

# 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, Officers 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 COMPOSITION & PARTICULARS OF DIRECTORS

### Board Composition

The present composition of Board is as under:

Category	No. of Directors	Percentage of Total No. of Directors
<b>Executive Directors:</b> [includes one Chairman & Whole-time and one Managing Director both being promoter directors]	2	28.57
<b>Non-Executive Directors:-</b>		
• Independent	4	54.14
• Non-independent (promoter)	1	14.29
<b>TOTAL</b>	<b>7</b>	<b>100.00</b>

The composition of Directors is in conformity with the provisions of clause 49 of the listing Agreement(s) entered with the Stock Exchange(s) by the Company.

## Directors' Profile

Brief details of all the Directors, nature of their expertise in specific functional areas and the names of companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees are provided below:

- (A) MR. DIPAKKUMAR G. PATEL, aged 43 years [Birth date: 12/11/1967] is a Promoter Director of the Company 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, Shri Patel was appointed as Chairman of the Company w.e.f. 9<sup>th</sup> November, 2009. He possesses wide experience of 20 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. As on 31<sup>st</sup> March, 2011 he held 6229117 (19.07%) shares in the Company. He is a Director on the Board of 5 Public Companies viz. Ganesh Plantations Ltd, Ganesh Infotech Ltd, Mihika Buildcon Ltd, Starnet Software (I) Ltd and Shree Ganesh Fintrade Ltd. He is also a Director on the Board of 4 Subsidiary Companies of the Company and 50 Private Limited Companies.
- (b) MR. SHEKHAR G. PATEL, aged 40 years [Birth date: 09/08/1971] is a Promoter Director of the Company and is holding position of Managing Director of the Company since 1<sup>st</sup> July, 1994. He possesses rich and varied experience of 16 years in construction, marketing, real estate development etc. At present, Mr. Patel looks after day to day affairs of the Company including finance, marketing, recruitment, etc. As on 31<sup>st</sup> March, 2011 he held 6994390 (21.42%) shares in the Company. He is a Director on the Board of 5 Public Companies viz. Ganesh Plantations Ltd, Ganesh Infotech Ltd, Mihika Buildcon Ltd, Starnet Software (I) Ltd and Shree Ganesh Fintrade Ltd. He is a Managing Director in one of the Subsidiary Company viz. Gatil Properties Private Limited and Director on the Board of 2 other subsidiaries. He is also Director on the Board of 50 Private Limited Companies. He is member of Audit and Shareholders' / Investors Grievance Committees of the Company.
- (c) DR BHARAT J. PATEL, aged 56 years [Birth date: 07/08/1955] is a Non-executive Independent Director of the Company. He is a prominent Orthopedic Surgeon of Ahmedabad. He is practicing as an Orthopedic Surgeon in Ahmedabad for the last 31 years. He didn't hold any shares in the Company as on 31<sup>st</sup> March, 2011. He is a Director on the Board of Starnet Software (I) Ltd and N. K. Industries Ltd.
- (e) DR TARANG M. DESAI, aged 53 years [Birth date: 24/07/1958] is a Non-executive Independent Director of the Company. He is a prominent consultant physician of Ahmedabad. As the consultant physician, he possesses more than 24 years of experience. He didn't hold any shares in the Company as on 31<sup>st</sup> March, 2011. He is a Director on the Board of one of the Subsidiary Company viz. Gatil Properties Private Limited. He is member of Audit, Remuneration and Compensation and Shareholders' / Investors Grievance Committees of the Company.
- (f) MR. ARVINDBHAI R. NANAVATI, aged 77 years [Birth date: 09/09/1933] is a Non-executive Independent Director of the Company. He is a retired Income Tax Officer. He possesses more than 44 years of experience in administration. He didn't hold any shares in the Company as on 31<sup>st</sup> March, 2011. He is not a Director in any other Company. He is Chairman of Audit, Remuneration and Compensation and Shareholders' / Investors Grievance Committees of the Company.
- (G) MS. LALITABEN G. PATEL, aged 65 years [Birth date: 10/11/1945] is a Non-executive Promoter Director of the Company. She has rich experience in construction and real estate development business. She was holding 4553436 (13.94%) shares in the Company as on 31<sup>st</sup> March, 2011. She is a Director in Ganesh Infotech Ltd, Starnet Software (I) Ltd and Shree Ganesh Fintrade Limited.
- (H) MR. ASHISH H. MODI, aged 43 years [Birth date: 12/12/1967], is a Non-executive Independent Director of the Company. He possesses over 22 years of experience in real estate and infrastructure development business especially road construction. He didn't hold any shares in the Company as on 31<sup>st</sup> March, 2011. He is not a Director in any other Company. He is member of Audit, Remuneration and Compensation and Shareholders' / Investors Grievance Committees of the Company.

