



NOTICE

NOTICE is hereby given that the 43rd Annual 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 Tuesday, 30th September, 2025 at 11:00 A.M. for transacting the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2025, Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. To ratify the appointment of the Statutory Auditors of the company and to fix their remuneration and in connection therewith to pass the following resolution with or without modifications, as an ordinary resolution :

"RESOLVED THAT pursuant to the first provisions of Section 139 (1) of the companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Sanjive Radhey & Co., Chartered Accountants (Firm Registration No.009959C), Mumbai as statutory auditors of the company to hold office from the conclusion of 42nd Annual General Meeting to the conclusion of 47th Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the company, made at 42nd Annual General Meeting of the Company held on 30th September, 2024, be and is hereby ratified."

SPECIAL BUSINESS

3. Appointment of M/s. Pankaj S Desai, Company Secretaries, Mumbai (Membership no. ACS 3398), as the Secretarial Auditor of the Company :
To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to provisions of Section 204 of Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereto), the Company be and hereby appoints M/s. Pankaj S. Desai, Company Secretaries (M.No.ACS3398), who have confirmed their eligibility as per requirements of Regulation 24A of the SEBI Listing Regulations, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years i.e.; from FY2025-26 up to FY2029-30, to undertake secretarial audit as required under the Act and SEBI Listing Regulations and issue the necessary secretarial audit report for the aforesaid period.

By order of the Board

Lalitha Ranka

Lalitha Ranka
Chairperson & MD
(DIN : 01166049)

Dated: 14-08-2025
Place : Mumbai



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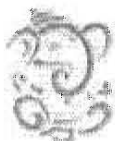
NOTES:

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 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 Wednesday, the 24th September 2025 to Tuesday, 30th September, 2025 (both days inclusive).
 4. Members desiring to seek any further information or clarification on the annual accounts or operations of the company at the meeting are requested to send their queries so as to reach the registered office at least 10 days in advance of the date of meeting to enable the management to keep the information ready.
 5. The members are requested to bring their copies of the annual report to the meeting.
 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.
 7. Members are requested to notify immediately any change in their address to the Companies Registrar and Share Transfer Agents M/s MUFG Indime India Pvt.Ltd.(Formerly Link Intime India Pvt.Ltd.), C 101, 247 Park, L.B.S.Marg, Vokhroli (West), Mumbai 400083.
- 8. 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 43rd Annual General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 26th September, 2025 on 9.00 a.m. and ends on Monday, 29th September, 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 23rd September, 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.



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- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

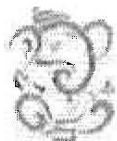
| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their 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) | <p>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.</p> <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.



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- (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.
 - (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 23rd September, 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 annual 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 all resolutions set forth in this notice.



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

ITEM No.3 : APPOINTMENT OF SECRETARIAL AUDITOR FOR 5 YEARS

Pursuant to the provisions of Section 204 of the Act, read with the relevant rules including the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and other specified class of companies, are required to annex with its Board's report made in terms of Section 134(3) of the Act, a report on secretarial audit given by a company secretary in practice.

Further, Regulation 24A of the SEBI Listing Regulations, requires listed companies and its material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who is required to be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its annual report.

The aforementioned regulation apart from listing down the eligibility criteria for appointment of the secretarial auditor, further stipulates that the appointment/ re-appointment of an individual as a secretarial auditor cannot be for more than one term of 5 (five) consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of 5 (five) consecutive years and such an appointment/re-appointment is required to be approved by the members of the company at its annual general meeting, basis recommendation of the board of directors.

It further stipulates that any association of the individual or the firm as the secretarial auditor of the listed entity before March 31, 2025 is not required to be considered for the purpose of calculating the tenure of the secretarial auditor.

In view of the aforesaid, basis recommendation of the Audit Committee, the Board at its meeting held on August 14, 2025, recommended the appointment of Pankaj S.Desai, Company Secretaries (Membership No.ACS3398) (who was also the secretarial auditor of the Company earlier and thus, the firm is aware of the business and functioning of the Company), as the secretarial auditor, for a period of 5 (five) consecutive financial years i.e.; from FY 2025-26 up to FY 2029-30, to undertake secretarial audit and issue the necessary secretarial audit report for the aforesaid period.

Pankaj S.Desai have given their consent to act as the Secretarial Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, SEBI Listing Regulations and guidelines issued by the Institute of Company Secretaries of India.

In view of the aforesaid, the Board recommends the ordinary resolution set forth in Item No. 3 for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned/interested, financially or otherwise, in the said resolution.

ATTENDANCE SLIP

GANESH HOLDINGS LIMITED

(CIN L67120MH1982PLC028251)

Registered Office: 607, Centre Plaza, Daftary Road, Malad (East), Mumbai - 400097.

43rd Annual General Meeting – 30th September, 2025

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

NAME OF THE
SHAREHOLDER/PROXY.....

Folio No.....

ADDRESS.....
.....
.....

DP ID*

No. of Shares held:.....

Client Id*.....

I hereby record my presence at the 43rd ANNUAL GENERAL MEETING of the Company at its Registered Office of the Company at : 607, Centre Plaza, Daftary Road, Malad (East), Mumbai - 400097 on Tuesday, the 30th September, 2025 at 11.00 a.m.

*To be used for shares held in electronic form

SIGNATURE OF THE 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]

GANESH HOLDINGS LIMITED

(CIN L67120MH1982PLC028251)

Regd. Office: 607, Centre Plaza, Daftari Road, Malad (East), Mumbai -400097

Email: ganeshholding@gmail.com, Website: www.ganeshholdings.com

Name of the Member (s):

Registered Address:

Email Id:

Folio / DP ID - Client ID No :

I / we being member (s) of shares of the above named company hereby appoint :

1. Name Address.....
Email ID Signature.....or failing him;
2. Name Address.....
Email ID Signature.....or failing him;
3. Name Address.....
Email ID Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Tuesday, the 30th September, 2025 at 11.00 a.m. at 607, Daftari Road, Malad (East), Mumbai - 400097 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | | Optional * | |
|-------------------|---|------------|---------|
| ORDINARY BUSINESS | | For | Against |
| 1 | Adoption of financial statements for the year ended on 31 st March 2025, Report of the Directors and Auditors Report | | |
| 2 | Ratification of Appointment of Auditors and fix their remuneration | | |
| 3 | Appointment of Pankaj S Desai, Company Secretaries, Mumbai as Secretarial Auditor for a term of 5 years | | |

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 43rd Annual General Meeting.
3. *It is optional to 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 Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate

