

AS
TRANSFORMERS.

AS **LEADERS.**

WE LEAD
TRANSFORMATION.



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We lead transformation. |
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THE REAL ESTATE SPACE IN INDIA IS ALL SET FOR AN UNPRECEDENTED TRANSFORMATION. THIS UNPARALLELED CHANGE HAS BEEN USHERED IN DUE TO TWO KEY EVENTS THAT WILL HOLISTICALLY AND IRREVERSIBLY TRANSFORM REAL ESTATE SECTOR IN INDIA FOR THE BETTER.

THESE TWO EVENTS ARE RERA AND REIT.

Real Estate (Regulation and Development) Act, 2016 (RERA) is the government's bold and far-sighted legislation that will benefit all players by bringing in transparency, accountability, responsibility and compliance. Widely considered to be an impediment to the industry, RERA on the contrary shall be a boon for players who are clean, committed and transparent. More importantly, it will filter the unscrupulous players. RERA brings back confidence, commitment and conviction into the real estate industry with strict penalties for non-compliance and false promises. Therefore, real estate players who are already committed and transparent in their operations would stand to get significantly rewarded through the upcoming opportunities.

RERA WILL TRANSFORM REAL ESTATE INTO A REAL ASSET

Real Estate Investment Trusts or REITs, on the other hand, are the new financial instrument set to transform financing in the real estate industry. The government's recent changes in REIT framework had made it easier for investors to participate in the real estate opportunity by lowering the minimum size of projects. REIT provides a well-defined and structured framework for investors looking for transparency in tracking projects and timely delivery with quality construction.

REIT WILL TRANSFORM FINANCING IN REAL ESTATE INTO A PROMISING REAL INVESTMENT

At Ganesh Housing, we are extremely optimistic of this transformation. Even before RERA came into effect, we have been transformers and leaders in the real-estate industry. Quality, Transparency and Commitment have been integral to our core values and business philosophy for the past 26 years. Delivering every project as promised, as planned and as scheduled has made us the preferred developers in Ahmedabad.

WE WELCOME RERA AND REIT, AND BELIEVE THE CHANGES THAT HAVE BEEN BROUGHT IN THE REAL ESTATE INDUSTRY WILL BE A TRANSFORMATION UNLIKE ANY OTHER.

**AS
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LEADERS.
WE LEAD
TRANSFORMATION.**



HIGHLIGHTS OF THE YEAR

TOTAL REVENUE

₹ 4,088 MILLION
26%

EBITDA

₹ 2,128 MILLION
3%

PAT

₹ 746 MILLION
6%

EPS

₹ 15.93
13%

NET WORTH

₹ 8,467 MILLION
7%

GROSS BLOCK

₹ 2,286 MILLION

UNION BUDGET 2017-18

POLICY INITIATIVES

- Affordable housing segment got accorded the infrastructure status to ease flow of funds and relax financing norms
- Liberalisation of Foreign Direct Investment (FDI) along with phasing out of Foreign Investment Promotion Board (FIPB) for boosting foreign investments
- Allocation of ₹ 29,403 crore to Pradhan Mantri Awaas Yojana
- Refinancing of individual housing loan amounting to ₹ 20,000 crore by National Housing Bank

TAX PROPOSALS

- Base year for capital tax computation shifted from April 1, 1981 to April 1, 2001 to reduce tax burden on sale of immovable property
- Rationalisation of income tax deduction for affordable housing schemes to enhance deduction
- In Joint Development Agreements, capital gains tax deferred to the year in which project acquires completion certificate
- The deemed rental income incidence on developers' completed unsold inventory shall apply a year after the end of the financial year in which the completion certificate is attained
- ₹ 2 lakh set-off limit for losses from let out house property against income under any other head
- Removal of service tax incidence on the portion of land for construction contracts



MAJOR INDUSTRY DEVELOPMENTS

2016-17 has been a landmark year for the real estate sector marking several policy changes that are likely to benefit the sector in the long run. Some of the major policy changes and its impact on the sector include:

POLICY CHANGES	IMPACT
Real Estate (Regulation and Development) Act, 2016	New set of rules and creation of institutional infrastructure for protecting consumer interest. This shall boost growth of real estate sector with focus on trust, confidence and credible transactions along with efficient and timely project execution.
100% deduction in profits for the construction of affordable houses	This shall motivate promoters towards development of affordable houses (300-600 sq ft carpet area) and facilitate in boosting realty demand.
Interest subsidy for first-time home buyers	Apart from ₹ 2 lakh deduction of interest, the first-time home buyers shall get the benefit of claiming up to ₹ 1,50,000 deduction in case of repayment of the principal portion of EMIs.
Change in arbitration norms for construction companies	Facilitative arbitration norms for constructors shall facilitate in faster resolution of cases, which in turn shall boost stalled projects and enable construction companies to reduce burgeoning debt burden.
Dividend Distribution Tax (DDT) exemption on REITs	Exemption of DDT on any distribution made out of income of SPV to the REITs and infrastructure investment, a major hurdle in REITs transactions, shall enhance REITs viability.
Amendment to the Benami Transactions Act	This shall bring in more transparency in the real estate industry and curb benami transactions.
Implementation of the Goods and Services Tax structure	This shall simplify taxation structure and bring in more transparency to the sector. Additionally, reduced tax burden of developers shall enable them to pass on benefit to the buyers.
Demonetisation	Demonetisation slowed down the real estate industry transaction and new launches. However, for clean real estate developers, it has proved to be boon as this is likely to increase real estate prices and existing investment will be consumed faster.
Status of permanent residency, for foreign investors	This shall encourage foreign investments in India and facilitate Make in India programme.

CHAIRMAN'S MESSAGE

Dear Shareholders,

Twenty six years ago when we started operations, real estate was an industry space that most shied away from. Despite this, we entered the business with a vision. A vision to transform the industry in which we operate, the region where we operate, and the lives of people around whom we operate. Driven by this, we developed the five core values of our business that defines all our actions – transparency in all dealings, commitment to deliver on time, innovation in designs and concepts focussed on customer comfort, quality of construction and care for the environment.

DURING THE YEAR, OUR TOTAL REVENUES INCREASED 26% FROM ₹ 3,240.86 MILLION IN 2015-16 TO ₹ 4,087.73 MILLION.

It was our strong belief in these values that enabled us to set new benchmarks in the industry. Today, Ganesh Housing is synonymous with trust, transparency, and quality. More importantly, these values, that once defined our purpose of existence, have become industry norms. While most others are busy restructuring organisation and readjusting business strategies to adhere to the new norms, we are in a sweet spot to capitalise on the huge opportunities that the industry would unfold in the coming years.

Another major strategy that we undertook was to restrict our presence to the Ahmedabad market, which was still developing. Being an important part of the city's development and its meteoric rise in real estate, we developed our niche in this market. Building strong ties with the best in the industry suppliers and engineers, working with best people and gaining customer trust, we have unmatched presence, knowledge and expertise in this market.

PERFORMANCE REVIEW, 2016-17

2016-17 was a difficult year for the industry. As most of the players were gearing themselves up for the upcoming implementation of RERA, in came the demonetisation shock that impacted real estate sales as significant cash crunch in the industry. It also led to further delays in project delivery, given that most of the industry participants. The impact was more severe on players who used to take the wrong route to avoid tax incidence.

At Ganesh Housing, things were different. 2016-17 was a great year for us in many ways. Not only did we witness strong performance, we also further strengthened our foundation that would enable us to take the fast mover advantage of the new industry regulations.

During the year, our total revenues increased 26% from ₹ 3,240.86 million in 2015-16 to ₹ 4,087.73 million. EBITDA and PAT increased by 3% and 6% respectively to ₹ 2,128 million and ₹ 746 million respectively in 2016-17. The earnings per share in 2016-17 increased to ₹ 15.93 as against ₹ 14.12 in the previous year.

Driven by the strong performance, the Board has recommended a dividend of ₹ 2.00 per share, subject to the approval of the shareholders.

INDUSTRY OPTIMISM

What makes me most excited about our long-term growth story are two major industry developments – the implementation of Real Estate (Regulation and Development) Act, 2016, widely known as RERA, and the easing norms of Real Estate Investment Trusts (REITs).

RERA is an important development in the industry that focusses on eliminating all sorts of ambiguities in the industry to protect buyers' interest. While most other players are intimidated by RERA, given the amount of disclosures to be made and transparency to be adopted, it is a welcome move for us. Going forward, all players and parties involved in projects needs to be registered with RERA along with sufficient disclosures relating to quality, delivery schedule, and plan among others. Thus, as most industry players get busy restructuring organisation and building capabilities to comply with the norms, there is likely to be a significant shortfall in the supply of residential and commercial properties. This is where our expertise shall come into play. Having followed similar norms for over two decades, we face no major hurdles. With our strong pipeline of RERA-approved projects, we shall be able to meet significant demand. Our focus for the coming years shall be on creating robust cycle of getting more projects registered, deliver as per specification, generate cash flows and fund new projects.

**EBITDA AND PAT
INCREASED BY 3% AND 6%
RESPECTIVELY TO ₹ 2,128
MILLION AND ₹ 746 MILLION
RESPECTIVELY IN 2016-17.**

REITs are another major development that we are counting on. Globally, REITs have emerged as an important asset class for investors seeking investment in real estate in a liquid manner. However, REITs being a completely new asset class in India and its norms being unfavourable earlier, investors were hesitant to enter this space. Now with the government modifying the rules, it is likely to witness some development.

An important factor that REITs consider before investing is the developers experience, market reputation, and income generating and capital appreciation capabilities of their projects. Besides with RERA implementation, consideration for RERA-approved projects would also form an important criterion. At Ganesh Housing, having fulfilled all the requirements, we are confident that our under construction as well as completed Project shall be an attractive investment option for REITs. This shall help in funding ongoing projects and transferring the completed ones for a consideration which shall facilitate in reducing our leverage and enhance growth momentum.



MESSAGE TO THE STAKEHOLDERS

On behalf of the Board, I would like to thank all our shareholders for their trust and support over the years. Our focus has always been on maximising returns to the shareholders and going forward we shall continue to do so. In addition to this, RERA and REITs make our growth potential even more exciting. We shall continue to strengthen capabilities to enhance our delivery competencies.

I also take this opportunity to thank our employees for their continued efforts to take Ganesh Housing to greater heights and various builder communities for making our projects a reality.

I would like to assure all our stakeholders that as a future-focussed organisation we have undertaken all the necessary initiatives for creating long-term value and growth together.

Yours sincerely,

Dipak G. Patel
Chairman

RERA - ITS IMPLICATIONS ON THE INDUSTRY

WHAT IS RERA?

RERA or the Real Estate (Regulation and Development) Act, 2016 include new set of consumer-centric guidelines that intends to bring clarity and fair practices for protecting buyers' interests and penalising errant builders. With the rising case of builders swindling consumers, delaying projects and giving out misleading information, the consumer confidence in the industry was declining. RERA, considered as a major game changer for the industry, focusses on bringing more transparency and better regulation to revive fading consumer confidence.

IMPACT OF EXISTING PRACTICES

Under the existing practices, the buyers faced several issues relating to project delays, quality of construction, pricing, and title. Besides, all disputes between the buyers and developers were heard in the consumer courts which took significantly long time for settlement, putting the aggrieved party in dilemma.

One of the biggest issues faced by the buyers was in regard to project delays, resulting in them losing a significant amount of hard-earned money towards repaying loans without actually getting its benefits. As per ASSOCHAM, of the 2,300 projects that were being developed at the end of 2016, 826 housing projects were facing delays of about three to four years, while another 60 commercial projects were also facing delays. The delays could be due to several reasons including diversion of funds to other projects, changes in regulations of various authorities, land acquisition issues, unapproved projects and litigation issues.

HOW RERA WILL BE A GAME CHANGER

DEDICATED WATCHDOG TO PREVENT DISCORD	PROVISIONS FOR TRANSPARENCY
Under RERA, each state and Union Territory will have its own Real Estate Regulatory Authority as a regulator. The responsibility of these regulators will be to ensure strict adherence to RERA provisions by all parties involved, especially the supply side. This will help in reducing instances of discord between homebuyers and developers. Besides, all developers and project sizing over 500 sq metres or eight apartments will have to be registered with RERA. Thus, only clean developers with good past track record and proper disclosures would get necessary clearances to market new projects.	➤ Developers would have to disclose all project-related information when registering with RERA such as project implementation schedule and layout, land status, approvals from authorities, and real estate agents and subcontractors involved. This information also needs to be provided to consumers when marketing the project. In case of any mismatch or issues, the consumers can approach RERA for appropriate solutions ➤ 70% of the amount collected from homebuyers of a particular project need to be maintained in dedicated accounts and used for the same project only. Further, funds can only be withdrawn based on the extent of completion status of the project ➤ Promoters will have to specify carpet area for selling instead of the super built-up area. Besides, the developer cannot make any changes to the plan without the consent of 2/3rd of the existing members of the Project ➤ Provisions made for making developers responsible for structural defects for a period of 5 years from date of possession

BENEFITS OF RERA

TO INDUSTRY

- Regulated framework with high governance and transparency
- Standardisation of processes, improvement in quality, and higher efficiencies
- Improved investor confidence leading to higher investments

TO BUYERS

- Buyer interest protection with quality of projects, no misleading information and timely delivery
- Transparency in sales terms
- Dealing with trusted developers

TO DEVELOPERS

- Companies to follow best industry practices
- Improved efficiency and consolidation of sectors
- Improved rating and chances of attracting higher investments

RERA — IMPACT ON GANESH HOUSING

BENEFITS TO GANESH HOUSING

IMPROVED PROJECT DEMAND

All projects falling within the ambit of RERA would be requiring registration with RERA before marketing a project.

This shall result in significant squeeze in the supply of real estate as most players prepare framework for meeting RERA guidelines.

Our focus on transparency, quality and commitment since 26 years of existence shall enable us to easily fulfil these guidelines and get our projects approved. Thus, with a pipeline of RERA-approved projects, there shall be significant demand for our projects enabling us to clear off our existing project stock.

IMPROVED GOODWILL

Our ability to comply with RERA guidelines with relative ease speaks tons of the amount of accountability and transparency adopted by us.

This shall further improve our market goodwill and consumer trust factor.

It will give level playing field for quality developers.

IMPROVED EFFICIENCY

With standardisation of processes we would be able to significantly enhance our operational efficiency facilitating faster turnaround of projects and timely delivery.

In addition to this, our existing financial prudence, execution skills and balance sheet strength shall further provide us scope to fund ongoing projects to ensure no delays.

IMPROVED ABILITY TO ATTRACT FUNDING

Being an established player with strong corporate strengths and track record, we would emerge as amongst the few players adhering to the new industry guidelines.

This would enable us to attract more funding for completing existing projects and undertaking new ones.

IMPROVED COMPETITIVENESS

Our existing operational practise involving disclosing minute details of the projects provides us significant edge over competitors who do not follow this practise.

This shall facilitate us in rapidly launching new projects as compared to others and gain on the fast mover advantage.

REIT - ITS IMPLICATIONS ON THE INDUSTRY

WHAT IS REITS?

REITs or Real Estate Investment Trusts is an asset class that aggregates funds from large number of investors and directly invests it in income-generating real estate properties. An independent trustee is appointed to hold the assets of REIT on behalf of the unit holders. Further, being listed on stock exchanges, it provides significant liquidity with investors having the option of easily buying and selling units. The structured framework of investing and robust historic returns from real estate sectors makes REITs an attractive investment option.



MAKING REITS ATTRACTIVE

Though REITs were allowed in India from 2014 onwards, there has not been a single listing owing to various regulatory hurdles. Thus in order to make REITs facilitate a reality, the government undertook a series of reforms which include:

- Allowing REITs to invest up to 20% in under construction assets
- Allowing REITs to making investment in two level SPV (special purpose vehicle) structure through a holding company (Holdco), having sufficient shareholding in the Holdco and the underlying SPV. Besides, 100% of the cash flows realised from underlying SPVs have to be distributed by Holdco along with 90% of the remaining cash flows
- Exempting REITs from Dividend Distribution Tax (DDT)
- No requirements for companies to change existing capital structure compared to the norm of dissolving the Company structure and bringing existing SPVs under parent company earlier
- Allowing five small real estate companies to come together and pool assets for REITs listing
- Allowing foreign fund managers to act as Portfolio Managers
- Proposal by SEBI for permanent registration of certain market intermediaries to enhance ease of doing business
- Allowing companies to allot shares amounting to ₹ 5 lakh during public offering, up from ₹ 2 lakh earlier
- Foreign investors allowed to own 15% stake in domestic stock and commodity exchanges, up from 5% earlier



REITS: INDIA OPPORTUNITY

As per a report by Grant Thornton, by 2020, the top seven cities in India are likely to provide investment opportunity amounting to USD 77 bn in the form of REIT-eligible commercial (office and retail) properties. At 277 million square feet (msf), these cities together account for nearly 44% of the country's total office stock. Of the total REIT opportunity, commercial office space is estimated at nearly 70% of the total REITable stock value at USD 44 to USD 53 billion, while retail stock (completed and under construction malls) is estimated at USD 20 to USD 24 billion.

REITS: BENEFITS**INVESTORS**

- Ability to invest in real estate in a structured and liquid manner
- Huge investment opportunity
- Opportunity to earn higher returns in the form of dividends
- Strong historical performance of real estate assets over other asset class

COMPANIES

- Provide cash-strapped real estate companies access to fund projects
- Facilitate reduction in leverage and undertake expansion

REITS — IMPACT ON GANESH HOUSING**FUND ONGOING PROJECTS**

With the government allowing REITs to make investment of up to 20% in under construction projects, we would be in a favourable position to bag investments for our ongoing pipeline of projects owing to our reputation and RERA registration. This shall enable us to fund projects and complete them on time.

HUGE OPPORTUNITY

The strong cash flows from our assets and significant capital appreciation that it provides in the long run opens up a huge opportunity for transferring these assets for a lump sum consideration to REITs. This shall provide us with significant liquidity to invest in newer projects.

REDUCE LEVERAGE

Though our debt:equity is low at 0.84 as on March 31, 2017, transfer of assets shall provide us more liquidity to further reduce debt and interest burden resulting in improved margins.

This shall not only improve our credit rating but shall also lead to reduction in cost of debt.

SUCCESSFUL PROJECT EXECUTIONS IN THE PAST



Sundarvan Epitome



Magnet Corporate Park



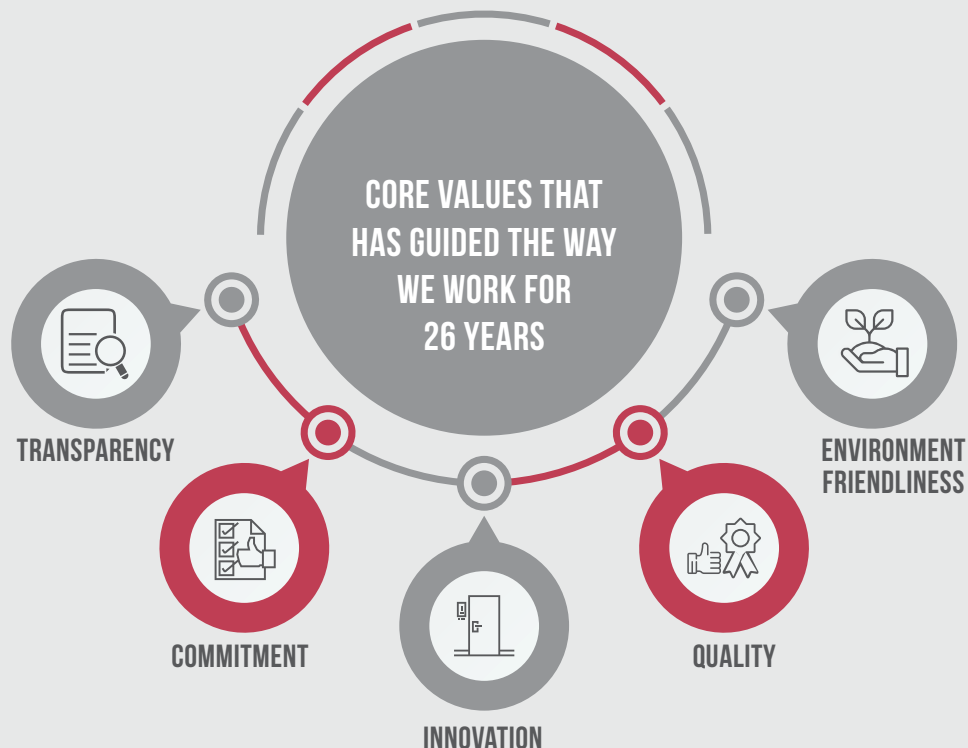
READY FOR NEW HORIZONS

RERA IS MUCH MORE THAN A SET OF RULES THAT TIGHTENS GRIPS ON REAL ESTATE DEVELOPERS. IT IS A MOVE TO GAIN BACK CONSUMERS' AND INVESTORS' TRUST IN THE INDUSTRY. IT IS A BANE FOR PLAYERS USING MALPRACTICES, BUT A BOON FOR THE ONES WHO ARE TRANSPARENT AND ACCOUNTABLE.

While the entire real estate industry is feeling susceptible to RERA, we at Ganesh Housing are confident of it. We believe RERA is a bold move by the government in the right direction. With the industry grasped under a wrong perception of fraudulency, ambiguities, and swindling of buyers and investors, and malpractices, it became obligatory to bring about a massive revolution by implementing norms that make malpractices unviable.

However, for real estate players who believe in transparency, commitment and quality, who always strive to deliver every project on time, who have an unblemished record and an untainted reputation and above all, who are trusted by all stakeholders, RERA is a positive move that promises a new horizon for growth.

It is because of this that we are optimistic of RERA and expect to gain significantly out of it. Besides, continuing with our core philosophy of transparency, commitment, quality, innovation and environment friendliness, we have also undertaken several initiatives to further strengthen our competencies and enhance our competitiveness to capitalise on the opportunity.