## Board/ Committee Meetings

The procedures with respect to Board Meetings and the Meetings of the Committees thereof are in total compliance with the requirements of the Companies Act, 1956, Listing Agreement with Stock Exchange(s) and other applicable laws and regulations.

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

In terms of Clause 49 of the Listing Agreement, the Board at its meeting held on 5<sup>th</sup> December, 2005 has adopted the Code of Conduct for the Board of Directors and senior management personnel of the Company. Further, the Board of Directors of the Company recommended and adopted new Code of Conduct for the Board of Directors and senior management personnel of the Company at their meeting held on 11<sup>th</sup> December, 2010 w.e.f. 1<sup>st</sup> January, 2011. The said code has been circulated to all the members of the Board and senior management personnel. The compliance of the said code has been affirmed by them annually. A declaration signed by the Managing Director of the Company forms the part of this Report. Moreover, a copy of the Code has been put up on the Company's website [www.ganeshhousing.com](http://www.ganeshhousing.com).

### 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 and Foreign Companies.

Name of Director	Position	Attendance Particulars		No. of Directorships in other Public Companies	Committee Memberships/ Chairmanships of other Companies	
		Board Meeting	Last AGM		Member	Chairman
Mr. Dipakkumar G. Patel	Chairman and Whole-time Director	12	No	5	Nil	Nil
Mr. Shekhar G. Patel	Managing Director	12	Yes	5	Nil	Nil
Ms. Lalitaben G. Patel	Promoter and Non-Executive	8	No	3	Nil	Nil
Dr Bharat J. Patel	Non-Executive and Independent	12	No	2	1*	Nil
Dr Tarang M. Desai	Non-Executive and Independent	10	Yes	Nil	Nil	Nil
Mr. Arvindbhai R. Nanavati	Non-Executive and Independent	12	Yes	Nil	Nil	Nil
Mr. Ashish H. Modi	Non-Executive and Independent	12	Yes	Nil	Nil	Nil

\*for the purpose of above only Audit and Shareholders'/Investors' Grievance Committee is taken into consideration.

### Details of Board Meetings held during the year 2010-2011

The details of Board meetings held during the year 2010-2011 are stated in the table shown hereunder:

Sr.No.	Dates of Board Meeting	No. of Directors Present
1	27/04/2010	7
2	20/05/2010	7
3	05/07/2010	7
4	14/08/2010	7
5	01/10/2010	7
6	12/10/2010	7
7	13/11/2010	6
8	11/12/2010	6
9	05/01/2011	6
10	22/01/2011	6
11	14/02/2011	6
12	01/03/2011	6

### 3. AUDIT COMMITTEE

#### Composition:

The Board has constituted Audit Committee, comprising of Three Independent Non-Executive Directors and one Executive Director. During the year under review, the said Committee was reconstituted as Mr. Shekhar G. Patel, Managing Director was appointed as a member of the Committee by Board of Directors at its meeting held on 1<sup>st</sup> October, 2010. Further, Mr. Arvind R. Nanavati is a Chairman of the Committee. He possesses adequate financial accounting knowledge. 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 292A of the Companies Act, 1956. Mr. Vijay R. Lalaji, Company Secretary is the Secretary to the Audit Committee.

