



NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Ganesh Housing Corporation Limited (the "Company"), will be held on Saturday the 28th day of February, 2015 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 **Special Business**:

Item no. 1: Private Placement of Non-Convertible Debentures

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and/or any other Rules/Regulations/Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/ or any other statutory/ regulatory authority/body, and subject to the provisions of the Memorandum and Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and/or in one or more series, Secured/Unsecured Redeemable Non-Convertible Debentures (hereinafter referred to as the "NCDs"), on private placement basis, for such amount(s) as the Board may in its absolute discretion determine; provided that the aggregate amount of such NCDs shall be within the overall borrowing limits of the Company, as approved by the Members from time to time under Section 180(1)(c) or other applicable provisions of the Act."

"RESOLVED FURTHER THAT the approval of the Company be and is hereby given to all offers of non-convertible debentures or invitations to subscribe to debentures during the period of one year from the date of the said resolution coming into effect."

"RESOLVED FURTHER THAT the Board be and is hereby further authorised to create, issue, offer, invite and allot the debentures in one or more offering(s), to eligible investor(s), as permitted by applicable statutes and regulations from time to time, by way of circulation of the private placement offer document or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board (for the purpose of this resolution, the "Board" would include any Committee of Directors as may be authorized by the Board in this regard) be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion may deem necessary or desirable in connection with offering, inviting, issuing and allotting the debentures, and to give effect to this resolution, including, without limitation, the following:

- (i) offer, invite, issue and allot the debentures or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (ii) approve, finalise and execute any offer document including private placement offer document and to approve and finalise any term sheets in this regard;
- (iii) create security, if any, for the Secured Debentures on movable and/or immovable assets of the Company;
- (iv) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, invitation, issue or allotment of securities;
- (v) settle any issues, questions, difficulties or doubts that may arise;
- (vi) finalise the basis of allotment of the securities."

By Order of the Board
For **Ganesh Housing Corporation Limited**

Sd/-
Priti Jani
Company Secretary

Place: Ahmedabad
Dated: 3rd February, 2015

Notes:

1. A Statement to be attached to notice pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Provided that a member holding ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or any other shareholder.

3. 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, shall have the right to appoint a proxy.
4. Members attending the General Meeting are requested to bring with them the following documents/details:
 - a) The Attendance Slip duly completed and signed in terms of specimen signature lodged with the Company.
 - b) Members holding shares in dematerialized form – the details of their DP & Client ID Numbers.
 - c) Members holding shares in physical form - the details of their Folio Numbers.
 - d) In case of Bodies Corporate, the authorized representative should bring with him / her a certified copy of the relevant Board / Governing Body Resolution of the entity concerned. In the event such a person wants to appoint a proxy to represent himself / herself, the conditions as outlined above, as to proxy / deposition of the proxy with the Company, would apply. The proxy form in such a case should be accompanied by a copy of the relevant resolution.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
6. The Notice of Extraordinary General Meeting and instructions for e-voting, along with the attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email address are registered with the Company/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.
7. Members may note that the above notice will also be available on the Company's Website, www.ganeshhousing.com and also on the website of agency providing e-voting facility viz. Central Depository Services Limited (CDSL).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant(s) in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
9. Pursuant to the provisions of Section 108 of Companies Act, 2013 and other applicable rules made there under and under Clause 35B of the Equity Listing Agreement entered into with Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), the Company is pleased to provide the facility to Member to exercise their right to vote by electronic means. The members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 30th January, 2015 i.e. record date are entitled to vote on the Resolution set forth in this Notice.
10. The Company has appointed 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.
11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.
12. The results shall be declared on or after Extra Ordinary General Meeting of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's Website i.e. www.ganeshhousing.com and on the website of CDSL within two (2) days of passing of the resolution at the extra ordinary general meeting of the Company and the same will also be communicated to the Stock Exchanges.

13. The Company has entered into an arrangement with Central Depository Services Limited (CDSL) for facilitating e-voting for EGM. The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 9.00 A.M. (IST) on Thursday, 19th February, 2015 and ends on 6.00 P.M. (IST) on Saturday, 21st February, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th January, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 first two letters of their name and the 8 digits of the sequence number which is mentioned in address Label affixed on Extra Ordinary General Meeting Notice, in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN: 150203009 for the relevant Company viz. Ganesh Housing Corporation Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
- (xix) 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.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

In terms of Section 102 of the Companies Act 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice dated February 03, 2015.

As per the provisions of Section 42 of the Companies Act, 2013 read with the Rules made there under (“the Act”) as amended from time to time, a Company offering or making an invitation to subscribe to Securities on a private placement basis is required to obtain the approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for Non-Convertible Debentures (NCDs) to be issued during the year.

The growing business of your Company would require infusion of additional funds. In view of the same, in the best interest of the Company, it is considered appropriate that more funds be infused in the Company to add more credibility to the Business.

Further, in order to augment long term resources in the ordinary course of business for such purposes as may be deemed necessary including for general corporate purpose, the Company may offer or invite subscriptions for Secured/Unsecured Redeemable NCDs, in one or more series/tranches, on private placement basis.

Accordingly, consent of the Members is sought by way of a Special Resolution as set out in Item No.1 of the accompanying Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for Non-Convertible Debentures (NCDs), as may be required by the Company, from time to time, for a year from the date of the said resolution coming into effect.

None of the Promoter, Directors, Manager and Key Managerial Personnel and their relatives is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings in the Company.

By Order of the Board
For **Ganesh Housing Corporation Limited**

Place: Ahmedabad
Dated: 3rd February, 2015

Sd/-
Priti Jani
Company Secretary

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:** ganesh@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 Equity Shares of the above named company, hereby appoint:

Name: Email id :

Address:

..... Signature:

or failing him

Name: Email id :

Address:

..... Signature:

or failing him

Name: Email id :

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Saturday, the 28th day of February, 2015 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 at 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
	Special Business:			
1.	To consider to issue, subscribe and allot Secured/ Unsecured Redeemable Non-convertible Debentures on Private Placement Basis by way of Special Resolution.			

Signed this..... day of..... 2015

Affix Revenue Stamp of Re. 1/-

Signature of Shareholder

Signature of Proxy holder(s)

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 Extra Ordinary 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 28th day of February, 2015 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 _____