

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, 2018:

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 Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ["SEBI LODR Regulations"]. The Board of the Company comprises of 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 Woman Director as required under applicable provisions.

Further, on basis of declarations received from Directors as on 31st March, 2018, 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 SEBI LODR and the Companies Act, 2013. As per the declarations received from Independent Directors as on 31st March, 2018, 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.

The Independent Directors held a meeting on 31st March, 2018, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the said 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.

Performance Evaluation criteria for Directors:

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including Independent Directors and the same forms part of Directors' Report. The said criteria provides certain parameters like preparedness on the issue/matters to be discussed, meaningful and constructive contribution and inputs in meetings, etc., which is in compliance with applicable laws, regulations and guidelines.

Familiarization Programmes for Board Members:

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>.

Succession Planning:

The Nomination and Remuneration Committee believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Committee works along with the Human Resource team of the Company for a proper leadership succession plan.

Board Meetings:

During the financial year 2017-2018, the Board of Directors met for Eleven (11) times viz. 10th April, 2017; 30th May, 2017; 21st July, 2017; 11th August, 2017; 22nd September, 2017; 14th November, 2017; 7th December, 2017; 29th December, 2017; 25th January, 2018; 14th February, 2018 and 10th March, 2018.

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, SEBI (LODR) Regulations, 2015, Secretarial Standard on Meetings of Board of Directors (SS-1) 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 financial year and the number of Directorship(s) and Committee Chairmanship(s)/ Membership(s) held by them in other companies is given below. Other Directorships do not include Alternate Directorships, Directorships of Private Limited Companies, Section 8 Companies 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. Dipakkumar G. Patel (name changed from "Dipak" to "Dipakkumar")	Chairman & Whole-time Director	10 of 11	Yes	3	Nil	Nil
Mr. Shekhar G. Patel	Managing Director	10 of 11	Yes	5	Nil	3
Dr. Bharat J. Patel	Independent Director	11 of 11	No	0	Nil	Nil
Dr. Tarang M. Desai	Independent Director	10 of 11	Yes	2	1	Nil
Mr. Ashish H. Modi	Independent Director	11 of 11	Yes	4	2	Nil
Ms. Aneri D. Patel	Non-Executive Director	10 of 11	Yes	0	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.

Relationship between Directors inter-se:

Except as disclosed below, no Director of the Company is related to any other Director on the Board:

Mr. Dipakkumar G. Patel and Mr. Shekhar G. Patel are brothers. Ms. Aneri D. Patel is daughter of Mr. Dipakkumar G. Patel and niece of Mr. Shekhar G. Patel.

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

In terms of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. The Code of Conduct also includes the duties of Independent Directors. 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 declare 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, 2018, received a declaration of compliance with the Code of Conduct from the senior management personnel of the Company and the members of the Board.

Shekhar G. Patel

Managing Director
(DIN: 00005091)

Ahmedabad, 6th July, 2018

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:

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 Regulation 18 of SEBI LODR Regulations, 2015 read with Part C of Schedule II and Companies Act, 2013.

Powers, Terms of Reference and Role of Committee:

The Powers, Terms of reference and Role of Audit Committee as provided under Section 177 of Companies Act, 2013, and the SEBI LODR Regulations, is as under:

a. Powers of Committee:

The 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 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, the Committee met Five (5) times viz. 3rd April, 2017; 30th May, 2017; 11th August, 2017; 14th November, 2017 and 14th February, 2018. 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	5	5
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	5	5
Mr. Shekhar G. Patel	Managing Director	Member	5	4

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 Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015.

4. NOMINATION AND REMUNERATION COMMITTEE:

The role of Committee is as prescribed under Regulation 19 of SEBI LODR Regulations read with Part D of Schedule II. The Remuneration Policy and criteria for evaluation of Independent Directors and Board is 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) Other terms of reference as prescribed under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

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

During the Year under review, the Committee met Five (5) times viz. 3rd April, 2017; 30th May, 2017; 22nd September, 2017; 29th December, 2017; and 19th January, 2018.