The Primary Objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

#### Terms of Reference:

The terms of reference/ powers of the Audit Committee has been specified by the Board of Directors as under:

#### A. The Committee has the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**B. The role of Audit Committee shall include the following:**

The role or scope of Audit Committee shall include the following:

- (a) 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.
- (b) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- (c) Reviewing with management the annual financial statements before submission to the board, focusing primarily on:
  - Any changes in accounting policies and practices.
  - Major accounting entries based on exercise of judgement by management
  - Qualifications in draft audit report
  - Significant adjustments arising out of audit
  - The going concern assumption
  - Compliance with accounting standards
  - Compliance with stock exchange and legal requirements concerning financial statements
  - Any related party transaction i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.
- (d) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- (e) Reviewing the adequacy of internal audit function, 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.
- (f) Discussion with internal auditors any significant findings and follow up there on.
- (g) 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.
- (h) Discussions with external auditors before the audit commence nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- (i) Reviewing the company's financial and risk management policies.
- (j) 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.

**C. Information for Review:**

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as may be defined by the audit committee), submitted by the management.
- Management letters/ letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the Internal Auditors.

**Meetings held during the year:**

Four Audit Committee meetings were held during the year on April 27, 2010; August 14, 2010; November 13, 2010 and February 14, 2011. The time gap between any two meetings was less than four months.

**Attendance of each Member of Audit Committee at Meetings:**

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	Designation	Meetings	
		Held	Attended
Mr. Arvindbhai R Nanavati	Chairman of the committee, Independent and Non-Executive Director	4	4
Dr Tarang M Desai	Member of the committee, Independent and Non-Executive Director	4	3
Mr. Ashish H Modi	Member of the committee, Independent and Non-Executive Director	4	4
Mr. Shekhar G. Patel	Member of the Committee, Managing Director	4	2

**4. SUBSIDIARY COMPANIES:**

The Company has two Subsidiaries Companies viz. Gatil Properties Private Limited and Yash Organisers Private Limited. The said two Subsidiaries are neither listed on any stock exchange nor do they cover under the criteria of material non listed Indian Subsidiary Company. The Financial statements of said two Unlisted Subsidiary Companies were reviewed by the Board of Directors of the Company. The Minutes of the Board of Directors of Subsidiary Companies have been regularly placed before the Board of the Company. Moreover, a statement of all the significant transactions and arrangements entered into by the unlisted subsidiary companies were periodically brought to the attention of Board of Directors of the Company. Further, two other Companies viz. Shaily Infrastructure Private Limited and Maheshwari (Thaltej) Complex Private Limited became a Subsidiaries of the Company w.e.f. 19<sup>th</sup> May, 2011 and 21<sup>st</sup> July, 2011 respectively.

**5. REMUNERATION AND COMPENSATION COMMITTEE****Change in Nomenclature:**

During the year under review, the Company introduced Employee Stock Option Scheme [‘ESOP 2010’] under Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 [‘SEBI Guidelines’] amongst the employees and non-executive independent directors of the Company including its Subsidiaries, if any. In terms of para 5 of the said SEBI Guidelines, the Company is required to constitute a Compensation Committee for administration and superintendence of the ESOP 2010. As Remuneration Committee was formed with the objective of the constitution of the Committee is to recommend and review compensation plans of the Managerial Personnel based on their performance, defined assessment criteria and job responsibilities, the Board deemed fit to entrust the said committee with the additional terms of reference under SEBI Guidelines.

Thus, the Board Directors of the Company at its Meeting held on 1<sup>st</sup> October, 2010, changed the Nomenclature of the said Committee from ‘Remuneration Committee’ to ‘Remuneration and Compensation Committee’ and reconstituted the said committee with additional terms of reference.

