

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GANESH HOUSING LIMITED (FORMERLY KNOWN AS GANESH HOUSING CORPORATION LIMITED) AT ITS MEETING HELD ON FRIDAY, DECEMBER 05, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GANESH CORPORATE HOUSE, 100 FT HEABATPUR – THALTEJ ROAD, NR. SOLA BRIDGE, OFF S.G HIGHWAY, AHMEDABAD – 380054 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON EQUITY SHAREHOLDERS AND AMONGST OTHERS

1. Background:

- 1.1 Based on the recommendation of Audit Committee and the Committee of Independent Directors of Ganesh Housing Limited (“**the Transferee Company**” or “**the Company**”) and subject to inter alia (i) receipt of no objection letter on the Scheme from BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”), (ii) approval of the requisite majority of shareholders and/or creditors (where applicable) of the Company, as may be directed by the Ahmedabad bench of the Hon’ble National Company Law Tribunal (“**NCLT**”), (iii) order of the NCLT approving the Scheme, and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, observations, no-objections, permissions, sanctions, the Board of Directors of the Company (“**the Board**”), at its meeting held on December 05, 2025, has approved the draft Scheme of Arrangement between Gatil Properties Private Limited (“**the Transferor Company**”) and the Transferee Company and their respective shareholders, under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force) (“**the Act**”), read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2 (1B) read with any other applicable provisions of the Income-tax Act, 1961 (as amended) (“**the IT Act**”), and other applicable laws, including regulations issued by Securities and Exchange Board of India (“**SEBI**”), inter alia including applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR Regulations**”) read with Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“**SEBI Master Circular**”), Standard Operating Procedure (SOP) for application filed under Regulation 37 of Listing Regulations dated July 31, 2025, the relevant provisions of Memorandum of Association and Articles of Association of the Company and other applicable laws, rules, regulations and on the terms and conditions as stated therein (“**Scheme**”).
- 1.2 The equity shares of the Company are listed on the Stock Exchanges.
- 1.3 The Company will be filing the Scheme along with necessary information/documents with the Stock Exchanges pursuant to Regulation 37 of the SEBI LODR Regulations read with SEBI Master Circular for obtaining a no – objection letter from Stock Exchanges.



- 1.4 Post receipt of the no-objection letter from Stock Exchanges, the Scheme will be presented before NCLT under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act, the SEBI Master Circulars and will be in compliance with Section 2 (1B) read with any other applicable provisions of the IT Act.
- 1.5 The draft Scheme was recommended for final consideration and approval by Board, by the Audit Committee at its meeting held on December 05, 2025 and the Committee of Independent Directors at its meeting held on December 05, 2025.
- 1.6 Pursuant to Section 232 (c) of the Act, a report is required to be adopted by the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company. This report is also required to be circulated along with the notices for convening the shareholders'/creditors' meetings as may be ordered by the NCLT ("Report").
- 1.7 Accordingly, this Report of the Board is prepared to comply with the aforesaid requirements of the Act read with the SEBI Master Circular and pursuant to the SEBI LODR Regulations, for adoption by the Board.

2 Overview of the Scheme:

- 2.1 The Scheme is pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Act, and provides for, inter alia, the following:
 - a) amalgamation of the Transferor Company into and with the Transferee Company in accordance with Section 2 (1B) and other provisions of the IT Act, Sections 230 to 232 read with Section 66 of the Act and other applicable laws.
 - b) the entire Undertaking (*as defined in the Scheme*) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Company to become undertaking of the Company, in the manner provided for in the Scheme, in accordance with Sections 230 to 232, the IT Act and other applicable laws.
 - c) the Company shall write off the debit balance of the Capital Reserve created in the books of the Company pursuant to the Scheme and such write-off shall be adjusted against the Securities Premium Account of the Company in accordance with the provisions of the Scheme.
 - d) the utilization of the **Securities Premium Account** for the purposes of the Scheme, as set out in the Scheme, shall be effected as an integral part of the Scheme, and the order of the NCLT sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act (regarding reduction of capital) read with Section 52 of the Act (regarding utilization of securities premium account), and no separate



application or resolution will be required for the reduction of capital or for the use of the Securities Premium Account.

- e) transfer of the authorised share capital of the Transferor Company to the Company and consequential increase in the authorised share capital of the Company as provided in Part II of the Scheme.
- f) the Transferor Company shall stand dissolved without being wound up.

