

GANESH HOLDINGS LIMITED

(REG.OFF.: 7/5, MALAD CHS LTD., PODAR ROAD, MALAD (E) MUMBAI 400 097)

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of GANESH HOLDINGS LIMITED will be held at the registered office of the company at 7/5, Malad CHS Ltd., Poddar Road Malad (East) Mumbai 400 097 on Monday 28th September, 2009 at 10:00 A.M. for transacting the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Profit & Loss Account of the company for the year ending 31st March, 2009 and the Balance Sheet as at 31st March, 2009 together with the report of the Board of Directors and Auditors thereto.
2. To reappoint Smt. Smriti Ranka, a Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

To appoint Director in place of Shri J. P. Khandelwal, who has been appointed as an additional Director who holds the office of Directorship up to the date of ensuing Annual General Meeting and being eligible offers himself for re-appointment.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself. A proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used it should be returned to the Company not less than forty-eight hours before the commencement of the Annual General Meeting, duly completed.
2. The Share Transfer Books and Register of Members of the company will remain closed from 25-09-2009 to 28-09-2009 (both days inclusive).

Dated : 31-08-2009
Mumbai

By order of the Board
Sd/-
(J.P. Khandelwal)
DIRECTOR

GANESH HOLDINGS LIMITED

(REGD.OFF.7/5, MALAD CHS LTD., PODDAR ROAD, MALAD (E), MUMBAI 400 097)

DIRECTOR'S REPORT

To,
The Members,

The Directors of your company have pleasure in presenting their Report and Audited Statements of Accounts for the year ended March 31, 2009.

FINANCIAL RESULTS

The salient features of the Company's financial results for the year under review are summarized below :

Particulars	For the year Ended 31/03/2009 (Amount in Rs.)	For the year Ended 31/03/2008 (Amount in Rs.)
Profit/(Loss) before taxation	1669894	12,04,615
Less : Provision for Taxation	171700	124,100
Less :- Income tax Demand	3112	-
Profit for the year	1495082	10,80,515
Add : Balance brought forward	7130538	60,50,023
Balance carried to Balance Sheet	8625620	71,30,538

DIVIDEND

To Conserve the Resources and to strengthen the financial position of the company, your directors have not recommended any dividend for the year under review.

PARTICULARS OF EMPLOYEES

There was no employee during the year, covered by section 217 (2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

During the year Shri J. P. Khandelwal has been appointed as an additional Director and hold the office of Directorship upto the conclusion of the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Shri Pawankumar varma has resigned from Directorship of the company. The Board welcomes the incoming Directors and appreciates the services rendered by the outgoing director.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

The company is not covered under any of the industry specified in schedule under rule 2(A) of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 as such the company is not required to submit particulars of Energy Conservation as required under Rule 2(A) and there is no activity which should be disclosed as per Rule 2(B) and 2(C) about Technology Absorption and Foreign Outgo.

AUDITORS

M/s Karnavat & Co., Chartered Accountants, Mumbai will cease to be Auditors of the Company at the conclusion of the ensuing Annual General Meeting and being eligible, they offered themselves for re-appointment.

Cont. ... 2

COMPLIANCE CERTIFICATE

Your company has complied with all the provisions of companies Act, 1956, a certificate to this effect has been obtained from M/s. Alka Modi & Associates, Company Secretaries, Mumbai.

RESPONSIBILITY STATEMENT

Your Directors confirm :

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for the period;

- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) That they have prepared the Annual accounts on a going concern basis.

CORPORATE GOVERNANCE

The Company is making all efforts for complying the provisions relating to Corporate Governance pursuant to clause 49 of the Listing Agreement with Stock Exchange.

FOR AND ON BEHALF OF THE BOARD

**Sd/-
(J.P. Khandelwal)
DIRECTOR**

**Place : Mumbai
Dated : 31-08-2009**

AUDITORS' REPORT

TO THE MEMBERS OF GANESH HOLDINGS LIMITED

1. We have audited the attached Balance Sheet of **GANESH HOLDINGS LIMITED** as at **31st March, 2009** and also the Profit and Loss Account for the year ended on that date annexed thereto and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order 2004 (together the 'order'), issued by the Government of India in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. We have to further report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (c) The balance sheet and the profit and loss account dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the balance sheet and the profit and loss account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors, as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

(Cont..2)

- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes on accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at **31st March 2009**; and
 - (ii) in the case of the Profit and Loss Account, of the **Profit** for the year ended on that date.
 - (iii) in the case of the Cash Flow Statement , of the Cash Flows for the year ended on that date.

