

REF.NO./GHCL/AHMD/2023-2024/363B

DATE: AUGUST 14, 2023

ISO 9001:2015 | ISO 14001:2015
ISO 45001:2018

To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 ----- Script Code : 526367	To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 ----- Symbol: GANESHHOUC
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SUB: NOTICE OF 32ND ANNUAL GENERAL MEETING OF THE COMPANY

Dear Sir/Madam,

This is further to our letter dated May 09, 2023, wherein the Company had informed that the 32nd Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 11, 2023 at 03.00 p.m. (IST) through Video Conferencing / Other Audio Visual Means in terms of extant guidelines issued by Ministry of Corporate Affairs and SEBI.

We are submitting herewith the Notice convening 32nd AGM which is being sent through electronic mode to the Members whose email addresses are registered with the Depository Participant(s)/ Registrar & Share Transfer Agent.

The Notice is being uploaded on the Company's website and can be accessed at www.ganeshhousing.com

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For GANESH HOUSING CORPORATION LIMITED

**JASMIN JANI
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl: As above

**GANESH CORPORATE HOUSE**100 ft. Hebatpur-Thaltej Road,
Nr. Sola Bridge, Off. S.G. Highway,
Ahmedabad-380 054. Gujarat, India.
CIN: L45200GJ1991PLC015817**P** +91 79 6160 8888**E** ganesh@ganeshhousing.com**W** www.ganeshhousing.com

NOTICE

[CIN: L45200GJ1991PLC015817]

NOTICE is hereby given that the **Thirty Second Annual General Meeting (AGM)** of the Members of **GANESH HOUSING CORPORATION LIMITED** will be held on **Monday, September 11, 2023 at 3.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)** to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023, 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 on March 31, 2023, together with the Report of the Auditors thereon.
2. To declare a dividend of ₹ 2.40/- per equity share of face value of ₹ 10/- each for the financial year ended on March 31, 2023.
3. To appoint a Director in place of Ms. Aneri D. Patel (DIN: 06587573), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

4. **To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2024 and in this regard pass 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, the 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 to M/s. J. B. Mistri & Co., Cost Accountants, Ahmedabad having Firm Registration No. 101067 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-2024 amounting to ₹ 70,000/- (Rupees Seventy Thousand Only) plus GST, if applicable, 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. **To approve the entering into of a Material Related Party Transaction with Starnet Real Estate Development Limited (“Starnet”), a Group Company, and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions (“RPT”), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and/ or carrying out and / or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Starnet Real Estate Development Limited, a Group Company of the Company, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-24, in the nature of;

- (i) to make or provide loans / Investment, Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations,
- (ii) to receive loan, to give Guarantee, to provide Security, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations.

on such terms and conditions as mentioned in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

6. To approve the entering into of a Material Related Party Transaction with Mahavir (Thaltej) Complex Private Limited ("Mahavir"), a Group Company, and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions ("RPT"), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/ or carrying out and / or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mahavir (Thaltej) Complex Private Limited, a Group Company of the Company, and a related party under Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, during the financial year 2023-24, in the nature of ;

- (i) to make or provide loans / Investment, Sale / purchase / lease of immovable properties or entering into other

agreements with respect to immovable properties, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations,

- (ii) to receive loan, to give Guarantee, to provide Security, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations.

on such terms and conditions as mentioned in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

7. To approve the entering into of a Material Related Party Transaction with Mr. Shekhar Govindbhai Patel, Promoter and Managing Director & CEO of the Company, and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions ("RPT"), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/ or carrying out and / or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether

individually or series of transaction(s) taken together or otherwise), with Mr. Shekhar Govindbhai Patel, Promoter and Managing Director & CEO of the Company, and a related party under Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, during the financial year 2023-24, in the nature of ;

Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations

on such terms and conditions as mentioned in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

8. To approve the entering into of a Material Related Party Transaction with Mr. Dipkkumar Govindbhai Patel, Promoter and Chairman & Whole-time Director of the Company, and in this regard, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions ("RPT"), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/ or carrying out and / or continuing

with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mr. Dipakkumar Govindbhai Patel, Promoter and Chairman & Whole-time Director of the Company, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-24, in the nature of ;

Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations

on such terms and conditions as mentioned in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

