

REF.NO./GHCL/AHMD/2022-2023/363A**DATE: JULY 08, 2022**

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 31ST ANNUAL GENERAL MEETING OF THE COMPANY

Dear Sir/Madam,

This is further to our letter dated May 12, 2022, wherein the Company had informed that the 31st Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, August 05, 2022 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 31st 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

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended from time to time), the Company has fixed Friday, July 29, 2022 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

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 HOUSE100 ft. Hebatpur-Thaltej Road,
Nr. Sola Bridge, Off. S.G. Highway,
Ahmedabad-380 054. Gujarat, India.
CIN: L45200GJ1991PLC015817**P** +91 79 6160 8888**F** +91 79 6160 8899**E** ganesh@ganeshhousing.com**W** www.ganeshhousing.com



NOTICE

[CIN: L45200GJ1991PLC015817]

NOTICE is hereby given that the **Thirty First Annual General Meeting ("AGM")** of the Members of **GANESH HOUSING CORPORATION LIMITED** will be held on **Friday, 05th August, 2022 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 31st March, 2022, 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 31st March, 2022, together with the Report of the Auditors thereon.

2. 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.

3. Appointment of Statutory Auditors of the Company:

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. J. M. Parikh & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 118007W) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Purnesh R. Mehta & Co, Chartered Accountants, Ahmedabad (Firm Registration No. 142830W) existing Statutory Auditors appointed for one term i.e. for (five) 5 years comes to an end at the conclusion of the ensuing Annual General Meeting, to hold the office for a term of five (5) consecutive years from the conclusion of this 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in the calendar year 2027, at such remuneration plus GST as may be mutually agreed between Managing Director and the said auditors."

SPECIAL BUSINESSES:

4. Ratification of Remuneration of Cost Auditors:

*To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 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 2022-2023, amounting to ₹ 55,000/- (Rupees Fifty Five 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. Re-appointment of Mr. Dipakkumar G. Patel as Whole-time Director:

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013 and Regulation 17(6 (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being

in force, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Dipakkumar G. Patel [DIN: 00004766], as Whole-time Director of the Company for a period of Five (5) years with effect from 1st October, 2022 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Dipakkumar G. Patel."

"RESOLVED FURTHER THAT approval of the 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. Dipakkumar G. Patel, Whole Time 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 provision of the Companies Act, for a period not exceeding three (3) years w.e.f. 1st October, 2022 during the term of his appointment."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution."

Date: 12th May, 2022

Place: Ahmedabad

By Order of the Board

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. Considering the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its Circular No. 14/2020 dated 8th April, 2020, read together with the Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 08th December, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 05th May, 2022 (hereinafter collectively referred to as "MCA Circulars") permitted convening the AGM through VC or OAVM, without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Act and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter collectively referred to as "SEBI Circulars") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to other applicable laws and regulations, AGM of the Company is to be conducted through VC/OAVM.
3. As per MCA circulars the AGM venue is to be held through VC/OAVM, therefore no physical attendance of any member is required. Hence, Members can attend and participate in the 31st AGM of the Company through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 15 and also available on the Company's website viz. <https://ganeshhousing.com/financial-information>.
4. 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.
5. 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.
6. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
7. 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.



8. In compliance with the stated MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2021-2022, 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 2021-2022 are also be available on the Company's website viz. <https://ganeshhousing.com/financial-information>, 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/>)
9. The Register of Members and the Share Transfer Books shall remain closed from Friday, 29th July, 2022 to Thursday, 04th August, 2022 (Both days inclusive) for the purpose of the AGM of the Company.
10. Members seeking information with regard to accounts are requested to write to the Company at least 10 days before the AGM so as to enable management to keep the information ready.
11. 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 Share Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised 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 the format of which is available on the Company's website viz. www.ganeshhousing.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. 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.	2014-2015	30/09/2015	29/10/2022
2.	2015-2016	30/09/2016	31/10/2023
3.	2016-2017	27/09/2017	26/10/2024
4.	2017-2018	29/09/2018	29/10/2025
5.	2018-2019	14/09/2019	13/10/2026

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>.