3 Documents placed before the Board:

- a) Draft of the Scheme;
- b) Confirmation received from the Management of the Company stating that there is no requirement to obtain valuation report (“Valuation Report”);
- c) Confirmation received from the Management of the Company stating that there is no requirement to obtain fairness opinion (“Fairness Opinion”);
- d) The certificate dated December 05, 2025 from J.M Parikh & Associates, Chartered Accountants (“Auditors’ Certificate”), certifying that the accounting treatment contained in the Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government under Section 133 of the Act and the rules made thereunder
- e) Undertaking of the Company confirming non-applicability of the conditions specified in Paragraph (A) 10 (a) read with (A) 10 (b) of Part I of SEBI Scheme Circular along with the certificate by J.M Parikh & Associates, Chartered Accountants, the Statutory Auditors of the Company, certifying the said Undertaking under Paragraph (A) 10 (c) of Part I of SEBI Scheme Circular.
- f) Report of the Audit Committee of the Company dated December 05, 2025 recommending the draft Scheme for favorable consideration and approval by the Board of the Company;
- g) Report of the Committee of the Independent Directors of the Company dated December 05, 2025 recommending the draft of the Scheme for consideration and approval of the Board;

4 Rationale of the Scheme:

- 4.1 The Transferee Company along with its nominee is holding the entire paid-up equity share capital of the Transferor Company and as the Transferor Company and Transferee Company’s business activities are similar and complement each other, and to achieve, inter alia, economies of scale and efficiency, the amalgamation of the companies is being undertaken. The amalgamation of the Transferor Company with the Transferee Company would, inter alia, have the following benefits:
- a) The amalgamation will simplify the corporate structure by eliminating a wholly owned subsidiary and consolidating its business, assets, and liabilities directly into the holding



company resulting in streamlined governance, enhanced transparency, and a unified management structure, enabling more effective strategic control.

- b) The amalgamation of Transferor Company with Transferee Company will enable consolidation of operational capabilities, expertise, and resources of the Transferor Company and the Transferee Company which will provide impetus to growth, enhanced synergies, and focused management control and realisation of economies of scale through unified procurement, marketing, finance and project management functions.
- c) The consolidation of assets, capital, resources and elimination of inter-company transactions will strengthen the balance sheet and capital base of the Transferee Company. The merged entity will have improved financial flexibility, enhanced borrowing capacity, and better leveraging of assets and credit lines, thereby it will provide opportunity for long term capital appreciation of assets as well as support its ability to undertake larger and more complex real estate projects.

5 Effect of the Scheme on equity shareholders (promoters and non-promoter shareholders) of the Company:

- 5.1 The Company has no other class of shareholders, apart from equity shareholders.
- 5.2 Under Part II of the Scheme, an arrangement is sought to be entered into between the Transferee Company and its equity shareholders.
- 5.3 Cancellation of equity shares: Upon the coming into effect of this Scheme, and in consideration of the transfer of and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, all the equity shares issued by the Transferor Company and held by the Transferee Company and/or its nominee(s) shall stand cancelled and extinguished and in lieu thereof, there shall be no allotment of equity shares in the Transferee Company.

6 Effect of the Scheme on the Employees, Directors and Key Managerial Personnel (“KMPs”) of the Company:

- 6.1 Under Part II of the Scheme all the staff and employees of the Transferor Company, if any, who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Transferee Company, and, subject to the provisions of the Scheme, on terms and conditions not less favourable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the transfer and vesting of the Undertaking of the Transferor Company to the Transferee Company.
- 6.2 None of the directors or the key managerial personnel (as defined under the Act and the rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and the rules framed thereunder) have any material interest in the Scheme, except to the extent that some of the directors of the Transferee Company are the also key managerial



personnel of the promoter Company of the Transferor Company and/or to the extent that the said promoter hold shares as a nominee in Transferor Company and/or to the extent that the said promoter director of the Transferee Company is the key managerial personnel of the Transferor Company

7 Effect of the Scheme on Creditors of the Company:

- 7.1 Under Part II of the Scheme, there is no arrangement with the creditors of the Transferee Company. No compromise is offered under Part II of the Scheme to any of the creditors of the Transferee Company. The liabilities of the creditors of the Transferee Company under Part II of the Scheme, is neither being reduced nor being extinguished. The creditors of the Transferee Company would in no way be affected by Part II of the Scheme.
- 7.2 As on date, the Transferee Company has no secured creditor or outstanding public deposits and therefore, the effect of Part II of the Scheme on any such public deposit holders or deposit trustee(s) does not arise.

8 Adoption of the Report by the Board of Directors:

In the opinion of the Board of Directors, the Scheme will be advantageous and beneficial to the Company, its Shareholders and other Stakeholders and the terms thereof are fair and reasonable.

The Board has adopted this Report after due deliberations and due consideration of all the terms of the draft Scheme, the information set forth in this Report and the papers tabled before it, including the effect of the Scheme on each class of shareholders (promoters and non-promoter shareholders), Employees, Directors and Key Managerial Personnel of the Company.

The Board, or any fully authorized committee of the Board, is entitled to make any relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form a part of this Report.

On behalf of the Board

For GANESH HOUSING LIMITED
(Formerly known as GANESH HOUSING CORPORATION LIMITED)


SHEKHAR G. PATEL
MANAGING DIRECTOR & CEO
(DIN: 00005091)

DATE: DECEMBER 09,2025
PLACE: AHMEDABAD