9. To approve the entering into of a Material Related Party Transaction with Mrs. Archana Shekharbhai Patel, Member of Promoter Group and Relative of Managing Director & CEO of the Company, and in this regard, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions ("RPT"), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the

consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/ or carrying out and / or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mrs. Archana Shekharbhai Patel, Member of Promoter Group and Relative of Managing Director & CEO of the Company, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-24, in the nature of ;

Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations

on such terms and conditions as mentioned in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

10. To approve the entering into of a Material Related Party Transaction with Mrs. Sagnaben Dipakkumar Patel, Member of Promoter Group and Relative of Chairman & Whole-time Director of the Company of the Company, and in this regard, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions ("RPT"), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board" which term shall

be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/ or carrying out and / or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mrs. Sagnaben Dipakkumar Patel, Member of Promoter Group and Relative of Chairman & Whole-time Director of the Company, and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-24, in the nature of ;

Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations

on such terms and conditions as mentioned in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

11. To approve the entering into of a Material Related Party Transaction with Urbanaac Infrastructure Private Limited ("Urbanaac"), a Related Party of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time

being in force, the Company's Policy on Related Party Transactions ("RPT"), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Board and any duly authorised committee of directors constituted/ to be constituted empowered by the Board, from time to time, to exercise its powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/ or carrying out and / or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Urbanaac Infrastructure Private Limited, a Related Party of the Company (i.e Mr. Shekhar G. Patel, Managing Director & CEO of the Company is a director in Urbanaac Infrastructure Private Limited. His spouse holds 10% of the paid up share capital of the said Company), and a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-24, in the nature of ; purchase of goods or materials and/or availing of services and other reimbursements for business purpose,

on such terms and conditions as mentioned in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

By Order of the Board

Date: July 18, 2023

Place: Ahmedabad

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

Jasmin Jani
Company Secretary

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to Special Businesses to be transacted at the AGM, is annexed hereto.
2. Pursuant to General Circular No. 10/2022 dated December 28, 2022 ("**MCA**") read together with previous circulars issued by MCA in this regard (collectively to be referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 issued by Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "**SEBI Circulars**") Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue till September 30, 2023. Hence, in compliance with the said circulars and provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM.

The deemed venue of the AGM will be the Registered Office of the Company.

3. Since the Meeting will be held through VC/OAVM in accordance with the MCA Circulars and SEBI Circulars, the route map, proxy form and attendance slip are not attached to this Notice

However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through remote e-voting or venue voting.

4. Facility to join the AGM will be opened fifteen minutes before and after the scheduled time of the commencement of AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. The Register of Directors and Key Managerial Personnel and their shareholding has been maintained under Section 170 of the Act. Pursuant to Section 171 of the Act the said register will be available electronically for inspection by the members. Members seeking to inspect such documents can send an email to secretarial@ganeshhousing.com in advance.

