

GANESH HOLDINGS LIMITED

Reg. Off.: Central Plaza Office No. 607, Daftary Road Shivaji Chowk, Malad (E) Mumbai – 400097

CIN: L67120MH1982PLC028251

Phone No.: 022-2880 9065

Email-Id: ganeshholding@gmail.com

NOTICE FOR CALLING EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY 13th MAY, 2017 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT CENTRAL PLAZA OFFICE NO. 607, DAFTARY ROAD SHIVAJI CHOWK, MALAD (E) MUMBAI – 400097 (ROAD MAP FOR THE SAME IS ALSO ENCLOSED ALONG WITH THE NOTICE) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO APPROVE AND RATIFY THE LIST OF ULTIMATE BENEFICIARY OF THE NON PROMOTER BODY CORPORATE ALLOTTEES IN PREFERENTIAL ALLOTMENT

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

“**RESOLVED THAT** in compliance with the provisions of Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009 and terms and conditions of In-principle approval of BSE Limited, the details of ultimate beneficiary of the proposed non-promoter body corporate allottees approved by the shareholders in Extra- Ordinary general meeting held on 25th March, 2017 be and is hereby approved and ratified as under:-

S. No.	Details of Proposed Allottees approved in the EGM dated 25 th March, 2017	Category of Allottees	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control
1.	Lalitha Ranka, Permanent Account Number – AAEPR2310J and residing at Siddharth, 7th Floor, Worli, Mumbai – 400018	Promoter	73.04	25,000	49.46	Self
2.	Mahavir Texturising Private Limited, Permanent Account Number AABCM6296N, having its registered office at 34/1-2, 34-3 New -B/19, Shop -7 Akshar Township, B/H Intercity, Puna Kumbharia Road, Surat – 395010, Gujarat	Public	NIL	18,000	4.44	Directors & Shareholders 1. Suresh Balabux Jain (AAWPJ4266F) 2. Aklesh Sureshbhai Jain (AJRPJ1432B)
3.	Swastik Clothtex Private Limited, Permanent Account Number – AABCE0912B, having its registered office at H 25 Vth Floor India Textilemarket Ring Road Surat – 395002, Gujarat	Public	NIL	15,200	3.75	Directors 1. Seema Chaplot (ASMPJC9249F) 2. Mukesh Kr. Chaplot(AJAPC4891J) Shareholders 1. M/s. Kanti Enterprises (Kantibhai Panchal) (ALGPP5534P) 2. M/s Laxman Enterprise (Laxman Lalchand Soni) (AXXPS1409B) 3. M/s B.G. Creation (Ranjan Banvaridas Giri) (AHJPG0709N) 4. Sunita Prints (Sunitaben Vinodbhai Jain) (AAYPJ7188A)
4.	Visualize Tradecom Private Limited, Permanent Account Number – AADCV0456H, having its registered office at C,408 International Trade Center Majura Gate, Ring Road, Surat -395002, Gujarat	Public	NIL	17,500	4.32	Directors 1. Babulal Lodha (AAZPL3712H) 2. Pushpa Devi Jain (ABEPL6738M) Shareholders 1. Naresh Chandra Garg (ACHPG3811E) 2. Nirmala Devi Garg (ACHPG3806B)

						3. Shailendra Garg (ACOPG4236G) 4. Sonali Garg (AFCPG4119F) 5. Sunita Garg (AGUPG6021F) 6. Mahendra Garg (ACHPG3807A)
5. Infinity Jeans Private Limited, Permanent Account Number – AADCI1289F, having its registered office at M-27,28, Silver Point, Opp. Vidhyabharti School, Bhatar Road Surat -395007, Gujarat	Public	NIL	19,500	4.81		Directors 1. Bhupendra Dangi (ACDPD3710F) 2. Anita Dangi (ACWPD5704C) Shareholders 1. Suresh Balabux Jain (AAWPJ4266F) 2. Aklesh Sureshbhai Jain (AJRPJ1432B)
6. Shree Ambaji Weaves Private Limited, Permanent Account Number – AAVCS0222L, having its registered office at SY. No- 34/ 1-2, 34/3, New-B/19, Build-B-19, Shop-7 Akshar Township, B/H Intercity, Puna Kumbharia Road Surat – 395010, Gujarat	Public	NIL	16,200	4.00		Directors 1. Jash Kanwar Ostwal (AAHPO7594A) 2. Kan Singh Ostwal (AACPO9486A) Shareholders 1. Girdharilal Goyal (AGNPG1608F) 2. Manjula Goyal (AAPPJ4879E)
7. Shashi Ashok Jain (PAN - ABOPJ2279B) C-408, I.T.C Majura Gate, Ring Road, SURAT	Public	NIL	8,850	2.19		Self
8. Ayush Ostwal (PAN - ABMPO7054K) 4A, Megh Sarman Tower-2, City Light Road, SURAT	Public	NIL	8,850	2.19		Self
9. Suswani Textiles Private Limited, (PAN– AAICS7060F), having its registered office at B-3036 First Floormellenium Textile Market Ring Road Surat -395002, Gujarat	Public	NIL	17,400	4.30		Directors 1. Lad Devi Jain (AFFPJ4692F) 2. Man Singh Jain (ADJPJ4371R) Shareholders 1. Sonali Garg (AFCPG4119F) 2. Sunita Garg (AGUPG6021F) 3. M/s Khushi Creation (Vijay Somabhai Poojari) (AKNPP7313E) 4. M/s Laxman Enterprise (Laxman Lalchand Soni) (AXXPS1409B) 5. Mahendra Garg (ACHPG3807A) 6. Shailendra Garg (ACOPG4236G)
10. Vaishnavi Creation Private Limited, (PAN – AADCV8871A), having its registered office at D-41-102 Akshar Township, Puna Kumbharia Road, Dumbhal Surat– 395010, Gujarat	Public	NIL	18,500	4.57		Directors 1. Shruti Babel (BKPPB1043Q) 2. Abhishek Jain (AJQPJ9461P) Shareholders 1. Laxmilal Modilal Zaver (AACPZ5722A) 2. Kishorekumar Jagjivandas Kotecha (AECPK5885M)
TOTAL			1,65,000			

