

REF.NO./GHCL/AHMD/2019-2020/363
DATE: AUGUST 16, 2019

To BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 ----- Scrip Code: 526367	To National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 ----- Symbol: GANESHHOUC
-------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

SUB: NOTICE OF 28TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Sir,

Please find attached herewith Notice of 28th Annual General Meeting of the Company scheduled to be held on Saturday, 14th September, 2019 at 3.00 P.M. at the Registered Office of the Company situated at Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road, Near Sola Bridge, Off S. G. Highway, Ahmedabad – 380 054.

Thanking you,

Yours faithfully,

FOR GANESH HOUSING CORPORATION LTD.
PRITI KAPADIA
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: As Above

Notice

[CIN: L45200GJ1991PLC015817]

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting (AGM)** of the Members of **GANESH HOUSING CORPORATION LIMITED** will be held on **Saturday, 14th September, 2019 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 – 380054 to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt :

- a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2019, 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 31st March, 2019, together with the Report of the Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended 31st March, 2019.

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.

SPECIAL BUSINESSES:

4. *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, 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. 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 2019-2020, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) plus GST 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 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 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI LODR), Dr. Bharat J. Patel (DIN: 00944269), whose present term of office for five consecutive years as an Independent Director expires on September 14, 2019, and who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI LODR and is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from September 14, 2019.”

6. *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 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI LODR), Dr. Tarang M. Desai (DIN: 00005100), whose present term of office for five consecutive years as an Independent Director expires on September 14, 2019, and who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria

for independence under Section 149 of the Act and the SEBI LODR and is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from September 14, 2019."

7. *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 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI LODR), Mr. Ashish H. Modi (DIN: 02506019), whose present term of office for five consecutive years as an Independent Director expires on September 14, 2019, and who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI LODR and is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from September 14, 2019."

8. *To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:*

"**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) advanced/to advance any loan including any loan represented by a book debt, or given/to give any guarantee or provided/to provide any security in connection with any loan taken by any entity which is

a subsidiary except wholly-owned subsidiary or associate or joint venture of the Company or is a person or entity in whom any of the director of the Company is interested up to an aggregate sum of ₹ 200.00 Crores (Rupees Two Hundred Crores Only) per annum in their absolute discretion as deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, expedient or desirable including any negotiation/re-negotiation/modification/ratification/amendments to or termination thereof, of the subsisting loans/guarantees/security and to settle any queries, difficulties, doubts that may arise with regard to any of the said transactions and severally execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedients or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

9. *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 Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the recommendation of Board and Nomination and Remuneration Committee of Directors of the Company and in pursuance of the Ordinary Resolution no. 6 passed by the Members at the 26th Annual General Meeting of the Company held on 27th September, 2017 ("26th AGM"), consent of the Members of the Company be and is hereby accorded to ratify and confirm the waiver of the recovery of ₹ 17.09 lakhs being a part of the Minimum Remuneration paid to Mr. Dipakkumar G. Patel (DIN: 00004766), Chairman & Whole-time Director of the Company during the Financial Year 2018-19, as per the terms of his appointment and remuneration approved by the Members by means of Ordinary Resolution at the 26th AGM which is within the overall limits approved by them and as per Schedule V to the Act but which exceeded the limits specified under Section 197 of the Act to the extent as aforesaid, due to inadequacy of profits in the said Financial Year; and to the consequential retention thereof by him."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company or Nomination and Remuneration Committee be and are hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

10. *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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in furtherance of the Ordinary Resolution no. 6 passed by the Members at the 26th Annual General Meeting of the Company held on 27th September, 2017 (“26th AGM”) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded and it shall be deemed to have been so accorded, for the payment of remuneration as Minimum Remuneration to Mr. Dipakkumar G. Patel (DIN: 00004766), Chairman & Whole-time Director of the Company during the period of three (3) years commencing from 1st April, 2019 and ending on 31st March, 2022, on the terms of his appointment and remuneration as approved by the members at the 26th Annual General Meeting of the Company and as set out in the Statement annexed hereto and aggregate of which in any of the above financial years may either singly or together with any other managerial personnel may exceed 2.5% or 5% or 10% of Net Profit of the Company as specified in SEBI LODR and Section 197(1) read with other relevant provision of the said Act and in the event of inadequacy or absence of profits in any financial years during the said periods, the remuneration comprising of salary, perquisites, etc. as already approved by the members at the 26th AGM be paid as minimum remuneration to Chairman & Whole-time Director and the same is hereby approved, ratified, confirmed and recovery of excess remuneration be waived.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or Nomination and Remuneration Committee be and is hereby authorised to vary and/or revise the remuneration of the said Chairman & Whole-time Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto.”