7. In compliance with the stated MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2022-2023, is being sent only through electronic mode to those members whose email addresses are registered with the Registrar/Depository Participant(s). Members may note that this Notice and the Annual Report for the financial year 2022-2023 are also be available on the Company's website viz. www.ganeshhousing.com, websites of Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) at <https://www.nseindia.com/> and <https://www.bseindia.com/>, respectively and on the website of Central Depository Services (India) Limited (CDSL) (agency for providing e-voting facility) viz. <https://www.evotingindia.com/>
8. The Record Date for the purpose of the payment of dividend is fixed as Friday, September 01, 2023.
- If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made, subject to deduction of tax at source (TDS), within 30 (thirty) days, as under:
- To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 01, 2023.
 - To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company on or before the close of business hours on September 01, 2023.
9. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, has mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use permissible modes for electronic remittance of dividend. Further, pursuant to MCA General Circular 20/2020 dated May 5, 2020, companies are directed to credit the dividend directly to the bank accounts of the Members using Electronic Clearing Services. Therefore:
- A. Members holding shares in the demat mode are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and complete bank account details viz core banking A/c no., type and branch, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email ID, contact numbers etc. to their DP. Changes intimated to the DP will then be automatically reflected in the Company's records.
- B. Members holding shares in physical form are requested to intimate such changes to the Company's RTA by submission of a Service Request Form ISR-1 duly filled and signed by the Member together with the supporting documents as stated therein.
- C. Subject to the provisions of Section 123 of the Act, dividend on equity shares, if declared at the AGM, will be credited / dispatched on or before Tuesday, October 10, 2023, as under:
- (i) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the end of the day of Friday, September 01, 2023; and
 - (ii) to all those Shareholders holding shares in physical form, whose names stand registered in the Company's Register of Members as Members on the end of the day on Friday, September 01, 2023.
- Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 01, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (the IT Act). Detailed communication to the Members in this regard is available on the Company's website. The Members may please refer to the same and comply to ensure appropriate deduction of tax and in any case update Residential status, PAN, Category of holding, etc. with their DP or in case shares are held in physical form, with the Company's RTA. Members may refer to the provisions under the Income Tax Act, 1961, for detailed information on the tax deduction on dividend.
10. As per the Listing Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the Members. Where the dividend cannot be paid through electronic mode, the same will be paid by Cheque at par/ Demand Drafts/ Warrants, as the case may be, with bank account details printed thereon.
11. Members seeking information with regard to accounts are requested to write to the Company at least 10 (Ten) days before the AGM so as to enable management to keep the information ready.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- a) **For shares held in electronic form:** to their Depository Participants (DPs)
 - b) **For shares held in physical form:** to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other relevant forms pursuant to SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 or Form ISR – 5 the format of which is available on the Company's website viz. <https://ganeshhousing.com/investors-information>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. **Updating of mandate for receiving dividend directly in bank account through Electronic Mode or any other means in a timely manner:** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.

Shares held in physical form: Members holding shares in physical form are requested to send the following details/documents to the Company's Registrars and Transfer Agent (RTA) viz. MCS Share Transfer Agent Limited at 101, Shatdal Complex, Opp Bata Show Room, Ashram Road, Ahmedabad - 380 009. The said form is available on the website of the Company at <https://ganeshhousing.com/investors-information> and on the website of the RTA at <https://www.mcsregistrars.com/downloads.php>.

Further, Members are requested to refer to process detailed on <https://ganeshhousing.com/investors-information> and proceed accordingly.

Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs as early as possible.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website

<https://ganeshhousing.com/investors-information>. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

16. Members are requested to note that dividends that are not claimed within seven (7) years from the date of transfer to the Company's unpaid dividend account will, as per Section 124 of the Act, be transferred to Investor Education and Protection Fund (IEPF). The shares on which dividend remains unclaimed/unpaid for seven (7) consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable Rules.

The following table provides dates on which unclaimed/unpaid dividend and their corresponding shares would become liable to be transferred to the IEPF:

Sr. No.	Financial Year For which dividend declared	Date on which Dividend Declared	Date up to which Shareholders can claim Dividend
1.	2015-2016	30/09/2016	30/11/2023
2.	2016-2017	27/09/2017	25/11/2024
3.	2017-2018	29/09/2018	28/11/2025
4.	2018-2019	14/09/2019	12/11/2026

Members, who have not yet encashed their dividend warrants for the above financial years, are requested to make their claims before relevant due dates without any delay to the Company or RTA i.e. MCS Share Transfer Agent Limited. For details of dividend and/or shares already transferred to IEPF and for claiming the same, kindly visit the web-link: <https://ganeshhousing.com/dividend> or <https://www.iepf.gov.in/IEPF/refund.html>.

17. Relevant details, in terms of Sub-regulation (3) of Regulation 36 of Listing Regulations and pursuant to Secretarial Standard 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 is annexed as Annexure - 1:

18. **Instructions for attending AGM and e-voting are as follows:-**

A. General Instructions:-

(a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and the MCA Circulars dated 20/2020 dated May 05, 2020 and 10/2022 dated December 28, 2022 and other circulars issued in this respect ("MCA Circulars"), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL)

- for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the AGM will be provided by CDSL.
- (b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 01, 2023, shall be entitled to avail the facility of remote e-voting as well as venue e-voting.
 - (c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 01, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting on the date of the AGM by following the procedure mentioned in this part.
 - (d) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, September 01, 2023, may cast their votes electronically. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - (e) The remote e-voting period commences at 9:00 a.m. (IST) on Friday, September 08, 2023 and ends at 5:00 p.m. (IST) on Sunday, September 10, 2023. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (f) Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.
 - (g) The facility for voting, through electronic voting system, shall also be made available during the AGM and members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their rights at the AGM.
 - (h) 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.
 - (i) 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 viz. www.evotingindia.com and the same will also be communicated to the Stock Exchanges.
- B. The instructions to shareholders for remote e-voting and e-voting during AGM and joining AGM through VC/OAVM are as under:**
- (a) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - (b) In compliance with the provisions of section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the AGM by electronic means and the business would be transacted through e-voting services arranged by CDSL. The shareholders may cast their votes remotely, using an electronic voting system on the dates mentioned herein below.
 - (c) Those shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the AGM.

