

Notice

[CIN: L45200GJ1991PLC015817]

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting (AGM)** of the Members of **GANESH HOUSING CORPORATION LIMITED** will be held on **Saturday, 29th September, 2018 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 - 380054 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt :

- a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Dipakkumar G. Patel (DIN: 00004766), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration of 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, Companies (Cost Records and Audit)

Rules, 2014 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 2018-2019 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 2018-2019, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) plus GST be and is hereby ratified and confirmed.”

“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.”

5. Approval and Ratification of Material Related Party Transactions:

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

“RESOLVED THAT in supersession of resolution passed in the Extra Ordinary General Meeting of the Company held on 2nd July, 2016 and pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and such other provisions of law as may be applicable and as may be amended from time to time, consent of the members of the Company, be and is hereby accorded to the Board of Directors and/or duly constituted Committee thereof for the following arrangements/ transactions/contracts (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company and also for every financial year hereafter:

Details of Related Party Transactions/Arrangements/Contracts per Financial Year

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value* of Transaction in every financial year
1.	Essem Infra Private Limited	Subsidiary	Loan given/Guarantee or Security provided/ Investment made or any other transfer of resources/ Services/obligations	Upto ₹ 750 Crores p.a.
2.	Gatil Properties Private Limited	Subsidiary	Loan given/Guarantee or Security provided/ Investment made/Sale/ purchase of immovable properties or entering into other agreements w.r.t. immovable properties or any other transfer of resources/Services/ obligations	Upto ₹ 500 Crores p.a.
3.	Starnet Software (India) Limited	Group Company	Loan given/Investment made/Sale/purchase of immovable properties or entering into other agreements w.r.t. immovable properties or any other transfer of resources/Services/ obligations	Upto ₹ 500 Crores p.a.
4.	Mahavir (Thaltej) Complex Private Limited	Group Company	Loan given/Guarantee or Security provided/ Investment made/Sale/ purchase of immovable properties or entering into other agreements w.r.t. immovable properties or any other transfer of resources/Services/ obligations	Upto ₹ 500 Crores p.a.

*Expected maximum value over 5 years starting from 2018-19

“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/or a duly constituted Committee thereof, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/re-negotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transactions/contracts with the Related parties.”

“RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board of Directors of the

Company and/or a duly constituted Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and severally execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

By Order of the Board

Priti Kapadia

Company Secretary

Date: 6th July, 2018

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. The Register of Members and the Share Transfer Books shall remain closed from Saturday, 15th September, 2018 to Friday, 28th September, 2018 (Both days inclusive) for the purpose of payment of Dividend and 27th Annual General Meeting of the Company.
4. The Dividend for the year ended 31st March, 2018, if declared at the meeting, will be paid on or after 4th October, 2018 to those members of the Company holding shares in physical form, whose names appear on the Register of Members of the Company on Friday, 14th September, 2018. 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 Friday, 14th September, 2018.
5. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of 27th Annual General Meeting.
6. 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.
7. 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.
8. 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.
9. 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.
10. The Annual Report and Notice of 27th 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. Members may note that this Notice and the Annual Report for the F.Y. 2017-18 will also be available on the Company's website viz. www.ganeshhousing.com.
11. The route map showing directions to reach the venue of 27th Annual General Meeting is annexed.
12. Pursuant to the provisions of Section 108 of Companies Act, 2013 and other applicable rules made there under and under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to exercise their rights to vote by electronic means. The members may cast their vote using electronic voting system from a place other than the venue of the Meeting (remote e-voting).
13. The Company shall provide facility for voting through polling paper at the 27th 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 entitled/allowed to exercise their right at the meeting.
14. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be allowed to cast their vote again.
15. The Company has appointed Mr. Jatin Parikh, Partner of 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.
16. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
17. The results shall be declared on or after 27th 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 and on the website of CDSL and the same will also be communicated to the Stock Exchanges.

18. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The instructions for members for voting electronically are as under:

- (a) The voting period begins on Tuesday, 25th September, 2018 at 9.00 A.M. (IST) and ends on Friday, 28th September, 2018 at 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 i.e. on 22nd September, 2018 (Saturday), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The shareholders should log on to the e-voting website www.evotingindia.com.
- (c) Click on Shareholders.
- (d) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both 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 (d).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for "GANESH HOUSING CORPORATION LIMITED".
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) **Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for all mobile users. The m-Voting app is available on Apple, Android, and Windows based Mobile phones. Shareholders may login to "m-Voting" using their e-voting credentials to vote for the Company resolution(s).**

(s) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
- After receiving the login details, User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.