14. Relevant details, in terms of sub-regulation (3) of Regulation 36 of SEBI LODR 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 are as under:

Mr. Shekhar G. Patel, aged 50, is a Promoter and holding the position of Managing Director of the Company. He has done Diploma in Civil Engineering. He has been on the Board of Ganesh Housing Corporation Limited since 1994. Mr. Patel has had a distinguished career with the Company and administers the overall affairs of the Company including finance, marketing and administration. His core strength includes end-to-end project involvement. He understand the business strategy for new projects and leads architectural, construction and execution of Projects in order to transfer strategy into operations. Mr. Patel is a Director on the Board of Three (3) Subsidiaries and Fourteen (14) other Private Limited Companies. As on 31st March, 2022 Mr. Patel held 29156662 (34.97%) shares in his own name and no share in the Company is held by him for any other person on a beneficial basis. Mr. Shekhar G. Patel is related to Mr. Dipakkumar G. Patel director of the Company.

15. **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 SEBI LODR (as amended), and the MCA Circulars issued by the Ministry of Corporate Affairs, 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 CDSL for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a member using remote e-voting as well as venue 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, 29th July, 2022, shall be entitled to avail the facility of remote e-voting as well as venue 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 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 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 Tuesday, 02nd August, 2022 and ends at 5:00 p.m. (IST) on Thursday, 04th August, 2022. The e-voting module shall be disabled by CDSL for voting thereafter.
- (f) Once the vote on a resolution is cast by the member, the member 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 Ms. Palak Pancholi, Practicing Company Secretary, Ahmedabad (Membership No. 28966 and COP no. 15092) to act as the Scrutiniser, for conducting the scrutiny of the votes cast.
- (i) The results declared along with the Scrutiniser'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 SEBI LODR 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 Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, 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 votes 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 votes 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 abovesaid 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"> 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/myeasi/home/login or www.cdslindia.com and click on login icon and select new system Myeasi. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
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 his/her 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 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.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”)	<p>2) If the user is not registered for IDeAS e-services:</p> <ol style="list-style-type: none"> The option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>3) E-voting website of NSDL:</p> <ol style="list-style-type: none"> 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. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. <p>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.</p>
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: Shareholders who are unable to retrieve User id/ Password are advised to use Forget User id and Forget Password option available at abovementioned 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.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 as mentioned in instruction 5) above.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 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 take utmost care to keep the password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- 10) Click on the EVSN 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 scrutiniser for verification.
- 18) Facility for Non – Individual Shareholders and Custodians – Remote Voting
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser at the email address viz; palakrami1986@gmail.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 scrutiniser 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 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 mentioning their name, demat account number/folio number, email id and mobile number, at secretarial@ganeshhousing.com. The speaker registration will be open during Tuesday, 2nd August, 2022 (9:00 a.m. IST) to Wednesday, 3rd August, 2022 (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 Wednesday, 3rd August, 2022 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 Wednesday, 3rd August, 2022 (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 (DP) 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, Mafatlal 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 31st March, 2023 at a remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand Only) plus GST at its meeting held on 12th May, 2022.

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, 2023.

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 Special 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.

ITEM NO. 5:

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 12th May, 2022 approved the re-appointment of Mr. Dipakkumar G. Patel as Whole-time Director of the Company, for a further period of 5 (five) years with effect from 1st October, 2022 on a remuneration determined by the said Committee.

Approval of the members is required by way of Special Resolution for re-appointment and payment of remuneration.

The details of remuneration payable to Mr. Dipakkumar G. Patel and the terms and conditions of the re-appointment are given below:

1. Remuneration:

- i) **Salary** : ₹ 10,00,000/- p.m. with effect from 1st October, 2022
- 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(s) 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(s) 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. The Agreement/ Memorandum may be terminated by either party giving the other party six months' notice or the Company paying six months' salary in lieu thereof.
9. 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.
10. 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.

Mr. Dipakkumar G. Patel is interested in the resolution. Also, Mr. Shekhar G. Patel and Ms. Aneri D. Patel, being related to Mr. Dipakkumar G. Patel may be deemed to be concerned or interested in the resolution. None of other directors or key managerial personnel or their relative/s is in any way concerned or interested in the resolution set out at item no. 5 of the Notice.

Memorandum setting out above terms of appointment of Mr. Dipakkumar G. Patel pursuant to Section 190(1) (b) of Companies Act, 2013 is available for inspection.

