vardhan Land Developers Private Limited	Magnolia Infra
Vibhor Realty Private Limited	GIHED
Ganesh Infrastructure (I) Private Limited	Archit Organosys Limited
Ganeshsagar Infrastructure Private Limited	Seven Sleek Studio Private Limited
Martand Estate Private Limited	Vivan Infrastructure
Matang Properties Private Limited	

## 2. Key Management Personnel

Shri Shekhar G. Patel  
 Shri Dipak G. Patel  
 Smt. Lalitaben G. Patel  
 Shri Sanjay M. Kothari  
 Shri Tejas C. Joshi

## 3. Relative of Key Management Personnel

Smt. Dhara Tejas Joshi  
 Smt. Jesika Kothari  
 Smt Sapanaben D. Patel  
 Smt Archanaben S. Patel

(Related parties as identified by the company and relied upon by the auditors)

Nature of transactions with related parties and aggregate amount of such transactions for each class of related party balance outstanding as on 31/03/2015:

[AMT. ₹]

Nature of Transaction by reporting company	Associates	Key Managerial Personnel	Relative of Key Managerial Personnel	Total
Advances	23853790	1501670	2636497	27991957
	19475000	1501670	2636497	23613167
Short Term Borrowings	579000	91400000	NIL	91979000
	579000	89900000	NIL	90479000
Investment in equity of other group companies	100100	NIL	NIL	100100
	100100	NIL	NIL	100100
Reimbursement of Exp.	65895	179557	7185612	7431064
	145351	NIL	NIL	145351
Trade Receivables	88298792	NIL	3885510	92184302
	69606952	NIL	2610950	72217902
Trade payables	NIL	82509	NIL	82509
	NIL	532509	NIL	532509
Other Current Liability	11263706	829700	NIL	12093406
	11279756	18500900	NIL	29780656
Advance From Customers	NIL	1248749	3940486	5189235
	1387500	NIL	5516646	6904146

## Consolidated Notes Forming Part of Accounts

Nature of Transaction by reporting company	Associates	Key Managerial Personnel	Relative of Key Managerial Personnel	Total
Remuneration to Directors	NIL	21000000	NIL	21000000
	<i>NIL</i>	<i>12000000</i>	<i>NIL</i>	<i>12000000</i>
Expenses (Includes Purchase of land, Directors sitting fees, Travelling & Medical Exp.)	NIL	2054335	NIL	2054335
	<i>NIL</i>	<i>6058066</i>	<i>NIL</i>	<i>6058066</i>
Income-Interest Income & Profit on waiver of land right	18691840	NIL	2850720	21542560
	<i>130842674</i>	<i>NIL</i>	<i>3919740</i>	<i>134762414</i>

\* Figures in italics shown previous year figures.

#### 42. Employees Stock Option Scheme:

The company introduced the Employees Stock Option Scheme ("ESOP 2010") in accordance with Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. The scheme was approved by the members of the company at their meeting held on 30/10/2010. The scheme is announced for all permanent employees and non-executive directors, including independent directors of the company and its subsidiary company/companies. Total grant approved by the company is 1500000 options which are earmarked and to be granted under the scheme over a period of five years. Under the scheme 998815 equity shares have been granted which shall vest to the employees over a period of five years and 20% each of the above was vested to the employees as on 01/11/2011, 01/11/2012 & 01/11/2013.

As per the scheme the Remuneration and Compensation Committee has granted, vested & exercised options as detailed below:

Details of Options Granted, Exercised and Lapsed:

Particulars	No. of Option Granted 2014-2015	No. of Option Granted 2013-2014
Granted and Outstanding at the beginning of the year	595879	619941
Add: Granted During the Year	0	0
Less: Exercised during the year	12666	0
Less: lapsed during the year	116487	24062
Granted and Outstanding at the end of the year	466726	595879

Details of Options Vested, Exercisable & Lapsed:

Particulars	No. of Option Vest 2014-2015	No. of Option Vest 2013-2014
Vested, Exercisable and Outstanding at the beginning of the year	357534	247980
Add: Vested During the Year	118084	121803
Less: Exercised during the year	12666	0
Less: lapsed during the year	112900	12249
Vested, Exercisable and Outstanding at the end of the year	350052	357534