- (d) The shareholders who have cast their votes by remote e-voting prior to the AGM may also join the AGM through VC/OAVM, but shall not be entitled to cast their vote again. A shareholder can opt for only single mode of voting per EVSN, i.e., through remote e-voting or e-voting at the AGM. If a shareholder casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the AGM shall be treated as 'INVALID'.

1. The process and manner for remote e-voting is as under:

- (a) In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, on the e-voting facility provided by the listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. The shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.
- (b) Pursuant to above said SEBI circular, login method for e-voting and joining AGM for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="576 672 1439 832">1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on login icon and select new system Myeasi. <li data-bbox="576 832 1439 1066">2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining the AGM and voting during the AGM. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. <li data-bbox="576 1066 1439 1172">3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="576 1172 1439 1402">4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile and email id as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting service providers.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”)	<ol style="list-style-type: none"> 1) If the user is already registered for NSDL IDeAS facility: <ol style="list-style-type: none"> a) Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. b) Once the home page of e-services is launched, click on the “Beneficial Owner” icon under “Login” available under ‘IDeAS’ section. c) A new screen will open. User will have to enter User ID and Password. After successful authentication, user will be able to see e-voting services. d) Click on “Access to e-voting” under e-voting services and user will be able to see e-voting page. e) Click on the Company’s name or e-voting service provider name and user will be re-directed to e-voting service provider website for casting his/her vote during the remote e-voting period or for joining the AGM and voting during the AGM. 2) If the user is not registered for IDeAS e-services: <ol style="list-style-type: none"> a) The option to register is available at https://eservices.nsdl.com. b) Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) E-voting website of NSDL: <ol style="list-style-type: none"> a) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a personal computer or on a mobile. b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. c) A new screen will open. User will have to enter his/her user id (i.e. user’s sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. 4) After successful authentication, user will be redirected to NSDL Depository site wherein the user can see e-voting page. Click on Company’s name or e-voting service provider name and the user will be redirected to e-voting service provider website for casting the vote during the remote e-voting period or for joining the AGM and voting during the AGM.
Individual shareholders holding securities in demat mode with Depository Participants	<p>User can also login using the login credentials of his/her demat account through user’s Depository Participant registered with NSDL/CDSL for e-voting facility.</p> <p>Once logged in, user will be able to see e-voting option. Once the user clicks on e-voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see e-voting feature.</p> <p>Click on the Company’s name or e-voting service provider name and the user will be redirected to e-voting service provider website for casting the vote during the remote e-voting period or for joining the AGM and voting during the AGM.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending an email at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(c) Login method for e-voting and joining the AGM for shareholders (other than individual shareholders) holding in demat form and for physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If the user is holding share(s) in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then the user's existing password is to be used.
- 6) If the user is a first-time, follow the steps given below:

	For shareholders holding shares in Demat form other than individual and physical form
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/MCS or contact the Company/MCS.
Dividend Bank Details OR Date of Birth ("DOB")	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the user's demat account or in the Company's records in order to login. If both the details are not recorded with the depository or the Company, please enter the member id/folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab. take utmost care to keep the password confidential.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form (other than individual shareholders) will now reach 'Password Creation' menu wherein the users 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 the password with any other person and
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the Company on which you choose to vote.
- 11) On the voting page, the user 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 the user has given his/her/its assent to the Resolution and option NO implies that the user has dissented to the Resolution.