For and on behalf of
KARNAVAT & CO.
Chartered Accountants

192, Dr. D.N. Road
Mumbai-400001
Dated: 31-08-2009

Sd/-
(Krishna Karundia)
Partner
Membership No. 036681

GANESH HOLDINGS LIMITED

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date:

- (i) The company has no fixed assets.
- (ii) The company has no inventory .
- (iii) (a) As per the information and explanations given to us, the company has during the year granted interest free loan to one party covered in the register maintained under section 301 of the Companies Act, 1956, which has been repaid in full during the year. The outstanding balance as at the end of the year is NIL. The maximum outstanding balance during the year was Rs. 11, 00,000/-
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory and with regard to the sale of inventory. During the course of our audit, no major weakness has been notice in the internal controls.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 301 and exceeding the value of five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has complied with provisions of Sections 58 A and 58 AA of the companies Act, 1956 and the companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
- (vii) In view of nature of company's business the matters specified in paragraph 4 (viii) of the order are not applicable to the company.
- (viii) (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise-duty, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31-3-2009 for a period of more than six months from the date of becoming payable.
(b) According to the information and explanations given to us, there are no dues of income tax, wealth tax, service tax, sales tax, customs duty, and excise duty and cess, which have not been deposited on account of any dispute.

(cont..2)

- (ix) The company has no accumulated losses. The company has not incurred any cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- (x) The Company has an adequate internal Control Commensurate with the size & nature of business.
- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institution or bank.
- (xii) Based on our examination of documents and records, we are of the opinion that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or nidhi, mutual benefit fund/ society. Therefore the provision of clause 4 (xiii) of the Order are not applicable to the company.
- (xiv) Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transaction and contracts and timely entries have been made in those records. We also report that the company has held the shares, securities, debentures and other investments in its own name.
- (xv) The company has not given any guarantee for loans taken by others from bank or financial institution.
- (xvi) The company has not raised term loans during the year of audit.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that, no funds raised on short-term basis have been used for long-term investment.
- (xviii) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) The company has not issued any debentures during the year.
- (xx) The end use of money raised by public issue in earlier years as disclosed in the financial statements has been verified by us.
- (xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For and on behalf of
KARNAVAT & CO.
Chartered Accountants

192, Dr. D.N. Road
Mumbai-400001
Dated: 31-08-2009

Sd/-
(Krishna Karundia)
Partner
Membership No. 036681

GANESH HOLDINGS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2009

	Sche dule	As at 31-03-2009 (Rupees)	As at 31-03-2008 (Rupees)
SOURCES OF FUNDS			
<i>Shareholders Funds</i>			
Share Capital	1	2,400,000	2,400,000
Reserves and Surplus	2	11,751,695	10,256,613
TOTAL		<u>14,151,695</u>	<u>12,656,613</u>
APPLICATION OF FUNDS			
Investments	3	13,653,099	12,544,315
Current Assets, Loans and Advances	4	880,059	326,823
Less: Current Liabilities and Provisions	5	381,463	214,525
Net Current Assets		<u>498,596</u>	<u>112,298</u>
TOTAL		<u>14,151,695</u>	<u>12,656,613</u>
Significant Accounting Policies and Notes Forming Part of Accounts	9		

As per our Report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants

Sd/-
(Meena Ranka)
Director

192, Dr.D.N.Road
Mumbai 400 001
Dated : 31-08-2009

Sd/-
(Krishna Karundia)
Partner
Membership No.036681

Sd/-
(J. P. Khandelwal)
Director

CERTIFIED TRUE COPY

DIRECTOR

GANESH HOLDINGS LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Sche dule	2008-09 (Rupees)	2007-08 (Rupees)
INCOME			
Sales		-	7,284
Other Income	6	2,031,319	1,253,923
		<u>2,031,319</u>	<u>1,261,207</u>
EXPENDITURE			
Cost of sales	7	-	8,477
Administrative Expenses	8	361,425	48,115
		<u>361,425</u>	<u>56,592</u>
Profit/(Loss) before Taxation		1,669,894	1,204,615
Less: Provision for Taxation			
Current Year Tax		171,700	124,100
Income Tax Demand		3,112	-
Net/(Loss) Profit after tax		<u>1,495,082</u>	<u>1,080,515</u>
Balance brought forward		7,130,538	6,050,023
Balance carried to Balance Sheet		<u>8,625,620</u>	<u>7,130,538</u>
Earning per Equity Share			
(Face value of Rs. 10/- per share)			
Basic and diluted		6.23	4.50

Significant Accounting Policies and
Notes Forming Part of Accounts

9

As per our Report of even date attached

For and on behalf of

KARNAVAT & CO.