## 43. The details of business advances given are as follows:

[AMT. ₹]		
Name of Company	Balance as on 31/03/2015	Balance as on 31/03/2014
<b>Long Term Business Advances to Co-operative Societies:</b>		
Mahalaxmi Co-Op. Housing Society Limited	215613178	517159088
Gannath Co-Op. Housing Society Limited	476620	226620
Manilaxmi Co-Op. Housing Society Limited	552631	552631
Manilaxmi Co-Op. Housing Society Limited. No.2	0	2280500
Manilaxmi Co-Op. Housing Society Limited No.3	0	2220833
Manilaxmi Co-Op. Housing Society Limited No.4	0	956285
Manilaxmi Co-Op. Housing Society Limited No.5	0	190910
Neha (Memnagar) Co-Op. Housing Society Limited	3605000	3605000
Suraj Co-Op. Housing & Commercial Society Limited	79567013	79555013
Vardhman Jain Co-Op. Housing Society Limited	0	3541909
<b>Total</b>	<b>299814442</b>	<b>610288789</b>
<b>Long Term Business Advances to Non trading Corporation:</b>		
Gajanand Association	0	1440153
Ganpati Association	0	941603
Namrata Association	0	1517987
Shangrila Association	0	1325637
<b>Total</b>	<b>0</b>	<b>5225380</b>
<b>Long Term Business Advances given to others:</b>		
Ganesh Plantations Limited	1342144678	4751289479
Nupur Construction	7500000	7500000
Nisha Construction	7500000	7500000
Abir Investments Private Limited	0	670000000
Shreekala Infrastructure Private Limited	400000000	0
Shaligram Investments Private Limited	3200000	3200000
Siddhivinayak Securities Private Limited	3200000	3200000
<b>Total</b>	<b>1763544678</b>	<b>5442689479</b>
<b>Short Term Business Advances To Group Companies:</b>		
Mahavir (Thaltej) Complex Private Limited	20353790	19475000
Ganeshsagar Infrastructure Private Limited	3500000	0
<b>Total</b>	<b>23853790</b>	<b>19475000</b>
<b>Short Term Business Advances given to others:</b>		
Essem Infra Private Limited	1454165595	0
Gavendu Land Developers Private Limited	400000000	0
Fortis Real Estate Pvt. Ltd.	0	100630000
M.N. Traders	0	119000
Alkaben V. Matadar	3500000	3500000

## Consolidated Notes Forming Part of Accounts

[AMT. ₹]

Name of Company	Balance as on 31/03/2015	Balance as on 31/03/2014
Haresh Kothari	225000	225000
Prerna Arcade Pvt. Ltd	42537970	42537970
Rajnikant Kanubhai Patel	37500000	0
Redrose Tradelink P. Ltd	26075273	26075273
Rich Arcade P. Ltd	64312695	64312695
Royal Arcade Pvt. Ltd	23098150	23098150
Samirbhai C. Patel	7000000	7000000
Sandip Kanubhai Patel	32750000	0
Vaghela Priyanka Rajendrasinh	5230000	0
Vinodbhai P. Matadar	4000000	4000000
Ishwarbhai K. Prajapati	3936	0
<b>Total</b>	<b>2100398619</b>	<b>271498088</b>

44. In accordance with the provisions of the Schedule II of the Companies Act, 2013 in case of fixed assets which have completed their useful life as at 1<sup>st</sup> April, 2014 the carrying value (net of residual value), after adjusting the tax effect in accordance with the Institute of Chartered Accountants of India pronouncement, as a transitional provisional has been written off in the retained earnings of the company or in case of no retained earnings then it has been recognised in the Profit & Loss statement of the company. ₹ 1222371/- is gross written down value of Fixed Assets whose lives have expired as at 1<sup>st</sup> April, 2014 have been adjusted net of tax, in the opening balance of General Reserve amounting to ₹ 825711/-.

45. Additional information as required under schedule III to the Companies Act, 2013 of Company consolidated as subsidiary:

Additional information as required under schedule III to the Companies Act, 2013 of Company consolidated as subsidiary					
Sr. No.	Name of the Company	Net Assets i.e. Total Assets Minus Total Liabilities		Share in Profit or Loss	
		As % of Consolidated Net Assets	[Amt. ₹]	As % of Consolidated Profit or Loss	[Amt. ₹]
<b>A</b>	<b>Parent – Indian</b>				
	Ganesh Housing Corporation Limited	92.57	6706252444	57.43	317074619
<b>B</b>	<b>Subsidiaries – Indian</b>				
1	Gatil Properties Private Limited	41.43	3001360091	(0.22)	(1209118)
2	Yash Organiser Private Limited	1.88	135836490	(1.26)	(6959119)
3	Maheshwari (Thaltej) Complex Private Limited	3.62	262043417	43.91	242404649
4	Shaily Infrastructure Private Limited	(0.04)	(3148159)	0.13	736528
<b>C</b>	<b>Minority Interests in all Subsidiaries – Indian</b>				
1	Gatil Properties Private Limited	12.80	927420272	(0.07)	(373618)
2	Shaily Infrastructure Private Limited	0.02	(1542598)	0.06	360899

46. As per the first provision to sub-section 3 of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 statement in form AOC – I regarding details of subsidiaries companies are given below:

[AMT. ₹]