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such

directions, as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue of Equity Shares.

By the order of the Board of Directors

NARENDRA KUMAR JAIN

(Director)

(DIN: 00456960)

Date: 13th April, 2017

Place: Mumbai

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 AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business items (no. 1) is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on April 13th, 2017, has appointed Mr. B.K. Sharma, Practicing Company Secretary, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 13th May, 2017.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on Wednesday, May 10th, 2017 (9.00 a.m. IST) and ends on Friday March 12th, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 6th May, 2017, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6th May, 2017. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. 6th May, 2017 should treat this notice for information purpose only.
13. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date of 6th May, 2017, may obtain the login ID and password by sending a request at **ganeshholding@gmail.com**. However, if such person is already registered with NSDL, for remote e-voting, they may use their existing user ID and password for casting their vote.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard in English and (ii) Mumbai Lakshadweep, in Marathi having wide circulation in the district where the registered office of the Company is situated.
16. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by any of the Director of the Company duly authorized, on or before May 13, 2017 at the registered office of the Company and will also be displayed on the Company's website (**www.ganeshholdings.com**), and communicated to the Depositories, Registrar and Share Transfer Agent on the said date.

17. The Board of Directors has appointed the Compliance Officer as the person responsible for this process.
18. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: **www.ganeshholdings.com**. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the head office of the Company at Central Plaza Office No. 607, Daftary Road Shivaji Chowk, Malad (E) Mumbai – 400097.
22. Information and other instructions relating to remote e-voting are as under:

INSTRUCTIONS FOR E-VOTING

- i. Members whose e-mail addresses are registered with the Company/depository participant(s) will receive an email from NSDL informing them to their user ID and password. Members shall use their folio number as password to open the attached PDF file. The members who have not provided email Id to the Company may contact to the concerned person on following numbers to get the "User ID" and "Password for e-voting", who will provide you the same after due verification of information of members available with the Company:-
Mr. N K Jain, Compliance Officer
Phone: 022-28809065
Email Id: - **ganeshholding@gmail.com**
- ii. The members should log on the e-voting website www.evoting.nsdl.com
- iii. Click on "Shareholder - Login".
- iv. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- vi. After login, home page of remote "e-Voting" will open. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVENT" of "GANESH HOLDINGS LTD". Members can cast their vote from 10th May, 2017 (9:00 am) and ends on 12th May, 2017 (5:00 pm).
- viii. Now member are ready for "e-Voting" as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- x. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e mail to bksharma162@yahoo.co.in , with a copy marked to evoting@nsdl.co.in
- xi. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
- xii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in or correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- xiii. The remote e-voting period commences on 10th May, 2017 (9:00 am) and ends on 12th May, 2017 (5:00 pm). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date i.e. 6th May, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
- xiv. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its Members.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUING TO SECTION 102 OF THE COMPANY ACT, 2013

ITEM NO. 1

TO APPROVE AND RATIFY THE LIST OF ULTIMATE BENEFICIAR OF THE NON-PROMOTER BODY CORPORATE ALLOTTEES IN PREFERENTIAL ALLOTMENT:

The Board of Directors of the Company analyzed the requirement set out by RBI in Circular **RBI/2014-15/299 - DNBR (PD) CC.No.002/03.10.001/2014-15** dated **November 10, 2014** for increase in New Owned Funds to Rs. 200 lakh. Therefore, Board of Directors decided to meet the fund requirement by issue of Equity Shares of the Company.