**Constitution:**

The Remuneration Committee has three Independent Non-Executive Directors and one Promoter Non-executive Director. During the year under review, Board of Directors of the Company reconstituted the said Committee at its meeting held on 1<sup>st</sup> October, 2010 by appointing new member Ms. Lalitaben G. Patel, Promoter and Non-executive Director of the Company.

**Terms of reference:**

- To review & approve/ recommend the remuneration of Managerial Personnel like Managing Director and Whole Time Directors.
- To review & recommend the remuneration policy of Non-Executive Directors of the Company.
- To perform such other functions as may be detailed in the Remuneration Committee under Schedule XIII of the Companies Act, 1956.
- To discharge such other functions or exercise such powers as may be delegated to the Committee by the Board from time to time.

Moreover, with reference to Para 5 of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the said Committee was delegated with the following additional terms of references:

- 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 corporation 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.

**Meeting:**

The Remuneration Committee met on October 01, 2010; November 01, 2010; December 01, 2010 and February 01, 2011 during the Financial Year 2010-2011.

**Attendance:**

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

Name	Designation	Meetings	
		Held	Attended
Mr. Arvindbhai R Nanavati	Chairman of the committee, Independent and Non-Executive Director	4	4
Dr Tarang M Desai	Member of the committee, Independent and Non-Executive Director	4	3
Mr. Ashish H Modi	Member of the committee, Independent and Non-Executive Director	4	4
Ms. Lalitaben G. Patel	Member of the committee, Promoter and Non-Executive Director	4	3

### **Remuneration Policy and Details of Remuneration to all Directors:**

The remuneration paid to the Executive Directors viz. Managing Director and Whole-time Director of the Company is recommended by Remuneration and Compensation Committee [previously known as 'Remuneration Committee'] and the Board of Directors and approved by the Shareholders. 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.

The Non-executive Directors are paid Sitting Fees within the limits that could be paid without the approval of the Central Government, for attending Board / Committee Meetings.

During the financial year 2010-2011 remuneration of ₹ 60,00,000/- each was paid to Mr. Shekhar G. Patel, Managing Director and Mr. Dipakkumar G. Patel, Chairman and Whole-time Director of the Company. According to the Articles of Agreement entered into between the Company and the abovementioned Directors, they were entitled to commission of 1% on the net profits of the Company calculated as per the provisions of Section 349 and 350 of the Companies Act, 1956. During the year under review, the said managerial personnel waived the commission payable to them.

In addition to this, non-executive directors were paid Sitting Fees of ₹ 2,09,800 /-. Further, none of the Non-executive Independent Directors, eligible under ESOP 2010 Scheme, has been granted any Options under the Employees Stock Option Scheme [ESOP 2010] of the Company.

## **6. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE**

### **Composition:**

The Shareholders' / Investors' Grievance Committee consists of three Independent Non Executive Directors and one Promoter Director. During the year 2010-2011, the Board of Directors of the Company reconstituted the said Committee at their meeting held on 1<sup>st</sup> October, 2010 by appointing new member viz. Mr. Shekhar G. Patel, Managing Director of the Company.

This Committee is specifically responsible for the Redressal of shareholders' / Investors' grievances related to non-receipt of Annual reports, non-receipt of declared dividend, Transfer/ Transmission/ Demat of Shares/ Issue of Duplicate Share 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.

### **The Terms of Reference:**

The terms of reference of the Investors' Grievance Committee, inter alia, include the following:

- Investor relations and redressal of shareholders' grievances in general & relating to non-receipt of dividends, non- receipt of annual reports, etc. in particular.
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements by such a Committee.

### **Meetings:**

The Committee held fifteen meetings during the Financial Year 2010-2011.