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. Aneri D. 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 lakhs)	Commission	Perquisites (p.a.) (₹ in lakhs)	Tenure
Dipakkumar G. Patel Whole-time Director	120.00	—	2.12	5 years (Mr. Dipakkumar G. Patel was re-appointed as Whole-time Director of the Company w.e.f. 1 st October, 2017 up to 30 th September, 2022 which was approved by the Members at its meeting held on 27 th September, 2017)
Shekhar G. Patel Managing Director	120.00		1.93	5 years (Mr. Shekhar G. Patel was re-appointed as Managing Director of the Company w.e.f. 1 st July, 2014 up to 30 th June, 2019 which was 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 are 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 Directors 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, for attending Board/Committee Meetings. Sitting Fees paid to Directors does not require the approval of Shareholders and Central Government. During the year under review, non-executive directors were paid Sitting Fees as under:

Name of Directors	Amount (₹ in lakhs)
Ms. Aneri D. Patel	0.30
Dr. Bharat J. Patel	0.28
Dr. Tarang M. Desai	0.52
Mr. Ashish H. Modi	0.55
Total	1.65

None of the Directors have been granted Stock Option under Employee Stock Option Scheme (ESOP 2010). As on 31st March, 2018, none of the non-executive directors of the Company held any shares except Mr. Ashish H. Modi, who being an Independent Director, held 3000 shares (0.01%).

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The role of Stakeholders Relationship Committee have been specified as per Regulation 20 of SEBI (LODR) Regulations, 2015 read with Part D of the Schedule II thereof.

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 recommends measures for improvement.

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

During the Year under review the Committee held Sixteen (16) meetings viz. 29th April, 2017; 20th May, 2017; 10th June, 2017; 10th July, 2017; 20th July, 2017; 10th August, 2017; 19th August, 2017; 31st August, 2017; 30th September, 2017; 23rd October, 2017; 11th December, 2017; 10th January, 2018; 10th February, 2018; 20th February, 2018; 10th March, 2018 and 20th March, 2018. Further, the Committee consists of following:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Ashish H. Modi	Independent and Non-Executive Director	Chairman	16	16
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	16	12
Mr. Shekhar G. Patel	Managing Director	Member	16	14

Name and Designation of Compliance Officer

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

Details of complaints received and redressed:

Number of complaints outstanding as on 01/04/2017	:	Nil
Number of complaints received from the investor from 01/04/2017 to 31/03/2018	:	Nil
Number of complaints solved to the satisfaction of the Investors as on 31/03/2018	:	Nil
Number of complaints pending as on 31/03/2018	:	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 (3) members.

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 Four (4) times during the financial year ended 31st March, 2018 viz. 21st June, 2017; 22nd September, 2017; 29th December, 2017 and 5th March, 2018. The attendance record of the members at the meeting were as follows:

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

7. SUBSIDIARY COMPANIES:

As on 31st March, 2018, the Company has Three (3) Subsidiary Companies out of which none is listed on any stock exchanges. Out of the three Subsidiaries, two Subsidiaries viz. Essem Infra Private Limited and Gatil Properties Private Limited is covered under the criteria of material non-listed Indian Subsidiary Company as defined under Regulation 16(1)(c) of SEBI (LODR) Regulations, 2015. Mr. Ashish H. Modi, Independent Director of the Company is on the Board of Directors of Essem Infra Private Limited and Dr. Tarang M. Desai, Independent Director of the Company is on the Board of Gatil Properties Private Limited. 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-subsidiaries.pdf>.

During the year under review, Shaily Infrastructure Private Limited and Yash Organiser Private Limited ceased to be subsidiary of the Company w.e.f. 30th January, 2018 and 14th February, 2018.

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 sold, dispose and lease any assets of material subsidiary. The Minutes of the Meetings of 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 referred to in sub-section (1) of Section 188 of the Companies Act, 2013, during the financial year were in the ordinary course of business and on an arm's length pricing basis as detailed under Form AOC-2.

There were certain materially significant transactions with related parties during the financial year which were approved by the member of the Company at its Extra Ordinary General Meeting held on 2nd July, 2016 in terms of sub-regulation (8) of Regulation 23 of SEBI LODR Regulations. Moreover, during the year under review, there was one material related party transaction in terms

of SEBI LODR which was entered beyond the limits approved by the Members of the Company in the aforesaid meeting and the same will be placed for the approval of members at the ensuing Annual General Meeting of the Company. For reference, the details of related party transactions as required by the Indian Accounting Standards (IND AS-24) 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
2014-2015	30 th September, 2015	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054
2015-2016	30 th September, 2016	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054
2016-2017	27 th September, 2017	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 (2) Special Resolutions were put through in the last three years' Annual General Meetings.