- 12) Click on the "RESOLUTIONS FILE LINK" if the user wishes to view the entire Resolution details.
- 13) After selecting the resolution, the user has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the user wishes to confirm his/her/its vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.
- 14) Once the user "CONFIRM" his/her/its vote on the resolution, the user will not be allowed to modify his/her/its vote.
- 15) The user can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 16) 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 and enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e) It is mandatory that, 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.
 - f) Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature

of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; jvparikh@yahoo.com and to the Company at the email address viz; secretarial@ganeshhousing.com, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

C. Procedure for joining the AGM through VC/OAVM

- (a) The Company will provide VC/OAVM facility to its shareholders for participating in the AGM. The shareholders will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM at www.evotingindia.com by using their remote e-voting login credentials and selecting the 'EVSN' for the AGM as per the instructions mentioned below. Individual shareholders having securities in demat mode will have to login from the depository's website and non-individual shareholders and physical shareholders will have to login from CDSL portal for voting as well as for participation in the AGM.
- (b) The shareholders may join the AGM through laptops, smartphones, tablets or iPads for better experience. Further, the shareholders will be required to use internet with a good speed to avoid any disturbance during the AGM. Shareholders will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that the participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Shareholders will be required to grant access to the web-cam to enable two-way video conferencing.
- (c) Facility to join the AGM will be opened fifteen minutes before and after the scheduled time.
- (d) The shareholders who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request mentioning their name, demat account number/folio number, email id and mobile number, at secretarial@ganeshhousing.com. The speaker registration will be open during Septmeber, 08, 2023 (9:00 a.m. IST) to September 09, 2023 (5:00 p.m. IST). Only those shareholders who are registered as speakers will be allowed to express their views or ask questions.

Shareholders seeking any information with regard to the matter to be considered at the AGM, are requested to write to the Company on or before September 09, 2023 through email on secretarial@ganeshhousing.com. The same will be replied by the Company suitably.

Alternatively, the shareholders may also post their queries/views/questions by mentioning their name, demat account number/ folio number, email id and mobile number, at secretarial@ganeshhousing.com, on or before September 09, 2023 (5:00 p.m. IST).

The Chairman, at its discretion reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

2. Process for those shareholders whose email/mobile are not registered with the Company/MCS/ Depositories:

- a) For physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by emails to secretarial@ganeshhousing.com and mcsstaahmd@gmail.com.
- b) For demat shareholders, please update your email id and mobile number with the respective Depository Participant.
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.

EXPLANATORY STATEMENT PURSUANT TO SUB-SECTION (1) OF SECTION 102 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 March 31, 2023 at a remuneration of ₹ 70,000/- (Rupees Seventy Thousand Only) plus GST at its meeting held on July 18, 2023.

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 March 31, 2024.

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

There is no document whose inspection is required by the members enshrined in Item No. 4 of Business.

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

For Item Nos. 5 to 11

The SEBI, vide its notification dated November 09, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions ("RPT") under the Listing Regulations.

The aforesaid amendments inter-alia included replacing the materiality threshold for RPTs as given below:

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower ("Materiality Threshold").

During the FY2023-24, the Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 5 to 11 of this Notice.

The relevant information pertaining to material RPTs as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Particulars	Resolution Nos						
	5	6	7	8	9	10	11
i. Name of the Related Party	Starnet Real Estate Development Limited	Mahavir (Thaltej) Complex Private Limited	Mr. Shekhar Govindbhai Patel	Mr. Dipakkumar Govindbhai Patel	Mrs. Archana Shekharbhai Patel	Mrs. Sapnaben Dipakkumar Patel	Urbanaac Infrastructure Private Limited
ii. Type of transaction	(i) to make or provide loans / Investment, Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations, (ii) to receive loan, Guarantee, Securities, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations	(i) to make or provide loans / Investment, Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations, (ii) to receive loan, Guarantee, Securities, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations	Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations	Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations	Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations	Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties, Reimbursement of expenses or any other transfer of resources / Services / obligations	purchase of goods or materials and/ or availing of services and other reimbursements for business purpose
iii. Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which are based on prevailing market price/ready reckoner rates and commercial terms as on the date of entering into the contract(s).						