NEW HORIZONS OF GROWTH

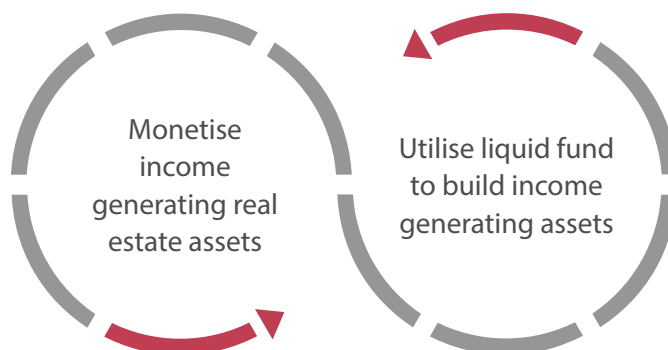
WITH MOST PLAYERS STRUGGLING TO COMPLY WITH THE RERA NORMS, THERE SHALL BE A SIGNIFICANT SHORTFALL IN SUPPLY OF RERA-REGISTERED REAL ESTATE PROJECTS, WHICH SHALL BE INSUFFICIENT TO CATER TO THE PENT-UP DEMAND OVER THE YEARS. WE FOCUS ON CAPITALISING ON THIS DEMAND-SUPPLY IMBALANCE BY RAPIDLY LAUNCHING OUR ONGOING RERA-APPROVED PROJECTS. THIS SHALL FACILITATE US TO ENHANCE OUR SALES AND REDUCE INVENTORY. THUS ON ONE HAND OUR INCOME WILL RISE, WHILE ON THE OTHER HAND COSTS WILL DECLINE AS WE UTILISE EXCESS CASH FLOWS TO REDUCE LEVERAGE. THIS SHALL RESULT IN STRENGTHENING THE BALANCE SHEET.

GANESH HOUSING: RERA STRATEGY



In addition to this, REITs will also open-up significant opportunity, allowing us to transfer income-generating assets for a lump sum consideration which shall be critical in funding existing and new projects. Besides, it shall also result in healthy cycle of monetising real estate assets and then converting the fund back to real estate assets. This shall enable us to strengthen long-term business sustainability.

GANESH HOUSING: REIT STRATEGY



Additionally, our strengthened project delivery capabilities shall also facilitate us in contributing towards the government's social objective of meeting housing needs of people while a delivery of more office stock, which shall be critical in nation's growth.

PERFORMANCE OVER THE YEARS

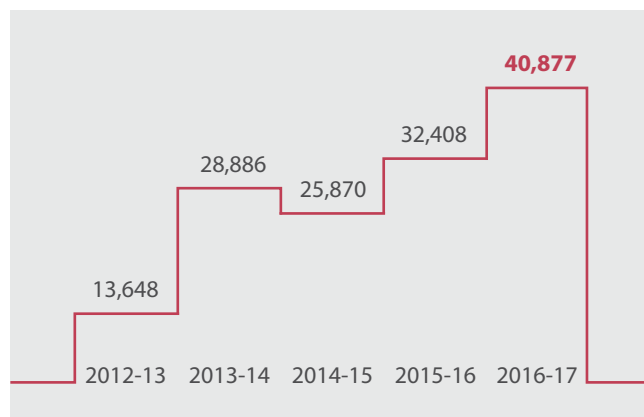
FIVE-YEAR FINANCIAL HIGHLIGHTS

(₹ in lakhs)

	2016-17	2015-16	2014-15	2013-14	2012-13
Total Income	40,877.26	32,408.58	25,870.05	28,886.70	13,648.69
EBITDA	21,284.85	20,622.42	13,982.61	13,661.70	10,490.09
Depreciation	352.02	404.16	372.65	288.38	250.85
Interest	9,296.53	10,009.92	6,053.12	6,473.38	6,390.37
Profit before Tax	11,636.30	10,208.35	7,556.84	6,899.93	3,848.87
Profit after Tax	7,463.16	7,043.33	5,520.48	5,011.33	3,397.49
Fixed Assets (Gross Block)	22,858.92	23,027.26	22,667.47	6,793.72	6,944.32
Cash & Bank Balance	4,927.26	4,435.76	2,233.91	873.81	2,114.32
Share Capital	4,900.28	3,266.85	3,266.85	3,265.59	3,265.59
Other Equity	79,766.71	75,730.13	70,609.76	64,628.84	60,544.59
Net Worth	84,666.99	78,996.98	73,876.61	67,894.43	63,810.18
Earnings Per Share (Basic) (in ₹)	15.93	14.12	16.90	15.28	10.51
Dividend Per Share (in ₹)	2.00	2.00	2.60	2.60	1.40
Dividend Payout Ratio	0.13	0.14	0.15	0.17	0.13

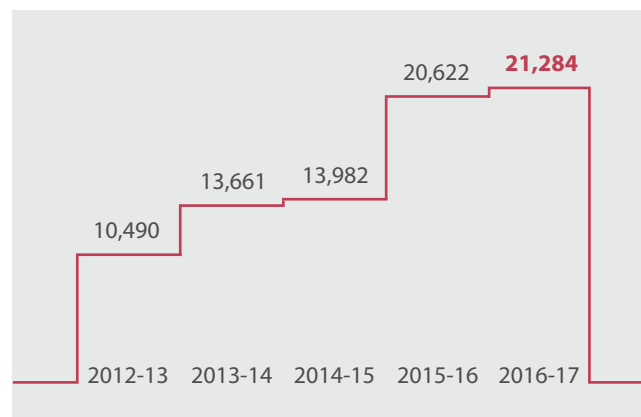
TOTAL INCOME

(₹ LAKHS)



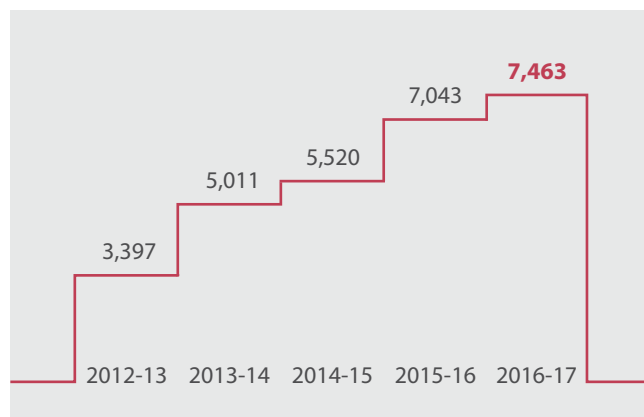
EBITDA

(₹ LAKHS)



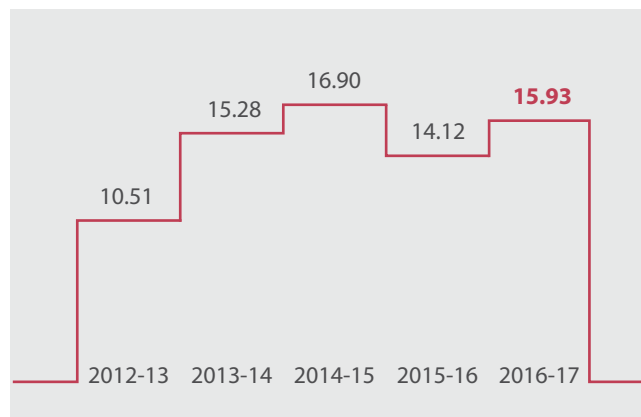
PAT

(₹ LAKHS)



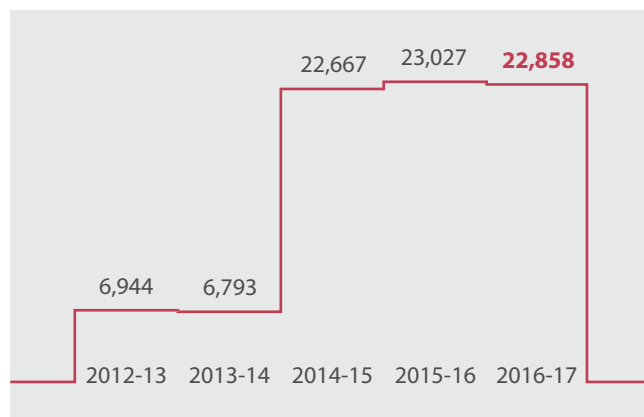
EARNINGS PER SHARE

(₹)



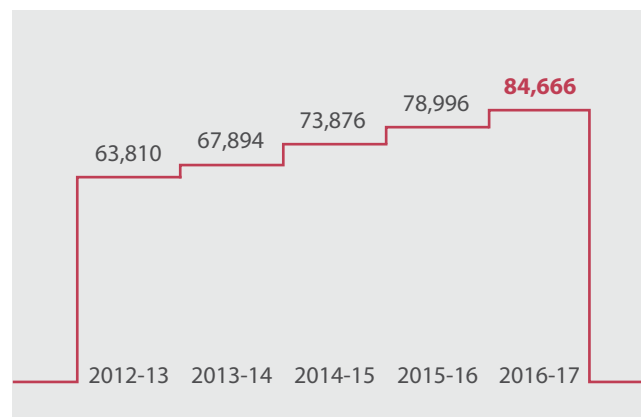
FIXED ASSETS (GROSS BLOCK)

(₹ LAKHS)



NET WORTH

(₹ LAKHS)



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Dipak G. Patel

Chairman & Whole Time Director
DIN: 00004766

Dr. Bharat J. Patel

Director
DIN: 00944269

Dr. Tarang M. Desai

Director
DIN: 00005100

Mr. Ashish H. Modi

Director
DIN: 02506019

Ms. Aneri D. Patel

Director
DIN: 06587573

Mr. Shekhar G. Patel

Managing Director
DIN: 00005091

COMPANY SECRETARY

Ms. Priti Kapadia

STATUTORY AUDITORS

M/s. J.M. Parikh & Associates

Chartered Accountants
Ahmedabad
FRN: 118007W

INTERNAL AUDITORS

M/s. Ajay Vansjalia & Associates

Chartered Accountants
Ahmedabad

AUDIT COMMITTEE

Mr. Ashish H. Modi - Chairman
Dr. Tarang M. Desai - Member
Mr. Shekhar G. Patel - Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Ashish H. Modi - Chairman
Dr. Tarang M. Desai - Member
Ms. Aneri D. Patel - Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Ashish H. Modi - Chairman
Dr. Tarang M. Desai - Member
Mr. Shekhar G. Patel - Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Dipak G. Patel - Chairman
Mr. Shekhar G. Patel - Member
Dr. Tarang M. Desai - Member

BANKERS

Tamilnad Mercantile Bank Limited
ICICI Bank Limited
HDFC Bank Limited
Axis Bank

REGISTERED OFFICE

Ganesh Corporate House
100 Feet Hebatpur-Thaltej Road,
Nr. Sola Bridge,
Off S. G. Highway,
Ahmedabad – 380 054
Phone: +91-79-6160 8888
Fax: +91-79-6160 8899
Website: www.ganeshhousing.com
E-Mail: investors@ganeshhousing.com

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

MCS Share Transfer Agent Limited
101 Shatdal Complex,
Opp. Bata Showroom,
Ashram Road,
Ahmedabad – 380 009
Phone: +91-79-26580461, 26580462,
26580463
Fax: +91-79-3007 0678
E-Mail: mcsahmd@gmail.com

NOTICE

[CIN: L45200GJ1991PLC015817]

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting (AGM)** of the Members of **GANESH HOUSING CORPORATION LIMITED** will be held on **Wednesday, 27th September, 2017 at 3.00 P.M. at the Registered Office** of the Company at: Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road, Near Sola Bridge, Off. S. G. Highway, Ahmedabad - 380 054 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt :

- a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of the Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended 31st March, 2017.

3. To appoint a Director in place of Ms. Aneri D. Patel (DIN: 06587573), who retires by rotation and being eligible offers herself for re-appointment.

4. Appointment of Statutory Auditors of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Purnesh R. Mehta & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 142830W) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s J. M. Parikh & Associates, Chartered Accountants existing Statutory Auditors, to hold the office for a term

of five (5) consecutive years from the conclusion of this 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company to be held in the year 2022, (subject to ratification of the appointment by the members at every AGM held after the said AGM) at such remuneration plus GST as may be mutually agreed between Managing Director and the said auditors and that all the acts approved by the Board of Directors relating to appointment of Auditors for the financial year ended 31st March, 2018 and onwards, be and is hereby ratified."

SPECIAL BUSINESS:

5. Ratification of Remuneration of Cost Auditor:

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2017-2018 to M/s. J. B. Mistri & Co., Cost Accountants, Ahmedabad having Firm Registration No. 6149 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-2018, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) plus GST be and is hereby ratified and confirmed."

6. Re-appointment of Mr. Dipak G. Patel as Whole-time Director:

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval

of the Board and subject to the provisions of Sections 196, 197 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Dipak G. Patel [DIN: 00004766], as Whole-time Director of the Company for a period of Five (5) years with effect from 1st October, 2017 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Dipak G. Patel.

RESOLVED FURTHER THAT the remuneration payable to Mr. Dipak G. Patel, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board

Priti Kapadia
Company Secretary

Date: 21st July, 2017

Place: Ahmedabad

Registered Office:

GANESH CORPORATE HOUSE
100 Feet Hebatpur-Thaltej Road,
Nr. Sola Bridge, Off. S. G. Highway
Ahmedabad - 380 054

NOTES:

1. A Statement to be attached to notice pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Provided that a member holding ten per cent 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 proxy for any other person or any other shareholder.

Proxies, in order to be effective, must be received by the Company at its registered office, not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, has a right to appoint a proxy.
3. The Register of Members and the Share Transfer Books shall remain closed from Saturday, 9th September, 2017 to Wednesday, 20th September, 2017 (Both days inclusive) for the purpose of payment of Dividend and 26th Annual General Meeting of the Company.
4. The Dividend for the year ended 31st March, 2017, if declared at the meeting, will be paid on or after 3rd October, 2017 to those members of the Company holding shares in physical form, whose names appear on the Register of Members of the Company on 8th September, 2017. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 8th September, 2017.
5. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of 26th Annual General Meeting.
6. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of the name will be entitled to vote.

7. Members are requested to communicate the change in address or bank account details, if any, (i) to the Company's Registrar for physical share accounts and (ii) to their Depository Participants (DPs) in respect of the electronic share accounts.
8. Members are requested to bring their attendance slip along with a copy of Annual Report while attending the Annual General Meeting of the Company and to quote their Folio No./ DP ID-Client Id in all correspondence. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting along with attendance slip.
9. The Register of Directors and Key Managerial Personnel and their shareholding has been maintained under Section 170 of the Companies Act, 2013. Pursuant to Section 171 of the Companies Act, 2013 the said register will be available for inspection by the members at the AGM.
10. The Annual Report and Notice of 26th Annual General Meeting along with the attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Registrar/Depository Participant(s) unless a member has requested for the hard copy of the same. For members who have not registered their email addresses, physical copies of aforesaid documents are sent by the permitted mode. Members may note that this Notice and the Annual Report for the F.Y. 2016-17 will also be available on the Company's website viz. www.ganeshhousing.com.
11. The route map showing directions to reach the venue of 26th Annual General Meeting is annexed.
12. Pursuant to the provisions of Section 108 of Companies Act, 2013 and other applicable rules made there under and under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to exercise their rights to vote by electronic means. The members may cast their vote using electronic voting system from a place other than the venue of the Meeting (remote e-voting).
13. The Company shall provide facility for voting through polling paper at the 26th Annual General Meeting of the Company and the members attending the meeting who have not already cast their vote by remote e-voting shall be entitled/allowed to exercise their right at the meeting.
14. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be allowed to cast their vote again.
15. The Company has appointed Mr. Ramesh Pathak, Partner of M/s J. M. Parikh & Associates, Practicing Chartered Accountants, Ahmedabad (Firm Registration No. 118007W) to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The member desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereafter.
16. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
17. The results shall be declared on or after 26th Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website i.e. www.ganeshhousing.com and on the website of CDSL and the same will also be communicated to the Stock Exchanges.
18. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The instructions for members for voting electronically are as under:-
 - (a) The voting period begins on Sunday, 24th September, 2017 at 9.00 A.M. (IST) and ends on Tuesday, 26th September, 2017 at 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. on 20th September, 2017 (Wednesday), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (c) Click on Shareholders.
 - (d) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) 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.
- (g) 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Envelope 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. • 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 (d).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for "GANESH HOUSING CORPORATION LIMITED".

- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (q) 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.
- (r) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (s) 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.

(t) 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.

19. Members may note that the above notice will also be available on the Company's Website viz. www.ganeshhousing.com and also on the website of agency providing e-voting facility viz. Central Depository Services (India) Limited (CDSL) on www.cdslindia.com.

20. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 30, 2016 (date of the previous Annual General Meeting) on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed on the website viz. www.mca.gov.in. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary process for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://www.ganeshhousing.com/dividend.html> to ascertain details of shares liable for transfer in the name of IEPF Authority.

Members who have not yet encashed their dividend warrant(s) for the financial years 2009-2010 onwards, are requested to make their claims without any delay to the Company or Registrar and Transfer Agents (RTA), MCS Share Transfer Agent Limited. Details of unpaid/ unclaimed dividend are as under:

Sr. No.	Financial Year For which dividend declared	Date on which Dividend Declared	Last due date for claiming Unpaid Dividend
1.	2009-10	30/09/2010	29/09/2017
2.	2010-11	30/09/2011	29/09/2018
3.	2011-12	29/09/2012	28/09/2019
4.	2012-13	31/08/2013	30/08/2020
5.	2013-14	15/09/2014	14/09/2021
6.	2014-15	30/09/2015	29/09/2022
7.	2015-16	30/09/2016	29/09/2023

21. Relevant details, in terms of Sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to Secretarial Standards on General Meetings ("SS - 2"), issued by the Institute of Company Secretaries of India in respect of the Directors retiring by rotation and proposed to be re-appointed are as under:

Ms. Aneri D. Patel

Ms Aneri D. Patel, aged 26, is a Non-executive Director of the Company. She has done her Masters in Management from London Business School. She is holding position as a Managing Director in one of the Group Company. She is a member of Nomination and Remuneration Committee.

As on 31st March, 2017, Ms. Aneri neither in her own name nor for any other person on a beneficial basis held any Equity Shares in the Company.

Ms. Aneri D. Patel is related to Mr. Dipak G. Patel and Mr. Shekhar G. Patel.

Mr. Dipak G. Patel

Mr. Dipak G. Patel, aged 49, is a Promoter Director and is holding the position of Whole Time Director of the Company since 1st October, 2002. After the demise of our former Chairman Late Shri Govindbhai C. Patel, he was appointed as Chairman of the Company w.e.f. 9th November, 2009. He possesses wide experience of 26 years in construction, finance, real estate development, etc. At present Mr. Patel looks after overall policies, construction, procurement, new projects, quality control, overseas tie up, etc. Mr. Patel is a Director on the Board of Four (4) Subsidiaries and 15 Other Private Limited Companies. He is Chairman of Corporate Social Responsibility Committee.

As on 31st March, 2017, Mr. Patel held 9343675 (19.07%) shares in his own name and no share in the Company is held by him for any other person on a beneficial basis.

Mr. Dipak G. Patel is related to Ms. Aneri D. Patel and Mr. Shekhar G. Patel.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 4**

This explanatory statement is provided for the information of shareholders although not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 read with Rule 3, 4 and 6 of the Companies (Audit and Auditors) Rules, 2014 and any other provisions, if any, of the Act, the Listed Company can appoint or re-appoint an audit firm as auditor for two terms of five consecutive years. Moreover, as per the third proviso to the said section, the existing Company was required to comply with the requirement within three years from date of commencement of the Act.

M/s. J. M. Parikh & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 118007W) had been the Auditors of the Company since 2006-2007 and had completed a term of Eight (8) years. Hence, as per the provision of Section 139, they were appointed as the Auditors of the Company at the 23rd Annual General Meeting (AGM) held on 15th September, 2014 to hold office from the conclusion of the said Annual General Meeting until the conclusion of the 26th AGM to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) i.e. for a period of three (3) years. Further, M/s. J. M. Parikh and Associates has vide their letter dated 9th March, 2017 shown their unwillingness and requested not to re-appoint them as Statutory Auditors of the Company for the financial year 2017-18 and onwards.

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 10th April, 2017, has proposed the appointment of M/s. Purnesh R. Mehta & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 142830W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the thirty-first AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM) and also for obtaining limited review report in respect of quarterly financial statements for the financial year 2017-18 and onwards as well as for other certifications w.e.f. 1st April, 2017.

M/s. Purnesh R. Mehta & Co., Chartered Accountants, Ahmedabad have consented to their appointment as Statutory Auditors and

have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. J. B. Mistri & Co., Cost Auditors, Ahmedabad to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of ₹ 1,00,000/- per annum plus GST at its meeting held on 30th May, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 30th May, 2017 approved the re-appointment of Mr. Dipak G. Patel as Whole-time Director of the Company, for a further period of 5 (five) years with effect from 1st October, 2017 on a remuneration determined by the said Committee.

Approval of the members is required by way of Ordinary Resolution for re-appointment and payment of remuneration.

The details of remuneration payable to Mr. Dipak G. Patel and the terms and conditions of the re-appointment are given below:

1. Remuneration:

- i) Salary: ₹ 10,00,000/- p.m. with effect from 1st October, 2017
- ii) Perquisites: He shall be entitled to the perquisites listed in Categories - A, B & C below.

CATEGORY-A:

- a) Housing: The expenditure by the Company on hiring furnished accommodation for the Whole-time Director will be subject to a ceiling of 60% of the salary over and above 10% payable by the Whole-time Director.

In case the accommodation is owned by the Company, 10% of the salary of the Whole-time Director shall be deducted by the Company.

In case no accommodation is provided by the Company, the Whole-time Director shall be entitled to House Rent Allowance subject to 60% of the salary.

Explanation: The Whole-time Director shall be entitled to reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, salaries to drivers, servants, gardeners, cook, security and property tax. Alternatively, the Company may pay directly all such expenses or allowances.

- b) Medical Reimbursement: Expenses incurred for the Whole-time Director and his family, in India and abroad.
- c) Leave Travel Concession: For the Whole-time Director and his family once in a year whether in India or abroad in accordance with the Rules specified by the Company.
- d) Club Fees: Fees of Clubs subject to a maximum of two clubs, excluding admission and life membership fees.
- e) Personal Accident Insurance: Premium as per Income Tax Rules.

Explanation: For the purpose of Category – A, family means the spouse and dependent children of the Whole-time Director.

CATEGORY-B:

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the income tax law, gratuity payable shall not exceed half a month's salary for each completed year of service.