Sr. No.	Name of the Subsidiary Company	Gatil Properties Private Limited	Yash Organiser Private Limited	Maheshwari (Thaltej) Complex Private Limited	Shaily Infrastructure Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2014 to 31/03/2015	01/04/2014 to 31/03/2015	01/04/2014 to 31/03/2015	01/04/2014 to 31/03/2015
2	Reporting Currency	INR	INR	INR	INR
3	Exchange Rate	1	1	1	1
4	Paid up Capital	129590830	100000	100000	100000
5	Reserves	2871769261	135736490	261943417	(3248159)
6	Total Assets	3179193920	707730619	2150031757	300934077
7	Total Liabilities	177833829	571894129	1887988340	304082236
8	Investments	NIL	NIL	NIL	NIL
9	Turnover/Total Income	528761	13176553	689816991	12504325
10	Profit/(Loss) Before Taxation	(1725395)	(10058755)	362404649	1336528
11	Provision for Taxation (Net)	(516277)	3099636	(120000000)	600000
12	Profit/(Loss) After Taxation	(1209118)	(6959119)	242404649	736528
13	Proposed dividend	NIL	NIL	NIL	NIL
14	Percentage of Shareholding	69.10	100	100	51

- Name of subsidiaries which are yet to commence operations: None
- Name of subsidiaries which have been liquidated or sold during the year: None

As per our Report of even date

**For J.M. Parikh & Associates**

Chartered Accountants

FRN: 118007W

**Kaushal Shah**

Partner

Mem. No. 127379

Place : Ahmedabad

Date : 30/05/2015

For and on behalf of Board of Directors

**Dipak G. Patel**

Chairman & Whole-Time Director

[DIN: 00004766]

**Nilesh Shah**

Chief Financial Officer

Place : Ahmedabad

Date : 30/05/2015

**Shekhar G. Patel**

Managing Director

[DIN: 00005091]

**Priti Jani**

Company Secretary



# Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

## 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

P: +91 79 61608888; F: +91 79 61608889; W: [www.ganeshhousing.com](http://www.ganeshhousing.com); E: [investors@ganeshhousing.com](mailto:investors@ganeshhousing.com)

Name of the member(s)			
Registered address			
Folio No/ Client ID & DP ID:		E-mail ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him

Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him

Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 3.00 p.m. at the Registered Office of the Company at Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road, Near Sola Bridge, Off S.G. Highway, Ahmedabad 380 054 at and at any adjournment thereof in respect of such resolution as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution	Vote (Optional) See Note No. 2 (Please mention number of Shares)		
		For	Against	Abstain
<b>Ordinary Businesses:</b>				
1.	To consider and adopt: <ol style="list-style-type: none"> <li>the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, including the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit &amp; Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.</li> <li>the audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2015.</li> </ol>			

[PTO]

Sr. No.	Resolution	Vote (Optional) See Note No. 2 (Please mention number of Shares)		
		For	Against	Abstain
2.	To declare a dividend on equity shares for the year ended 31 <sup>st</sup> March, 2015.			
3.	To appoint a Director in place of Mr. Dipak G. Patel (DIN: 00004766), who retires by rotation and being eligible offers himself for re-appointment			
4.	To Ratify appointment of Auditors and fix their remuneration			
5.	Appointment of Ms. Aneri D. Patel as a Director of the Company			
6.	Ratification of Remuneration to Cost Auditor for the Financial Year 2014-2015			
7.	Ratification of Remuneration to Cost Auditor for the Financial Year 2015-2016			
8.	To adopt new set of Article of Association of the Company containing regulations in conformity with the Companies Act, 2013			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix Revenue Stamp of Re. 1/-
---

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave for, against or abstain column blank against above resolution, your proxy will be entitled to vote in the manner as he may deem fit.



# Attendance Slip

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE**

Joint Shareholders may obtain additional slip at the venue of the meeting

I/We hereby record my/our presence at the 24<sup>th</sup> Annual General Meeting of GANESH HOUSING CORPORATION LIMITED held at the Registered Office of the Company at: Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road, Near Sola Bridge, Off S. G. Highway, Ahmedabad-380054 on Wednesday, 30th September, 2015 at 3.00 p.m.

Name of the Shareholder: : \_\_\_\_\_

Ledger Folio No./CL ID : \_\_\_\_\_

DP ID No. : \_\_\_\_\_

Number of shares held : \_\_\_\_\_

Name of the proxy/Representative, if any : \_\_\_\_\_

Signature of the Member/ Proxy : \_\_\_\_\_







Ganesh Corporate House,  
100 Feet Hebatpur-Thaltej Road,  
Nr. Sola Bridge, Off S. G. Highway,  
Ahmedabad – 380 054

Phone: +91-79-6160 8888 / Fax: +91-79-6160 8899

CIN : L45200GJ1991PLC015817

Website: [www.ganeshhousing.com](http://www.ganeshhousing.com)

E-Mail: [investors@ganeshhousing.com](mailto:investors@ganeshhousing.com)