Particulars	Resolution Nos						
	5	6	7	8	9	10	11
iv. Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company	Group Company	Promoter and Managing Director & CEO	Promoter and Chairman & Whole-time Director	Member of Promoter Group and Relative of Managing Director & CEO	Member of Promoter Group and Relative of Chairman & Whole-time Director	Mr. Shekhar G. Patel, Managing Director & CEO of the Company is a director in Urbanaac Infrastructure Private Limited. His spouse holds 10% of the paid up share capital of the said Company
v. Tenure of the Proposed transaction	During the financial year 2023-24.						
vi. Value of the proposed transaction (not to exceed)	₹ 150 Crore	₹ 200 Crore	₹ 150 Crore	₹ 150 Crore	₹ 100 Crore	₹ 100 Crore	₹ 300 Crore
vii. Value of RPT as % of Company's audited consolidated annual turnover for the financial year 2022-23 that is represented by the value of the proposed RPT	24.34%	32.45%	24.34%	24.34%	16.22%	16.22%	48.67%
viii. If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary							
(i) Details of financial indebtedness Incurred	None	None	None	None	None	None	Not Applicable

Particulars	Resolution Nos						
	5	6	7	8	9	10	11
(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer Note: 1 and 2	Refer Note: 1 and 2	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer Note: 2	Refer Note: 2	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
ix. Justification as to why the RPT is in the interest of the Company	Refer Note: 1 and 2	Refer Note: 1 and 2	Refer Note: 1 and 2	Refer Note: 1 and 2	Refer Note: 1 and 2	Refer Note: 1 and 2	Refer Note: 3
x. Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable						
xi. Any other information relevant or important for the members to take a decision on the proposed transaction.	None						

Justification as to why the RPT is in the interest of the Company and / or its subsidiary(ies)

Note 1: Sale / purchase / lease of immovable properties or entering into other agreements with respect to immovable properties

The Company, with an intent to significantly grow its development footprint in its key markets, has been enhancing its land acquisition pipeline. The Company being a flagship Company of Ganesh Group owns huge land parcels in and around Ahmedabad. The proposed transactions will aid the growth of the business of the Company.

Note 2: Providing and Receiving Financial Assistance by the Company

The Company, being a flagship entity of Ganesh Group, provides and/or receives, financial assistance to and/or from various entities of Group on need basis, in form of corporate guarantee/ investment, inter corporate deposits/ loans/ advances, Reimbursement of expenses / Business Support Services or any other transfer of resources / Services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The financial assistance would be provided or received as per the mutual terms and conditions.

Date: July 18, 2023

Place: Ahmedabad

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

Note 3: Purchase of goods or materials and/or availing of services etc.

Urbanaac is primarily engaged in the business of providing Pre-cast technologies in and around Ahmedabad. By using Pre-cast technology, the Company has provided early possession of unit in Malabar County – III and also achieved rapid construction growth in Malabar Exotica. By seeing the potential benefit of using Pre-cast technology it would be in the interest of the Company to enter in to Related Party Transaction with Urbannac in the nature of Purchase of goods or materials and/or availing of services and other reimbursements for business purpose.

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 5 to 11 of this Notice, for approval by the Members of the Company.

Mr. Shekhar G Patel, Mr. Dipakkumar G Patel and their relatives are deemed to be concerned or interested in these resolutions. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolutions, as set out in Item nos. 5 to 11 of this Notice.

By Order of the Board

Jasmin Jani

Company Secretary

ANNEXURE 1
Details of Directors seeking Re-appointment

Name of Director	Ms. Aneri D. Patel
DIN	06587573
Designation/ Category of Directorship	Non-Executive, Non Independent Director
Date of Birth (Age)	May 22, 1991 (32 Years)
Date of first appointment on the Board	April 17, 2015
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Expertise in specific functional areas	She possesses expertise in diverse areas like Business Leadership, Corporate Governance, Financial Expertise, Knowledge, Legal and Regulatory and Strategic Planning.
Qualifications	Bachelor of Science (BS) – Management from London Business School and Bachelor of Arts (BA) – Law and Business studies from University of Warwick – Warwick Business School
Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Daughter of Mr. Dipakkumar G Patel (DIN:00004766), Chairman & Whole-time Director
Name of listed entities from which the person has resigned in the past three years	NA
Directorships held in other companies (excluding foreign companies)	Homelab Designs Private Limited
Committee position held in other companies	Nil
Details of remuneration last drawn	Nil
No. of meetings of the Board/Committee attended during the year	Please refer Report on Corporate Governance
Shareholding in the Company	
No. of shares held:	
(a) Own	200000
(b) For other persons on a beneficial basis	Nil