

Notice

(CIN: L45200GJ1991PLC015817)

NOTICE is hereby given that the **Twenty Fifth Annual General Meeting (AGM)** of the Members of **GANESH HOUSING CORPORATION LIMITED** will be held on Friday, **30th September, 2016 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 businesses:

ORDINARY BUSINESS:

1. To consider and adopt :

- a. The audited Financial Statements of the Company for the financial year ended 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, 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 31st March, 2016.

2. To declare a dividend on equity shares for the year ended 31st March, 2016.

3. To appoint a Director in place of Mr. Shekhar G. Patel (DIN: 00005091), who retires by rotation and being eligible offers himself for re-appointment.

4. Ratification of 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-sixth Annual General Meeting of the Company to be held in the year 2017 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. 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 2016-2017 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 2016-2017, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) be and is hereby ratified and confirmed.”

6. To Approve Cost of sending communication to Shareholders as per preferred mode:

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 20 (2) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a member may request for delivery of any document in a particular mode, for which he/she shall pay such fees as may be determined by any one of the Director or Company Secretary or Authorised

Signatory, if any, authorised in this behalf which shall not exceed the actual expenditure incurred by the Company for sending the said document plus other out of pocket expenditure, if any, incurred thereto.”

7. To approve an offer or invitation for subscription of Non-Convertible Debentures up to ₹ 1,000 Crore on a Private Placement basis:

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the “Act”), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions and sanctions as may be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) may accept, the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe the secured/unsecured/redeemable Non-Convertible Debentures in one or more series, denominated in Indian rupees or in any foreign currency, on a private placement basis, in one or more

tranches, during the period of one year from the date of passing of the Special Resolution by the members, up to ₹ 1000 Crores which is within the overall borrowing limits of ₹ 5,000 Crores of the Company, as approved by the members under Section 180(1)(c) of the Companies Act, 2013 on July 31, 2014.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing, utilisation of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/undertakings/ agreements/papers/writings, as may be required in this regard and matters connected therewith or incidental thereto.”

By Order of the Board

Priti Jani

Company Secretary

Date: 2nd July, 2016

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, 17th September, 2016 to Friday, 23rd September, 2016 (Both days inclusive) for the purpose of payment of Dividend and 25th Annual General Meeting of the Company.
5. The Dividend for the year ended 31st March, 2016, if declared at the meeting, will be paid on or after 5th October, 2016 to those members of the Company holding shares in physical form, whose names appear on the Register of Members of the Company on 16th September, 2016. 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 16th September, 2016.
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. The Annual Report and Notice of 25th 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.
10. 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.
11. 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 an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
12. The Company shall provide facility for voting through polling paper at the 25th 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.
13. 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.
14. The Company has appointed Mr. Ramesh Pathak, 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.

15. 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.
16. The results shall be declared on or after 25th 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.
17. 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:-
- The voting period begins on 9.00 A.M. (IST) on Tuesday, 27th September, 2016 and ends on 5.00 P.M. (IST) on Thursday, 29th September, 2016. 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 23rd September, 2016 (Friday), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - 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.

- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 Details OR Date of Birth (DOB)	<p>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.</p> <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).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 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 android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (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 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 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.
18. 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.
19. 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 2007-08, 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 2008-2009 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	2008-09	30/09/2009	29/09/2016
2	2009-10	30/09/2010	29/09/2017
3	2010-11	30/09/2011	29/09/2018
4	2011-12	29/09/2012	28/09/2019
5	2012-13	31/08/2013	30/08/2020
6	2013-14	15/09/2014	14/09/2021
7	2014-15	30/09/2015	29/09/2022

20. Relevant details, in terms of Sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors retiring by rotation and proposed to be re-appointed are as under:

Mr. Shekhar G. Patel

Mr. Shekhar G. Patel (DIN: 00005091), aged 44, is a Promoter and holds position of Managing Director in the Company. He is qualified Civil Engineer and has gained more than 22 years of experience in construction and Real Estate development business. He joined the Company in 1994 and has had a distinguished career with the Company. He looks after day to day affairs of the Company including Finance, Marketing, Administration, etc.

Mr. Patel is a Director on the Board of Four (4) Subsidiaries viz. Essem Infra Private Limited, Gatil Properties Private Limited, Shaily Infrastructure Private Limited and Maheshwari (Thaltej) Complex Private Limited. He is also holding directorship in One Section 8 Company, One Company Limited by Guarantee and 13 Other Private Limited Companies. He is a member of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

As on 31st March, 2016, Mr. Patel held 6994390 (21.41%) shares in his own name and no share in the Company is held by him for any other person on a beneficial basis.

Mr. Shekhar G. Patel and Mr. Dipak G. Patel are related to each other as Brothers.

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

Item No. 5

The Board, on 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, 2017 at a remuneration of ₹ 100,000/- per annum at its meeting held on 30th June, 2016.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board commends the Ordinary Resolution set out at Item No. 5 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. 5 of the Notice.

Item No. 6

Pursuant to the provisions of Section 20 of Act read with Companies (Incorporation) Rules, 2014, a member may request for delivery of any document in a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting.

Thus, for determining fees for future communications approval of the members is being sought by way of an Ordinary Resolution as set out in Item No. 6 appended to this Notice.

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

Pursuant to the provisions of Sections 42 and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of

Securities) Rules, 2014, a company shall obtain prior approval of its members by means of a Special Resolution only once in a year for all the offers or invitations for non-convertible debentures/bonds other debt securities during the year.

The members at the Extra Ordinary General Meeting held on February 28, 2015 had approved the issuance of private placement of Non-Convertible Debentures (NCDs) or other Debt Securities within the overall borrowing limits of the Company i.e. ₹ 5,000 Crores for a period of one year which expired on February 28, 2016. Under the said approval, the Company has raised NCDs aggregating to ₹ 30 Crores which has been fully redeemed by the Company as on date. The Company further plans to raise long term resources, inter alia, to refinance, optimization of interest cost, capital expenditure of the group including subsidiary/associate companies of the Company, repayment of the existing domestic debts, working capital needs and for general corporate purposes. As the funding requirements would depend on various factors, it is considered expedient by the Company to obtain consent of the members.

Accordingly, the approval of the members is being sought by way of a Special Resolution as set out in Item No. 7 appended to this Notice under Sections 42 and 71 and other applicable provisions, if any of the Act and its rules thereunder.

The Board commends the Special 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.

By Order of the Board

Priti Jani

Company Secretary

Date: 2nd July, 2016

Place: Ahmedabad

Registered Office:

GANESH CORPORATE HOUSE

100 Feet Hebatpur-Thaltej Road,

Nr. Sola Bridge, Off. S. G. Highway,

Ahmedabad - 380 054