No Extra Ordinary General Meeting was held during the year 2017-2018.

POSTAL BALLOTS

No Special Resolution was passed during the year 2016-2017 by way postal ballot.

11. DISCLOSURE:

(a) Material Related Party Transaction

During the year 2017-2018, there was no materially significant related party transaction that may have potential conflict with the interests of the Company at large. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes to Accounts - Note No. 43, forming part of the Annual Report.

(b) Disclosure of Compliance with Corporate Governance requirements under Regulations 17 to 27 and Regulation 46(2)(B) to (I)

All complied with except Regulation 25(6) and Regulation 21 which are not applicable to the Company.

(c) 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.

(d) 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.

(e) 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.

(f) 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.

(g) CEO/ CFO Certification

In terms of Regulation 17(8) read with part B of Schedule II of SEBI LODR Regulations, the Certification by CEO and CFO has been obtained and the said certification has been placed before the Board Members of the Company for perusal.

(h) Accounting treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

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

The Company has complied with the applicable mandatory requirements as specified under Regulation 15 of SEBI (LODR) Regulations, 2015. The Company has adopted following non-mandatory requirements as prescribed under Regulation 27(1) read with Part E of Schedule II of the SEBI (LODR) Regulations, 2015.

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.

Modified Opinion(s) in audit report: There is no modified opinion given in the Auditors' Report on Financial Accounts.

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 directly reports to audit committee.

12. MEANS OF COMMUNICATION

Intimation to Stock Exchange(s) - 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 SEBI LODR Regulations 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 'Financial Express (English)' and 'Financial Express (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 viz. www.ganeshhousing.com.

SEBI Complaints Redress System (SCORES) - The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Exclusive email-ID: The Company has exclusively designated email-id viz. investors@ganeshhousing.com for investor servicing.

13. GENERAL SHAREHOLDERS INFORMATION:

A. Date, time and venue of 27th Annual General

Meeting of:

Ganesh Housing Corporation Limited
[CIN: L45200GJ1991PLC015817]

On Saturday, 29th September, 2018 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, 2017 to 31st March, 2018

C. Financial Calendar:

(Tentative and subject to change for the financial year 2018-2019)

Quarter ending	Release of Results
30 th June, 2018	Second week of August, 2018
30 th September, 2018	Second week of November, 2018
31 st December, 2018	Second week of February, 2019
31 st March, 2019	End of May, 2019
Annual General Meeting for the year ending 31 st March, 2019	End of September, 2019

D. Date of Book Closure:

15th September, 2018 (Saturday) to 28th September, 2018 (Friday) (Both the days inclusive)

E. Rate of Dividend and Dividend Payment Date:

Dividend of ₹ 1.80 per equity share i.e. 18% as recommended by the Board is subject to the approval of the Shareholders at the Annual General Meeting to be held on 29th September, 2018.

The proposed dividend, if approved by the shareholders, shall be paid on or after 4th October, 2018, within the statutory time limit to those members whose names appear on register of members as at end of day on 14th September, 2018.

F. Listing on Stock Exchanges:

BSE LIMITED

Phiroze Jeejeebhoy Towers
Dalal Street,
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 2018-2019 have been paid to the aforesaid Stock Exchanges.

The Company has also paid Annual Custodial Fees for financial year 2018-2019 to Central Depository Services (India) Limited (CDSL). Further, the Company has received invoice from National Securities Depository Limited (NSDL) and is in process of payment of the same.

G. Stock Code/Symbol:

- (i) BSE Limited
 - Scrip Code – 526367
 - Scrip ID – GANESHHOUC
 - Scrip forms part of Group/Index B/S&P BSE SmallCap.
- (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)	Sensex (Low)
April 2017	116.55	84.40	2304923	30,184.22	29,241.48
May 2017	132.35	101.00	2634520	31,255.28	29,804.12
June 2017	124.85	105.10	971710	31,522.87	30,680.66
July 2017	157.40	111.90	2279487	32,672.66	31,017.11
August 2017	148.75	120.30	572678	32,686.48	31,128.02
September 2017	146.50	110.55	666575	32,524.11	31,081.83
October 2017	130.40	116.35	560365	33,340.17	31,440.48
November 2017	147.80	107.00	2001409	33,865.95	32,683.59
December 2017	182.60	123.20	3340249	34,137.97	32,565.16
January 2018	189.65	155.00	3515908	36,443.98	33,703.37
February 2018	167.70	125.00	1821255	36,256.83	33,482.81
March 2018	151.85	115.35	811661	34,278.63	32,483.84