CATEGORY-C:

Provision of cars for use on Company's business, mobile expenses and expenses of telephone at residence will not be considered as perquisites.

The above perquisites and/or allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

iii) Commission

The Whole-time Director shall be entitled to a payment of commission at the rate of 1% of Net Profit subject to maximum overall limits prescribed under the Act.

2. However, the Whole-time Director shall be entitled to accept salary, perquisites or commission less than the total amount as prescribed above and/or otherwise waive all or any of the above salary, perquisites or commission as he may deem fit.
3. The aggregate of Salary, Perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said or relevant provisions of Companies Act, 2013 for the time being in place.

4. Minimum Remuneration:

In the event of loss or inadequacy of profit in any financial year during the currency of the tenure of services of the Whole-time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

5. The Company will reimburse to the Whole-time Director such expenses as he may incur on behalf of the Company.
6. The Whole-time Director shall be liable to retire by rotation.
7. The Whole-time Director shall not be entitled to receive any sitting fee for attending the meetings of Board of Directors or Committee thereof from the date of his appointment.
8. Subject expressly to the provisions of Section 202 of the Companies Act, 2013, the Company shall pay compensation for loss of office, or as consideration for retirement from office or in connection with such loss or retirement.

Mr. Dipak G. Patel is interested in the resolution. Also, Mr. Shekhar G. Patel and Ms. Aneri D. Patel, being related to Mr. Dipak G. Patel may be deemed to be concerned or interested in the resolution. None of the other directors or key managerial personnel or their relative/s is in any way concerned or interested in the resolution set out at item no. 6 of the Notice.

Memorandum setting out above terms of appointment of Mr. Dipak G. Patel pursuant to Section 190(1) (b) of Companies Act, 2013 is available for inspection.

The Board commends an Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board

Priti Kapadia
Company Secretary

Date: 21st July, 2017

Place: Ahmedabad

Registered Office:

GANESH CORPORATE HOUSE
100 Feet Hebatpur-Thaltej Road,
Nr. Sola Bridge, Off. S. G. Highway
Ahmedabad - 380 054

DIRECTORS' REPORT

Dear Shareholders,

Ganesh Housing Corporation Limited,

Your Directors have pleasure in presenting the Twenty Sixth Annual Report and the Audited Accounts for the Financial Year ended 31st March, 2017.

1. STANDALONE FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	Year Ended 31-03-2017	Year Ended 31-03-2016
Revenue from Operations	17773.51	19832.45
Other Income	164.21	124.31
Total Income	17937.72	19956.76
Total Expenses	6502.76	8786.02
Earnings Before Interest, Tax and Depreciation	11434.96	11170.74
Less: Finance Cost	5180.63	5270.08
Less: Depreciation	329.67	347.56
Profit before Tax (PBT)	5924.66	5553.10
Less: Income Tax	2097.50	1505.62
Less: Deferred Tax	9.49	22.62
Profit after Tax (PAT)	3817.67	4024.86
Other Comprehensive Income	0.00	0.00
Total Comprehensive Income for the period	3817.67	4024.86
Opening Balance in Retained Earnings/Profit & Loss	37226.42	34980.77
Add: IND AS adjustment	2.52	0.00
Add: Transfer from Statement of Profit and Loss	3817.67	4024.86
Total Amount available for appropriation	41046.61	39005.63
Appropriations:		
(a) Transferred to Reserve	0.00	760.00
(b) Dividend on Equity shares	980.06	849.38
(c) Tax on Dividend	199.52	169.83
Closing Balance	39867.04	37226.42

2. REVIEW OF OPERATIONS

Financial performance of the year:

The Ministry of Corporate Affairs (MCA), vide its notification in official gazette dated February 16, 2015 notified the Indian Accounting Standards (IND AS) applicable to certain classes of Companies. IND AS has replaced the existing Indian GAAP prescribed under Section 133 of Companies Act, 2013 read with Rule 7 of The Companies (Accounts) Rules, 2014. Accordingly, the Company adopted IND AS with effect from 1st April, 2016, with a transition date of 1st April, 2015. Previous year's figures have been restated and audited by the Statutory Auditors of the Company, namely, M/s. J. M. Parikh & Associates, Chartered Accountant, Ahmedabad.

The reconciliation and description of effect of the transition from IGAAP to IND AS have been provided in Note No. 30 and 31 in the notes forming part of accounts in the standalone and consolidated financial statements respectively.

During the Year 2016-2017, revenue from operations on standalone basis decreased to ₹ 17773.51 lakhs from ₹ 19832.45 lakhs in previous year. Further, during the year under review the Company booked other income of ₹ 164.21 Lakhs.

Total Expenditure (excluding interest & financial charges and depreciation) of the Company decreased from ₹ 6502.76 lakhs to ₹ 8786.02 lakhs. After providing for interest and financial charges of ₹ 5180.63 lakhs and depreciation of ₹ 329.67 lakhs, the Profit before Tax (PBT) stood at ₹ 5924.66 lakhs and Net Profit after Tax (PAT) at ₹ 3817.67 lakhs.

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2016-17 and the date of this report.

Non-Convertible Debentures

During the year under review, the Company redeemed 3000 Secured Unrated Unlisted Non-Convertible Debentures of ₹ 1,00,000/- each. The Company had also executed corporate action for extinguishment of said debentures allotted in Dematerialized form with National Securities Depositories Limited (NSDL) which was approved by NSDL vide its Circular ref no. II/CA/COM/20884/2016 dated 22nd June, 2016.

Changes in Equity Share Capital:

During the year under review the Company had allotted 16334273 fully paid up equity shares of face value of ₹ 10/- each as Bonus Shares in the ratio of 1:2 (i.e. one bonus equity share for every two equity shares held). Consequent to the allotment

of aforesaid bonus shares the issued, subscribed and paid up share capital of the Company increased from ₹ 32,66,85,460/- to ₹ 49,00,28,190/-.

3. TRANSFER TO RESERVES

The Company has not transferred any amount to the General Reserve out of the amount available for appropriation.

4. DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 2.00/- (Previous year ₹ 2.00/-) per equity share of ₹ 10/- each for the year ended 31st March, 2017. The Dividend on equity shares, if approved by the members at the 26th Annual General Meeting of the Company scheduled on 27th September, 2017, would involve a cash outflow of ₹ 1179.58 lakhs, including dividend tax.

The Register of Members and Share Transfer Books will remain closed from Saturday, 9th September, 2017 to Wednesday, 20th September, 2017 (Both days inclusive) for the purpose of payment of Dividend for the financial year ended 31st March, 2017.

5. FUTURE OUTLOOK

The overall macro-economic scenario in the country is positive with low inflation, reduced key interest rates, low commodity prices, rising foreign investments and improved global confidence in the region. Various structural reforms and government initiatives have led to revival of growth across all the sectors. Demonetization led to falling demand and consequent price corrections in the short term. Further, the approval of Goods and Services Tax would bring in more transparency, enhance investments in the country and boost economic growth.

The major regulatory changes undertaken by the government to enhance confidence in the buyers and boost growth in the real estate sector such as REITs and relaxation in FDI policies of the real estate sector. Moreover, the Real Estate Act came into force after a nine-year wait and marks the beginning of a new era. The much awaited Real Estate Act came into force w.e.f. 1st May, 2016 that ushers in the much-desired accountability, transparency and efficiency in the sector, defining the rights and obligations of both the buyers and developers. Some of the major provisions of the Act, besides mandatory registration of projects and real estate agents, include depositing 70 per cent of the funds collected from buyers in a separate bank account for construction of the project. A combination of all these factors is likely to boost the construction sector in the country.

At present the company is undergoing Maple Tree Project through its subsidiary namely Essem Infra Private Limited which is executed in two segments viz. Residential and Commercial. The said project is situated near Thaltej and is spread over a vast expanse of 13,53,744 sq. ft. the project has 488 unit of 3BHK, 4BHK and 3BHK Penthouses in residential segment. Further, Maple Trade Centre and Maple Shopola is executed by Essem for providing office space and retail shops with total saleable areas of 3,41,147 sq. ft. and 1,33,883 sq. ft. respectively.

In the coming years, the Company is planning to launch other projects in residential segment which will be rolled out as and when the Company registers the same under RERA.

6. FIXED DEPOSITS

Your Company has not accepted any public deposits during the financial year under review and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

7. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENT:

The Company has five Subsidiaries viz. Essem Infra Private Limited, Gatil Properties Private Limited, Yash Organiser Private Limited, Shaily Infrastructure Private Limited and Maheshwari (Thaltej) Complex Private Limited as on 31st March, 2017.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of Companies Act, 2013, Consolidated Financial Statement of the Company and all its subsidiaries in accordance with the relevant accounting standards have been prepared which forms part of the Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format i.e. AOC-1 also forms part of Annual Report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on the website of your Company viz. www.ganeshhousing.com.

8. EMPLOYEES STOCK OPTIONS SCHEME

The Company had rolled out the Employees Stock Option Scheme ("ESOP 2010") in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and

Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI Guidelines") in the year 2010. The Company allocated 1500000 stock options for conversion into equity shares under the said Scheme to the employees of the Company and its subsidiaries. Further, Nomination and Remuneration Committee has been empowered with the terms of references with regard to administration and monitoring of the ESOP 2010. No employee has been issued share options during the year, equal to or exceeding 1% of the issued capital of the Company at the time of grant.

The details of disclosure of Employee Stock Option Plan [ESOP 2010] as required under the provisions of Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 are available on the website of the Company. Web-link of the same is <http://www.ganeshhousing.com/investors/financial-information/>

The Company has received a Certificate dated 18th May, 2017 from the Auditors of the Company that the ESOP 2010 Scheme has been implemented in accordance with the Guidelines and as per the resolution passed by the members of the Company authorizing issuance of ESOP.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment/Re-appointment:

As per the provisions of Sub-section (6) of Section 152 of the Companies Act, 2013, Ms. Aneri D. Patel, Director of the Company, retires by rotation and being eligible has offered herself for re-appointment. The Board recommends her re-appointment.

Moreover, as the tenure of Mr. Dipak G. Patel as Chairman and Whole-time Director of the Company would be completed on 30th September, 2017, it is proposed to re-appoint him for the further period of five years w.e.f. 1st October, 2017 as Chairman and Whole-time Director who will be liable to retire by rotation.

After the closure of the financial year 2016-2017 there has been change in the Key Managerial Personnel. Mr. Nilesh Shah has resigned as Chief Financial Officer of the company w.e.f. 10th April, 2017 and Mr. Rajendra Shah has been appointed as Chief Financial Officer of the company w.e.f. 10th April, 2017.

Other:

The Company has received a declaration from the Independent Directors of the Company under Section 149(7) of Companies

Act, 2013 confirming that they meet criteria of Independence as per relevant provisions of Companies Act, 2013 which was placed at the first meeting of Board of Directors of the Company held for the financial year 2017-2018.

Relevant details, in terms of Sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors retiring by rotation and proposed to be re-appointed, are provided in the Notice for convening the 26th Annual General Meeting.

10. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors states that:-

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed to the extent applicable to the Company. There are no material departures in the adoption of the applicable Accounting Standards.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2017 and of the Profit of the Company for that period;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the annual accounts on a going concern basis;
- (v) The directors have laid down internal financial control to be followed by the Company and that such internal financial control are adequate and were operating effectively; and
- (vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. UNCLAIMED AND UNPAID DIVIDENDS

Amount of ₹ 31.37 lakhs is lying in the unpaid equity dividend account of the Company as on 31st March, 2017. Further, during

the year under review ₹ 4.59 lakhs pertaining to unpaid/unclaimed dividend for the financial year 2008-2009 has been transferred to Investor Education and Protection Fund Account.

Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividend which is unclaimed/unpaid for period of seven years from the date it became due for payment, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority, details of such shares are provided on our website at www.ganeshhousing.com.

Attention is drawn that the unclaimed/unpaid dividend for the financial years 2009-10 is due for transfer to IEPF on 29th September, 2017; hence, the said unpaid/unclaimed dividend will be transferred to IEPF A/c on or before 29th October, 2017. In view of this, the Members of the Company, who have not yet encashed their dividend warrant(s) or those who have not claimed their dividend amounts, may write to the Company/ Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited.

12. STATUTORY DISCLOSURES

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Directors	Ratio to median Remuneration
Mr. Dipak G. Patel	38.44
Mr. Shekhar G. Patel	38.35
Dr. Tarang M. Desai	0.15
Dr. Bharat J. Patel	0.06
Mr. Ashish H. Modi	0.14
Ms. Aneri D. Patel	0.08

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Directors, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Dipak G. Patel	-0.07
Mr. Shekhar G. Patel	-0.42
Dr. Tarang M. Desai	4.07
Dr. Bharat J. Patel	-27.27
Mr. Ashish H. Modi	-18.00
Ms. Aneri D. Patel	-13.78
Mr. Nilesh Shah, Chief Financial Officer	23.98
Mrs. Priti Kapadia, Company Secretary*	23.82

- * Name changed from Priti Jani to Priti Kapadia due to marriage.

- c) The percentage increase in the median remuneration of employees in the financial year: **10.19**;
- d) The number of permanent employees on the rolls of Company as on 31st March, 2017: **145**;
- e) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 11.25% whereas the increase/decrease in the managerial remuneration for the same financial year was 9.35%.
- f) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- g) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other Employees.
- h) The information required pursuant to Section 197 of the Companies Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company is available for inspection by Members at the registered office of the company during business hours on working days up to the date of ensuing Annual General Meeting. If any member is interested in obtaining copy thereof, such member may write to the secretary, whereupon a copy would be sent.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 are given in *Annexure – A* annexed hereto and forms part of this Report.

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Management Discussion & Analysis report for the year under review as stipulated under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as *Annexure – B* hereto and forms part of this Report.

CORPORATE GOVERNANCE REPORT

Your Directors adhere to the requirements set out in Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Report on Corporate Governance as stipulated in the SEBI LODR Regulations is annexed as *Annexure – C* hereto and forms part of this Report along with Certificate from the Statutory Auditors M/s. J. M. Parikh & Associates, Chartered Accountants, confirming compliance of conditions of Corporate Governance.

13. AUDITORS AND AUDITORS' REPORT

Statutory Auditor:

Under Section 139 of the Companies Act, 2013 and Rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of the maximum term permitted under the said Section. The audit committee of the Company has proposed, and on 10th April, 2017, the Board of Directors of the Company have recommended the appointment of M/s. Purnesh R. Mehta & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 142830W) as the Statutory Auditors of the Company. M/s. Purnesh R. Mehta & Co. will hold the office for the period of five (5) consecutive years from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company to be held in the year 2022, subject to the approval of Shareholders of the Company. The first year of audit will be of the Financial Statement for the year ended 31st March, 2018 which will include the audit of quarterly financial statement for the year. In this regard, the Company has received a Certificate from the said Auditor to the effect that if their appointment will be made, it would be in accordance with the provisions of Section 141 of Companies Act, 2013.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor:

As per provisions of Section 204 of Companies Act, 2013, the Board of Directors of the Company appointed C.S. Anand Lavingia, Practising Company Secretary, to conduct the Secretarial Audit of the Company for the financial year 2016-2017. The Secretarial Audit Report for the financial year 2016-2017, is annexed herewith marked as *Annexure – D* to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Cost Auditor:

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and audits) Rules, 2014, as amended, Construction Industry is required to include Cost Records in their books of accounts covered from the financial years commencing on or after 1st April, 2014. Further, as per the said rules, the Company is required to get its cost records audited by the Practising Cost Accountant. Accordingly, the Board of Directors at their meeting held on 30th May, 2016, appointed M/s. J. B. Mistri & Co., Cost Accountants, Ahmedabad, as Cost Auditors for auditing the cost records of your Company for the year ended 31st March, 2017.

14. COMMITTEES OF BOARD OF DIRECTORS

The Company has the following Committees of the Board:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee;
4. Corporate Social Responsibility Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

The Nomination and Remuneration Policy framed by the Company as per the provisions of section 178(4) of the Act, is available on the website of the Company (<http://www.ganeshhousing.com/wp-content/pdf/nomination-and-remuneration-policy.pdf>).

15. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return as provided under sub-section (3) of Section 92 of Companies Act, 2013 for the financial year 2016-2017 is attached as *Annexure – E*.

16. MEETINGS OF BOARD

During the financial year 2016-2017, the Board of Directors met for Eight (8) times viz. 30th May, 2016; 24th June, 2016; 2nd July, 2016; 16th July, 2016; 14th September, 2016; 7th November, 2016; 14th December, 2016 and 14th February, 2017.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES REFERRED IN SECTION 188(1) OF THE COMPANIES ACT, 2013

During the year under review there were no contracts or arrangements with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013. Further, there were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered into by the Company in the normal course of business are periodically placed before the Audit Committee for review.

Members may refer to the notes to the accounts for details of related party transactions entered as per Indian Accounting Standard-24. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the SEBI LODR Regulations. Since, all Related Party Transactions entered into by the Company were in ordinary course of business and were on arms' length basis, Form AOC-2 is not applicable to the Company.

Policy on related party transactions was considered and approved by the Board at its Meeting held on 30th September, 2014 to be effective from 1st October, 2014. The policy has also been uploaded on the website of the Company at www.ganeshhousing.com.

18. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186 OF COMPANIES ACT, 2013:

For the relevant particulars under section 186 of Companies Act, 2013 and Rules made thereunder, please refer note nos. 3 and 39 of Standalone Financial Statement.

19. RISK MANAGEMENT

As per Regulation 17(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is required to lay down the procedures about the risk assessment and minimisation procedures. In accordance with the said clause the company has adopted risk management framework with the following objectives:

1. Aligning the corporate strategies & objectives to the risk appetite
2. Providing a formal organisation structure for risk management
3. Integrated approach to risk management at strategic level
4. Systematic approach and use of special tools for risk management
5. Providing Board/Management oversight

In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. Thus, the company has in place risk management policy which also includes identification of elements of risk, if any, which in the opinion of the board may threaten the existence of the company.

20. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of Companies Act, 2013, the Company has formed Corporate Social Responsibility Committee (CSR Committee) comprising of following members:

Sr. No.	Name of Director	Category/ Designation	Position
1.	Mr. Dipak G. Patel	Chairman & Whole-time Director	Chairman
2.	Mr. Shekhar G. Patel	Managing Director	Member
3.	Dr. Tarang M. Desai	Independent Director	Member

The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company as specified under Schedule VII of Companies Act, 2013, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: <http://www.ganeshhousing.com/wp-content/pdf/corporate-social-responsibility-policy.pdf>.

The annual report on CSR containing particulars as specified under Rule 8 of Companies (Corporate Social Responsibility) Rules, 2014 is as per *Annexure – F* to the Report.

21. ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEE AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI LODR Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues/matters to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated.

22. SIGNIFICANT AND MATERIAL ORDERS

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

23. INTERNAL FINANCIAL CONTROLS

With reference to financial statements, the Company has in place adequate financial controls in form of policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

24. AUDIT COMMITTEE

The Audit Committee comprises of total three members out of which two are Independent and Non-executive Directors viz. Mr. Ashish H. Modi (Chairman) & Dr. Tarang M. Desai, Member and third member is Managing Director viz. Mr. Shekhar G. Patel. All the recommendations made by the Audit Committee were accepted by the Board.

25. VIGIL MECHANISM

The Company has adopted the whistle blower mechanism for directors and employees to report concern about unethical behaviour, actual or suspected fraud, or violation of Company's Code of Conduct and Ethics. The whistle blower policy is available on the website of the Company. The web link of the same viz. <http://www.ganeshhousing.com/wp-content/pdf/vigil-mechanism.pdf>.

26. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the

provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company has setup an Internal Complaints Committee (ICC) for redressal of Complaints.

During the financial year 2016-17, the Company has received Nil complaints on sexual harassment, out of which Nil complaints have been disposed of and appropriate action taken and Nil complaints remain pending as of 31st March, 2017.

27. ACKNOWLEDGEMENTS

Your directors express a deep sense of gratitude for assistance and cooperation received from customers, vendors, shareholders and banks viz. Tamilnad Mercantile Bank Limited, HDFC Bank Ltd and JSC VTB Bank as well as various NBFC Lenders, Central & State Government authorities, other business associates, who have extended their valuable support during the year under review. Your directors take this opportunity to place on record their gratitude and appreciation for the unstinted support of all the employees at all the levels of the Company.

For & on behalf of Board of Directors

	Tarang M. Desai	Shekhar G. Patel
Date : 21 st July, 2017	Director	Managing Director
Place : Ahmedabad	(DIN: 00005100)	(DIN: 00005091)

ANNEXURE - A

Details of particulars under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are given as under

A. CONSERVATION OF ENERGY:

(i) the steps taken or impact on conservation of energy;	Company ensures that the operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
(ii) the steps taken by the company for utilising alternate sources of energy;	No alternate source has been adopted
(iii) the capital investment on energy conservation equipment;	No specific investment has been made in reduction in energy consumption

B. TECHNOLOGY ABSORPTION:

1. The efforts made towards technology absorption	The Company executes major projects through contractors. Hence, no outside technology is used by the Company
2. The benefits derived e.g., product improvement, cost reduction, product development, import substitution	Not Applicable
3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	a. Technology imported: Nil b. Year of import: Not Applicable c. Has technology been fully absorbed? : Not Applicable d. If not fully absorbed, areas where this has not taken place, reasons there for: Not Applicable.
4. The expenditure incurred on Research and Development.	Not Applicable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

As on 31st March, 2017, there were no foreign exchange earnings and/or outgo.