11. *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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder

and Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in continuation to the Ordinary Resolution no. 5 passed by the Members by way of declaration of results of Postal Ballot on 31st July, 2014 and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded and it shall be deemed to have been so accorded, for the payment of remuneration to Mr. Shekhar G. Patel (DIN: 00005091), Managing Director of the Company, as already approved by the Members of the Company through aforesaid postal ballot results and set out in the Statement annexed hereto, which shall be deemed to form part hereof, as Minimum Remuneration, for the Financial Year 2018-2019 (April 2018 - March 2019) and for the remainder of his tenure in Financial Year 2019-2020 i.e. up to 30th June, 2019 and aggregate of which in any of the above financial years, either singly or with any other managerial personnel may exceed 2.5% or 5% or 10% of Net Profit of the Company as specified in SEBI LODR and Section 197(1) read with other relevant provision of the said Act, and the same is hereby approved, ratified, confirmed and recovery of remuneration of ₹ 16.89 lakhs which is within the overall limits of Schedule V for the financial year 2018-2019 be waived.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or Nomination and Remuneration Committee be and is hereby authorised to vary and/or revise the remuneration of the said Managing Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto.”

12. *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 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred to as “Act”) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the limits specified in Schedule V to the said Act and all guidelines issued from time to time and in terms of recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, the approval of the Company be and is hereby accorded for re-appointment of Mr. Shekhar G. Patel (DIN: 00005091), as a Managing Director of the Company for a period of Five (5) years with effect from 1st July, 2019 whose term shall be liable to retire by rotation under the provisions of the Act.”

“RESOLVED FURTHER THAT the consent of members of the Company be and is hereby accorded for payment of minimum remuneration in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 to Mr. Shekhar G. Patel, Managing Director of the Company, which may exceed the limits of 2.5% or 5% or 10% of the net profit of the Company as specified under SEBI LODR and Section 197(1) read with other relevant provisions of the Act, for a period not exceeding three (3) years w.e.f. 1st July, 2019 during the term of his appointment, as provided under the Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors and/or its Committee be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By Order of the Board

Priti Kapadia
Company Secretary

Date: 30th May, 2019

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 pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses 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. The Register of Members and the Share Transfer Books shall remain closed from Saturday, 7th September, 2019 to Friday, 13th September, 2019 (Both days inclusive) for the purpose of payment of Dividend and 28th Annual General Meeting of the Company.
4. The Dividend for the year ended 31st March, 2019, if declared at the meeting, will be paid on or after 19th September, 2019 to those members of the Company holding shares in physical form, whose names appear on the Register of Members of the Company on Friday, 6th September, 2019. 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 Friday, 6th September, 2019.
5. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of 28th Annual General Meeting.
6. 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.
7. 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.
8. 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.
9. 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.

10. The Annual Report and Notice of 28th 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. Members may note that this Notice and the Annual Report for the F.Y. 2018-2019 will also be available on the Company's website viz. www.ganeshhousing.com.
11. The route map showing directions to reach the venue of 28th Annual General Meeting is annexed.
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the 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 are required to submit their PAN details to the Registrar and Share transfer agents.
13. 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 electronic voting system from a place other than the venue of the Meeting (remote e-voting).
14. The Company shall provide facility for voting through polling paper at the 28th 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 entitled/allowed to exercise their right at the meeting.
15. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be allowed to cast their vote again.
16. 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. The member desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereafter.
17. 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.
18. The results shall be declared on or after 28th 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.
19. 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 Tuesday, 10th September, 2019 at 9.00 A.M. (IST) and ends on Friday, 13th September, 2019 at 5.00 P.M. (IST). 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 7th September, 2019 (Saturday), 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) 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 all mobile users. The m-Voting app is available on Apple, Android, and Windows based Mobile phones. Shareholders may login to "m-Voting" using their e-voting credentials to vote for the company resolution(s).**
- (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, 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.
20. 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.
21. 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	Last due date for claiming Unpaid Dividend
1.	2011-12	29/09/2012	28/09/2019
2.	2012-13	31/08/2013	30/08/2020
3.	2013-14	15/09/2014	14/09/2021
4.	2014-15	30/09/2015	29/09/2022
5.	2015-16	30/09/2016	29/09/2023
6.	2016-17	27/09/2017	26/09/2024
7.	2017-18	29/09/2018	28/09/2025

