

31st July, 2014

To,
The Chairman
Ganesh Housing Corporation Limited
Ganesh Corporate House,
100 Feet Hebatpur- Thaltej Road,
Near Sola Road,
Off S. G. Highway,
Ahmedabad - 380 054.

Respected Sir,

Sub.: Scrutinizer Report

Ganesh Housing Corporation Limited, has vide resolution of its Board of Directors Dated 30th May, 2014 has appointed the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") is complied with.

As required under Section 110 of the Act a notice along with explanatory statement under section 102 of the Act was sent to the shareholders by Courier along with postal ballot forms ("Forms") and pre-paid postal envelope returnable to the Scrutinizer, for passing of following resolutions:

Resolution No.1 as a special resolution for availing consent for acquiring securities of body corporate/ giving loan or guarantee/providing security exceeding prescribed limits under Section 186 of the Companies Act, 2013 and Rules made there under.

Resolution No.2 as a special resolution for Authority to borrow money exceeding the prescribed limits under Section 180(1)(c) of the Companies Act, 2013 read with rules made there under for the purpose of business of the Company.

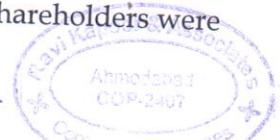
Resolution No.3 as a special resolution for Authority to sell, lease or otherwise dispose of the whole or substantially the whole of undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 read with rules made thereunder.

Resolution No.4 as an ordinary resolution for re-appointment of Mr. Shekhar G. Patel as Managing Director for a period of five (5) years w.e.f. 1st July, 2014.

Resolution No.5 as an ordinary resolution revision of the remuneration of Mr. Dipak G. Patel, Whole-Time Director of the Company.

The Company has also availed the E-Voting facility offered by Central Depository Services Limited (CDSL) for conducting e-Voting by the members of the Company and as permitted under General Circular No. 72/2011 dated 27th December, 2011 notices to shareholders were sent through e mail.

Ravi Kapoor



The shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer on or before 25th July, 2014 or cast their vote online on the basis of password provided to them by CDSL. As required under Rule 22(10) of the Companies (Management and Administrative) Rules, 2014, a register was maintained and particulars of name, address, folio no. of shares along with assent and dissent was recorded therein on day to day basis.

We have not received any physical ballot paper from the shareholders. However, 50 Shareholders have casted their vote electronically for all five resolutions, for which we have generated report from the web site of Central Depository Services Limited (CDSL). E-voting for each resolution is mentioned herein. For Resolution No. 1 as a Special Resolution, 49 shareholders having 2,11,41,545 Equity Shares have given their consent and 1 shareholder having 80 shares has given his dissent. For Resolution No.2 as Special Resolution, 49 shareholders having 2,11,41,525 Equity Shares have given their assent and 1 shareholder having 100 shares has given his dissent. For Resolution No.3 as a Special Resolution, 48 shareholders having 2,11,41,445 Equity Shares have given their consent and 2 shareholders having 180 shares have given their dissent. For Resolution No.4 as an Ordinary Resolution, all 50 shareholders having 2, 11, 41,625 Equity Shares have given their consent. For Resolution No.5 as an Ordinary Resolution, 49 shareholders having 2,11,41,595 Equity Shares have given their consent and 1 shareholder having 30 shares given their dissent.

Summary of E-Voting done for each resolutions with their voting pattern is attached as **Annexure-A**.

As per Rule 22(7) of the Companies (Management and Administrative) Rules, 2014, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

As per Section 114 (1) of the Companies Act, 2013 a Resolutions shall be Ordinary Resolution if the notice required under this Act has been duly given and it is required to be passed by the votes cast, whether on a show of hands, or electronically or on a poll, as the case may be, in favour of the resolution, including the casting vote, if any, of the Chairman, by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, exceed the votes, if any, cast against the resolution by members, so entitled and voting.

As per Section 114 (2) of the Companies Act, 2013 a Resolution shall be Special Resolution when

- a) intention to propose the resolution as special resolution duly specified in the notice
- b) notice required under the Act was duly given
- c) the votes cast in favour of the resolution is three times more, than the vote cast against.

Ravi Kapoor



**Ravi Kapoor
&
Associates**

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**Company Secretaries
& Trade Mark Agent**

Since the conditions prescribed under Section 114 (1) and (2) of the Companies Act, 2013 have been met, therefore the resolutions are considered to have been approved as Ordinary/Special Resolutions, as the case may be, by the shareholders of the Company.

You are requested to take note of the above and oblige.

Thanking You,

Yours Faithfully,
For, Ravi Kapoor & Associates

Ravi Kapoor

(RAVI KAPOOR)
Company Secretary-Scrutinizer
FCS-2587
COP-2407



Annexure-A

Voting Pattern of Electronic Ballot						
Particulars	No. of Shareholders voted through e voting in favour	No. of Shares in favour	% of shares in favour	No. of Shares holders Voted against	No. of Shares against	% of shares against
Special Resolution for availing consent for acquiring securities of body corporate/ giving loan or guarantee/providing security exceeding prescribed limits under Section 186 of the Companies Act, 2013 and Rules made there under.	49	2,11,41,545	99.99	1	80	0.01
Special Resolution for Authority to borrow money exceeding the prescribed limits under Section 180(1)(c) of the Companies Act, 2013 read with rules made there under for the purpose of business of the Company.	49	2,11,41,525	99.99	1	100	0.01
Special Resolution for Authority to sell, lease or otherwise dispose of the whole or substantially the whole of undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 read with rules made there under.	48	2,11,41,445	99.99	2	180	0.01
Ordinary Resolution for re-appointment of Mr. Shekhar G. Patel as Managing Director for a period of five (5) years w.e.f. 1 st July, 2014.	50	2,11,41,625	100.00	0	0	0
Ordinary Resolution revision of the remuneration of Mr. Dipak G. Patel, Whole-Time Director of the Company.	49	2,11,41,595	99.99	1	30	0.01

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