Chartered Accountants

Sd/-

(Meena Ranka)

Director

Sd/·

192, Dr.D.N.Road

Mumbai 400 001

Dated : 31-08-2009

(Krishna Karundia)

Partner

Membership No.036681

Sd/-

(J. P. Khandelwal)

Director

CERTIFIED TRUE COPY

DIRECTOR

GANESH HOLDINGS LIMITED
SCHEDULES FORMING PART OF ACCOUNTS

	As at 31-03-2009 (Rupees)	As at 31-03-2008 (Rupees)
SCHEDULE - 1 SHARE CAPITAL		
<i>Authorised</i>		
2,50,000 Equity shares of Rs.10 each	2,500,000	2,500,000
	<u>2,500,000</u>	<u>2,500,000</u>
<i>Issued, Subscribed & paid up</i>		
2,40,000 Equity shares of Rs.10 each fully paid up	2,400,000	2,400,000
	<u>2,400,000</u>	<u>2,400,000</u>
SCHEDULE - 2 RESERVE AND SURPLUS		
General Reserve	314,000	314,000
Capital Reserve	2,812,075	2,812,075
Profit and Loss Account	8,625,620	7,130,538
	<u>11,751,695</u>	<u>10,256,613</u>
SCHEDULE - 3 INVESTMENTS (At Cost)		
<i>Long term Non-Trade, Unquoted</i>	Face Value	Paidup value
Investment in FDR & Bonds		
In FDR		
UCO Bank		500,000
State Bank of India		-
The Bank of Rajasthan limited		-
In Bonds		
ICICI Bank -Bonds (No. of Bonds-151)	10000	1,510,000
NABARD- Bhavishya Nirman Bonds (No. of Bonds-182)	8250	1,501,500
Investment in Mutual Fund		
HDFC FMP 24M May07(5) - Retail Growth (Units NIL, Prev. Year 200000)	10	10
HDFC FMP 367D Sep.07(2) Retail Growth (Units NIL, Prev. Year 143281.525,)	10	10
Tata Fixed Income Fund Scheme C3 Reg. Growth (Units NIL, Prev. Year 60000 Units)	10	10
ICICI Prudential FMP Series 36-18 Month Plan B (R) (Units NIL, Prev. Year 200000 330000,)	10	10
Fixed Tenure Fund Series I(G) 60 M Plan (Units NIL, Prev. Year 170000)		
		-
		2,000,000
		1,432,815
		600,000
		3,300,000
		1,700,000
		<u>13,653,099</u>
		<u>12,544,315</u>
[Aggregate Market Value(NAV) of Investments in Mutual Funds is Rs.NIL (Prev.yr. Rs.1,03,39,140)		
		(cont..2)
	** 2 **	
	As at 31-03-2009 (rupees)	As at 31-03-2008 (rupees)
SCHEDULE - 4 CURRENT ASSETS, LOANS AND ADVANCES		
<i>Cash and Bank Balances</i>		
Cash in hand	12,238	12,238

Balance with scheduled banks
In Current Accounts

155,929 47,112

(A) 168,167 59,350

B) LOANS AND ADVANCES

711,892 267,473

(B) 711,892 267,473

TOTAL (A + B) 880,059 326,823

SCHEDULE - 5 CURRENT LIABILITIES AND PROVISIONS***CURRENT LIABILITIES***

Sundry Creditors	15,663	20,425
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PROVISIONS

Provisions for Taxation	365,800	194,100
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381,463	214,525
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SCHEDULE - 6 OTHER INCOME

Interest on Bonds & FDR	547,487	101,293
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Dividend	-	70
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Profit on Sale of Investment	1,483,832	1,152,560
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2,031,319	1,253,923
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SCHEDULE - 7 COST OF SALES