Members who have not yet encashed their dividend warrant(s) for the above financial years, are requested to make their claims before relevant due dates without any delay to the Company or Registrar and Transfer Agents (RTA), MCS Share Transfer Agent Limited. For details of dividend and/or shares already transferred to IEPF and for claiming the same, kindly visit the weblink: <http://www.ganeshhousing.com/dividend.html> or <http://iepf.gov.in/IEPFA/refund.html>

22. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. 1st April, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form at the earliest.

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 31st March, 2020 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus GST, as applicable, at its meeting held on 30th May, 2019.

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 31st March, 2020.

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

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

Item Nos. 5, 6 and 7

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Dr. Bharat J. Patel, Dr. Tarang M. Desai and Mr. Ashish H. Modi as Independent Directors as per the requirements of the Companies Act, 2013 at the 23rd Annual General Meeting held on 15th September, 2014 for a term of five consecutive years.

As the above named Independent Directors shall be completing their first term of appointment upon completion of five years from the date of their appointment viz. 15th September, 2014 during the current year, they are eligible for re-appointment for another term of five consecutive years

subject to approval of the Members by Special Resolution. All the above named persons have consented to their re-appointment and confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as Independent Directors.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on 29th May, 2019 and 30th May, 2019, respectively have recommended the re-appointment of the aforesaid persons as Independent Directors for a second term of five consecutive years commencing with effect from 14th September, 2019. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company has taken on record the said declarations and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

The brief profile of all the Directors is mentioned under "Profile of Directors" forming part of this Notice and details of the remuneration paid/payable by way of sitting fees to them are as provided in the Corporate Governance Report forming part of the Annual Report for the year 2018-2019.

The Company has also received notices from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing their re-appointment as Directors.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board recommends the Resolutions as set out in Item Nos. 5, 6 and 7 of the Notice for approval of the Members as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 5, 6 and 7 of the Notice.

Item No. 8

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Ganesh Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

Accordingly, consent of the members is sought by way of a Special Resolution as set out in Item No. 8 of the accompanying Notice. This resolution enables the Board of Directors of the Company to advance loan or provision of guarantee or security to Subsidiaries/Joint Ventures/associates/other Companies/Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013, and also ratification of existing loans/guarantees/securities given or provided by the Company till date of the said resolution coming into effect, if any. Hence, by the proposed resolution all such transactions are placed for approval/ratification. Moreover, the Company may in the ordinary course of its business provides loans or gives guarantees or securities for the due repayment of any loan and in respect of such loans an interest is charged at a rate not less than

the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenor of the loan or may advance loan to its wholly-owned Subsidiary or may provide guarantee to subsidiary in respect of loan made by any bank or financial institution which being exempted transactions shall not be included in the above limits sanctioned by the members.

The Board of Directors recommend the Special Resolution for approval by the members.

All the Directors except for the Independent Directors and their relatives are concerned or interested in the aforesaid resolution, financially or otherwise to the extent of their directorship and/or shareholding. None of the other Key Managerial Personnel of the Company and their relatives are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 8 of the Notice.

Item Nos. 9 to 11

- 1) As the Members are aware, Mr. Dipakkumar G. Patel (DIN: 00004766), Chairman & Whole-time Director and Mr. Shekhar G. Patel (DIN: 00005091), Managing Director of the Company (collectively referred to as "Managerial Personnel") were re-appointed as a Chairman & Whole-time Director and Managing Director of the Company for a period of five years each with effect from 1st October 2017 and 1st July, 2014 respectively, by means of Ordinary Resolutions passed by the Members at the 26th Annual General Meeting of the Company held on 27th September 2017 (26th AGM) and declaration of results of Postal Ballot on 31st July, 2014 respectively.
- 2) The Terms of their remuneration approved by the Members, inter alia, included payment of "Minimum Remuneration" to the said Managerial Personnel in the event of inadequacy or absence of profits, in any financial year or years during the currency of their tenure, comprising basic salary, perquisites, allowances and benefits etc., as under, subject to requisite approvals under the Act.

