



GANESH HOLDINGS LIMITED

NOTICE

NOTICE is hereby given that Extra Ordinary General Meeting of the members of **GANESH HOLDINGS LIMITED** will be held at the registered office of the company at 607, Center Plaza, Daftary Road, Malad (East), Mumbai 400 097 on Thursday, 16th January, 2025 at 10:00 A.M. for transacting the following business.

SPECIAL BUSINESS

CONFIRMATION OF RE-APPOINTMENT OF SMT.LALITHA RANKA AS THE MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF 5 YEARS :

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

"RESOLVED THAT in accordance with the Provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto and re-enactment thereof for the time being in force) and pursuant to Article 108 of the Articles of Association of the company, the consent of the members of the company be and is hereby accorded for re-appointment of Smt.Lalitha Ranka (DIN : 01166049) as the Managing Director of the Company, for a period of five years with effect from 01-11-2024 approved by the members of the company on such terms and conditions as set out in the foregoing resolution and the explanatory statement annexed hereto."

By order of the Board

Lalitha Ranka
Chairperson & MD
(DIN : 01166049)

Dated: 24-12-2024
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/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 Extra Ordinary General Meeting, duly completed.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.
3. The Share Transfer Books and Register of Members of the company will remain closed from Friday, the 10th January 2025 to Thursday, 16th January, 2025 (both days inclusive).
4. Additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the Directors seeking



GANESH HOLDINGS LIMITED

appointment/re-appointment at the GM is furnished as Annexure and forms part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. for assistance in this regard.
6. (a) Members desirous of receiving Notices and/or documents from the company through electronic mode are urged to update their email addresses with their depository participants, where shares are held in electronic form and to the Share department of the company / share transfer agents where shares are held in physical form.
 - (b) Email Addresses of Members are advised to the Share Department of the company / share transfer agents where shares are held in physical mode or registered with depositories where shares are held in electronic mode will be deemed to be member's registered email address for serving company documents / notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh / update their email addresses should do so as soon as possible.
 - (c) Members are requested to notify immediately any change in their address to the Companies Registrar and Share Transfer Agents M/s Link Intime India Pvt.Ltd., C 101, 247 Park, L.B.S.Marg, Vokhroli (West), Mumbai 400083.

(b) Voting through Electronic Means:

- A. In compliance with provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of Extra Ordinary General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 13th January, 2025 on 9.00 a.m. and ends on Wednesday, 15th January, 2025 on 5.00 p.m. During this period Shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th January, 2025, 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.



GANESH HOLDINGS LIMITED

(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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both 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 for the relevant <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.



GANESH HOLDINGS LIMITED

(xix) **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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) 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.

- B. 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 9th January, 2025.
- C. A copy of this notice has been placed on the website of the company and website of CDSL.
- D. Mr.Pankaj S.Desai, Practicing Company Secretary (Certificate of Practice No.4098) has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, within a period not exceeding three(3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two(2) witness not in the employment of the company and make a Scrutinizer’s Report of votes cast in favour or against, if any, forthwith to the Chairman.
- F. The results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.ganeshholdings.com and on the website of CDSL within of CDSL within 2 days after conclusion of the extra Ordinary general meeting of the company and communicated to Stock Exchanges.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on resolution set forth in this notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice :

Re-appointment of Smt.Lalitha Ranka as Managing Director of the company:

Smt. Lalitha Ranka was appointed as Managing Director of the company for a period of five years with effect from 01-11-2019, accordingly, the present term of Smt.Lalitha Ranka comes to an end on 31-10-2024.

The Board in its meeting held on 31-10-2024 has approved re-appointment of Smt.Lalitha Ranka as the Managing director of the company for a further period of five years w.e.f.01-11-2024. The Board has taken the decision of said re-appointment based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Smt.Lalitha Ranka is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. She has communicated her willingness to be re-appointed and given her consent to act as a Managing Director of the company. She satisfies all the conditions as set out in Section 196(3) of the said Act and Part I of Schedule V thereof and hence, is eligible for re-appointment.

It is proposed to seek Members' approval for the re-appointment of Smt.Lalitha Ranka as a Managing Director, in terms of the applicable provisions of the said Act and the Rules thereunder.

Smt.Lalitha Ranka holds 200295 Equity shares of the Face Value Rs.10/- each in the Company, which amount 49.46% of the total number of equity shares of the company.

Smt.Lalitha Ranka has been associated with the company for last 12 years. It would be in the interest of the company to continue to avail of her considerable expertise and re-appoint her as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the companies Act, 2013 setting out the terms and conditions of appointment of Smt.Lalitha Ranka as the Managing Director of the company.

Save and Except Smt.Lalitha Ranka and their relatives to the extent of their shareholding interest, if any in the company none of the other director, key managerial personnel of the company and their relatives are in any way concerned or interested financially or otherwise in the aforesaid resolution.

The Board commends the Ordinary Resolution set out in the Notice for the approval of Members.



GANESH HOLDINGS LIMITED

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 Thursday, January 16, 2024, at 10.00 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



GANESH HOLDINGS LIMITED

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 Thursday, January 16, 2025, at 10.00 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	Confirmation of Re-appointment of Smt.Lalitha Ranka as Managing Director of the company for a further period Director for a further period of 5 years.		

Signed this _____ day of _____, 2025

AFFIX
REVENUE
STAMP

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.



GANESH HOLDINGS LIMITED