**Attendance:**

The committee whose terms of reference have been specified as per clause 49 of the Listing Agreement consists of:

Name	Designation	Meetings	
		Held	Attended
Mr. Arvindbhai Nanavati	Chairman of the Committee, Independent and Non-Executive Director.	15	15
Dr. Tarang M Desai	Member of the Committee, Independent and Non-Executive Director	15	13
Mr. Ashish H. Modi	Member of the Committee, Independent and Non-Executive Director	15	15
Mr. Shekhar G. Patel	Member of the Committee, Managing Director	15	7

The Composition, powers, role and terms of reference of the Committee are in accordance with the provisions of Clause 49 of the Listing Agreement(s).

**Name and designation of Compliance Officer**

Ms. Priti Jani, Deputy Manager (Secretarial) being qualified Company Secretary, is the Compliance Officer of the Company.

**Details of complaints received and redressed:**

Number of complaints outstanding as on 01/04/2010	-	Nil
Number of complaints received from the investor from 01/04/2010 to 31/03/2011	-	8
Number of complaints solved to the satisfaction of the Investors as on 31/03/2011	-	8
Number of complaints pending as on 31/03/2011	-	Nil

**7. SHARE ALLOTMENT COMMITTEE****Composition:**

During the year under review, the Company implemented ESOP Scheme amongst the Employees and Non-executive Directors of the Company and its Subsidiaries, if any. Hence, in order to carry out effective implementation of ESOP Scheme the Board of Director at its meeting held on 1<sup>st</sup> October, 2011 constituted Share Allotment Committee for purpose of allotting Shares to employees / non-executive Directors on Conversion of Options into Shares. The said Committee is consisting of following Directors as the Members of the Committee:

Name	Designation
Mr. Dipakkumar G. Patel	Chairman of the Committee, Chairman & Whole-time Director of the Company.
Mr. Shekhar G. Patel	Member of the Committee, Managing Director of the Company.
Ms. Lalitaben G. Patel	Member of the Committee, Promoter & Non-executive Director of the Company.

**Meetings:**

No meeting was held during the year under review as the Options are yet unvested.

## 8. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings are as follows:

Year	Date	Time	Venue
2007-2008	September 27, 2008	3.00 p.m.	1 <sup>st</sup> Floor, "Samudra", Nr Klassic Gold Hotel, Off C G Road, Ellisbridge, Ahmedabad-380 006.
2008-2009	September 30, 2009	3.00 p.m.	1 <sup>st</sup> Floor, "Samudra", Nr Klassic Gold Hotel, Off C G Road, Ellisbridge, Ahmedabad-380 006.
2009-2010	September 30, 2010	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054

### SPECIAL RESOLUTIONS

Two Special Resolutions were put through in the last three years' Annual General Meetings.

One Extra Ordinary General Meeting was held during the year 2010-2011.

### POSTAL BALLOTS

No ordinary or special resolutions were passed through a postal ballot during the year 2010-2011.

## 9. 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 on Accounts - Schedule '19', forming part of the Annual Report.

The Company's major related party transactions are generally with its Subsidiaries and Associates. The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, sectoral specialization and the Company's long term strategy for sectoral investments, optimization of market share, profitability, legal requirements, liquidity and capital resources of subsidiaries and associates. All related party transactions are negotiated on arm length basis and are intended to further the interests of the Company.

The directors regularly make full disclosures to the Board of Directors regarding nature of their interest in the Companies in which they are directors or members. Full particulars of contract entered with the companies/ partnership firms in which the directors are directly or indirectly concerned or interested are entered in the Register of Contract maintained under Section 301 of the Companies Act, 1956 and the same is placed in every Board meeting for the noting of the directors.

### (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) 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. The Company has taken insurance of all the projects including Corporate House of the Company.

**(d) 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.

**(e) CEO/ CFO Certification**

In terms of revised Clause 49 of Listing Agreement, the Certification by Chairman & Whole-time Director & Managing director has been obtained and the said certification has been placed before the Board Members of the Company for perusal.