Mr. Dipakkumar G. Patel, Chairman and Whole-time Director

1. Remuneration:

- i) **Salary:** ₹ 10,00,000/- p.m. with effect from 1st October, 2017.
- ii) **Perquisites:** He shall be entitled to the perquisites listed in Categories - A, B & C below.

CATEGORY-A:

- a) **Housing:** The expenditure by the Company on hiring furnished accommodation for the Whole-time Director will be subject to a ceiling of 60% of the salary over and above 10% payable by the Whole-time Director.

In case the accommodation is owned by the Company, 10% of the salary of the Whole-time Director shall be deducted by the Company.

In case no accommodation is provided by the Company, the Whole-time Director shall be entitled to House Rent Allowance subject to 60% of the salary.

Explanation: The Whole-time Director shall be entitled to reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, salaries to drivers, servants, gardeners, cook, security and property tax. Alternatively, the Company may pay directly all such expenses or allowances.

- b) **Medical Reimbursement:** Expenses incurred for the Whole-time Director and his family, in India and abroad.
- c) **Leave Travel Concession:** For the Whole-time Director and his family once in a year whether in India or abroad in accordance with the Rules specified by the Company.
- d) **Club Fees:** Fees of Clubs subject to a maximum of two clubs, excluding admission and life membership fees.
- e) **Personal Accident Insurance:** Premium as per Income Tax Rules.

Explanation: For the purpose of Category-A, family means the spouse and dependent children of the Whole-time Director.

CATEGORY-B:

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the income tax law, gratuity payable shall not exceed half a month's salary for each completed year of service.

CATEGORY-C:

Provision of cars for use on Company's business, mobile expenses and expenses of telephone at residence will not be considered as perquisites.

The above perquisites and/or allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

iii) Commission

The Whole-time Director shall be entitled to a payment of commission at the rate of 1% of Net Profit subject to maximum overall limits prescribed under the Act.

2. However, the Whole-time Director shall be entitled to accept salary, perquisites or commission less than the total amount as prescribed above and/or otherwise waive all or any of the above salary, perquisites or commission as he may deem fit.
3. The aggregate of Salary, Perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said or relevant provisions of Companies Act, 2013 for the time being in place.
4. **Minimum Remuneration:**
In the event of loss or inadequacy of profit in any financial year during the currency of the tenure of services of the Whole-time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).
5. The Company will reimburse to the Whole-time Director such expenses as he may incur on behalf of the Company.
6. The Whole-time Director shall be liable to retire by rotation.
7. The Whole-time Director shall not be entitled to receive any sitting fee for attending the meetings of Board of Directors or Committee thereof from the date of his appointment.
8. Subject expressly to the provisions of Section 202 of the Companies Act, 2013, the Company shall pay compensation for loss of office, or as consideration for retirement from office or in connection with such loss or retirement.

Mr. Shekhar G. Patel, Managing Director

Remuneration:

- i) **Salary:** ₹ 10,00,000/- p.m. with effect from 1st July, 2014
- ii) **Perquisites and Allowance:**
 - a. **Housing:** Furnished/unfurnished residential accommodation or house rent allowance upto 10% of Salary in lieu thereof.
 - b. **Medical Reimbursement/Allowance:** Reimbursement of actual expense for self and family and/or allowance will be paid as decided by Board of Directors from time to time.
 - c. **Leave Travel Concession/Allowance:** For self and family once in a year, whether in India or abroad in accordance with the Rules specified by the Company or as decided by Board of Directors.

- d. **Club Fees:** Fees of Clubs subject to a maximum of two clubs.
- e. **Personal Accident Insurance:** As per the rules of the Company.
- f. **Reimbursement:** The Managing Director shall be entitled to reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, salaries to drivers, servants, gardeners, cook, security and property tax. Alternatively the Company may pay directly all such expenses or allowances.

Explanation: The above perquisites and/or allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

iii) **Other Benefits:**

- a. The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the income tax law as per the rules of the Company.
- b. Gratuity payable shall be as per the rules of the Company.
- c. **Leave Encashment:** as per the rules of the Company.
- d. Company Car and Telephone: Use of Company's Car, Chauffeur and telephone at the residence for the official purpose as per the rules of the Company.

iv) **Commission:**

The Managing Director shall be entitled to a payment of commission at the rate of 1% of Net Profit, however, the total remuneration by way of salary, perquisites, other allowances and commission shall not exceed 5% of net profit for one such managerial person and if there is more than one such managerial person, 10% for all of them together computed in the manner laid down under section 197 of the Companies Act, 2013.