The Board recommends a Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Date: 12th May, 2022
Place: Ahmedabad

By Order of the Board

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

Jasmin Jani
Company Secretary

Annexure-A

Additional information as per Section II of Part II of Schedule V to the Companies Act, 2013

I. General Information													
1. Nature of Industry	Real Estate and Construction												
2. Date or expected date of commencement of commercial production	Not applicable (The Company is in existence of operations for more than 30 years)												
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable												
4. Financial performance based on given indicators	<p>Details relating to Financial Year ended 31st March, 2022 (Standalone basis):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">₹ (In Lakh)</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td style="text-align: right;">12569.80</td> </tr> <tr> <td>Operating Profit (Before Interest, Depreciation and Tax) (PBIDT)</td> <td style="text-align: right;">2778.38</td> </tr> <tr> <td>Profit Before Depreciation & Tax (PBDT)</td> <td style="text-align: right;">233.87</td> </tr> <tr> <td>Profit Before Tax (PBT)</td> <td style="text-align: right;">37.72</td> </tr> <tr> <td>Profit After Tax (PAT)</td> <td style="text-align: right;">4.11</td> </tr> </tbody> </table>	Particulars	₹ (In Lakh)	Total Income	12569.80	Operating Profit (Before Interest, Depreciation and Tax) (PBIDT)	2778.38	Profit Before Depreciation & Tax (PBDT)	233.87	Profit Before Tax (PBT)	37.72	Profit After Tax (PAT)	4.11
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5. Foreign Investments or collaboration , if any	Not applicable												
II Information about the appointee													
1. Background details	Mr. Dipakkumar G. Patel, aged 54, is a Promoter Executive Director and is holding the position of Whole Time Director of the Company since 1 st October, 2002. After the demise of our former Chairman Late Shri Govindbhai C. Patel, he was appointed as Chairman of the Company w.e.f. 9 th November, 2009. At present, Mr. Patel looks after overall policies, construction, procurement, new projects, quality control, etc. Mr. Patel is a Director on the Board of Three (3) Subsidiaries and 13 other Private Companies. He is Chairman of Corporate Social Responsibility Committee.												
2. Past Remuneration	Mr. Dipakkumar G. Patel was paid a Salary of ₹ 10,00,000 p.m. along with perquisites from 01.10.2017 to 31.03.2020. From 01.04.2020 to 31.12.2021 he waived salary (excluding perquisites). From 01.01.2022 he has started taking salary of ₹ 10,00,000 p.m. along with perquisites.												
3. Recognition or awards	Nil												
4. Job profile and his suitability	Mr. Dipakkumar G. Patel possesses extensive experience of over 30 years in construction, finance and real estate development. He administers Company policies, finance, procurement and so on. He truly believes in the Ganesh ethos 'Your Smiles are our Real Estate' and, that building a home parallels to giving a new life to someone. He is also a Philanthropist and strongly believes in giving back to the society. Reputable institutions including CREDAI & Lions Club International have recognised his humanitarian services over the last decade. He founded SHATAYU, an Organ Donation Awareness Initiative in 2004 and continuously strives to spread this awareness among the 1.3 billion Indians.												
5. Remuneration Proposed	As mentioned in the Special Resolution given under item no. 5.												
6. Comparative remuneration profile with respect to industry, size of The Company, profile of the position and person	Remuneration proposed to be given is appropriate and reasonable looking to the trend of the industry, size of the Company, profile of position of Whole-time Director occupied by him.												

7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Besides the remuneration proposed for Mr. Dipakkumar G. Patel, he himself is interested to the extent of his shareholding in the Company.</p> <p>Mr. Dipakkumar G. Patel is a key managerial personnel and is given salary and other perquisites as per the approvals received from time to time from the members. As when required the transactions of land are being entered with him in the ordinary course of business and at arm's length basis.</p> <p>Mr. Dipakkumar G. Patel and Mr. Shekhar G. Patel are related as brothers. Further, Mr. Dipakkumar G. Patel is related to Ms. Aneri D. Patel as father.</p>
III Other Information		
1.	Reasons of loss or inadequate profits	<p>COVID-19 pandemic has played a havoc with all the industries in India and real estate sector is no exception. The demand for residential and commercial units plummeted. In 2020-2021 the Company incurred losses. However, in last two years the Company has made a profit.</p>
2.	Steps taken or proposed to be taken for improvement	<p>The Company launched two residential projects namely Malabar County III and Malabar Exotica wherein construction is being made by adopting pre-cast technology. The Company has placed special emphasis on digital marketing and thereby saving substantial cost. The Company is rationalizing resources to cut debt and improve the overall performance.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The Company is continuously on the lookout for adopting new technology in construction. For energy saving, various initiatives have been taken. For new projects pre-cast is considered to reduce labour cost which in turn will reduce the cost of end product. In ultimate analysis profitability will improve considerably.</p>