

GANESH HOLDINGS LIMITED

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

CIN: L67120MH1982PLC028251

Phone No.: 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 25th MARCH, 2017 AT 11.30 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. INCREASE IN AUTHORISED SHARE CAPITAL

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 13, Section 14 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the rules framed there under, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.25,00,000 (Rupees Twenty – Five Lakhs) divided into 2,50,000 (Two Lakh Fifty thousand) Equity Shares of Rs. 10/- each to Rs. 45,00,000 (Rupees Forty-Five Lakh) divided into 4,50,000 (Four Lakh Fifty thousand) Equity Shares of Rs. 10/- each by creation of additional 2,00,000 (Two Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company be substituted with the following:

V. The Authorised Share Capital of the Company is Rs.45, 00,000/- (Rupees Forty-Five Lakh only) divided into 4,50,000 (Four Lakh Fifty thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Article No. 3, i.e. Share Capital of Articles of Association of the Company of be substituted with the following:

3. The Authorised Share Capital of the Company is Rs.45, 00,000/- (Rupees Forty-Five Lakh only) divided into 4, 50,000 (Four Lakh Fifty thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to give effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard.”

2. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (“ICDR Regulations”) and 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; the SEBI (LODR) Regulations, 2015, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by 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), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 1,65,000 (One Lakh Sixty – Five Thousand) Equity Shares of the Company of the face value of Rs. 10 (Rupees Ten) each at a Premium of Rs. 48/- (Rupees Forty-Eight) per share, amounting to Rs. 95,70,000 (Rupees Ninety Five Lakhs Seventy Thousand only) in accordance with ICDR Regulations, to the following persons :

S. No.	Details of Allottees	No. of Equity Shares	Consideration including Premium
1.	Lalitha Ranka, (PAN – AAEP2310J) and residing at Siddharth, 7th Floor, Worli Mumbai – 400018	25,000	14,50,000
2.	Mahavir Texturising Private Limited (PAN - 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	18,000	10,44,000
3.	Swastik Clothtex Private Limited, (PAN - AABCE0912B) , having its registered office at H 25, Vth Floor, India Textilemarket, Ring Road Surat – 395002, Gujarat	15,200	8,81,600
4.	Visualize Tradecom Private Limited, (PAN – AADCV0456H) , having its registered office at C,408 International Trade Center Majura Gate, Ring Road, Surat -395002, Gujarat	17,500	10,15,000

5.	Infinity Jeans Private Limited, (PAN – AADC11289F) , having its registered office at M-27,28, Silver Point, Opp. Vidhyabharti School Bhatar Road Surat -395007, Gujarat	19,500	11,31,000
6.	Shree Ambaji Weaves Private Limited, (PAN – 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	16,200	9,39,600
7.	Shashi Ashok Jain (PAN -ABOPJ2279B) C-408,I.T.C Majura Gate,Ring Road,SURAT	8,850	5,13,300
8.	Ayush Ostwal (PAN -ABMPO7054K) 4A,Megh Sarman Tower-2,City Light Road,SURAT	8,850	5,13,300
9.	Suswani Textiles Private Limited, (PAN– AAICS7060F), having its registered office at B-3036 First Floormellenium Textile Market Ring Road Surat - 395002, Gujarat	17,400	10,09,200
10.	Vaishnavi Creation Private Limited, (PAN – AADCV8871A), having its registered office at D-41-102 Akshar Township, Puna Kumbharia Road, Dumbhal Surat – 395010, Gujarat	18,500	10,73,000
	TOTAL	1,65,000	95,70,000

RESOLVED FURTHER THAT the issue and allotment of the Equity Shares to 10 Allottees shall be on the following terms and conditions:

- 1) the monies received by the Company from the Allottees for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Syndicate Bank, Daftary Road, Malad - East, MUMBAI 400 097 and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.
- 2) the Equity Shares allotted shall rank pari passu with the existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- 3) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- 4) the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.
- 5) pursuant to the provisions of the Companies Act, 2013, the names of the Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter together with an application form be issued to the Allottees inviting the Allottees to subscribe to the Equity Shares.
- 6) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- 7) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board 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 and allotment of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.”

By the order of the Board of Directors

Sd/-

Date: 1st March, 2017

Place: Mumbai

NARENDRA KUMAR JAIN

(Director)

(DIN: 00456960)

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 and 2) 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 March 1, 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 25th March, 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, March 22, 2017 (9.00 a.m. IST) and ends on Friday March 24, 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. 18th March, 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 18th March, 2017. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. 18th March, 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 18th March, 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 newspapers.
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 Company duly authorized, on March 25, 2017 after concluding the EGM 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. The result of the voting will also be published in the newspapers.
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 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 22nd March, 2017 (9:00 am) and ends on 24th March, 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 the 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 22nd March, 2017 (9:00 am) and ends on 24th March, 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. 18th March, 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.

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 PURSUANT TO SECTION 102 OF THE ACT

ITEM NO. 1 - Increase in Authorized Share Capital

The Board of Directors of the Company analyzed the fund requirement for compliance of 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 by the end of March 2017. The Board of Directors further decided to meet the fund requirement by issue of Equity Shares of the Company.

As such the Board of Directors in its Meeting held on 1st March, 2017 decided to increase authorized share capital and to alter Capital Clause of the Memorandum of Association of the Company, and alter Article 3 i.e. "Share Capital" of Articles of Association which requires approval of members in the General Meeting. Therefore, the Board recommends to pass the resolution as set out in Item No.1 of the notice convening the Extra-Ordinary General Meeting as Ordinary Resolution.