**10. MEANS OF COMMUNICATION**

(a)	Half yearly report	Half yearly report is not sent to shareholders
(b)	Quarterly Results	Normally quarterly results of the Company are published in: Economic Times (English) and Economic Times (Gujarati)
(c)	Website where results are displayed	www.ganeshhousing.com
(d)	Whether it also displays official news, release and the presentation made to institutional investors to the analysts.	Yes
(e)	Whether Management Discussions & Analysis forms part of Annual Report.	Yes

**11. GENERAL SHAREHOLDER INFORMATION****A Date, time and venue of 20<sup>th</sup> Annual General Meeting**

On Friday, September 30, 2011 at 3.00 p.m.

**At:** The Registered office of the company Ganesh Corporate House, 100ft Hebatpur Thaltej Road, Near Sola Bridge, Off S.G. Highway, Ahmedabad-380 054

**B Financial Calendar:**

*(Tentative and subject to change for the financial year 2011-2012)*

Quarter ending	Release of Results
June 30, 2011	Second week of August, 2011
September 30, 2011	Second week of November, 2011
December 31, 2011	Second week of February, 2012
March 31, 2012	End of May, 2012
Annual General Meeting for the year ending March 31, 2012	End of September, 2012

**C. Date of Book Closure**

16<sup>th</sup> September, 2011 (Friday) to 30<sup>th</sup> September, 2011 (Friday) (Both the days inclusive)

**D Dividend Payment Date**

The final dividend, if approved by the shareholders, shall be paid on or after October 04, 2011, within the statutory time limit.

**E. Listing on Stock Exchanges :**

BOMBAY STOCK EXCHANGE LTD 1<sup>ST</sup> FLOOR, NEW TRADING RING, ROTUNDA BUILDING, 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, MUMBAI – 400 051

Listing fees for the financial year 2011-2012 have been paid to the aforesaid Stock Exchanges.

**F. Stock Code / Symbol**

(i)	Bombay Stock Exchange Ltd	-	526367
	Scrip ID	-	GANESHSG
	Scrip forms part of BSE Small Cap Index.		
(ii)	National Stock Exchange Of India Ltd		
	Company Symbol	-	GANESHHOUC
	ISIN No. Equity shares NSDL/CDSL	-	INE 460C01014

**G. 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 (₹)	Low (₹)	Volume(Nos.)	BSESensex (High)	BSESensex (Low)
April 2010	197.95	171.00	1017988	18047.86	17276.80
May 2010	186.80	147.30	326951	17536.86	15960.15
June 2010	182.00	153.05	191459	17919.62	16318.39
July 2010	204.80	168.00	306810	18237.56	17395.58
August 2010	225.90	178.65	799048	18475.27	17819.99
September 2010	250.10	190.45	2411141	20267.98	18027.12
October 2010	279.90	238.25	1167873	20854.55	19768.96
November 2010	268.00	171.00	274553	21108.64	18954.82
December 2010	235.60	169.00	200768	20552.03	19074.57
January 2011	223.85	156.00	401779	20664.80	18038.48
February 2011	174.90	135.25	93223	18690.97	17295.62
March 2011	169.50	141.00	231797	19575.16	17792.17

Month	Company			BSE	
	High(₹)	Low(₹)	Volume(Nos.)	Nifty (High)	Nifty (Low)
April 2010	198.70	170.45	1152993	5399.65	5160.90
May 2010	184.50	147.25	423343	5278.70	4807.30
June 2010	180.00	153.00	284614	5366.75	4961.05
July 2010	205.00	171.00	402217	5477.50	5225.60
August 2010	225.00	178.75	1074210	5549.80	5348.90
September 2010	250.00	189.00	4005685	6073.50	5403.05
October 2010	290.70	236.25	2072920	6284.10	5937.10
November 2010	269.80	170.60	510208	6338.50	5690.35
December 2010	234.90	170.10	510245	6147.30	5721.15
January 2011	224.25	155.60	742224	6181.05	5416.65
February 2011	174.90	135.25	324595	5599.25	5177.70
March 2011	164.70	123.65	247532	5872.00	5348.20

#### H. Registrar and Transfer Agents:

M/s. MCS Limited, 101 Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009,  
Tel. Nos. 079 - 26582878, 26581296, 26584027, Fax No. 079 – 30070678.

