



SECRETARIAL COMPLIANCE REPORT

OF

GANESH HOUSING CORPORATION LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

I, Anand Sureshbhai Lavingia, have examined:

- (a) all the documents and records made available to us and explanation provided by Ganesh Housing Corporation Limited ("the listed entity" or "the Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

For the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

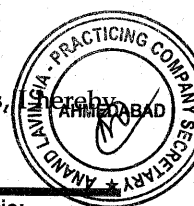
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the period under review)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the period under review)
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the period under review)
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during the period under review)

and circulars/ guidelines issued thereunder;

and based on the above examination and explanation / clarification given by the Company and its officers, report that, during the Review Period,



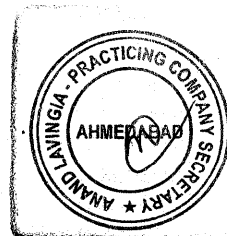


- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Not Applicable
Compliance Requirement (Regulations / circulars / guidelines including specific clause)	
Regulation / Circular No.	
Deviations	
Action Taken by	
Type of Action	
Details of Violation	
Fine Amount	
Observations / Remarks of the Practicing Company Secretary	
Management Response	
Remarks	

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	1.
Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	During the period April 1, 2022 to September 30, 2022, the Company had maintained the System Driven Disclosure (SDD) in excel format only.
Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	31.03.2023
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Under SEBI (Prohibition of Insider Trading) Regulations, 2015
Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	During the period April 1, 2022 to September 30, 2022, the Company had maintained the SDD in excel format only.
Remedial actions, if any, taken by the listed entity	The Company had maintained SDD in digital form effective from October 1, 2022 and has rectified its system of capturing information in SDD Software.
Comments of the PCS on the actions taken by the listed entity	The Company had maintained SDD in digital form effective from October 1, 2022 and has rectified its system of capturing information in SDD Software.





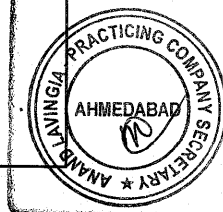
I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies:		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI	Yes	Nil
3.	Maintenance and disclosures on Website:		
	• The Listed entity is maintaining a functional website	Yes	Nil
	• Timely dissemination of the documents/ information under a separate section on the website	Yes	Nil
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	We have relied on the Declarations submitted by each of the Directors regarding non-disqualification under Section 164 of the Companies Act, 2013.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary companies	Yes	The Company has two Material Subsidiary Companies i.e. Gati Properties Private





Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
			Limited and Madhukamal Infrastructure Private Limited.
	(b) Disclosure requirement of material as well as other subsidiaries	Yes	The Company has complied with disclosure requirement for other Subsidiaries.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	The Company has informed that all such transactions have been carried out on arms' length basis in the ordinary course of business.
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	The Company has informed that all such transactions have been carried out on arms' length basis in the ordinary course of business.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil

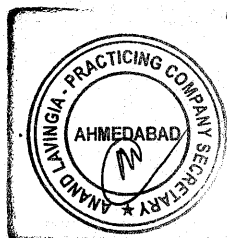




Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes	As informed to us, no action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges etc.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries	NA	No such instances took place.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Date: 29/05/2024
Place: Ahmedabad

Anand Lavingia
ANAND SURESHBHAI LAVINGIA
PRACTICING COMPANY SECRETARY
ACS: 26458; COP: 11410
PR. No.: 1589/2021
UDIN: A026458F000483684