- 3) As the Members are aware, the Company had been making consistent and adequate profits upto the Financial Year 2017-18. However, there was a drop in the profitability in subsequent year for reasons beyond the control of the Company. As a result, the Company had inadequate profits for the Financial Year 2018-19 as computed in the manner provided under Section 198 of the Companies Act, 2013 for the purpose of payment of Managerial Remuneration

to the Whole-time Director and Managing Director. While the Company continued to make payment of dividends to the Members, no increments were given to the Whole-time Director and Managing Director since the year 2015 onwards. The Company had to therefore pay Minimum Remuneration to them, within the limits as approved by the Members at the time of their re-appointments, which exceeded the limits specified under Section 197 of the Companies Act, 2013.

- 4) Further, the Ministry of Corporate Affairs vide its Notification dated 12th September 2018, notified the relevant provisions of the Companies (Amendment) Act, 2017 and Schedule V thereto.

Pursuant to the amended provisions of Section 197(3) of the Act read with Schedule V thereto, if in any Financial Year, the Company has no profits or its profits are inadequate, it can pay remuneration to its Managerial Person in accordance with the provisions of Schedule V to the Act i.e. not exceeding the limits specified under Item (A) of Section II of Part II of the said Schedule: Provided that the remuneration in excess of above limits may be paid if the resolution passed by the Members is a Special Resolution. Moreover, in terms of Schedule V of the Act, such resolutions shall be passed at the general meeting of the Company for a period not exceeding three (3) years.

Pursuant to sub-section (9) and sub-section (10) of Section 197 of the said Act, as so amended, the Company is required to obtain the approval of the Members by means of Special Resolution for waiver of recovery of the excess Remuneration, if any, paid to the Whole-time Director and Managing Director within two (2) years from the date it exceeds the limits and liable for recovery.

- 5) As described in point no. 3 above, the Company had inadequate profits as per Section 198 of the Act for the financial year ended 31st March, 2019. Further, the Company paid remuneration to the Whole-time Director and Managing Director of the Company as approved by members at the time of their respective re-appointments at the 26th AGM held on 27th September, 2017 and by way of declaration of results of Postal Ballot on 31st July, 2014 which is in excess of limits. Further, based on the Financial Statements of the Company for the financial year ended 31st March, 2019 and other relevant factors including prevailing market conditions, the Company may not have adequacy of Profits in the F.Y. 2019-2020 ending 31st March 2020.
- 6) It is therefore considered desirable to obtain approval of members by way of Special Resolution(s) for the purpose of waiver of recovery of sum refundable being excess remuneration paid by the Company for the F.Y. 2018-2019 (more specifically mentioned in respective resolutions

no. 9 and 11 of the Notice). Further, it is also desirable to obtain fresh approval of Members by way of Special Resolution(s) for payment of minimum remuneration to the said Whole-time Director and Managing Director for F.Y. 2019-2020, in case the Company has inadequacy of Profits for that year.

- 7) Moreover, the term of Mr. Dipakkumar G. Patel, Chairman & Whole-time Director is for a period of five (5) years up to 30th September, 2022. As mentioned aforesaid, in case of inadequacy of profits or no profits, the approval of members is obtained for payment of minimum remuneration in excess of limits prescribed under Schedule V of the Act for a period not exceeding three (3) years, it is proposed to pass Special Resolution for payment of remuneration to him for the period commencing from 1st April, 2019 and ending on 31st March, 2022, more specifically described under resolution no. 10 to the Notice.
- 8) The Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on 29th May, 2019 and 30th May, 2019 respectively, have inter alia, recommended above resolutions for approval of members by means of Special Resolutions.
- 9) Additional information as per Section II of Part II of Schedule V to the Companies Act, 2013, is as set out in Annexure-A hereto.
- 10) Mr. Shekhar G. Patel and Mr. Dipakkumar G. Patel is interested in the said resolutions as Promoters and KMPs to the extent of their directorship and shareholding being not less than 2% of paid up capital. Also, Ms. Aneri D. Patel being related to Mr. Dipakkumar G. Patel as daughter may be deemed to be concerned or interested in the resolution to the extent of her directorship.
- 11) None of the other directors or key managerial personnel or their relative/s is in any way concerned or interested in the proposed resolution as set out in item no. 9, 10 and 11.
- 12) The Board of Directors recommend passing of the Resolutions as Special Resolutions as set out in item no. 9, 10 and 11 of the accompanying notice for the approval of members.