For & on behalf of Board of Directors

Date : 21st July, 2017

Place : Ahmedabad

Tarang M. Desai

Director
(DIN: 00005100)

Shekhar G. Patel

Managing Director
(DIN: 00005091)

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC SCENARIO

Global Economy

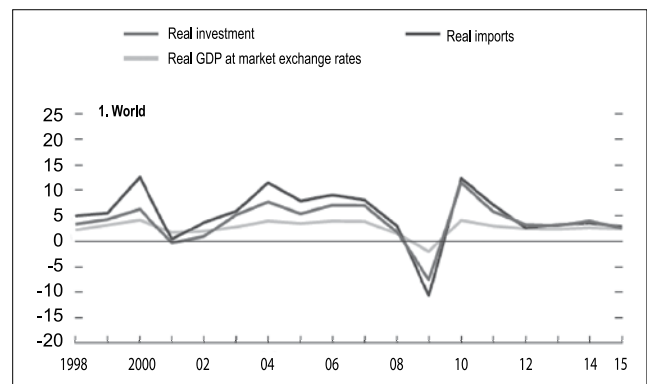
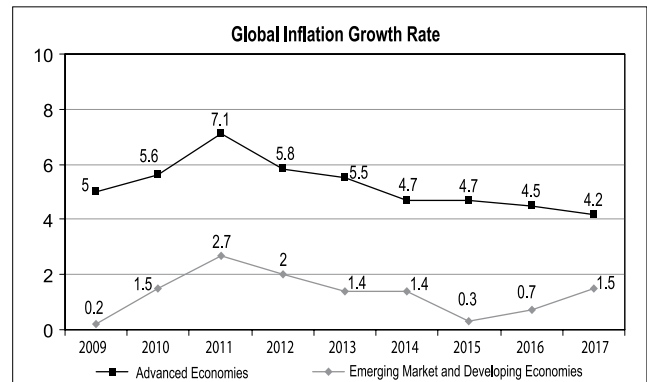
The global economy experienced another year of uncertainty and sluggish growth shortfalls in 2016. Weak international trade, subdued pace of investment and higher political volatility translated into a low growth number of 3.1%. The second half of 2016 in particular showed improvement in both manufacturing and trade which were relatively weak in the first half. This was enabled by a gradual global recovery which resulted particularly from increased investment in infrastructure and real estate in China. The recovery went hand in hand with an increase in commodity prices - growth in commodity importers remained solid, while growth in commodity exporters is expected to gain pace in 2017.

A large portion of the growth continues to be driven by Emerging economies particularly India and China. Both these countries grew at over 6%, China expanded by 6.7% which was its lowest in 26 years but still amongst the best globally. India too grew at 6.8%. Amongst other emerging and developing nations, Russia and Brazil showed signs of improvement contracting by 0.2% and 3.6% in 2016 as compared to 2.8% and 3.8% respectively, in 2015.

Advanced economies continue to face multiple challenges with subdued growth and low inflation in a backdrop of increased about growing policy uncertainty direction, low levels of investment, and sluggish productivity growth. Activity slowed in the United States and most other major economies. As a result, advanced economy growth was pegged at 1.7% in 2016 from 2.1% in 2015.

After an extended period of weakness, the global economy is showing some signs of recovery. The global economic growth is expected to be around 3.5% in 2017 and then pick up momentum to 3.6% in 2018. This will be accompanied by improving macroeconomic conditions and higher commodity prices.

(Source: World Economic Outlook, April 2017)



Indian Economy

The Indian economy strengthened further driven by an enabling macro environment facilitated by proactive government policies. Most of the sectors in the economy grew well leading to a 6.8% growth in the real GDP. Agriculture, industrial and services sector grew by 4.1%, 5.2% and 8.8% respectively.

(Source: <https://www.ccilindia.com/Documents/Rakshitra/2017/Feb/Infocus.pdf>).

The year under review was marked by key structural developments aimed at preserving macro-economic stability and increased fiscal discipline. Progress on the passage of the Goods and Services Tax (GST) in the parliament, fiscal consolidation initiatives and the demonetization drive to consolidate the Indian Economy, amongst others, helped drive recovery and consumption-led growth. Demonetization may

have presented short term challenges of taking out volumes of circulating cash and consequent muted demand; however the long term benefits of this initiative are already becoming visible.

With annual growth rates projected at 7.5% in 2017-18, India is the fastest-growing G20 economy and the world's third largest economy in purchasing power parity terms. Increases in spending on rural areas, affordable housing, health, transport and water infrastructure is translating to a more inclusive and holistic growth architecture across the economy.

Macro-economic factors like inflation and fiscal deficit are supportive of continuing growth. The country's inflation (CPI) remains sub 5% and the Government has reiterated its confidence in maintaining the fiscal deficit at 3.5% in 2016-17. Foreign exchange reserves continued to strengthen all-time high of USD 383.64 bn as on April, 2017.

(Source: <https://www.ccilindia.com/Documents/Rakshitra/2017/Feb/Infocus.pdf>)

The outlook for the Indian economy is positive as various macro-level initiatives by the government, increased infrastructure spending and low oil prices would drive growth in the coming years.

INDUSTRY OVERVIEW

Indian Real Estate Market

The year under review has seen the real estate sector witness some challenges. The residential market felt the full brunt of demonetization in the second half of FY17. Indications now are though that volumes have likely bottomed out. Supply pace is now less than half of the 2013 peak and with the implementation of RERA further limiting near-term supply, inventories can be expected to decline at a faster pace. Affordability levels have improved to almost all-time best levels. This combined with improving consumer sentiment augur well for the future.

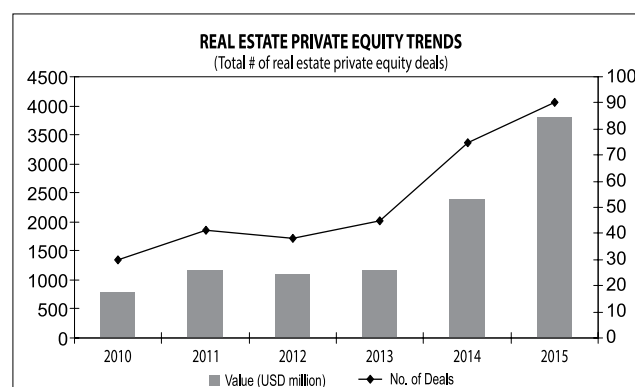
From 2003 onwards, the country's strong economic performance, combined with liberal government policies for enhancing private participation, rising urbanisation, growing middle-class population and large young population drove up both prices and inventories. However with this not playing out to plan, the sector was suddenly saddled with high inventories, escalating construction costs and a funding crunch.

Now, on the back of an improving Indian economy coupled with the initiatives of Demonetization and Real Estate Regulation and Development Act (RERA) the sector is now much better poised in the long run.

Demonetization led to falling demand and consequent price corrections in the short term. However while land transactions in non-urban areas did slowdown meaningfully, the severity of the impact was greater where the extent of cash used in transactions is high. However, in the medium to long term, it is expected that demand will revive on the back of long-term key drivers and this should lead to stable to rising capital values. These drivers include the introduction of Real Estate (Regulation and Development) Act (RERA) for higher transparency, enabling policies like the 'Housing for All' scheme, the introduction of Real Estate Investment Trusts (REITs), relaxation in FDI policies, low inflation and reduction in key interest rates for the sector.

The introduction of RERA is likely be a significant step forward for the Real Estate segment. It enables greater transparency and ensures that the interests of all interested parties and in particular the consumer, are protected. It ensures a consistent metric of measurement and puts in place requisite timelines. The builder also has to provide an affidavit declaring that the land has clear title and is free from any encumbrances. All these initiatives if implemented well will go a great way towards enhancing the credibility of the segment.

REITs too are a major positive. They are good avenues for entities with stressed balance sheets to be able to access capital through the listing of their commercial spaces. This, besides improving the liquidity for the sector, also attracts a wider range of investors to participate.

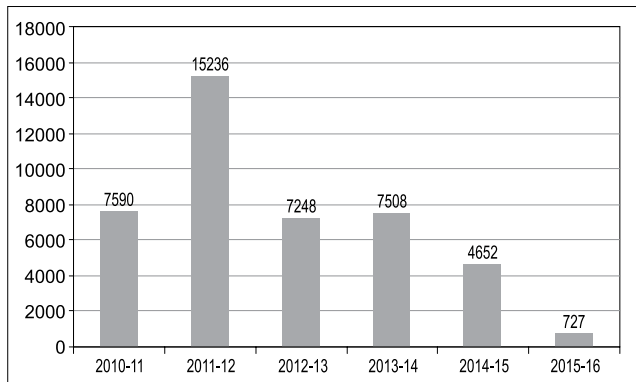


(Source : Kinght Frank Research)

The foreign direct investments (FDI) in the construction development sector witnessed a declining trend over the past few years due to regulatory issues and slowdown in the real estate sector. 2015-16 was a tough year for the sector as FDI inflows declined considerably by over 84% from ₹ 4,652 crores in 2014-15 to ₹ 727 crores

(Source: Department of Industrial Policy & Promotion)

FDI inflows in construction development: townships, housing, built-up infrastructure (₹ cr)



(Source : Knight Frank Research)

In summary, the underlying story for housing is extremely strong and should the Policy and environment be enabling there exists significant opportunity. On the back of various factors including nuclearisation of families, better affordability and increasing aspirations it is estimated that the total latent demand for housing will be over 10 million units per annum.

People are finding it more affordable to own their own house as a result of Policy enablers like the Central Government's expanded interest-subsidy scheme providing up to ₹ 235,000 loan-principal reduction for non-home owners with annual income up to ₹ 1.8 million and mortgage cuts by 50 basis points. Over the next decade volume growth can be expected to be significant and this will be driven primarily by the affordable (0.2 – 2.5 mIn purchase price) and social (<0.2 mIn) range. Budget outlays have also increased more than commensurately in line with Prime Minister Narendra Modi's vision of Housing for all by 2022.

(Source : Census of India, MoSPI, NSSO)

Ahmedabad Real Estate Market

The Ahmedabad Real Estate market number continues to face some challenges. Existing unsold inventory presently stands around the same level it has been for the last three years. At present, the city has more than 37,800 units in various stages of construction that remain unsold.

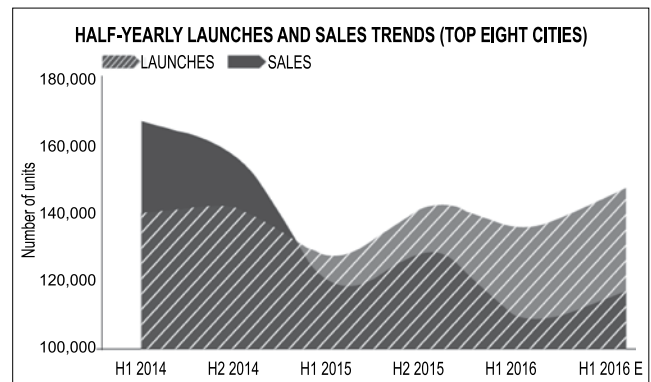
East Ahmedabad continues to be the best performing market in the city with the lowest level unsold inventory, driven by strong connectivity to employment hubs. North Ahmedabad follows closely behind for similar reasons.

Gujarat is one of the State governments that is taking a lead towards urban social housing initiatives. In addition to the assistance given by the State Government, several civic bodies, including Ahmedabad Municipal Corporation (AMC), Ahmedabad Urban Development Authority (AUDA), Vadodara MC, Vadodara UDA, Surat, MC, Surat UDA contribute land. The Gujarat Housing Board also provides land for such projects. Further supplementing the ₹ 150,000 per unit the Central Government provides, the State Government also contributes around ₹ 150,000 as the subsidy per unit, over and above.

(Source : Census of India, MoSPI, NSSO)

Residential Sector

The Residential market for the top 8 cities in the country, namely Ahmedabad, Bengaluru, Chennai, Hyderabad, Kolkata, Mumbai, NCR and Pune performed well in the initial portion of 2016 with the first half of the calendar year demonstrating a 7% jump in sales volumes compared to the same period of the previous year. Over 135,000 units were estimated to have been sold in first half of 2016 as compared to 126,620 units in the corresponding period the previous year. The second half too maintained a similar trend with improving sales on the back of the festive season. Demonetization however dampened this traction for the near term and as a result there was a steep decline in both volumes and new launches in all markets. This resulted in 2016 becoming the worst performing year in recent history replacing 2015. It is estimated that drop in sales volume during Q4 2016 due to the demonetization move has resulted in a massive notional revenue loss of more than ₹ 226 bn to the real estate industry across the top eight cities.



Residential sales and prices comparison across top eight cities between Q1CY2015 and Q1CY2016

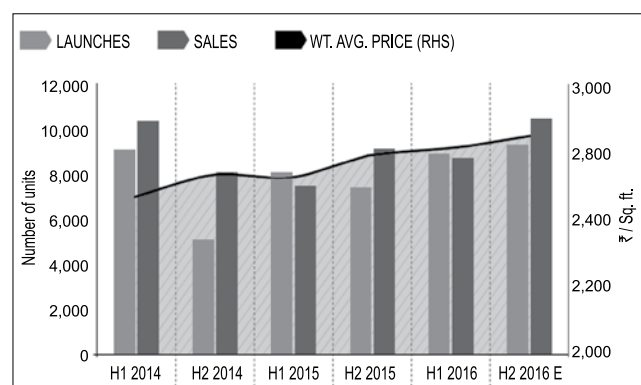
City	Sales Growth	Prices Growth
NCR	33%	3%
Mumbai	33%	Flat
Ahmedabad	32%	12%
Chennai	25%	3%
Hyderabad	20%	5%
Kolkata	14%	3%
Bengaluru	18%	4%
Pune	25%	2%

(Source: IMF Liases Foras Research)

Ahmedabad Residential Sector

The residential sector in the city continues to face challenges across both the commercial and retail spaces. There are however visible signs of this bottoming out. Developers have reduced their new launches over the last few years. This has helped in re balancing the market to a great extent as a result of which unsold inventory levels dropped to its lowest in the last six years i.e. 37,800 units in the second half of CY 2016 from its peak of 48,200 units in 2012. Prior to the Government's demonetization announcement, in fact, sales began to show some positive traction. As the environment stabilizes Ahmedabad is expected to show encouraging traction. The city is also emerging as one of the fastest growing cities in India with rapid infrastructural investments (in bullet trains and metro trains), development of Gujarat International Finance Tec-City (GIFT city), stable government, and presence of major manufacturing industries and the entrepreneurial nature of the population.

Ahmedabad Residential Market Trends

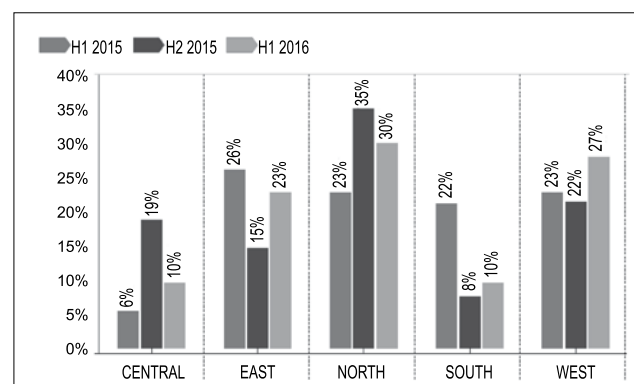


(Source : Knight Frank Research)

Micro-Market Launches and Sales

The Northern part of the city witnessed a strong rise and remain the most preferred destination for affordable housing. This is further reinforced by West and Central Ahmedabad becoming relatively unaffordable. Central Ahmedabad though continued to show an encouraging increase in the number of new launches too. South Ahmedabad continues to witness the lowest number of new launches largely owing to poor infrastructure and connectivity. Close to 80% of the total inventory remains unsold.

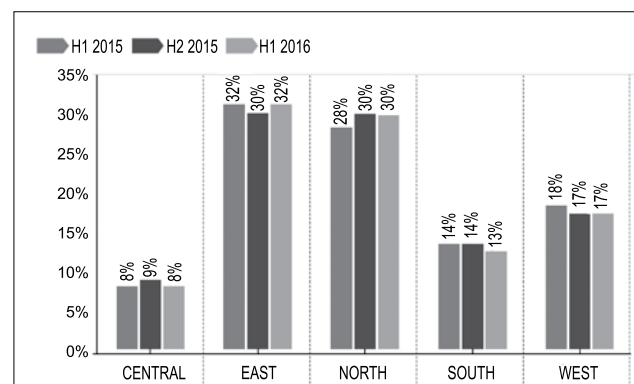
Micro-Market Split of Launched Units



(Source: Knight Frank Research)

In terms of sales, the shares of Central and Western parts of the city witnessed a rise while the share of sales from the rest of the city reduced marginally or remained stable. Sales in Central Ahmedabad have witnessed an increasing trend in the past 12 months owing to better connectivity with the city centre, well-developed retail presence and proximity to central business district.

Micro-Market-Wise Residential Sales

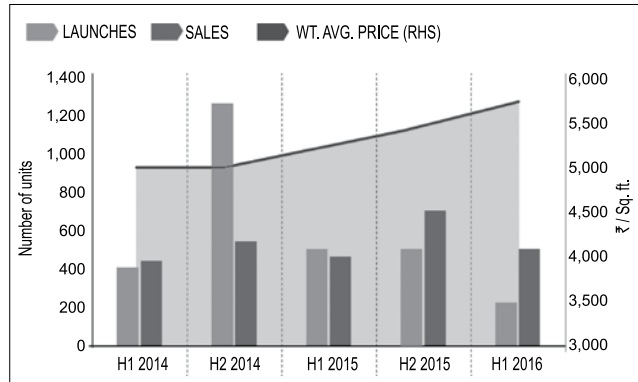


(Source: Knight Frank Research)

Premiumisation Trend

Premium markets (Thaltej, Bodakdev, Jodhpur, Navrangpura and Prahlad Nagar, among others) with ticket size of over ₹ 1.50 crores continue to enjoy steady growth despite the overall slowdown. New launches however have declined and unsold inventory now stands at approximately 4 years.

Premium Market Trends

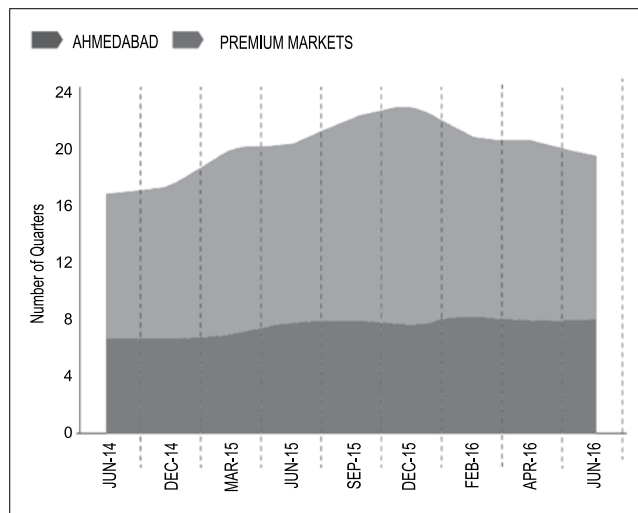


(Source: Knight Frank Research)

Unsold Inventory

The unsold inventory in the city has increased considerably in the past few years. The Quarters To Sell (QTS) unsold inventory in Ahmedabad at the end of 2016 stood at 8.6 quarters and that in the premium market has more than doubled from last year.

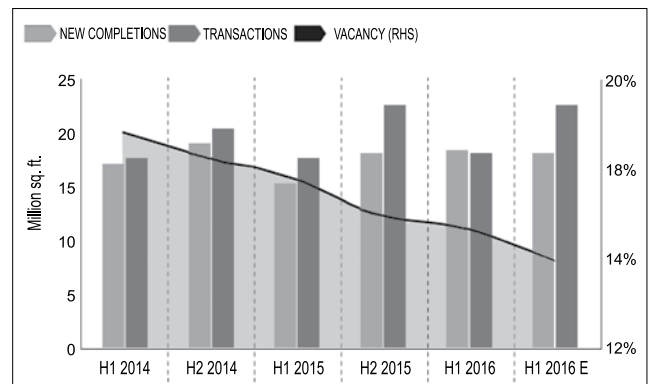
Quarters To Sell (QTS) Unsold Inventory Analysis



(Source: Knight Frank Research)

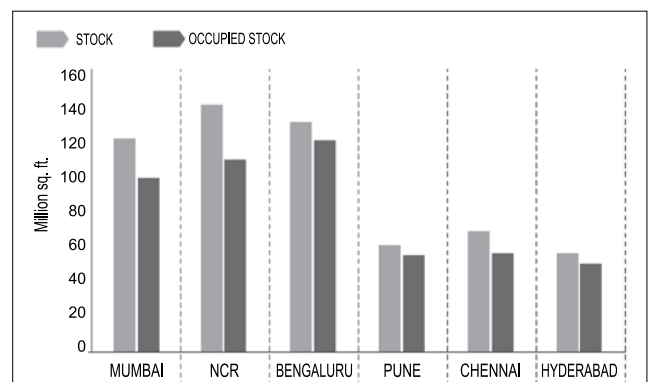
COMMERCIAL SECTOR

Despite a large amount of challenges and uncertainty particularly around US elections, slowdown in the IT and ITES sector and Brexit, the year 2016 like 2015 was a good one for the commercial sector in the country with demand and absorption improving. The absorption of office space in top six cities (Mumbai, NCR, Chennai, Bengaluru, Pune and Hyderabad) stood at 40.6 mln sq. ft. (msf) in 2016 marginally lower than the 41.1 msf reported at the end of 2015. Potential demand for office space is actually particularly strong and is being limited by the paucity of supply. New supply that entered the key six cities was just 29 msf, down from 35 msf in 2015. Vacancy levels too continued to decline and are presently at one of their all-time lowest levels of 13%. For most locations ex Mumbai the key source of demand is the IT and ITES segment followed by consulting, media, telecom and infrastructure. In Mumbai the BFSI segment is the main driver.



The combined office space stock in top six cities (Mumbai, NCR, Bengaluru, Pune, Chennai and Hyderabad) reached 560 msf of which 473 msf is occupied. NCR accounts for highest office space stock at 138 msf while Bengaluru accounts for highest office space occupancy at 113 msf. Bengaluru accounts for the lowest vacancy level 7.5% followed by Pune at 10.8% and Hyderabad at 14.6%.

Office Stock and Occupied Stock (As of June 2016)



Ahmedabad Commercial Sector

In 2015-16, Ahmedabad added 2.18 msf of new all grade office space supply all of which were non-IT developments. The year to date net absorption of Grade A office stock at the end of Q4 FY2015-16 stood at approximately 518,300 square feet (sf). Of the total Grade A leasing IT/ ITeS, pharmaceutical and manufacturing sector accounted for 48%, 27% and 23% respectively. Almost 87% of leasing activity during Q4 FY2015-16 was concentrated in the suburban business district of S. G. Highway and Prahladnagar due to the availability of quality space in the locations leading to appreciation in rentals by 3% and 2% respectively over the last quarter.

