

# Notice

[CIN: L45200GJ1991PLC015817]

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

## ORDINARY BUSINESS:

### 1. To consider and adopt :

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

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

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

### 4. Appointment of Auditors:

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

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

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

## SPECIAL BUSINESS:

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

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

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

### 6. Ratification of Remuneration to Cost Auditor

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

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

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

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

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

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

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

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

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

By Order of the Board

**Priti Jani**

*Company Secretary*

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

Place: Ahmedabad

**Registered Office:**

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

**NOTES:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Ms. Aneri D. Patel**

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

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

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

**Mr. Dipak G. Patel**

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

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

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

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

**Item No. 5**

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

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

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

**Item No. 6**

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

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

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

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

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

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

**Item No. 7**

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

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

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

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

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

**Item No. 8**

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

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

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

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

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

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

By Order of the Board

**Priti Jani**

*Company Secretary*

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

Place: Ahmedabad

**Registered Office:**

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