Item No. 12

Mr. Shekhar G. Patel (DIN: 00005091) was appointed as Managing Director of the Company w.e.f. 1st July, 1994 for a period of 5 years and thereafter was re-appointed as Managing Director from time to time. Lastly, he was re-appointed as Managing Director by the members of the Company pursuant to declaration of results of Postal Ballot on 31st July, 2014 for a period of Five (5) years w.e.f. 1st July, 2014 till 30th June, 2019. Further, as his tenure expires on 30th June, 2019, the Nomination and Remuneration Committee at its meeting convened on 29th May, 2019 recommended re-appointment of Mr. Shekhar G. Patel as Managing Director of

the Company for a further period of five years with effect from 1st July, 2019 on the terms and conditions more particularly mentioned in the above resolution and hereinafter. The Board of Directors at its meeting held on 30th May, 2019 also approved the same subject to the approval of members.

Mr. Shekhar G. Patel is a Director on the Board of both the Subsidiaries viz. Gatil Properties Private Limited and Essem Infra Private Limited. He is also holding directorship in Three (3) Companies which is limited by guarantee and Fourteen (14) 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, 2019, he holds 13306662 (27.03%) equity shares of ₹ 10/- each of the Company in his own name and no share is held by him on behalf of any other person for a beneficial purpose.

The re-appointment of Mr. Shekhar G. Patel is appropriate and in the best interest of the Company and that the approval of the members is being sought to the terms, conditions and stipulations thereto including the remuneration payable to him.

The material terms of re-appointment and remuneration are given below:-

1. Remuneration:

- i) **Salary:** ₹ 10,00,000/- p.m. with effect from 1st July, 2019
- ii) **Perquisites and Allowance:**
 - a. **Medical Reimbursement/Allowance:** Reimbursement of actual expense for self and family and/or allowance will be paid as decided by Board of Directors from time to time.
 - b. **Personal Accident Insurance:** As per the rules of the Company.
 - c. **Reimbursement:** The Managing Director shall be entitled to reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, salaries to drivers, servants, gardeners, cook, security and property tax. Alternatively the Company may pay directly all such expenses or allowances.

Explanation: The above perquisites and/or allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

iii) Other Benefits:

- a. Gratuity payable shall be as per the rules of the Company.

- b. **Leave Encashment:** as per the rules of the Company.
- c. **Company Car:** Use of Company's Car and Chauffeur for the official purpose as per the rules of the Company.

iv) **Commission:**

The Managing Director shall be entitled to a payment of commission at the rate of 1% of Net Profit, however, the total remuneration by way of salary, perquisites, other allowances and commission shall not exceed 5% of net profit for one such managerial person and if there is more than one such managerial person, 10% for all of them together computed in the manner laid down under section 197 of the Companies Act, 2013.

- 2. However, the Managing Director shall be entitled to accept salary, perquisites or commission less than the total amount as prescribed above and/or otherwise waive all or any of the above salary, perquisites or commission as he may deem fit.
- 3. The aggregate of Salary, Perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said or relevant provisions of Companies Act, 2013 for the time being in place.
- 4. **Minimum Remuneration:**
In the event of loss or inadequacy of profit in any financial year during the currency of the tenure of services of the Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).
- 5. The Company will reimburse to the Managing Director such expenses as he may incur on behalf of the Company.
- 6. The Managing Director shall be liable to retire by rotation.
- 7. The Managing Director shall not be entitled to receive any sitting fee for attending the meetings of Board of Directors or Committee thereof from the date of his appointment.

- 8. Subject expressly to the provisions of Section 202 of the Companies Act, 2013, the Company shall pay compensation for loss of office, or as consideration for retirement from office or in connection with such loss or retirement.

During the financial year 2018-2019, Mr. Shekhar G. Patel attended 7 meetings out of total 9 meetings of Board of Directors of the Company. Further, he is a member of Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company.

There is no increase in the existing salary, perquisites, etc. of Mr. Shekhar G. Patel, Managing Director of the Company as compared to his past remuneration. Additional information as per Section II of Part II of Schedule V to the Companies Act, 2013, is as set out in Annexure-A hereto. The brief profile of Mr. Shekhar G. Patel is mentioned under "Profile of Directors" forming part of this Notice.