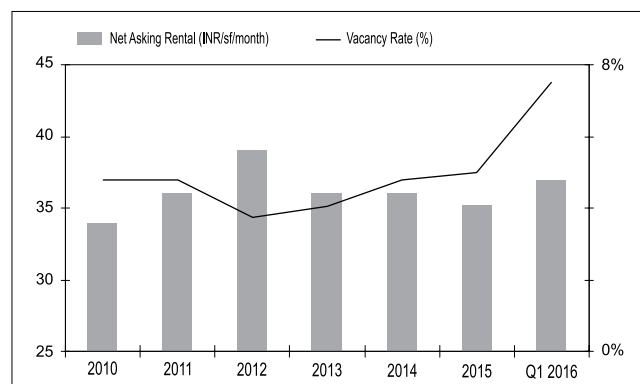
(Source: Cushman & Wakefield)

Ahmedabad office

Market Indicators (Grade A)

	Q4 14	Q4 15	Y-O-Y Change	12-Month Forecast
Overall Vacancy	35.1%	39.5%	4.4%	▲
Weighted Average Net Asking Rentals (INR/sf/month)	34.03	36.73	7.9%	■
YTD Net Absorption (sf)	13,60,500	5,18,300	-61.90%	▲

(Source: Cushman & Wakefield)



(Source: Cushman & Wakefield)

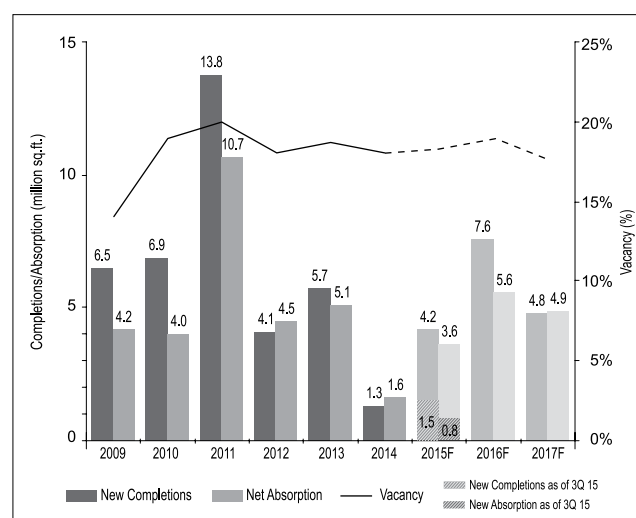
Retail Sector

The year 2016 was a quiet one for the retail real estate with very few quality retail spaces being launched. Indian retail is working increasingly on becoming aligned with the younger generation. Malls are increasingly being set up with multiplexes, skating rinks, gaming areas and the like. During consolidation of retail real estate by brands (exiting loss-making malls and focusing more of profit-making ones) also continued to be a theme. Food and Beverage (F&B) emerged as the strongest category for retail

real estate and the trend is likely to continue. The industry is expected to attract mature investors to buy built-up real estate and invest in 'greenfield assets' over time. The year 2016 is expected to be another tough year with absence of quality retail spaces. However, on the positive side the retailers are still bullish about India's long-term consumption story resulting in strong pre-commitments for quality mall space.

(Source: Jones Lang LaSalle)

Retail Space Supply and Demand



(Source: Jones Lang LaSalle)

Ahmedabad Retail Sector

The year witnessed no new quality very high end retail space supply in the city. The year witnessed steady inventory levels with vacancy level at 32.8% owing to moderate leasing activity during the end of the year. A 160,000 sq. ft. that was expected to be launched in Q4 FY 2015-16 was deferred due to construction delays. Mall rentals remained unchanged due to low demand and high vacancy. The retail spaces in prime main streets received continued to receive high enquires from food & beverage (F&B) and lifestyle brands for leasing.

BUSINESS OVERVIEW

Ganesh Housing Corporation Limited (GHCL) is one of the leading real estate developers in Ahmedabad founded by Late Govindbhai Patel. The Company has successfully delivering stellar projects across the city catering to the requirements of higher middle class and middle class housing segment. The Company is an established brand in the segment in Ahmedabad with an enviable track record of delivering over 22 million sq. ft.

(msf) of residential, commercial and retail real estate projects. The Company has proven expertise in the residential segment however over the past few years it has enhanced presence in the commercial, retail and township real estate projects with some class projects.

As on March 31, 2017 the Company has 4 on-going projects having a total developable area of nearly 2.55 msf. The Company procured one of the largest land parcel at very low-cost, across key locations (Sanand, Thaltej, Shilaj, S. G. Road, Chharodi) in the city of Ahmedabad having a total development potential of 22.47 msf.

Residential Projects:

Project name	Total development area	Key points
Completed		
Malabar County-I	7,51,752 sq. ft.	The project comprises 600 apartments and is located behind Nirma University. Delivered in September-October 2015.
On-going		
Malabar County-II	7,19,752 sq. ft.	The project comprises 442 apartments having area of 6,81,588 sq. ft. and a 37,476 sq. ft. retail space (convenient shopping) comprising of 60 shops. It is located behind Nirma University and is scheduled for delivered by March, 2017.
Maple Tree Garden Homes	13,53,744 sq. ft.	It is unique project based on the classic French Alfresco open-garden home style. It is located near Surdhara Circle, Thaltej spread over an area of 4,39,395 sq. ft. It has a total of 512 units comprising 3BHK, 4BHK and Penthouse apartments. Maple Tree Garden Homes is one of the premium addresses in Ahmedabad and is all set to emerge as a marquee landmark in the city's skyline.

Commercial Projects:

Project name	Total Saleable Area	Key points
Completed		
Magnet Corporate Park	6,31,081 sq. ft.	It is located in S. G. Road and is based on the concept of individual corporate houses. It is spread over 2,70,000 sq. ft. having 23 individual corporate houses of 20,000-30,000 sq. ft. size. The project is near completion.
On-going		
Maple Trade Centre	3,41,147 sq. ft.	This is a 13-floor commercial project which is part of the Maple Tree Garden Homes near Surdhara Circle, Thaltej.
Maple Shopola	1,40,84 sq. ft.	The retail project is a part of the Maple Tree Garden Homes near Surdhara Circle, Thaltej. The retail space would be below (on ground and first floor) the residential and commercial buildings of the Maple Tree Garden project.

OPPORTUNITIES AND THREATS

Opportunities

- **Strong macro-economic scenario:** India has emerged as one of the world's fastest growing major economies. The overall macro-economic scenario in the country is positive with low inflation, reduced key interest rates, low commodity prices, rising foreign investments and improved global confidence in the region. Various structural reforms and government initiatives have led to revival of growth across all the sectors. A combination of all these factors is likely to boost the construction sector in the country. Further, the approval of Goods and Services Tax would bring in more transparency, enhance investments in the country and boost economic growth.

- **Regulatory changes:** The major regulatory changes undertaken by the government to enhance confidence in the buyers and boost growth in the real estate sector include:
 1. REIT: The amendments undertaken by the government to enhance the liquidity of REITs and make it more profitable include:
 - a) Limiting MAT (minimum alternate tax) applicability only on actual units transferred rather than on gains and losses from exchange of shares within the units of a business trust REIT.
 - b) REITs' acknowledgement as eligible financial instruments or structures under the Foreign Exchange Management Act (FEMA), 1999 to qualify foreign investments into these assets.
 2. Relaxation in the FDI policies of the real estate sector to attract higher investments in the sector. The key amendments in the FDI regime are:
 - a) 100% FDI allowed under automatic route in construction led development projects.
 - b) Removed minimum floor area and minimum capitalization conditions.
 - c) A lock-in period of three years for each tranche of investment with permission to exit investments at any time upon project completion or after development of trunk infrastructure.
 - d) No lock-in-period condition on special economic zones, hotels and tourist resorts,
 3. Introduction of new Real Estate Regulatory Act to ensure transparency and win back consumer trust in the sector. The major amendments includes:
 - a) Establishment of the State Real Estate Regulatory Authority for each state as a governing body.
 - b) Developer to park 70% of the project fund in dedicated bank account to prevent investments of booking funds in other projects.
 - c) Developer to mandatorily provide details on project plan and layout, government approvals, land title status, sub-contractors to the project, completion schedule to the State Real Estate Regulatory Authority (RERA) before the consumers.
 - d) Selling projects on carpet area instead of ambiguous super built-up area.
 - e) Developer to bear EMI interest cost of consumers in case of project delays.
 - f) Buyer can demand after sales services in case of deficiency in project from the developer within a year.
 - g) Developer cannot make changes in plan without consent of buyer.
 - h) All projects measuring over 500 square metres or eight apartments needs to be registered with the RERA.
- **Rising demand:** India adds 10 million people to its urban population every year which requires an additional demand of two million houses yearly. Another 10 million housing demand is expected to come from increasing nuclear families. Moreover, 35% of the country's population is aged between 15-35 years age group which is likely to create significant demand for the coming 15 years. With all this, the real estate sector is expected to boom and its share in GDP expected to rise from 6.3% in 2013 to 13% by 2028. In absolute terms, the demand will rise from USD 121 bn to USD 853 bn during the same period.
(Source: KPMG report)
- **Government initiatives:** The government of India came up with two major projects that are likely to enhance the real estate demand in the country. The first being creation of 100 smart cities with an investment of ₹ 7,600 crores to sustain population growth and migration from rural areas. The second being 'Housing for all' project that focuses on construction of 2.95 crores houses in the rural areas at an investment of ₹ 81,975 crores.

Threats

- **Unsold inventory:** The overestimation of demand in the real estate sector leads to huge pile-up of inventory causing losses to developers. The past few years have witnessed slowdown in the real estate sector as prices rose sharply. In 2015, the real estate industry in India witnessed a major slowdown in sales and new launches resulting in surge in unsold inventory. The sales volume declined from 1.62 lakh units in 2014-15 to 1.58 lakh units in 2015-16. During the same period, the new launches fell by 16%. The country's unsold inventory stood at 690,000 units and is expected to take nearly three years to exhaust.

(Source: Knight Frank)

- **Office Fund crunch:** The real estate demands huge long-term investments in projects. Lack of cheap funds or foreign investments may lead to delays in the project resulting in losses. In the past few years the sector witnessed major fund crunch as lending rates increased and FDI investments declined leading to severe losses to developers.
- **Decline in bank credit:** The rising Non-Performing Assets (NPAs) and cases of fraud have resulted in banks getting stringent on its credit approval leading to a decline in their credit line for all the industries. This is likely to create liquidity issues for the real estate sector as well.
- **Shortage of labour and technology:** The construction sector in India, being highly dependent on manual labour, is facing a major challenge in terms of availability of manpower which in turn leads to project delays. Thus, the industry is in dire need to invest heavily in technology to reduce manpower dependence and enable faster turnaround of projects. Moreover, the industry needs to provide adequate skill training to construction workers to meet the rising demand in the coming years.

FINANCIAL PERFORMANCE

Consolidated

INCOME: The total income of the Company increased by 26.13 per cent from ₹ 324.09 crores in 2015-2016 to ₹ 408.77 crores in 2016-2017.

EBITDA: The Earnings before interest, tax and depreciation of the Company increased by 3.21 per cent from ₹ 206.22 crore in 2015-2016 to ₹ 212.85 crore in 2016-2017.

PAT: The Profit after Tax of the Company increased by 5.83 per cent from ₹ 70.52 crores in 2015-2016 to ₹ 74.63 crores in 2016-2017.

INTERNAL CONTROL SYSTEMS

The Company's internal control systems are commensurate with the size and industry in which it operates. It has a well-defined and adequately documented systems, processes, procedures and policies to ensure compliance to statutes and laws. The Company ensures rigorous compliance at all levels to safeguard its assets, detect and prevent fraud and errors and ensure optimum utilisation of resources. The Company follows the accounting principles ensuring completeness of accounting records and timely preparation of financial statements. Functions and processes across all business activities are regularly audited by

auditors (internal and external) and any deviation is immediately reported and necessary corrective actions are planned. Regular monitoring of expense is done to keep them within budgeted levels. The Company also adheres to all environment protection norms.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

At Ganesh Housing, we consider employees as the most valuable resource contributing towards the growth and stability of the Company. The Company's human resource policies ensure a conducive and productive work environment focused on enhancing employee satisfaction and motivation. We have taken necessary actions to ensure the safety and health of our employees working across all construction sites. As a result, we have maintained an enviable track record of having one of the lowest incidents of work-related accidents (major or minor) across all our project sites. The Company regularly arranges various skill development and safety drill programmes. The Company has a professional and healthy work culture built around strong corporate ethos. We have stringent human rights policies for our construction workers and ensure that they receive fair wages as per industry standards. The Company has a professional and healthy work culture built around strong corporate values. As on 31.03.2017, the Company has a total of 145 employees working across its sites.

CAUTIONARY STATEMENT

This report contains statements that may be "forward looking" including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company's future business developments and economic performance. While these forward looking statements indicate our assessment and future expectations concerning the development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. Company undertakes no obligation to publicly revise any forward looking statements to reflect future/likely events or circumstances.

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE PHILOSOPHY:

Corporate Governance has been framed with the aim of adopting the best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of increasing the value of stakeholders and retention of investors' trust based on transparency, integrity, professionalism and accountability.

The Corporate Governance philosophy of the Company has been further strengthened with the adoption of Code of Conduct for Board and Senior Management Personnel and Code of Conduct for Prevention of Insider Trading for its Directors and Designated Employees as also a Code of Corporate Disclosure Practices. Thus, the Company, through its Board, Committees and Senior Managerial Personnel endeavor to strike and deliver the highest governing standards for the benefits of its Stakeholders.

2. BOARD OF DIRECTORS:

Composition and Category of Board of Directors as on 31st March, 2017:

The Board of Directors of the Company have an optimum combination of Executive and Non-executive Directors and is in conformity with the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ["SEBI LODR Regulations"]. The Board of the Company comprises of Six (6) Directors – Two (2) Executive Directors and Four (4) Non-Executive Directors, of whom three are Independent Directors. The current strength of Board includes one Woman Director as required under applicable provisions.

Further, on basis of declarations received from Directors as on 31st March, 2017, none of the Directors on the Board are Members of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the public companies in which they are Directors.

Independent Directors:

The Independent Directors of the Company meets all the criteria mandated by SEBI LODR and the Companies Act 2013. As per the declarations received from Independent Directors as on 31st March, 2017, none of the Independent Directors serve as Independent Director of more than Seven (7) Listed Companies. Moreover, none of the Independent Directors hold positions as Whole-time Director of any Company.

The Criteria for performance evaluation as determined by the Nomination and Remuneration Committee has been incorporated in the Directors' Report.

The Independent Directors held a Meeting on 31st March, 2017, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the said meeting. At the Meeting, they: –

- i. reviewed the performance of Non-Independent Directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has formulated a policy to familiarise the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the company and the web link for the same is <http://www.ganeshhousing.com/wp-content/pdf/ghcl-familiarization-programme-of-ids.pdf>.

Board Meetings:

During the financial year 2016-2017, the Board of Directors met for Eight (8) times viz. 30th May, 2016; 24th June, 2016; 2nd July, 2016; 16th July, 2016; 14th September, 2016; 7th November, 2016; 14th December, 2016 and 14th February, 2017.

The procedures with respect to Board Meetings and the Meetings of the Committees thereof are in compliance with the requirements of the Companies Act, 2013, SEBI LODR, Secretarial Standard on Meetings of Board of Directors (SS-1) and other applicable laws and regulations.

Attendance of each Director at the Board Meetings, last AGM and the number of other Board/Committees in which he is a Member/Chairman:

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year and the number of Directorship(s) and Committee Chairmanship(s)/ Membership(s) held by them in other companies is given below. Other Directorships do not include Alternate Directorships, Directorships of Private Limited Companies, Section 8 Companies and Foreign Companies.

Name of Director	Category	Attendance Particulars		No. of Directorships in other Public Companies#	*Committee Memberships/ Chairmanships of other Companies	
		Board Meeting	Last AGM		Member	Chairman
Mr. Dipak G. Patel	Chairman & Whole-time Director	8 of 8	Yes	4	Nil	Nil
Mr. Shekhar G. Patel	Managing Director	6 of 8	Yes	6	Nil	2
Dr. Bharat J. Patel	Independent Director	8 of 8	No	2	Nil	Nil
Dr. Tarang M. Desai	Independent Director	8 of 8	Yes	2	1	Nil
Mr. Ashish H. Modi	Independent Director	8 of 8	Yes	5	Nil	Nil
Ms. Aneri D. Patel	Non-executive Director	8 of 8	Yes	0	Nil	Nil

Public companies includes private companies which are subsidiaries of public company

* For the purpose of above only Audit and Stakeholders' Relationship Committee is taken into consideration.

Code of conduct for the Board of Directors and senior management personnel:

In terms of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The compliance of the said code has been affirmed by them annually. The Code of Conduct also includes the duties of Independent Directors. A copy of the Code has been put up on the Company's website www.ganeshhousing.com. A declaration signed by the Managing Director of the Company is as under:

DECLARATION ON CODE OF CONDUCT

This is to declare that the Company has adopted a Code of Conduct for its Board Members and the Senior Management Personnel and the same is available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended 31st March, 2017, received a declaration of compliance with the Code of Conduct from the senior management personnel of the Company and the members of the Board.

Shekhar G. Patel

Managing Director
(DIN: 00005091)

Ahmedabad, 21st July, 2017

Board Committees:

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Four (4) committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided in detailed hereinafter.

3. AUDIT COMMITTEE:

The purpose of the Committee is to assist the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee carries out its functions as per the powers and roles given under Regulation 18 of SEBI LODR Regulations read with Part C of Schedule II and Companies Act, 2013.

Powers, Terms of Reference and Role of Committee:

The Powers, Terms of reference and Role of Audit Committee as provided under Section 177 of Companies Act, 2013, and the SEBI LODR Regulations, is as under:

a. Powers of Committee:

The Committee-

- (1) May call for comments of auditors about internal control system, scope of audit, including observations of auditors and review of financial statement before their submission to board;
- (2) May discuss any related issues with internal and statutory auditors and management of the Company;
- (3) To investigate into any matter in relation to above items or referred to it by Board;
- (4) To obtain legal or professional advice from external sources and have full access to information contained in the records of the Company;
- (5) To seek information from any employee;
- (6) To secure attendance of outsiders with relevant expertise, if it considers necessary;
- (7) Any other power as may be delegated to the Committee by way of operation of law.

b. Terms of Reference:

- (1) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- (2) Examination of the financial statement and auditors' report thereon;
- (3) Approval or any subsequent modification of transactions of the company with related parties'
- (4) Scrutiny of inter-corporate loans and investment;
- (5) Valuation of undertakings or assets of the company, wherever it is necessary;
- (6) Evaluation of internal financial controls and risk management systems;
- (7) Monitoring the end use of funds raised through public offers and related matters
- (8) Any other matters as prescribed by law from time to time.

c. Role of Committee:

The role of the Audit Committee shall include the following:

- (1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report.

- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (8) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (9) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (10) Discussion with internal auditors of any significant findings and follow up there on;
- (11) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (12) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (13) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- (14) To review the functioning of the Whistle Blower mechanism (i.e. Vigil Mechanism);
- (15) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (16) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

d. Review of Information by the Committee:

The Audit Committee shall mandatorily review the following information:

- (1) Management discussion and analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- (3) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses; and
- (5) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

Composition of Committee, Meeting and Attendance of each Member at Meetings:

During the Year under review, the Committee met Four (4) times viz. 30th May, 2016; 14th September, 2016; 14th December, 2016 and 14th February, 2017. The time gap between any two meetings was less than four months.

The names of the members of the Audit Committee, and its Chairman, and details of meetings attended by them during the year are stated hereunder:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Ashish H. Modi	Independent and Non-Executive Director	Chairman	4	4
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	4	4
Mr. Shekhar G. Patel	Managing Director	Member	4	2

The Company Secretary of the Company acts as a Secretary to the Committee. The Constitution of the Audit Committee is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI LODR Regulations.

4. NOMINATION AND REMUNERATION COMMITTEE:

The role of Committee is as prescribed under Regulation 19 of SEBI LODR Regulations read with Part D of Schedule II. The Remuneration Policy and criteria for evaluation of Independent Directors and Board is available on the website of the Company viz. www.ganeshhousing.com.

Terms of reference:

- (1) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;
- (2) Recommend to Board their appointment and removal;
- (3) Formulation of criteria for evaluation of Independent Directors and the Board;
- (4) Carry out evaluation of every directors' performance;
- (5) Formulate criteria for determining qualification, positive attributes and independence of director;
- (6) Recommend the Board, a Policy, relating to the remuneration for the directors, KMP and other employees and on Board's diversity.

Explanation: Senior Management means personnel who are members of the core management team excluding BOD comprising all members of management one level below the executive directors, including functional heads.

- (7) Other terms of reference as prescribed under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Composition of Committee, Meeting and Attendance of each Member at Meetings:

During the Year under review, the Committee met Four (4) times viz. 30th May, 2016; 14th September, 2016; 20th December, 2016; and 14th February, 2017.

The names of the members of the Committee, its Chairman and the details of meetings attended by them are stated hereunder:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Ashish H Modi	Independent and Non-Executive Director	Chairman	4	4
Dr. Tarang M Desai	Independent and Non-Executive Director	Member	4	4
Ms. Aneri D. Patel	Promoter and Non-Executive Director	Member	4	4

Remuneration of Directors:

The remuneration paid to the Executive Directors viz. Managing Director and Whole-time Director of the Company is recommended by Nomination and Remuneration Committee and approved by the Board of Directors as well as the Shareholders of the Company. The remuneration of the Executive Directors has two components: fixed pay and variable pay. While the fixed pay is paid to the Directors on monthly basis, variable pay includes Commission payable to executive directors which is based on Net Profit of the Company.

Name of Director	Remuneration (p.a.) (₹ in lakhs)	Commission	Perquisites (p.a.) (₹ in lakhs)	Tenure
Dipak G. Patel Whole-time Director	120.00	—	2.15	5 years (Mr. Dipak G. Patel was re-appointed as Whole-time Director of the Company w.e.f. 1 st October, 2012 up to 30 th September, 2017 which was approved by the Members at its meeting held on 29 th September, 2012)
Shekhar G. Patel Managing Director	120.00		1.84	5 years (Mr. Shekhar G. Patel was re-appointed as Managing Director of the Company w.e.f. 1 st July, 2014 up to 30 th June, 2019 which was approved by the members through resolution passed by way of Postal Ballot on 31 st July, 2014)

According to the terms of appointment the above mentioned Directors are entitled to commission of 1% on the net profits of the Company calculated as per the provisions of Sections 197 and 198 of the Companies Act, 2013. During the year under review, the said Directors have waived the commission payable to them.