The draft amended copy of Memorandum of Association of the Company and Article of Association is available for inspection at the Registered Office of the Company during business hours till the conclusion of Extraordinary General Meeting.

None of the Directors are in any way interested or concerned in the said resolutions, except as a member of a Company.

You are requested to communicate your assent or dissent for the aforesaid resolution set forth in Item No. 1 in accordance with the instructions set out herein.

ITEM NO. 2

Issue of Equity Shares on a Preferential Allotment / Private Placement Basis:

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 by the end of March 2017. 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 the following persons :-

1. **Lalitha Ranka**, Permanent Account Number - AAEP2310J and residing at Siddharth, 7th Floor, Worli Mumbai – 400018 (Promoter)
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 Clohtex 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 - AADCV0456H , 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** (PAN -ABOPJ2279B), C-408,I.T.C Majura Gate,Ring Road,SURAT
8. **Ayush Ostwal** (PAN -ABMPO7054K), 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 private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on March 1, 2017.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“ICDR Regulations”).

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 1,65,000 (One Lakh Sixty – Five Thousand) Equity Shares of the Company of the face value of Rs. 10/- (Rupees Ten) each at a Premium of Rs. 48/- (Rupees Forty-Eight) per share, amounting to Rs. 95,70,000 (Rupees Ninety Five Lakhs Seventy Thousand only) on a preferential basis to the Allotees, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

1. Objects of the Preferential Issue:

The object of the Preferential Issue is to meet 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 by the end of March 2017.

2. The total number of shares or other securities to be issued: 1,65,000 Equity Shares

3. Terms of Issue of the Equity Shares, if any

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

4. Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 23rd February, 2017 (“**Relevant Date**”) (i.e. 30 days prior to the date of proposed EGM which is March 25, 2017, to approve the proposed preferential issue). But the shares of the company are not frequently traded in last six months from Relevant Date.

5. Pricing of Preferential Issue:

The price of equity shares to be issued is fixed at Rs. 58/- per equity share of Rs.10/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

6. Basis on which the price has been arrived at: Being the shares of the company are not frequently traded on the Platform of BSE and even no trade was done on Stock Exchange from last six months. As such, the issue price could not be determined as per Regulation 76 (1) of ICDR Regulations on the basis of average of weekly high and low of closing price during six months or average of weekly high and low of the closing price during the two weeks preceding the relevant date, whichever is higher.

Being the shares of the company are infrequently traded, the issue price has been determined on the basis of fair value, which is the average of book value per share and intrinsic value per share on 31st December, 2016.

7. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

One of the promoter as well as director of the Company intend to subscribe to the proposed issue.

8. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control

S.No.	Details of Allottees	Category of Allottees	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % holding
1.	Lalitha Ranka, Permanent Account Number – AAEP2310J and residing at Siddharth, 7th Floor, Worli, Mumbai – 400018	Promoter	73.04	25,000	49.46

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
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
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
5.	Infinity Jeans Private Limited, Permanent Account Number – AADC11289F, having its registered office at M-27,28, Silver Point, Opp. Vidhyabharti School Bhatar Road Surat -395007, Gujarat	Public	NIL	19,500	4.81
6.	Shree Ambaji Weaves Private Limited, Permanent Account Number – AAVCS0222L , having its registered office at	Public	NIL	16,200	4.00

	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 (PAN -ABOPJ2279B) C-408,I.T.C Majura Gate, Ring Road,SURAT	Public	NIL	8,850	2.19
8.	Ayush Ostwal (PAN - ABMPO7054K) 4A,Megh Sarman Tower-2,City Light Road,SURAT	Public	NIL	8,850	2.19
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
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
	TOTAL			1,65,000	

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

S.No.	Category	Pre Issue*		Post 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	49.46
	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) Body Corporate	28000	11.67	150300	37.11
	Sub Total (B)	64705	26.96	204705	50.54
	GRAND TOTAL (A+B)	2,40,000	100.00	4,05,000	100.00

*As on 28th February, 2017

10. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

11. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person.
12. **Change in control, if any, in the Company that would occur consequent to the preferential offer:** There shall be no change in management or control of the Company pursuant to the issue of the equity shares.
13. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable.
14. **Lock in period:**
The proposed allotment of the equity shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.
15. **Auditors certificate:**
A certificate from M/s. Chaturvedi Sohan & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents 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.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except Ms. Lalitha Ranka, Managing Director.

You are requested to communicate your assent or dissent for the aforesaid resolution set forth in Item No. 2 in accordance with the instructions set out herein.

By the order of the Board of Directors

Date: 1st March, 2017
Place: Mumbai

Sd/-
NARENDRA KUMAR JAIN
(Director)
(DIN: 00456960)

GANESH HOLDINGS LIMITED

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

CIN: L67120MH1982PLC028251

Phone No.: 2880 9065

Email-Id: ganeshholding@gmail.com

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, March 25, 2017, at 11.30 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

GANESH HOLDINGS LIMITED

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

CIN: L67120MH1982PLC028251

Phone No.: 2880 9065

Email-Id: ganeshholding@gmail.com

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, March 25, 2017, at 11.30 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	Increase in Authorized Share Capital and Amendment in Memorandum and Articles of Association		
2	Issue of Equity Shares on a Preferential Allotment/Private Placement Basis		

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 'X' 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.

