

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 31st 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 31st 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 31st 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. 1st 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. 5th 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 28th 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 8th May, 2014; 30th May, 2014; 21st July, 2014; 14th August, 2014; 30th September, 2014; 13th October, 2014; 14th November, 2014; 30th December, 2014; 3rd February, 2015; 10th February, 2015 and 4th 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. 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 31st 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, 30th 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 8th 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 1st 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. 5th May, 2014. Further, the Committee met Six (6) times viz. 24th May, 2014; 13th August, 2014;

27th September, 2014; 3rd October, 2014; 3rd November, 2014 and 10th 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 8th 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. 1st 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. 5th May, 2014. Further, the Committee met Five (5) times viz. 17th May, 2014; 24th May, 2014; 27th September, 2014; 3rd November, 2014; and 10th 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 st October, 2012 upto 30 th September, 2017 which was approved by the Members at its meeting held on 29 th 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 st July, 2014 upto 30 th June, 2019 approved by the members through resolution passed by way of Postal Ballot on 31 st 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
Total	1.83

None of the Directors have been granted Stock Option under Employee Stock Option Scheme (ESOP 2010). As on 31st 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 8th 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. 5th May, 2014. During the Year under review the Committee held Twenty Three (23) meetings viz. 10th April, 2014; 31st May, 2014; 10th July, 2014; 17th July, 2014; 21st July, 2014; 31st July, 2014; 11th August, 2014; 30th August, 2014; 30th September, 2014; 10th October, 2014; 20th October, 2014; 10th November, 2014; 20th November, 2014; 29th November, 2014; 31st December, 2014; 10th January, 2015; 20th January, 2015; 31st January, 2015; 10th February, 2015; 20th February, 2015; 28th February, 2015; 10th March, 2015 and 31st 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 14th 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. 5th April, 2014; 19th April, 2014; 31st December, 2014 and 10th 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 31st 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-subsiidaries.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 th 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 st 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 th 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 28th 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 31st 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 st 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 st 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. 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. 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.

13. GENERAL SHAREHOLDER INFORMATION:

A. Date, time and venue of 24th Annual General Meeting:

On Wednesday, 30th 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 1st April, 2014 to 31st March, 2015

C. Financial Calendar:

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

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

D. Date of Book Closure:

19th September, 2015 (Saturday) to 30th 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 5th October, 2015, within the statutory time limit.

F. Listing on Stock Exchanges:

BSE LIMITED 25 th 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
TOTAL	11209	100.00	32668546	100.00

(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
TOTAL	32668546	100.00

L. Dematerialization of Shares and Liquidity (as on 31st March, 2015):

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

32294272 equity shares were held in the demat form as on 31st 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 31st 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 31st 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**