Month	Company			NSE	
	High (in ₹)	Low (in ₹)	Volume (Nos.)	Nifty (High)	Nifty (Low)
April 2017	116.80	85.10	7652335	9,367.15	9,075.15
May 2017	132.50	101.10	9962060	9,649.60	9,269.90
June 2017	124.85	105.60	3190494	9,709.30	9,448.75
July 2017	158.0	111.15	8898107	10,114.85	9,543.55
August 2017	148.85	120.00	2894572	10,137.85	9,685.55
September 2017	146.90	111.10	3229510	10,178.95	9,687.55
October 2017	131.90	116.25	3731448	10,384.50	9,831.05
November 2017	148.00	104.70	10331905	10,490.45	10,094.00
December 2017	183.00	123.80	14931003	10,552.40	10,033.35
January 2018	190.00	155.25	11394302	11,171.55	10,404.65
February 2018	167.00	123.10	6338595	11,117.35	10,276.30
March 2018	151.65	114.60	2560278	10,525.50	9,951.90

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 - 26580461, 26580462, 26580463, Fax No. 079 - 3007 0678. E-mail: mcsstaahmd@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 transfer(s) and accordingly approves the transfer(s) which is reviewed by Stakeholder Relationship Committee of Directors. The share certificate(s) duly transferred are sent by the transfer agent to the transferees, which completes the transaction. In case of any complaint from shareholder(s) 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(s).

K. Distribution of shareholding (As on March 31, 2018):**(a) On the basis of Nominal value of each Share held**

Range of No. of Equity Shares	No. of Shareholders	Percentage to total Shareholders	No. of shares held	Percentage to total shares held
Up to 500	20613	87.04	2502117	5.08
501 - 1000	1455	6.14	1169449	2.38
1001 - 2000	744	3.14	1141301	2.32
2001 - 3000	276	1.16	707155	1.44
3001 - 4000	112	0.47	404038	0.82
4001 - 5000	110	0.46	524085	1.06
5001 - 10000	180	0.76	1349213	2.74
10001 - 50000	138	0.58	3078722	6.25
50001 - 100000	19	0.08	1368593	2.78
100001 - Above	36	0.15	36982417	75.13
TOTAL	23683	100.00	49227090	100.00

(b) On the basis of Category

Category	No. of shares held	Percentage to total shares held
Indian Promoters	27562084	55.99
MF/UTI	34729	0.07
FIs/Banks	9190	0.02
FII's	1984580	4.03
Corporate Bodies	5406934	10.98
Trust & Foundations	1001	0.00
HUF	830033	1.69
NRIS	2171717	4.41
Indian Public	11081439	22.51
IEPF	145383	0.30
TOTAL	49227090	100.00

L. Dematerialization of Shares and Liquidity (as on 31st March, 2018):

Electronic/Physical	No. of Shares	Percentage
NSDL	41266232	83.83
CDSL	7587053	15.41
Physical	373805	0.76
Total	49227090	100.00

48853285 equity shares were held in the demat form as on 31st March, 2018, constituting 99.24% 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. 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 Kapadia

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 viz. M/s. Purnesh R. Mehta & Co. & Associates, Chartered Accountants, Ahmedabad as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report as **Annexure-I**.

ANNEXURE - I

Independent Auditors' Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members
Ganesh Housing Corporation Limited,
Ahmedabad

1. The Corporate Governance Report prepared by Ganesh Housing Corporation Limited ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2018. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from Directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2018, referred to in paragraph 1 above.

Other matters and Restriction on Use

10. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

FOR PURNESH R. MEHTA & CO.
CHARTERED ACCOUNTANTS
FRN:- 142830W

PLACE : AHMEDABAD
DATE : 06/07/2018

PURNESH R. MEHTA
PROPRIETOR
MEMBERSHIP NO.: 032812