Opening stock	-	8,477
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Add: Purchases	-	-
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-	8,477
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Less: Closing Stock	-	-
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-	8,477
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SCHEDULE - 8 ADMINISTRATIVE AND OTHER EXPENSES

Legal & Professional charges	30,228	16,046
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Directors' Remuneration	300,000	-
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Interest On Bank O/D	2,047	449
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Filing Fees	2,028	3,742
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Listing & SEBI Fees	11,084	10,000
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Auditors' Remuneration		
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Audit Fees	14,000	14,000
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Service Tax on audit fees	1,463	1,730
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Reimbursement of expenses	200	910
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Bank charges	375	263
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Printing & Stationary Exp.	-	390
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Miscellaneous Expenses	-	585
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361,425	48,115
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GANESH HOLDINGS LIMITED
BALANCE SHEET GROUPINGS AT AT 31ST MARCH, 2009

	As at 31-03-2009 (Rupees)	As at 31-03-2008 (Rupees)
LIABILITIES		
<i>CURRENT LIABILITIES & PROVISIONS</i>		
<i>Current Liabilities</i>		
Karnavat & Co.	14,049	16,809
P. Maheshwari & Associates	-	1,686
T.D.S. Payable on Professional fees	1,614	1,930
	15,663	20,425
<i>Provisions</i>		
Provisions for Taxation A.Y. 2007-08	70,000	70,000
Provisions for Taxation A.Y. 2008-09	124,100	124,100
Provisions for Taxation A.Y. 2009-10	171,700	-
	365,800	194,100
ASSETS		
<i>CURRENT ASSETS, LOANS AND ADVANCES</i>		
Advance Income Tax (A.Y. 2008-09)	110,000	110,000
Advance Income Tax (A.Y. 2009-10)	50,000	-
Self Assessment tax (A.Y.2007-08)	69,672	69,672
Self Assessment tax (A.Y.2008-09)	8,754	-
Tds Receivable (A.Y. 2008-09)	5,811	5,811
Tds Receivable (A.Y. 2009-10)	105,589	-
Accured Interest on FDR	304,306	24,230
Accured Income from Icici Bonds	57,760	57,760
	711,892	267,473
<i>Current account with Scheduled Banks:</i>		
UCO Bank - Loan Account	450	5,401
UCO Bank	155,479	41,711
	155,929	47,112
PROFIT & LOSS ACCOUNT GROUPINGS FOR THE YEAR ENDED 31ST MARCH, 2009		
<i>Sales</i>		
Shares / Securities	-	7,284
	-	7,284
<i>MISCELLANEOUS EXPENSES</i>		
Demat Exp.	-	35
Stock Holding Exp.	-	550
	-	585

GANESH HOLDINGS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	2008-09 (In lakhs)	2007-08 (In lakhs)
A <u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit before Tax and Extra Ordinary Activities	16.70	12.05
Adjustments for :		
Profit On Sale of Investments	(14.84)	(11.53)
Operating Profit before Working Capital Changes	1.86	0.52
Adjustments for :		
Inventories	-	0.09
Trade and other receivables	(3.86)	(0.88)
Trade payables and Provisions	(0.06)	0.07
Cash Generated from Operations	(2.06)	(0.20)
Direct Taxes (paid)/refund received	(0.59)	(1.80)
Net Cash from operating Activities	(2.65)	(2.00)
B <u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Sale / Purchase of Investments (Net Investment)	3.74	2.34
Net Cash from Investing Activities	3.74	2.34
C <u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
(Net of repayments)	-	-
Net Cash from Financing Activities	-	-
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	1.09	0.34
Cash and Cash Equivalents Opening Balance	0.59	0.25
Cash and Cash Equivalents Closing Balances	1.68	0.59
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS	1.09	0.34

AS PER OUR REPORT OF EVEN DATE ATTACHED

For and on behalf of

KARNAVAT & CO.

Chartered Accountants

Sd/-
(Meena Ranka)
Director

192, Dr.D.N.Road
Mumbai 400 001
Dated : 31-08-2009

Sd/-
(Krishna Karundia)
Partner
Membership No.036681

Sd/-
(J. P. Khandelwal)
Director

CERTIFIED TRUE COPY

DIRECTOR