The Company proposes to make preferential allotment of Equity Shares to:-

1. **Lalitha Ranka**, Permanent Account Number - AAEP2310J and residing at Siddharth, 7th Floor, Worli Mumbai- 400018
2. **Mahavir Texturising Private Limited**, Permanent Account Number - AABCM6296N, having its registered office at 34/1-2, 34-3 New -B/19, Shop -7 Akshar Township, B/H Intercity, Puna Kumbharia Road, Surat - 395010, Gujarat
3. **Swastik Clothtex Private Limited**, Permanent Account Number - AABCE0912B, having its registered office at H 25 Vth Floor India Textilemarket Ring Road Surat - 395002, Gujarat
4. **Visualize Tradecom Private Limited**, Permanent Account Number - AADVC0456H, having its registered office at C,408 International Trade Center Majura Gate, Ring Road, Surat -395002, Gujarat
5. **Infinity Jeans Private Limited**, Permanent Account Number - AADCI1289F, having its registered office at M-27,28, Silver Point, Opp. Vidhyabharti School Bhatar Road Surat -395007, Gujarat
6. **Shree Ambaji Weaves Private Limited**, Permanent Account Number - AAVCS0222L, having its registered office at SY. No-34/1-2, 34/3, New-B/19, Build-B-19, Shop-7 Akshar Township,B/H Intercity, Puna Kumbharia Road Surat - 395010, Gujarat
7. **Shashi Ashok Jain**, Permanent Account Number - ABOPJ2279B and residing at C-408, I.T.C Majura Gate, Ring Road, SURAT
8. **Ayush Ostwal**, Permanent Account Number - ABMPO7054K and residing at 4A, Megh Sarman Tower-2,City Light Road, SURAT
9. **Suswani Textiles Private Limited**, Permanent Account Number - AAICS7060F, having its registered office at B-3036 First Floormellenium Textile Market Ring Road Surat -395002, Gujarat
10. **Vaishnavi Creation Private Limited**, Permanent Account Number - AADCV8871A, having its registered office at D-41-102 Akshar Township, Puna Kumbharia Road, Dumbhal Surat - 395010, Gujarat

on a preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on March 1, 2017 and by share holders in Extra Ordinary General meeting held on 25th March, 2017.

Therefore, in terms of said sections, rules and regulations, consent of the Members had been taken and approved for the issue and allotment of 1,65,000 equity shares of the Company, having a face value of Rs. 10 (Rupees Ten only) each aggregating to Rs. 16,50,000 (Rupees Sixteen Lakh Fifty Thousand) ("**Equity Shares**"), at a premium of Rs. 48 (Rupees Forty-Eight) on a preferential basis to the Allotees, entitling the Subscribers to subscribe to and be allotted the Equity Shares.

The Company has issued addendum to the Notice of EGM held on 25th March, 2017, but the justification of the same was not done in the newspaper which required to disclose the ultimate beneficiary of the Non-promoters proposed corporate allottees in terms of Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009. Hence, BSE has laid down a condition in In-Principle approval on the basis of undertaking given by the company to get the same approved and ratified from the shareholders in ensuing Extra-ordinary General meeting before listing of the said shares with BSE.

The pre issue and post issue shareholding pattern of the Company:

S.No.	Category	Post Issue*		Pre Issue*	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding :				
1	Indian :				
	Individual	1,75,295	73.04	2,00,295	49.45
	Bodies Corporate	-	-	-	-
	Sub Total	1,75,295	73.04	2,00,295	49.46
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	1,75,295	73.04	2,00,295	49.46
B	Non-Promoters' holding :				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution Investors				
	Directors				
	Indian Public	36705	15.29	54405	13.43
	Others (Including NRIs)	28000	11.67	150300	37.11
	Sub Total (B)	64705	26.95	204705	50.54
	GRAND TOTAL (A+B)	2,40,000	100.00	4,05,000	100.00

None of the Directors except Ms. Lalitha Ranka, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

The Board of Directors recommends the resolution set forth in item No.1 for the approval of members.

By the order of the Board of Directors

Date: 13th April, 2017

Place: Mumbai

NARENDRA KUMAR JAIN

(Director)

(DIN: 00456960)

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	Client Id*	Folio No.	No. of shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Saturday, May 13, 2017, at 11.00 A.M. at the Central Plaza Office No. 607, Daftary Road Shivaji Chowk, Malad (E) Mumbai – 400097

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy

PROXY FORM

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

Name of the Member(s):		Email id:	
Registered Address:			
Folio No. / *Client Id:		*DP Id:	

I / We, being the member(s) holding _____ shares of GANESH HOLDINGS LIMITED, hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____

and whose signature(s) are appended below 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, May 13, 2017, at 11.00 A.M. at the Central Plaza Office No. 607, Daftary Road Shivaji Chowk, Malad (E) Mumbai – 400097

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

S.No.	Resolutions	For	Against
1.	TO APPROVE AND RATIFY THE LIST OF ULTIMATE BENEFICIARY OF THE NON PROMOTER BODY CORPORATE ALLOTTEES IN PREFERANTIAL ALLOTMENT		

*Applicable for investors holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
+		

Signed this _____ day of _____, 2017

Signature of holder



Signature of Shareholder _____ Signature of Proxy Holder(s) _____

NOTES:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Central Plaza Office No. 607, Daftary Road Shivaji Chowk, Malad (E) Mumbai – 400097, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. This is only optional. Please put a 'Tick' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