Apart from sitting fees, non-executive directors do not receive any other consideration except in their professional capacity. Further, the non-executive directors are paid sitting fees within the limits as stipulated under Section 197 of Companies Act, 2013, for attending Board/Committee Meetings. Sitting Fees paid to Directors does not require the approval of Shareholders and Central Government. During the year under review, non-executive directors were paid Sitting Fees as under:

Name of Directors	Amount (₹ in lakhs)
Ms. Aneri D. Patel	0.24
Dr. Bharat J. Patel	0.20
Dr. Tarang M. Desai	0.49
Mr. Ashish H. Modi	0.44
Total	1.37

None of the Directors have been granted Stock Option under Employee Stock Option Scheme (ESOP 2010). As on 31st March, 2017, none of the non-executive directors of the Company held any shares except Mr. Ashish H. Modi, who being an Independent Director, held 11250 shares.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The role of Stakeholders Relationship Committee have been specified as per Regulation 20 of SEBI LODR Regulations read with Part D of the Schedule II thereof.

Terms of Reference:

This Committee is specifically responsible for the Redressal of Shareholders, Debenture holders and other security holders grievances including non-receipt of Annual reports, non-receipt of declared dividend, Transfer/Transmission/Demat of Securities/Issue of Duplicate Certificates, etc. The Committee also oversees the performance of the Registrar & Transfer agents of the Company relating to the investors' services and recommends measures for improvement.

Composition of Committee, Meetings and Attendance of each Member at Meetings:

During the Year under review the Committee held Seventeen (17) meetings viz. 10th May, 2016; 10th June, 2016; 30th June, 2016; 20th July, 2016; 10th August, 2016; 20th August, 2016; 31st August, 2016; 10th September, 2016; 30th September, 2016; 10th October, 2016; 20th October, 2016; 28th October, 2016; 10th November, 2016; 20th December, 2016; 28th February, 2017; 10th March, 2017 and 20th March, 2017. Further, the Committee consists of following:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Ashish H. Modi	Independent and Non-Executive Director	Chairman	17	14
Dr. Tarang M Desai	Independent and Non-Executive Director	Member	17	14
Mr. Shekhar G. Patel	Managing Director	Member	17	17

Name and Designation of Compliance Officer

Mrs. Priti Kapadia, Company Secretary of the Company acts as the Compliance Officer.

Details of complaints received and redressed:

Number of complaints outstanding as on 01/04/2016	:	Nil
Number of complaints received from the investor from 01/04/2016 to 31/03/2017	:	2
Number of complaints solved to the satisfaction of the Investors as on 31/03/2017	:	2
Number of complaints pending as on 31/03/2017	:	Nil

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the three members.

Terms of Reference:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy as per the contents provided under Companies (Corporate Social Responsibility) Rules, 2014 (as amended from time to time) which shall indicate the activities to be undertaken by the company as specified in Schedule VII (as amended from time to time);
- recommend the amount of expenditure to be incurred on the activities; and
- monitor the Corporate Social Responsibility Policy of the company from time to time.

Meeting and Attendance of each Member at Meetings:

The committee met Four (4) times during the financial year ended 31st March, 2017 viz. 27th June, 2016; 14th September, 2016; 20th December, 2016 and 14th March, 2017. The attendance record of the members at the meeting were as follows:

Name	Category	Position	Meetings	
			Held	Attended
Mr. Dipak G. Patel	Chairman & Whole-time Director	Chairman	4	4
Mr. Shekhar G. Patel	Managing Director	Member	4	3
Dr. Tarang M. Desai	Independent and Non-Executive Director	Member	4	4

7. SUBSIDIARY COMPANIES:

As on 31st March, 2017, the Company has Five (5) Subsidiary Companies out of which none is listed on any stock exchanges. Out of the five Subsidiaries, three Subsidiaries viz. Essem Infra Private Limited; Gatil Properties Private Limited and Maheshwari (Thaltej) Complex Private Limited is covered under the criteria of material non-listed Indian Subsidiary Company as defined under Regulation 16(1)(c) of SEBI LODR Regulations. Mr. Ashish H. Modi, Independent Director is on the Board of Essem and Dr. Tarang M. Desai, Independent Director of the Company is a Director on the Board of other two material unlisted subsidiaries. The Company has formulated policy for determining 'material' subsidiaries which has been disclosed on the website of the Company. The web link of the policy is <http://www.ganeshhousing.com/wp-content/pdf/policy-on-material-subsidiaries.pdf>.

Further, the financial statements of said Unlisted Subsidiary Companies were reviewed by the Audit Committee of the Company. The Company has neither disposed of any shares nor sold, dispose and lease any assets of material subsidiary. The Minutes of the Board of Directors of Subsidiary Companies have been regularly placed before the Board of the Company.

A statement of all the significant transactions and arrangements, if any, entered into by the unlisted subsidiary companies were periodically brought to the attention of Board of Directors of the Company.

8. RELATED PARTY TRANSACTIONS:

All transactions entered into with Related Parties during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were certain materially significant transactions with related parties during the financial year which were approved by the member of the Company in the first General Meeting held by the Company after the notification of LODR in terms of sub-regulation (8) of Regulation 23 of SEBI LODR Regulations. For reference, the details of related party transactions as required by the Indian Accounting Standards (IND AS-24) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web link of the policy is <http://www.ganeshhousing.com/wp-content/pdf/policy-on-related-party-transaction.pdf>.

9. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company as per the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

10. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings are as follows:

Year	Date	Time	Venue
2013-2014	15 th September, 2014	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054
2014-2015	30 th September, 2015	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054
2015-2016	30 th September, 2016	3.00 p.m.	Ganesh Corporate House, 100 feet, Hebatpur-Thaltej Road, Nr. Sola Bridge, Off. S. G. Highway, Ahmedabad 380 054

SPECIAL RESOLUTIONS

Two (2) Special Resolutions were put through in the last three years' Annual General Meetings.

One Extra Ordinary General Meeting was held during the year 2016-2017 on 2nd July, 2016.

POSTAL BALLOTS

No Special Resolution was passed during the year 2016-2017 by way postal ballot.

11. DISCLOSURE:

(a) Material Related Party Transaction

During the year 2016-2017, there was no materially significant related party transaction that may have potential conflict with the interests of the Company at large. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes to Accounts - Note No. 38, forming part of the Annual Report.

(b) Compliances

There were neither any instances of non-compliance by the Company nor there were any penalties or strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years.

(c) Whistle Blower

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards against victimization of director(s)/Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism has been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism is available on the website of the Company.

(d) Risk Management

Business risk evaluation and management is an ongoing process within the Company. During the year under review, the Management reviewed the risk management and minimization procedure adopted by the Company covering the business operations of the Company.

(e) Proceeds from public issues, rights issues, preferential issues etc.

During the year under review, the Company has not raised any proceeds from public issue, right issue, preferential issues, etc.

(f) CEO/CFO Certification

In terms of Regulation 17(8) read with part B of Schedule II of SEBI LODR Regulations, the Certification by CEO and CFO has been obtained and the said certification has been placed before the Board Members of the Company for perusal.

(g) Accounting treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

(h) Details of Compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with the applicable mandatory requirements as specified under Regulation 15 of SEBI LODR Regulations. The Company has adopted following non-mandatory requirements as prescribed under Regulation 27(1) read with Part E of Schedule II of the SEBI LODR Regulations.

The Board: Since the company does not have a non-executive chairman it does not maintain such office.

Shareholders Rights: The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website viz. www.ganeshhousing.com. Hence, these are not individually sent to the Shareholders.

Modified Opinion(s) in audit report: There is no modified opinion given in the Auditors' Report on Financial Accounts.

Separate posts of Chairman and CEO: The Company has separate persons appointed for the post of Chairman and Managing Director/CEO.

Reporting of Internal Auditor: The internal auditor directly reports to audit committee.

12. MEANS OF COMMUNICATION:

Intimation to Stock Exchange(s) – Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE Limited and National Stock Exchange of (India) Ltd. in accordance with the requirements of SEBI LODR Regulations through BSE Corporate Compliance & Listing Centre (the "Listing Centre") and NSE Electronic Application Processing System (NEAPS) respectively.

Newspapers – The financial results and other communications of the Company were normally published in 'Financial Express (English)' and 'Financial Express (Gujarati)'.

Website – The financial results were also displayed on the Company's website viz. www.ganeshhousing.com. The Company also keeps on updating its website with other relevant information, as and when required.

The company updates official news releases and any presentations made to the institutional investors or analysts, if any, on its official website viz. www.ganeshhousing.com.

13. GENERAL SHAREHOLDERS INFORMATION:**A. Date, time and venue of 26th Annual General Meeting:**

On Wednesday, 27th September, 2017 at 3.00 p.m.

At: Registered Office of the Company

Ganesh Corporate House

100 Feet Hebatpur – Thaltej Road,

Near Sola Bridge, Off S. G. Highway,

Ahmedabad - 380 054

B. Financial Year:

The year under review is for Twelve (12) months from 1st April, 2016 to 31st March, 2017

C. Financial Calendar:

(Tentative and subject to change for the financial year 2017-2018)

Quarter ending	Release of Results
30 th June, 2017	Second week of August, 2017
30 th September, 2017	Second week of November, 2017
31 st December, 2017	Second week of February, 2018
31 st March, 2018	End of May, 2018
Annual General Meeting for the year ending 31 st March, 2018	End of September, 2018

D. Date of Book Closure:

9th September, 2017 (Saturday) to 20th September, 2017 (Wednesday) (Both the days inclusive)

E. Dividend Payment Date:

The final dividend, if approved by the shareholders, shall be paid on or after 3rd October, 2017, within the statutory time limit.

F. Listing on Stock Exchanges:

BSE LIMITED
25th Floor, P J Towers, Dalal Street,
Fort, Mumbai – 400 001

NATIONAL STOCK EXCHANGE OF INDIA LTD.
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Listing fees for the financial year 2017-2018 have been paid to the aforesaid Stock Exchanges.

The Company has also paid Annual Custodial Fees for financial year 2017-2018 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

G. Stock Code/Symbol:

- (i) BSE Limited
Scrip Code – 526367
Scrip ID – GANESHHOUC
Scrip forms part of Group/Index B/S&P BSE SmallCap.
- (ii) National Stock Exchange of India Ltd.
Company Symbol – GANESHHOUC
- (iii) ISIN Equity shares
NSDL/CDSL – INE 460 C 01014

H. Market Price Data:

The Monthly high/low and the volume of the Company's shares traded on stock exchanges and the Monthly high/low of the said exchanges are as follows:

Month	Company			BSE	
	High (in ₹)	Low (in ₹)	Volume (Nos.)	Sensex (High)	Sensex (Low)
April 2016	120.00	103.00	329651	26100.54	24523.20
May 2016	133.35	102.00	244025	26837.20	25057.93
June 2016	135.20	115.00	117283	27105.41	25911.33
July 2016	134.00	86.00	195429	28240.20	27034.14
August 2016	89.00	78.00	82846	28532.25	27627.97
September 2016	82.55	70.30	123050	29077.28	27716.78
October 2016	83.95	72.00	174549	28477.65	27488.30
November 2016	85.50	58.30	464268	28029.80	25717.93
December 2016	78.20	62.80	352444	26803.76	25753.74
January 2017	80.95	70.20	508839	27980.39	26447.06
February 2017	89.85	76.20	1005440	29065.31	27590.10
March 2017	86.95	74.65	356874	29824.62	28716.21

Month	Company			NSE	
	High (in ₹)	Low (in ₹)	Volume (Nos.)	Nifty (High)	Nifty (Low)
April 2016	121.00	102.75	368779	7992.00	7516.85
May 2016	133.20	102.80	976837	8213.60	7678.35
June 2016	135.00	114.10	661314	8308.15	7927.05
July 2016	139.70	85.75	640498	8674.70	8287.55
August 2016	89.05	77.00	359773	8819.20	8518.15
September 2016	82.85	70.10	562129	8968.70	8555.20
October 2016	84.20	71.90	693643	8806.95	8506.15
November 2016	85.40	58.00	1917860	8598.45	7916.40
December 2016	78.45	62.30	1782694	8274.95	7893.80
January 2017	81.90	70.20	2472859	8672.70	8133.80
February 2017	89.45	75.90	3868315	8982.15	8537.50
March 2017	87.60	74.60	1877253	9218.40	8860.10

I. Registrar and Transfer Agents:

M/s. MCS Share Transfer Agent Limited, 101 Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009, Tel. Nos. 079 - 26580461, 26580462, 26580463, Fax No. 079 - 3007 0678. E-mail: mcsahmd@gmail.com.

J. Share Transfer System:

Transfers in physical form are lodged with the Company/Transfer Agent. The Transfer Agent has complete computerized facility for processing the transfer. After verification of the transfers lodged in physical form, the transfer agent prepares a statement of transfer(s) and accordingly approves the transfer(s) which is reviewed by Stakeholders Relationship Committee of Directors. The share certificate(s) duly transferred are sent by the transfer agent to the transferees, which completes the transaction. In case of any complaint from shareholder(s) for delay in transfer, the matter is actively followed up by the Company with the transfer agent and the same is resolved to the satisfaction of the shareholder(s).

K. Distribution of shareholding (As on March 31, 2017):**(a) On the basis of Nominal value of each Share held**

Range of No. of Equity Shares	No. of Shareholders	Percentage to total Shareholders	No. of shares held	Percentage to total shares held
Up to 500	12203	87.13	1272966	2.60
501 - 1000	797	5.69	613894	1.25
1001 - 2000	429	3.06	636273	1.30
2001 - 3000	165	1.18	421645	0.86
3001 - 4000	70	0.50	246750	0.50
4001 - 5000	61	0.44	279726	0.57
5001 - 10000	114	0.81	816051	1.67
10001 - 50000	108	0.77	2265467	4.62
50001 - 100000	22	0.16	1670586	3.41
100001 - Above	36	0.26	40779461	83.22
TOTAL	14005	100.00	49002819	100.00

(b) On the basis of Category

Category	No. of shares held	Percentage to total shares held
Indian Promoters	27562084	56.25
MF/UTI	2217994	4.53
FIs/Banks	19461	0.04
FIs	2190000	4.47
Corporate Bodies	6621869	13.51
Trust & Foundations	1	0.00
HUF	861920	1.76
NRIS	965015	1.97
Indian Public	8564475	17.48
TOTAL	49002819	100.00

L. Dematerialization of Shares and Liquidity (as on 31st March, 2017):

Electronic/Physical	No. of Shares	Percentage
NSDL	42499682	86.73
CDSL	5962567	12.17
Physical	540570	1.10
Total	49002819	100.00

48462249 equity shares were held in the demat form as on 31st March, 2017, constituting 98.90% of the total paid up share capital.

The shares are actively traded on BSE Limited and National Stock Exchange of India Ltd. For those shareholders who hold the shares in physical form may contact Depository Participant.

M. Outstanding GDRs/ADRs/Warrants or any Convertible instruments conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments till date. Hence, there are no outstanding GDRs/ADRs/Warrants or any Convertible instruments.

N. Plant Locations:

The Company is engaged in Construction of Residential and Commercial Complexes, Real Estate Development business. The Company does not have any plant or factory.

O. Address for Correspondence:

All enquiries, clarifications and Correspondence should be addressed to the Compliance Officer at the following address:

Mrs. Priti Kapadia

Company Secretary

Ganesh Housing Corporation Limited

Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road
Near Sola Bridge, Off. S. G. Highway, Ahmedabad - 380 054

Tel. No. +91 - 79 - 6160 8888

Fax No. +91 - 79 - 6160 8899

E-mail: investors@ganeshhousing.com

P. Compliance Certificate of the Auditors:

A Certificate from the Auditors of the Company M/s. J. M. Parikh & Associates, Chartered Accountants, Ahmedabad confirming the compliance with the conditions of Corporate Governance as stipulated under Clause E of Schedule V of the SEBI LODR Regulations is annexed to the Directors' Report forming part of the Annual Report.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Ganesh Housing Corporation Limited,
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by Ganesh Housing Corporation Limited for the year ended 31st March, 2017 as stipulated in Clause E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and management we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that the Registrars and Share Transfer Agents of the company have maintained records to show the Investors Grievances against the Company and have certified that on 31st March, 2017 there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR J.M. PARIKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 118007W

PLACE : AHMEDABAD
DATE : 21/07/2017

KAUSHAL SHAH
PARTNER
MEMBERSHIP NO.: 127379

AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

GANESH HOUSING CORPORATION LIMITED

Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road,
Near Sola Bridge, Off. S. G. Highway,
Ahmedabad – 380 054

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GANESH HOUSING CORPORATION LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- vi. Secretarial Standards issued by the Institute of Company Secretaries of India.

I have also examined compliance with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules made thereunder, Regulations, guidelines etc. mentioned above.

Further company being engaged in the business of Construction, there are few specific applicable laws to the Company, which requires approvals or compliances under the respective laws, as list out in the **Annexure A**. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said laws.

During the Period under review, provisions of the following Acts, Rules, Regulations, Standards are not applicable to the Company,

- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- ii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed M/s. MCS Share Transfer Agent Limited as Registrar & Share Transfer Agent as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings; and

I further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that –

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that –

During the audit period, Company has issued 16334273 bonus shares to the members of the Company at a ratio 1:2 [i.e. one (1) bonus equity share for every two (2) equity shares held].

Place: Ahmedabad

Signature:

Date: July 21, 2017

Name of Practicing Company

Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410

Note: This Report is to be read with my letter of above date which is annexed as Annexure B and forms an integral part of this report.

Annexure A**List of major Specific Acts applicable to the Company**

1. The Gujarat Town Planning and Urban Development Act, 1976
2. The Special Economic Zones Act, 2005
3. The Gujarat Special Economic Zone Act, 2004
4. The Environment (Protection) Act, 1986
5. Gujarat Land Revenue Code, 1879
6. The Gujarat Tenancy & Agricultural Lands Act, 1948
7. The Registration Act, 1908
8. The Indian Stamp Act, 1899
9. The Transfer of Property Act, 1882
10. The Gujarat Stamp Act, 1958
11. The Gujarat Ownership Flats Act, 1973
12. The Indian Contract Act, 1872
13. The Contract Labour (Regulation and Abolition) Act, 1970
14. The Gujarat Shops and Establishments Act, 1948
15. The Building and other construction worker (Regulation of Employment and Conditions of Services) Act, 1996

Annexure B

To,

The Members,

GANESH HOUSING CORPORATION LIMITED

Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road,
Near Sola Bridge, Off. S. G. Highway,
Ahmedabad – 380 054

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad

Signature:

Date : July 21, 2017

Name of Practicing Company

Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410

EXTRACT OF ANNUAL RETURN

FORM NO. MGT-9

As on the financial year ended on 31/03/2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L45200GJ1991PLC015817
ii)	Registration Date:	13 th June, 1991
iii)	Name of the Company:	GANESH HOUSING CORPORATION LIMITED
iv)	Category/Sub-Category of the Company:	Category – Company Limited by Shares Sub-Category – Indian Non-Government Company
v)	Address of the registered office and contact details:	Ganesh Corporate House, 100 Feet Hebatpur – Thaltej Road, Near Sola Bridge, Off S. G. Highway, Ahmedabad - 380 054, Gujarat, India (T): +91-079-61608888 (F): +91-079-61608899 (W): www.ganeshhousing.com (E): groupcompanies.62@gmail.com
vi)	Whether listed Company:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	MCS Share Transfer Agent Limited 101 Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 (P): +91-79-2658 0461, 2658 0462, 2658 0463 (F): +91-79-3007 0678 Email: mcsahmd@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Construction and Real Estate Development	4100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Yash Organiser Private Limited	U45200GJ2006PTC047727	Subsidiary	100.00%	2(87)(ii)
2.	Gatil Properties Private Limited	U45201GJ2002PTC041354	Subsidiary	69.10%	2(87)(ii)
3.	Shaily Infrastructure Private Limited	U45201GJ2002PTC041178	Subsidiary	51.00%	2(87)(ii)
4.	Maheshwari (Thaltej) Complex Private Limited	U45201GJ2002PTC041055	Subsidiary	100.00%	2(87)(ii)
5.	Essem Infra Private Limited	U45200GJ2015PTC082484	Subsidiary	75.00%	2(87)(ii)

IV. SHARE HOLDING PATTERN:

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2016				No. of Shares held at the end of the year i.e. 31/03/2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	1,80,68,953	NIL	1,80,68,953	55.31	2,71,03,429	NIL	2,71,03,429	55.31	NIL
b) Central Govt. or State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corporates	3,05,770	NIL	3,05,770	0.94	4,58,655	NIL	4,58,655	0.94	NIL
d) Bank/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total (A)(1):	1,83,74,723	NIL	1,83,74,723	56.25	2,75,62,084	NIL	2,75,62,084	56.25	NIL
(2) Foreign									
a) NRI – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any other...	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total (A)(2):	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	1,83,74,723	NIL	1,83,74,723	56.25	2,75,62,084	NIL	2,75,62,084	56.25	NIL
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	24,41,785	NIL	24,41,785	7.47	22,17,994	NIL	22,17,994	4.53	-2.94
b) Banks/FI	6,354	NIL	6,354	0.02	19,461	NIL	19,461	0.04	+0.02
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Fund	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIS	18,95,000	NIL	18,95,000	5.80	21,90,000	NIL	21,90,000	4.47	-1.33
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
SUB TOTAL (B)(1):	43,43,139	NIL	43,43,139	13.29	44,27,455	NIL	44,27,455	9.04	-4.25