(t) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

20. Unpaid/unclaimed dividend and/or shares:

- (a) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 27, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.ganeshhousing.com/dividend.html>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (b) Further, pursuant to IEPF Rules, during the year, the Company transferred 145383 Equity Shares to IEPF

Authority in respect of which dividend has not been paid or claimed for seven consecutive years or more as on due date i.e. 30th October, 2017 Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.ganeshhousing.com/dividend.html>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

- (c) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Company or its RTA for lodging claim for refund of shares and/or dividend from the IEPF Authority.
- (d) Members who have not yet encashed their dividend warrant(s) for the financial years 2010-2011 onwards, are requested to make their claims without any delay to the Company or Registrar and Transfer Agents (RTA), MCS Share Transfer Agent Limited. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2010-11 and thereafter to IEPF is as under:

Sr. No.	Financial Year For which dividend declared	Date on which Dividend Declared	Last due date for claiming Unpaid Dividend
1.	2010-11	30/09/2011	29/09/2018
2.	2011-12	29/09/2012	28/09/2019
3.	2012-13	31/08/2013	30/08/2020
4.	2013-14	15/09/2014	14/09/2021
5.	2014-15	30/09/2015	29/09/2022
6.	2015-16	30/09/2016	29/09/2023
7.	2016-17	27/09/2017	26/09/2024

21. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/MCS Share Transfer Agent Ltd., if not registered with the Company as mandated by SEBI vide its Circular No. SEBI/HO/MIRSD/DOPI/CIP/P/2018/73 dated April 20, 2018.
22. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form at the earliest.

23. Relevant details, in terms of Sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to Secretarial Standards on General Meetings ("SS – 2"), issued by the Institute of Company Secretaries of India in respect of the Directors retiring by rotation and proposed to be re-appointed are as under:

Mr. Dipakkumar G. Patel

Mr. Dipakkumar G. Patel, aged 50 years, is a Promoter Director and is holding the position of Whole-Time Director of the Company since 1st 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.

9th November, 2009. He possesses wide experience of 27 years in construction, finance, real estate development business, 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 Three (3) Subsidiaries and 16 other Private Limited Companies.

As on 31st March, 2018, Mr. Patel held 12158752 (24.70%) shares in his own name and no share in the Company is held by him for any other person on a beneficial basis.

Mr. Dipakkumar G. Patel is related to Mr. Shekhar G. Patel and Ms. Aneri D. Patel, directors of the Company.

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

Item No. 4

The Board of Directors of the Company, upon the recommendation of the Audit Committee, has approved the appointment of M/s J. B. Mistri & Co., Cost Auditors, Ahmedabad to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus GST as applicable at its meeting held on 30th May, 2018.

In pursuance of Section 148 of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

Item No. 5

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), all material related party transactions shall require the approval of the shareholders. The members of the Company gave their approval for the material related party transactions at its Extra Ordinary General Meeting held on 2nd July, 2016. However, considering the existing business scenario, the existing limits are required to be enhanced to a certain extent.

Further, certain transactions may also fall within the ambit of provisions of Section 188. As per Section 188(1) of the Companies Act, 2013, if the amount of transactions exceeds the prescribed limits than approval of members by way of Special Resolution is required. Moreover, pursuant to Regulation 23 of LODR for arrangements/transactions/contracts which are of material nature require approval of members.

Accordingly, the approval of the shareholders by way of a Special Resolution is sought for arrangements/transactions/contracts hitherto entered or to be entered into with Related Parties in one or more tranches. The particulars of the Related Party Transactions for which approval/ratification of the Members is sought, are as follows:

Details of Related Party Transactions/Arrangements/Contracts per Financial Year

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value* of Transaction in every financial year
1.	Essem Infra Private Limited	Subsidiary	Loan given/ Guarantee or Security provided/Investment made or any other transfer of resources/ Services/obligations	Upto ₹ 750 Crores p.a.
2.	Gatil Properties Private Limited	Subsidiary	Loan given/Guarantee or Security provided/ Investment made/ Sale/purchase of immovable properties or entering into other agreements w.r.t. immovable properties or any other transfer of resources/Services/ obligations	Upto ₹ 500 Crores p.a.
3.	Starnet Software (India) Limited	Group Company	Loan given/ Investment made/ Sale/purchase of immovable properties or entering into other agreements w.r.t. immovable properties or any other transfer of resources/Services/ obligations	Upto ₹ 500 Crores p.a.
4.	Mahavir (Thaltej) Complex Private Limited	Group Company	Loan given/Guarantee or Security provided/ Investment made/ Sale/purchase of immovable properties or entering into other agreements w.r.t. immovable properties or any other transfer of resources/Services/ obligations	Upto ₹ 500 Crores p.a.

*Expected maximum value over 5 years starting from 2018-19

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

Accordingly, consent of the Members is sought by way of a Special Resolution as set out in Item No. 5 of the accompanying Notice. This resolution enables the Board of Directors of the Company to approve related party transactions, as may be required by the Company, from time to time, and also ratification of existing arrangements/transactions/contracts entered into by the Company till the date of the said resolution coming into effect. Hence, by the proposed resolution, all existing material related party transactions are placed for approval/ratification. Moreover, by the proposed resolution, approval of the members is also sought for the material related party arrangements/transactions/contracts for the next five financial years starting from 2018-19 with the various specified related parties.

All documents and papers connected with this resolution are available for inspection at the registered office of the Company on all working days during normal business hours of the Company.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings in the Company and/or their respective Directorship or shareholding in the related entities covered by the related party transactions for which approval/ratification of the members is sought.

By Order of the Board

Priti Kapadia

Company Secretary

Date: 6th July, 2018

Place: Ahmedabad

Registered Office:

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

ROUTE MAP OF THE VENUE OF 27TH ANNUAL GENERAL MEETING