Mr. Shekhar G. Patel is interested in the said resolution as a Promoter and Managing director (KMP) to the extent of his directorship and shareholding being not less than 2% of paid up capital. Also, Mr. Dipakkumar G. Patel being related to Mr. Shekhar G. Patel as brother may be deemed to be concerned or interested in the resolution as a promoter and whole-time director (KMP) to the extent of his directorship and shareholding being not less than 2% of paid up capital.

None of the other promoter or directors or key managerial personnel or their relative/s is in any way concerned or interested in the proposed resolution as set out in item no. 12.

The Board of Directors recommend passing of the Resolution as a Special Resolution as set out in item no. 12 of the accompanying notice for the approval of members.

By Order of the Board

Priti Kapadia
Company Secretary

Date: 30th May, 2019

Place: Ahmedabad

Registered Office:

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

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

GANESH HOUSING CORPORATION LIMITED

(CIN: L45200GJ1991PLC015817)

Registered Office: Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road,
Near Sola Bridge, Off S. G. Highway, Ahmedabad - 380 054

P: +91 79 61608888; F: +91 79 61608899; W: www.ganeshhousing.com; E: investors@ganeshhousing.com

Name of the member(s):			
Registered address:			
Folio No/ Client ID & DP ID:		E-mail ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him

Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him

Name: _____ E-mail ID: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Saturday, the 14th day of September, 2019 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 and at any adjournment thereof in respect of such resolution as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution	Vote (Optional) See Note No. 2 (Please mention number of Shares)		
		For	Against	Abstain
	Ordinary Businesses:			
1.	To consider and adopt: <ol style="list-style-type: none"> the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon and The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2019, together with the Report of Auditors thereon. 			

GANESH HOUSING CORPORATION LIMITED

Sr. No.	Resolution	Vote (Optional) See Note No. 2 (Please mention number of Shares)		
		For	Against	Abstain
2.	To declare a dividend on equity shares for the financial year ended 31 st March, 2019			
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			
	Special Businesses:			
4.	Ratification of Remuneration of Cost Auditor for the Financial Year 2019-2020			
5.	Re-appointment of Dr. Bharat J. Patel (DIN: 00944269) as an Independent Director for second consecutive term of five (5) years w.e.f. 14.09.2019			
6.	Re-appointment of Dr. Tarang M. Desai (DIN: 00005100) as an Independent Director for second consecutive term of five (5) years w.e.f. 14.09.2019			
7.	Re-appointment of Mr. Ashish H. Modi (DIN: 02506019) as an Independent Director for second consecutive term of five (5) years w.e.f. 14.09.2019			
8.	Authority under Section 185 of Companies Act, 2013			
9.	To approve waiver of the recovery of part of minimum remuneration paid to Mr. Dipakkumar G. Patel (DIN: 00004766), Chairman & Whole-time Director of the Company for the financial year 2018-2019			
10.	To approve payment of remuneration to Mr. Dipakkumar G. Patel (DIN: 00004766), Chairman & Whole-time Director of the Company for a period commencing from 1 st April, 2019 and ending on 31 st March, 2020			
11.	To approve payment of remuneration to Mr. Shekhar G. Patel (DIN: 00005091), Managing Director of the Company for the financial year 2018-2019 and 2019-2020 respectively			
12.	To re-appoint Mr. Shekhar G. Patel as Managing Director of the Company for a period of five (5) years w.e.f. 1 st July, 2019 and payment of remuneration as per Schedule V for a period of 3 years for said term.			

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of Re. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave for, against or abstain column blank against above resolution, your proxy will be entitled to vote in the manner as he may deem fit.

Attendance Slip

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

Joint Shareholders may obtain additional slip at the venue of the meeting

I/We hereby record my/our presence at the 28th Annual General Meeting of GANESH HOUSING CORPORATION LIMITED held 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 on Saturday, the 14th day of September, 2019 at 3.00 p.m.

Name of the Shareholder : _____

Ledger Folio No./CL ID : _____

DP ID No. : _____

Number of shares held : _____

Name of the Proxy/Representative, if any : _____

Signature of the Member/Proxy : _____

ROUTE MAP OF THE VENUE OF 28TH ANNUAL GENERAL MEETING