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2016				No. of Shares held at the end of the year i.e. 31/03/2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
a) Bodies corporates									
i) Indian	44,26,539	34,090	44,60,629	13.65	65,78,484	43,385	66,21,869	13.51	-0.14
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	18,10,401	2,91,844	21,02,245	6.43	30,89,911	4,21,675	35,11,586	7.16	+0.72
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh	30,11,794	1,200	30,23,794	9.26	50,21,389	31,500	50,52,889	10.31	+1.05
c) Others (specify)									
Trust & Foundation	1	NIL	1	NIL	1	NIL	1	NIL	NIL
Hindu Undivided Family	2,28,501	30	2,28,531	0.70	8,61,875	45	8,61,920	1.76	+1.06
Non Resident Indian	1,06,124	29,360	1,35,484	0.41	9,21,050	43,965	9,65,015	1.97	+1.56
SUB TOTAL (B)(2):	95,83,360	3,67,324	99,50,684	30.46	1,64,72,710	5,40,570	1,70,13,280	34.70	+4.25
Total Public Shareholding (B) = (B) (1)+(B)(2)	1,39,26,499	3,67,324	1,42,93,823	43.75	2,09,00,165	5,40,570	2,14,40,735	43.75	NIL
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
GRAND TOTAL (A+B+C)	3,23,01,222	3,67,324	3,26,68,546	100.00	4,84,62,249	5,40,570	4,90,02,819	100.00	NIL

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01/04/2016			Shareholding at the end of the year i.e. 31/03/2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Dipak Govindbhai Patel	62,29,117	19.07	16.60	93,43,675	19.07	8.93	NIL
2.	Shekhar Govindbhai Patel	69,94,390	21.41	16.82	1,04,91,585	21.41	1.81	NIL

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01/04/2016			Shareholding at the end of the year i.e. 31/03/2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
3.	Lalitaben Govindbhai Patel	45,53,436	13.94	NIL	68,30,154	13.94	NIL	NIL
4.	Sapanaben Dipakkumar Patel	1,77,560	0.54	NIL	2,66,340	0.54	NIL	NIL
5.	Shri Ganesh Construction Private Limited	3,05,770	0.94	NIL	4,58,655	0.94	NIL	NIL
6.	Jayantibhai C Patel	50,250	0.15	NIL	75,375	0.15	NIL	NIL
7.	Hemang Jayantibhai Patel	32,100	0.10	NIL	48,150	0.10	NIL	NIL
8.	Kailashben Jayantilal Patel	32,100	0.10	NIL	48,150	0.10	NIL	NIL
	Total	1,83,74,723	56.25	33.42	2,75,62,084	56.25	10.74	NIL

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year i.e. 01/04/2016		Cumulative Shareholding during the year i.e. 31/03/2017	
		No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1.	Dipak Govindbhai Patel				
	At the beginning of the year	62,29,117	19.07	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	31,14,558	—	93,43,675	19.07
	At the End of the year	—	—	93,43,675	19.07
2.	Shekhar Govindbhai Patel				
	At the beginning of the year	69,94,390	21.41	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	34,97,195	—	1,04,91,585	21.41
	At the End of the year	—	—	1,04,91,585	21.41
3.	Lalitaben Govindbhai Patel				
	At the beginning of the year	45,53,436	13.94	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	22,76,718	—	68,30,154	13.94
	At the End of the year	—	—	68,30,154	13.94
4.	Sapanaben Dipakkumar Patel				
	At the beginning of the year	1,77,560	0.54	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	88,780	—	2,66,340	0.54
	At the End of the year	—	—	2,66,340	0.54

Sr. No.	Particulars	Shareholding at the beginning of the year i.e. 01/04/2016		Cumulative Shareholding during the year i.e. 31/03/2017	
		No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
5.	Shri Ganesh Construction Private Limited				
	At the beginning of the year	3,05,770	0.94	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	1,52,885	—	4,58,655	0.94
	At the End of the year	—	—	4,58,655	0.94
6.	Jayantibhai C Patel				
	At the beginning of the year	50,250	0.15	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	25,125	—	75,375	0.15
	At the End of the year	—	—	75,375	0.15
7.	Hemang Jayantibhai Patel				
	At the beginning of the year	32,100	0.10	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	16,050	—	48,150	0.10
	At the End of the year	—	—	48,150	0.10
8.	Kailashben Jayantilal Patel				
	At the beginning of the year	32,100	0.10	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	16,050	—	48,150	0.10
	At the End of the year	—	—	48,150	0.10

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. 01/04/2016		*Date	Increase / Decrease in Shareholding		Reason	Cumulative Shareholding at the end of the year i.e. 31/03/2017	
		No. of Shares	% of total Shares of the Company		No. of Shares	% of Shares		No. of Shares	% of total Shares of the Company
1.	Citigroup Global Markets Mauritius Private Limited	435000	1.33	—	—	—	—	—	—
				22/04/2016	-300000	-0.92	Sale of Shares	135000	0.41
				29/04/2016	-135000	-0.41	Sale of Shares	NIL	NIL
				31/03/2017	—	—	—	NIL	NIL
2.	Reliance Capital Trustee Company Limited A/C Reliance Growth Fund	1725583	5.28	—	—	—	—	—	—
				29/04/2016	-1725583	-5.28	Sale of Shares	NIL	NIL
				31/03/2017	—	—	—	NIL	NIL

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. 01/04/2016		*Date	Increase / Decrease in Shareholding		Reason	Cumulative Shareholding at the end of the year i.e. 31/03/2017	
		No. of Shares	% of total Shares of the Company		No. of Shares	% of Shares		No. of Shares	% of total Shares of the Company
3.	C. D. Integrated Services Limited	693427	2.12						
				08/04/2016	+1957	+0.00	Purchase of Shares	695384	2.12
				Credited on 27/07/2016	+347692	—	Bonus Allotment	1043076	2.12
				16/09/2016	+35000	+0.08	Purchase of Shares	1078076	2.20
				07/10/2016	+2500	+0.00	Purchase of Shares	1080576	2.20
				04/11/2016	-2500	-0.00	Sale of Shares	1078076	2.20
				18/11/2016	-1078076	-2.20	Sale of Shares	NIL	NIL
				31/03/2017				NIL	NIL
4.	Copthall Mauritius Investment Limited	895000	2.74	—	—	—	—		
				Credited on 27/07/2016	+447500	—	Bonus Allotment	1342500	2.74
				31/03/2017	—	—	—	1342500	2.74
5.	Reliance Capital Trustee Company Limited A/C Reliance Growth Fund	710000	2.17	—	—	—	—		
				29/04/2016	+1725583	+5.28	Purchase of Shares	2435583	7.45
				03/06/2016	-95148	-0.29	Sale of Shares	2340435	7.16
				10/06/2016	-47400	-0.14	Sale of Shares	2293035	7.02
				30/06/2016	-1300	-0.00	Sale of Shares	2291735	7.02
				08/07/2016	-13600	-0.04	Sale of Shares	2278135	6.98
				15/07/2016	-57550	-0.18	Sale of Shares	2220585	6.80
				22/07/2016	-18275	-0.05	Sale of Shares	2202310	6.75
				Credited on 27/07/2016	+1109542	—	Bonus Allotment	3311852	6.75
				19/08/2016	-7500	-0.01	Sale of Shares	3304352	6.74
				26/08/2016	-35800	-0.07	Sale of Shares	3268552	6.67
				02/09/2016	-4600	-0.00	Sale of Shares	3263952	6.67
				28/10/2016	-11950	-0.02	Sale of Shares	3252002	6.65
				04/11/2016	-54600	-0.12	Sale of Shares	3197402	6.53
				25/11/2016	+12000	+0.02	Purchase of Shares	3209402	6.55
				02/12/2016	-200000	-0.41	Sale of Shares	3009402	6.14
				09/12/2016	-1150	0.00	Sale of Shares	3008252	6.14
				16/12/2016	-70000	-0.14	Sale of Shares	2938252	6.00
				23/12/2016	-73000	-0.15	Sale of Shares	2865252	5.85
				06/01/2017	-128150	-0.26	Sale of Shares	2737102	5.58
				13/01/2017	-2400	0.00	Sale of Shares	2734702	5.58
				20/01/2017	-171450	-0.35	Sale of Shares	2563252	5.23
				27/01/2017	-18750	-0.03	Sale of Shares	2544502	5.20
				03/02/2017	-336300	-0.69	Sale of Shares	2208202	4.51
				31/03/2017	—	—	—	2208202	4.51

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. 01/04/2016		*Date	Increase / Decrease in Shareholding		Reason	Cumulative Shareholding at the end of the year i.e. 31/03/2017	
		No. of Shares	% of total Shares of the Company		No. of Shares	% of Shares		No. of Shares	% of total Shares of the Company
6.	Bimalbhai K Patel/ Kalpeshbhai K Patel/ Savitaben Keshubhai Patel	444720	1.36	—	—	—	—	—	—
				Credited on 27/07/2016	+222360	—	Bonus Allotment	667080	1.36
				31/03/2017	—	—	—	667080	1.36
7.	Payone Enterprises Private Limited	750000	2.30	—	—	—	—		
				Credited on 27/07/2016	+375000	—	Bonus Allotment	1125000	2.30
				31/03/2017	—	—	—	1125000	2.30
8.	Kaizen Finstock Private Limited	850040	2.60	—	—	—	—	—	—
				15/04/2016	-850040	-2.60	Sale of Shares	Nil	Nil
				24/06/2016	+800040	+2.45	Purchase of Shares	800040	2.45
				Credited on 27/07/2016	+400020	—	Bonus Allotment	1200060	2.45
				02/09/2016	-1200060	-2.45	Sale of Shares	NIL	NIL
				31/03/2017	—	—	—	NIL	NIL
9.	Bimalbhai K Patel	321270	0.98	—	—	—	—	—	—
				Credited on 27/07/2016	+160635	—	Bonus Allotment	481905	0.98
				31/03/2017	—	—	—	481905	0.98
10.	Monsoon Infrastructure & Reality Co-invest Limited	565000	1.73	—	—	—	—	—	—
				Credited on 27/07/2016	+282500	—	Bonus Allotment	847500	1.73
				31/03/2017	—	—	—	847500	1.73
11.	Mahima Stocks Private Limited	+321000	+0.98	—	—	—	—	—	—
				22/04/2016	+321000	+0.98	Purchase of Shares	321000	0.98
				Credited on 27/07/2016	+160500	—	Bonus Allotment	481500	+0.98
				03/02/2017	-481500	-0.98	Sale of Shares	Nil	Nil
				31/03/2017	—	—	—	Nil	Nil
12.	Kunvarji Finstock Private Limited	64324	0.19	—	—	—	—	—	—
				15/04/2016	+850040	+2.61	Purchase of Shares	914364	2.80
				22/04/2016	-10400	-0.03	Sale of Shares	903964	2.77
				20/05/2016	-50000	-0.15	Sale of Shares	853964	2.62
				03/06/2016	+10400	+0.03	Purchase of Shares	864364	2.65
				24/06/2016	-836040	-2.56	Sale of Shares	28324	0.09
				Credited on 27/07/2016	+14162	—	Bonus Allotment	42486	0.09
				09/09/2016	+13000	+0.03	Purchase of Shares	55486	0.12
				11/11/2016	+7500	+0.01	Purchase of Shares	62986	0.13
				18/11/2016	+6000	+0.01	Purchase of Shares	68986	0.14
				02/12/2016	+15000	+0.03	Purchase of Shares	83986	0.17
				23/12/2016	-7500	-0.01	Sale of Shares	76486	0.16
				31/03/2017	—	—	—	76486	0.16

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. 01/04/2016		*Date	Increase / Decrease in Shareholding		Reason	Cumulative Shareholding at the end of the year i.e. 31/03/2017	
		No. of Shares	% of total Shares of the Company		No. of Shares	% of Shares		No. of Shares	% of total Shares of the Company
13.	Gautam Prakash	0	0	—	—	—	—	—	—
				29/04/2016	+435000	+1.33	Purchase of Shares	435000	1.33
				Credited on 27/07/2016	+217500	—	Bonus Allotment	652500	1.33
				31/03/2017	—	—	—	652500	1.33
14.	C. D. Integrated Services Limited	269211	0.83	—	—	—	—	—	—
				03/06/2016	+70000	+0.21	Purchase of Shares	339211	1.04
				10/06/2016	+35000	+0.11	Purchase of Shares	374211	1.15
				27/07/2016	+199105	+0.02	Purchase of Shares and Bonus Allotment	573316	1.17
				26/08/2016	+20000	+0.04	Purchase of Shares	593316	1.21
				02/09/2016	+5000	+0.01	Purchase of Shares	598316	1.22
				07/10/2016	+15000	+0.03	Purchase of Shares	613316	1.25
				31/12/2016	-82000	-0.17	Sale of Shares	531316	1.08
				06/01/2017	+26000	+0.06	Purchase of Shares	557316	1.14
				13/01/2017	+67500	+0.14	Purchase of Shares	624816	1.28
				31/03/2017	-624816	-1.28	Sale of Shares	NIL	NIL
15.	Kunvarji Fincorp Private Limited	0	0	—	—	—	—	0	0
				02/09/2016	+1296060	+2.64	Purchase of Shares	1296060	2.64
				30/09/2016	-257000	-0.52	Sale of Shares	1039060	2.12
				11/11/2016	-22500	-0.05	Sale of Shares	1016560	2.07
				23/12/2016	+7500	+0.02	Purchase of Shares	1024060	2.09
				31/03/2017	—	—	—	1024060	2.09
16.	Janpath Marketing Private Limited	0	0	—	—	—	—	0	0
				18/11/2016	+972641	+1.98	Purchase of Shares	972641	1.98
				31/03/2017	—	—	—	972641	1.98
17.	Chartered Finance & Leasing Limited	0	0	—	—	—	—	0	0
				31/03/2017	+481500	+0.98	Purchase of Shares	481500	0.98

Note: The date of increase/decrease is not the actual date. The said date is the closing date on which we receive data from Registrar and Transfer Agent which is generally Friday.

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year 01/04/2016		Cumulative Shareholding during the year 31/03/2017	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total shares of the Company
	DIRECTORS				
1.	Shekhar Govindbhai Patel, Managing Director	69,94,390	21.41	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	34,97,195	—	1,04,91,585	21.41
	At the End of the year	—	—	1,04,91,585	21.41
2.	Dipak Govindbhai Patel, Chairman & Whole-time Director	62,29,117	19.07	—	—
	Increase due to allotment of Bonus Shares Credited on 27/07/2016	31,14,558	—	93,43,675	19.07
	At the End of the year	—	—	93,43,675	19.07
3.	Dr. Bharat J. Patel, Independent Director	Nil	Nil	Nil	Nil
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	—	—	—	—
	At the End of the year	Nil	Nil	Nil	Nil
4.	Dr. Tarang M. Desai, Independent Director	Nil	Nil	Nil	Nil
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	—	—	—	—
	At the End of the year	Nil	Nil	Nil	Nil
5.	Mr. Ashish H. Modi, Independent Director	7500	0.02	Nil	Nil
	Increase due to allotment of Bonus Shares credited on 27/07/2016	3750	—	11,250	0.02
	At the End of the year	—	—	11,250	0.02
6.	Ms. Aneri D. Patel, Non-executive Director	Nil	Nil	Nil	Nil
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	—	—	—	—
	At the End of the year	Nil	Nil	Nil	Nil
	KEY MANAGERIAL PERSONNEL (KMPs)				
1.	Nilesh Shah, Chief Financial Officer	350	Nil	—	—
	Increase due to allotment of Bonus Shares credited on 27/07/2016	175	Nil	525	Nil
	Sold on 09/11/2016	350	Nil	175	Nil
	Sold on 29/11/2016	175	Nil	Nil	Nil
	At the End of the year	—	—	Nil	Nil
2.	Priti Jani, Company Secretary	Nil	Nil	Nil	Nil
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	—	—	—	—
	At the End of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹ lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	26652.40	2375.00	0.00	29027.4
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	79.69	253.18	0.00	332.87
Total (i + ii + iii)	26732.09	2628.18	0.00	29360.27
Change in Indebtedness during the financial year				
– Addition	24820.00	249.99	0.00	25069.99
– Reduction	18714.78	175.70	0.00	18890.48
Net Change	6105.22	74.29	0.00	6179.51
Indebtedness at the end of the financial year				
i) Principal Amount	32837.31	2377.50	0.00	35214.81
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	187.17	324.97	0.00	512.14
Total (i+ii+iii)	33024.48	2702.47	0.00	35726.95

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹ lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		
		Shekhar G. Patel, Managing Director	Dipak G. Patel, Chairman & Whole-time Director	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	120.00	120.00	240.00
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1.84	2.15	3.99
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	– as % of profit	—	—	—
	– Others, specify...	—	—	—
5.	Others, Please Specify	—	—	—
	Total (A)	121.84	122.15	243.99
	Ceiling as per the Act	₹ 613.77 lakhs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		

B. Remuneration to other directors:

(Amount in ₹ lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors				
		Dr. Bharat J. Patel	Dr. Tarang M. Desai	Ashish H. Modi	Aneri D. Patel	Total Amount
1.	Independent Directors:					
	• Fee for attending board committee meetings	0.20	0.49	0.44	—	1.13
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (1)	0.20	0.49	0.44	—	1.13
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings	—	—	—	0.24	0.24
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (2)	—	—	—	0.24	0.24
	Total (B)=(1+2)	0.20	0.49	0.44	0.24	1.37
	Overall Ceiling as per the Act	₹ 61.37 lakhs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013).				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amount in ₹ lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO (Nilesh Shah)	Company Secretary (Priti Jani)	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	13.62	8.31	21.93
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	—	—	—
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	– as % of profit	—	—	—
	– Others, specify...	—	—	—
5.	Others	—	—	—
	Total	13.62	8.31	21.93

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

For & on behalf of Board of Directors

Tarang M. Desai**Shekhar G. Patel**Director
(DIN: 00005100)Managing Director
(DIN: 00005091)Date : 21st July, 2017

Place : Ahmedabad

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A Brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or programmes:

Longevity and success for a company comes from living in harmony with the context, which is the community and society. The main objective of CSR policy encompasses the ideas of corporate governance, sustainable wealth creation, corporate philanthropy and advocacy for the goals of the community. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. Our CSR initiatives focus on Education and Environment. Apart from this the Company has also undertaken other CSR projects as provided under Schedule VII.

The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at the web link: <http://www.ganeshhousing.com/wp-content/pdf/corporate-social-responsibility-policy.pdf>.

2. The Composition of CSR Committee: Mr. Dipak G. Patel, Chairman; Mr. Shekhar G. Patel, Member and Dr. Tarang M. Desai, Member
3. Average net profit of the Company for last three financial years: ₹ 1,47,34,69,203/-
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 98,23,128/-
5. Details of CSR spend for the financial year:
 - a) Total amount to be spent for the financial year: ₹ 98,23,128/-
 - b) Amount unspent, if any: Nil
 - c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and District where Projects or Programmes were undertaken	Amount Outlay (budget) Project or Programmes wise (₹ in lakhs)	Amount Spent on the Projects or Programmes Sub-heads: (1) Direct Expenditure (2) Overheads (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount Spent: Direct or through implementation agency
1.	Plantation and maintenance of saplings and other activities for protection of environment	Ensuring environmental sustainability & ecological balance	Gujarat, Ahmedabad	18.50	18.59	18.59	Direct
2.	Promotion of Education including Special Education and Other Initiatives	Promoting education	Gujarat, Ahmedabad	35.75	35.86	35.86	Direct and Implementation agency

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and District where Projects or Programmes were undertaken	Amount Outlay (budget) Project or Programmes wise (₹ in lakhs)	Amount Spent on the Projects or Programmes Sub-heads: (1) Direct Expenditure (2) Overheads (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount Spent: Direct or through implementation agency
3.	Promotion of Nationally recognized sports	Promotion of Nationally recognized sports	Gujarat, Ahmedabad	14.50	14.71	14.71	Direct and Implementation agency
4.	Promotion of Health Care	Promotion of Health Care	Gujarat, Ahmedabad	2.00	2.00	2.00	Direct
5.	Promotion of livelihood enhancement Project	Promoting livelihood enhancement project	Gujarat, Ahmedabad	27.50	27.50	27.50	Implementation agency
TOTAL				98.25	98.66	98.66	

* Implementation agency: Samvedana Trust, Shatayu, GIHED, etc.

6. In case the Company has failed to spend two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: *Not Applicable*
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For Ganesh Housing Corporation Limited

Shekhar G. Patel
Managing Director
(DIN: 00005091)

For and on behalf of the Corporate Social
Responsibility Committee of Ganesh Housing
Corporation Limited

Dipak G. Patel
Chairman of the Committee
(DIN: 00004766)

INDEPENDENT AUDITORS' REPORT

To the Members of:

GANESH HOUSING CORPORATION LIMITED,

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of GANESH HOUSING CORPORATION LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS financial statement").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatements.

An Audit involves performing procedures to obtain Audit Evidence about the amounts and Disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the Auditor's judgments, including the assessment of risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An Audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order"), issued by the Central Government of

India in terms of sub-section (11) of section 143 of the Act, We give in the Annexure – A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and beliefs were necessary for the purposes of our audit;
- b. In our opinion proper books of accounts as required by Law have been kept by the Company so far as it appears from our examinations of those books;
- c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account;
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules issued there under;
- e. On the basis of written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure – B.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The company has disclosed the impact of pending litigations as at 31st March, 2017 on its financial position in its standalone financial statements as referred to in Note No. 39(A) to (E) to the standalone Ind AS financial statements.
- ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2017.
- iv. The company has provided requisite disclosures in the standalone Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(e) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on the audit procedure performed and the representations provided to us by the management, we report that the disclosure are in accordance with the books of account maintained by the Company and as produced to us by the Management. Refer note no. 47 to the standalone Ind AS financial statement.

For J.M. Parikh & Associates
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner

Place: Ahmedabad
Date: 30/05/2017

Membership No. 127379

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

To the Members of:

GANESH HOUSING CORPORATION LIMITED,

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our Report of even date to the standalone Ind AS financial statements of the company for the year ended 31st March, 2017:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The company is accounting various construction projects being built by it, as inventory. There is a continuous monitoring of the construction projects. Hence, the question of physical verification of the project does not arise. In case of Inventory of Raw materials, it has been physically verified during the year by the management. The inventory shown in the accounts is in the nature of various construction projects. Hence, normal inventory records associated with manufacturing companies are not being kept. However, the company is maintaining the necessary records to our satisfaction. No discrepancies were noticed on verification between the physical stocks and book records.
- (iii) The company has not granted any loan to any company, Limited Liability Partnership, Firm and other party covered in the Register maintained under section 189 of the Companies Act, 2013. However, by way of abundant caution we are giving opinion of business advances given by the company. The company has granted unsecured business advances to seven companies covered in the Register maintained under section 189 of the Companies Act, 2013.
- (a) The business advances granted to the companies listed in the Register maintained under Section 189 of the Companies Act, 2013 are not prima facie prejudicial to the interest of the company.
- (b) The business advances granted to the companies listed in the Register maintained under Section 189 of the Companies Act, 2013 are Interest free & repayable on demand. Hence, the question of payment of interest and regular repayment of principal amount does not arise.
- (c) There is no overdue amount in respect of the business advances granted to the companies listed in the Register maintained under Section 189 of the Companies Act, 2013, as the business advances are repayable on demand.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 with respect to the loans, guaranties, securities and investments made.
- (v) The company has not accepted any public deposit within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Therefore, the provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the company pursuant to the rules made by the Central Government of India under sub-section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and based on our examination of the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues with the appropriate authorities have been generally regularly deposited.