#### I. 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 which is reviewed by the Shareholders/Investors Grievances Committee of Directors and if in order, the transfers are approved generally once in a fortnight. The share certificates duly transferred are then sent by the transfer agent to the transferees, which complete 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.

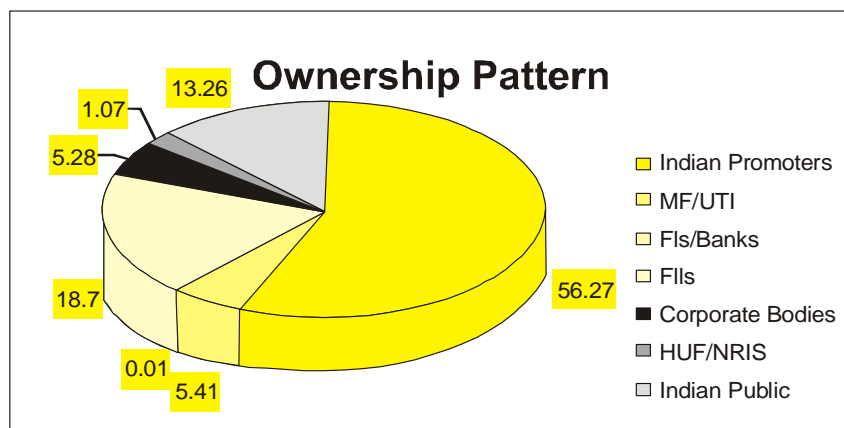
#### J. Distribution of shareholding (As on March 31, 2011)

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

Shareholding of Nominal Value of ₹	No. of Share holders	Percentage to Share holders	No. of Shares held	Percentage to total Shares held
Upto 500	10422	92.38	766101	2.35
501-1000	373	3.31	291964	0.89
1001-2000	179	1.59	265638	0.81
2001-3000	87	0.77	219011	0.67
3001-4000	38	0.34	134314	0.41
4001-5000	27	0.24	124460	0.38
5001-10000	53	0.47	398580	1.22
10001 and Above	102	0.90	30455812	93.26
<b>TOTAL</b>	<b>11281</b>	<b>100.00</b>	<b>32655880</b>	<b>100.00</b>

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

Category	No. of shares held	Percentage to total shares held
Indian Promoters	18374723	56.27
MF/UTI	1767923	5.41
FIs/Banks	1800	0.01
FIIIs	6107283	18.70
Corporate Bodies	1723923	5.28
HUF/NRIS	351041	1.07
Indian Public	4329187	13.26

**K. Dematerialization of Shares and Liquidity**

Electronic /Physical	No. of Shares	Percentage (%)
NSDL	29782248	91.20
CDSL	2472219	7.57
Physical	401413	1.23
<b>TOTAL</b>	<b>32655880</b>	<b>100.00</b>

32254467 equity shares were held in the demat form as on 31<sup>st</sup> March, 2011, constituting 98.77% of the total paid up share capital.

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

**L. 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 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**

Deputy Manager (Secretarial) & Compliance Officer

Ganesh Housing Corporation Limited

Ganesh Corporate House

100 Feet Hebatpur – Thaltej Road

Near Sola Bridge, Off. S. G. Highway,

Ahmedabad - 380 054.

Tel. No. 079 6160 8888

Fax No. 079 6160 8889

**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, 2011 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, 2011 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

PLACE: AHMEDABAD  
DATE : 12/08/2011

KAUSHAL SHAH  
PARTNER  
MEMBERSHIP NO.:- 127379  
FRN:- 118007W

## Declaration by the Managing Director

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 March 31, 2011, 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.

PLACE: AHMEDABAD  
DATE : 12/08/2011

SHEKHAR G. PATEL  
MANAGING DIRECTOR