According to the information and explanations given to us no other undisputed amounts payable in

respect of the aforesaid dues were outstanding as at 31st March, 2017 for a period of more than six months from the date of becoming payable except Dividend Distribution Tax for F.Y. 2015-2016 of ₹ 19951643/-.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Valued Added Tax and Cess, which have not been deposited on account of any dispute other than the following:

Name of Statute	A.Y.	Demand Raised Amt. ₹	Demand Paid Amt. ₹	With whom dispute is pending
Income Tax	2007-2008	127343870/-	0	ITAT, Ahmedabad
Income Tax	2008-2009	494887706/-	143095169/-	ITAT, Ahmedabad
Income Tax	2009-2010	44176840/-	40000000/-	ITAT, Ahmedabad
Income Tax	2009-2010	10331651/-	1000000/-	ITAT, Ahmedabad
Income Tax	2012-2013	20809200/-	1000000/-	ITAT, Ahmedabad

- (viii) In our opinion and according to the information and explanations given to us by the management and based on our examination of the records of the company, the outstanding repayment to a bank and financial institutions at the end of the financial year have been paid by the date of our audit report. The Company has not taken any loan from the government. The Company had issued debentures which were repaid during the year. There was no default in repayment of Debentures.
- (ix) According to the information and explanations given to us and based on our examination of the records of the company, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year in course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, The Company has paid/provided for managerial remuneration in accordance with the requisite approval

mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Hence the question of complying with provisions of section 192 of Companies Act, 2013 does not arise. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah

Partner

Place: Ahmedabad
Date: 30/05/2017

Membership No. 127379

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

To the Members of:

GANESH HOUSING CORPORATION LIMITED,

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Ganesh Housing Corporation Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to

obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial

reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J.M. Parikh & Associates

Chartered Accountants

FRN: 118007W

Kaushal Shah

Partner

Membership No. 127379

Place: Ahmedabad

Date: 30/05/2017

BALANCE SHEET

as at 31st March, 2017

In ₹

Particular	Note	As at the End of Current Reporting Period 31/03/2017	As at the End of Previous Reporting Period 31/03/2016	As at 01/04/2015
ASSETS				
Non-current assets				
Property Plant and Equipment	1	2102386024	2114026042	2114949745
Capital work-in-progress		0	20122583	0
Other Intangible assets	2	1587051	1017493	1912964
Financial Assets				
Investments	3	2054790659	1932321010	1932348747
Loans	4	353158737	147018518	317171642
		4511922471	4214505646	4366383098
Current assets				
Inventories	5	370673111	344591392	291135274
Financial Assets				
Trade receivables	6	595446028	988361889	1776336413
Cash and cash equivalents	7	62294567	126382116	200264230
Bank balances other than above	8	240239055	186047842	0
Loans	9	5758960793	4776347412	3457860256
Other current assets	10	319924393	286067592	330818514
		7347537947	6707798243	6056414687
TOTAL ASSETS		11859460418	10922303889	10422797785
Equity				
Equity Share capital	11	490028190	326685460	326685460
Other Equity	12	6882458006	6790684652	6491630789
		7372486196	7117370112	6818316249
Non-current liabilities				
Financial Liabilities				
Borrowings	13	1708304751	1670647531	965559003
Provisions	14	0	0	1601356
Deferred tax liabilities (Net)	15	10551202	9469072	6955485
Other non-current liabilities	16	192331309	208023320	226203167
		1911187262	1888139923	1200319011
Current liabilities				
Financial Liabilities				
Borrowings	17	374391625	427114747	601522419
Trade payables	18	192656279	195548878	256947362
Other current financial liabilities	19	1509285651	836444365	1259541440
Other current liabilities	20	304764404	349956278	211966900
Current Tax Liabilities (Net)	21	194689001	107729586	74184404
		2575786960	1916793854	2404162525
TOTAL EQUITY AND LIABILITIES		11859460418	10922303889	10422797785
Significant Accounting Policies & Notes Forming Part of Accounts				

1 to 47

As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

STATEMENT OF PROFIT & LOSS

for the year ended on 31st March, 2017

In ₹

Particular	Note	For the Current Reporting Period 2016-2017	For the Previous Reporting Period 2015-2016
I INCOME:			
Revenue from Operations	22	1777350830	1983245225
Other Income	23	16421167	12430771
TOTAL INCOME		1793771997	1995675996
II EXPENSES:			
Cost of Material Consumed	24	408924823	719885011
Changes in Inventories	25	(28231827)	(79207910)
Employee Benefit Expenses	26	123655910	107850048
Finance Cost	27	518062728	527008255
Other Expenses	28	145928061	130074812
Depreciation and Amortisation Expense		32966653	34755909
TOTAL EXPENSES		1201306348	1440366125
III Profit Before Tax		592465649	555309871
IV Less: Tax Expenses:			
Current Tax	(209749712)		(150562133)
Deferred Tax	(948719)		(2261510)
		(210698431)	(152823643)
V Profit for the period		381767218	402486228
VI Other Comprehensive Income		0	0
Total of Other Comprehensive Income		0	0
VII Total Comprehensive Income for the period		381767218	402486228
VIII Earning Per share [In ₹]	40		
(Face value of ₹ 10 per share)			
– Basic		8.76	9.24
– Diluted		8.76	9.24
IX Significant Accounting Policies & Notes Forming Part of Accounts	1 to 47		

As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

CASH FLOW STATEMENT

for the year 2016-2017

In ₹

Particular	Note	2016-2017	2015-2016
A Cash Flow From Operating Activities:			
Profit Before Tax		592465649	555309871
Provision For Taxation		(209749712)	(150562133)
Deferred Tax		(948719)	(2261510)
		(210698431)	(152823643)
Net Profit After Tax		381767218	402486228
Add/Less Adjustments For			
Depreciation		32966653	34755909
Interest Expenses		518062728	527008255
Employees Stock option scheme		(8693853)	(1511496)
Notional Corporate Guarantee Income		(2290417)	0
Interest Income		(16421167)	(12430771)
		523623944	547821897
Operating Profit Before Working Capital Changes		905391162	950308125
Add/Less Adjustments For			
Inventories		(26081719)	(53456118)
Trade And Other Receivables		392915861	787974524
Other Current Assets		(33856801)	44750922
Trade Payables		(2892599)	(61398484)
Other Current Liabilities		744042059	(517558400)
Increase In Deferred Tax Liabilities/Assets		1082130	2513587
		1075208931	202826031
Taxes Paid (Net)		(45125243)	246214682
Net Cash Generated From Operations		1030083688	449040713
B Cash Flow From Investing Activities:			
Purchase of Fixed Assets		(25083195)	(33085769)
Capital Work In Progress		20122583	(20122583)
Sale of Fixed Assets		3187002	149034
Investments Made		(122469649)	27737
Movement In Loans & Advances		(1188753600)	(1148334032)
Interest Received		16421167	12430771
Net Cash Used In Investing Activities		(1296575692)	(1188934842)

In ₹

Particular	Note	2016-2017	2015-2016
C Cash Flow From Financing Activities:			
Changes in Share Capital		163342730	0
Changes in Security Premium		(163342730)	0
Changes in Borrowings		(15065902)	530680856
Finance Cost Paid		(515772311)	(527008255)
Dividend Paid (Including Dividend Distribution Tax)		(117957281)	(101920869)
Net Cash Used In Financing Activities		(648795494)	(98248268)
Net Increase In Cash And Cash Equivalents		(9896336)	112165728
Opening Balance of Cash And Cash Equivalents		312429958	200264230
Closing Balance of Cash And Cash Equivalents*		302533622	312429958
Components of Cash and Cash Equivalents			
Cash on hand		1712974	1252520
Balances with Banks*		60581593	125129596
Other Balances other than above		240239055	186047842
Total		302533622	312429958

* Include towards Unclaimed Dividend of ₹ 3136884/- (Pre. Yr. ₹ 14671297/-)

Significant Accounting Policies

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As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

for the year ended on 31/03/2017

for the year ended on 31/03/2017

A. EQUITY SHARE CAPITAL					In ₹			
Balance at the Beginning of 1.04.2015	Changes in Equity Share Capital during 2015-16	Balance at the end of Reporting Period 31.03.2016	Changes in Equity Share Capital during 2016-17	Balance at the end of Reporting Period 31.03.2017				
326685460	0	326685460	163342730	490028190				
3. OTHER EQUITY								
Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Employee Stock Option Outstanding	Total	
			Capital Reserve	Securities Premium Reserve	General Reserves			Retained Earnings/ profit & loss
Balance as at 1.04.2015			2453103844	511585910	3498329663	0	28611372	6491630789
Total Comprehensive Income for the year					402486228			402486228
Dividends					(84938220)			(84938220)
Tax on Dividends					(16982649)			(16982649)
Transfer from profit & loss				1000000	(76000000)	75000000		0
Employee Stock Options (Net)							(1511496)	(1511496)
Balance as at 31.03.2016			2453103844	512585910	3722895022	75000000	27099876	6790684652
Add : Ind AS Adjustments					0			0
Total Comprehensive Income for the year					381767218			381767218
Dividends					(98005638)			(98005638)
Tax on Dividends					(19951643)			(19951643)
Employee Stock Options (Net)							(8693853)	(8693853)
Transfer from Debenture Redemption Reserve to General Reserve				75000000		(75000000)		0
Bonus Issue			(163342730)					(163342730)
Balance as at 31.03.2017			2289761114	587585910	3986704959	0	18406023	6882458006

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

NOTE - 1 PROPERTY, PLANT & EQUIPMENT

In ₹

Description of Assets	Gross Block					
	As at 01-04-2015	Addition Deductions Adjustment	As at 01-04-2016	Addition During Year	Deductions During Year	As at 31-03-2017
Tangible Assets:						
Land	1927532433	0	1927532433	0	0	1927532433
Office Premises	146245633	10952591	157198224	2970756	1852591	158316389
Plant & Machinery	6485804	(11370)	6474434	0	0	6474434
Furniture & Fixtures	26200795	2695620	28896415	15335767	0	44232182
Vehicles	67715999	15144786	82860785	0	12296502	70564283
Office Equipments	29209183	2005044	31214227	3970286	0	35184513
Computer	7106351	1119463	8225814	844853	0	9070667
Total - A	2210496198	31906134	2242402332	23121662	14149093	2251374901
Previous Year	–	–	2210496198	32893646	987512	2242402332

Description of Assets	Depreciation					
	As at 01-04-2015	Depreciation/ Amortisation During the Year	As at 01-04-2016	Depreciation/ Amortisation During the Year	Deductions During Year	As at 31-03-2017
Tangible Assets:						
Land	0	0	0	0	0	0
Office Premises	25987346	8256629	34243975	7439608	69305	41614278
Plant & Machinery	3938128	411782	4349910	407409	0	4757319
Furniture & Fixtures	15934136	3527494	19461630	6025721	0	25487351
Vehicles	27353522	15644880	42998402	11913000	10892786	44018616
Office Equipments	15856649	4484170	20340819	4898107	0	25238926
Computer	6476672	504882	6981554	890833	0	7872387
Total - A	95546453	32829837	128376290	31574678	10962091	148988877
Previous Year	–	–	95546453	33668315	838478	128376290

Description of Assets	Net Block		
	As at 31-03-2017	As at 31-03-2016	As at 01-04-2015
Tangible Assets:			
Land	1927532433	1927532433	1927532433
Office Premises	116702111	122954249	120258287
Plant & Machinery	1717115	2124524	2547676
Furniture & Fixtures	18744831	9434785	10266659
Vehicles	26545667	39862383	40362477
Office Equipments	9945587	10873408	13352534
Computer	1198280	1244260	629679
Total - A	2102386024	2114026042	2114949745
Previous Year	2114026042		

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

NOTE - 2 OTHER INTANGIBLE ASSETS

In ₹

Description of Assets	Gross Block					
	As at 01-04-2015	Addition Deductions Adjustment	As at 01-04-2016	Addition During Year	Deductions During Year	As at 31-03-2017
Intangible Assets:						
Software	3122618	(262265)	2860353	1961533	889409	3932477
Total - B	3122618	(262265)	2860353	1961533	889409	3932477
Previous Year	–	–	3122618	192123	454388	2860353

Description of Assets	Depreciation					
	As at 01-04-2015	Depreciation Amortisation Adjustment	As at 01-04-2016	Depreciation Amortisation During Year	Deductions During Year	As at 31-03-2017
Intangible Assets:						
Software	1209654	633206	1842860	1391975	889409	2345426
Total - B	1209654	633206	1842860	1391975	889409	2345426
Previous Year	–	–	1209654	1087594	454388	1842860

Description of Assets	Net Block		
	As at 31-03-2017	As at 31-03-2016	As at 01-04-2015
Intangible Assets:			
Software	1587051	1017493	1912964
Total - B	1587051	1017493	1912964
Previous Year	1017493		

NOTE - 3 INVESTMENTS

In ₹

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
A. Investments in Equity Instruments:-			
Quoted & Fully paid up:-			
Non Current Investments in Equity Shares of Subsidiary Companies:			
10,000 Equity Shares (Previous year 10,000) of ₹ 10/- each in Yash Organiser Pvt Ltd.	25000000	25000000	25000000
89,54,726 Equity Shares (Previous year 89,54,726) of ₹ 10/- each in Gatil Properties Pvt Ltd.	1906957410	1906957410	1906957410
10,000 Equity Shares (Previous year 10,000) of ₹ 10/- each in Maheshwari (Thaltej) Complex Pvt. Ltd.	100000	100000	100000
5,100 Equity Shares (Previous year 5,100) of ₹ 10/- each in Shaily Infrastructure Pvt Ltd.	51000	51000	51000
11250 Equity Shares (Previous year 11,250) of ₹ 10/- each in ESSEM Infra Pvt Ltd.	122582149	112500	0
	2054690559	1932220910	1932108410

NOTE - 3 INVESTMENTS (continued)

In ₹

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
Investment in other Companies:-			
10 Equity Shares (Previous Year 10) of Rs. 10/- each in Starnet Software (India) Ltd.	100	100	100
10,000 Equity Shares (Previous year 10,000) of ₹ 10/- each in Ganesh Infrastructure (India) Pvt Ltd.	100000	100000	100000
	100100	100100	100100
	2054790659	1932321010	1932208510
B. Investments in Mutual Funds:-			
Quoted & Fully paid up:-			
1430.411 (Pre.Yr. 1430.411) Units of Canara Robeco Mutual Fund	0	0	140237
TOTAL	2054790659	1932321010	1932348747

NOTE - 4 LOANS**[UNSECURED, CONSIDERED GOOD]**

Non Current Loans & Advances:-			
Business Advances to Co-Operative Societies	70287945	102898149	299814442
Business Advances to Others	282870792	44120369	17357200
[Refer Note No. 44(A) for details]			
TOTAL	353158737	147018518	317171642

NOTE - 5 INVENTORIES

Inventories (As taken, valued & certified by Management)

Raw-materials	3765271	5915379	31667171
Work-In-Process (Construction Projects)	366907840	338676013	259468103
TOTAL	370673111	344591392	291135274

NOTE - 6 TRADE RECEIVABLES**[UNSECURED, CONSIDERED GOOD]**

-More than Six Months	341742091	558837243	1031055055
-Others	253703937	429524646	745281358
TOTAL	595446028	988361889	1776336413

NOTE - 7 CASH & CASH EQUIVALENTS

Cash on hand	1712974	1252520	2560005
Balances with Banks:			
In other accounts	57444709	110458299	184804848
In unpaid dividend account	3136884	14671297	12899377
	60581593	125129596	197704225
TOTAL	62294567	126382116	200264230

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

NOTE - 8 BANK BALANCES

In ₹

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
Balances with Banks:			
Balances in FD Accounts with Bank	240239055	186047842	0
TOTAL	240239055	186047842	0

NOTE - 9 LOANS**[UNSECURED, CONSIDERED GOOD]**

Short Term Loans & Advances:-			
Business Advances to related parties:-			
– Subsidiary Companies	3090791454	4232520985	1936258872
– Other Related Parties	0	21050000	23853790
[Refer Note No. 44(B) for details]	3090791454	4253570985	1960112662
Business Advances to Others [Refer Note No. 44(B) for details]	2421831000	317955000	1454165595
Advances for Purchase of land	15136000	15136000	15099700
Advances to Others #	231202339	189685427	28482299
TOTAL	5758960793	4776347412	3457860256

Includes staff loan, prepaid expenses & reimbursement.

NOTE - 10 OTHER CURRENT ASSETS

Advance to Suppliers	12942331	20131103	15250866
Service Tax recoverable from members	2309007	3315165	4066539
Electricity, AUDA, Legal charges receivable for projects	45260722	43287426	55075193
Registration deposit	1119354	1174354	1098876
Service Tax (Input)	38522858	32505087	36943553
Advance payment of Income Tax, TDS & WT	640321764	593237106	835906606
Less:-			
Provision for Income Tax	420551643	407582649	617523119
	219770121	185654457	218383487
TOTAL	319924393	286067592	330818514

NOTE - 11 EQUITY SHARE CAPITAL:

AUTHORISED:-			
5,00,00,000 (Previous year 5,00,00,000) Equity Shares of ₹ 10/- each	500000000	500000000	500000000
	500000000	500000000	500000000
Issued, Subscribed and Paid up Capital:-			
4,90,02,819 (Previous year 3,26,68,546) Equity shares of ₹ 10/- each fully paid up	490028190	326685460	326685460
TOTAL	490028190	326685460	326685460

NOTE :

11.1. The reconciliation of number of shares at the beginning of the year and at the close of the year is set out below:

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
Equity shares at the beginning of the year	32668546	32668546	32668546
Add: Shares issued during the year	16334273	0	0
Equity shares at the end of the year	49002819	32668546	32668546

11.2. The Statement of Shareholders Holding More Than 5% Equity Shares of The Company:-

Particulars	As At 31/03/2017		As At 31/03/2016		As At 01/04/2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Dipak G. Patel	9343675	19.07	6229117	19.07	6229117	19.07
Shekhar G. Patel	10491585	21.41	6994390	21.41	6994390	21.41
Lalitaben G. Patel	6830154	13.94	4553436	13.94	4553436	13.94
Reliance Capital Trustee Company Ltd., account Reliance Growth Fund	0	0.00	2435583	7.46	2415583	7.39

11.3. Right, Preferences and Restrictions attached to shares:

The company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

11.4 During the year 16334273 Equity shares of ₹ 10/- each are allotted, in the ratio of 1 equity share to the holder of 2 equity shares, as fully paid up Bonus Shares by capitalisation of profits in F.Y. 2016-17.

11.5. For details of shares reserved for issue under the employee stock option [ESOP 2010] scheme of the company, please refer Note No. 45.

NOTE - 12 OTHER EQUITY

Particulars	As At		As At	
	31/03/2017	31/03/2016	01/04/2015	In ₹
(a) SECURITY PREMIUM				
Balance As Per Last Balance Sheet	2453103844	2453103844		
Less: Transfer to Share Capital on Issue of Bonus Shares	(163342730)	0		
	2289761114	2453103844	2453103844	
(b) GENERAL RESERVE				
Balance As Per Last Balance Sheet	512585910	511585910		
Add : Transfer from Profit & Loss Statement	0	1000000		
Add : Transfer from Debenture Redemption Reserve	75000000	0		
	587585910	512585910	511585910	

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

Particulars	In ₹		
	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
(c) DEBENTURES REDEMPTION RESERVE			
Balance As Per Last Balance Sheet	75000000	0	
Add : Transfer from Profit & Loss A/c	0	75000000	
Less : Transfer to General Reserve	(75000000)	0	
	0	75000000	0
(d) Employees' Stock Option outstanding	27099876	28611372	
Less: Deferred Employees' Compensation	(8693853)	(1511496)	
	18406023	27099876	28611372
(f) PROFIT & LOSS			
Balance As Per Last Balance Sheet	3722895022	3498329663	
Add : Ind AS Adjustments	0		
Add : Transfer from Profit & Loss Statement	381767218	402486228	
	4104662240	3900815891	
Less: Appropriation:-			
Transferred to General Reserve	0	1000000	
Transferred to Debentures Redemption Reserve	0	75000000	
Dividend on Equity Shares	98005638	84938220	
[Dividend per Share ₹ 2.00 on Expanded Capital (Pre. Yr. ₹ 2.60)] Tax on dividend	19951643	16982649	
	117957281	177920869	
	3986704959	3722895022	3498329663
TOTAL	6882458006	6790684652	6491630789

NOTE - 13 NON CURRENT BORROWINGS

SECURED:-

A) Term Loans:

(I) From Banks	324999994	0	0
(II) From Others	1383304757	1637396796	952887655
	1708304751	1637396796	952887655

B) Vehicle Loans:

(I) From Banks	0	6812778	12671348
	0	6812778	12671348

C) Debentures:

Nil (Pre. Yr. 3000) 17% Non Convertible Debentures of ₹ 100000/- each	0	26437957	0
	0	26437957	0
TOTAL	1708304751	1670647531	965559003

[Refer note no. 43 for security details]

Maturity Profile of Secured Term Loans and NCD issue are as set out below:

Particulars	Current	Non Current		
	2017-18	2018-19	2019-20	2020-21 & Beyond
Term Loans from Banks	84979041	144700002	145200000	35099992
Term Loans from Others	1405020223	537683528	493705371	351915858

Particulars	As At	As At	As At
	31/03/2017	31/03/2016	01/04/2015

NOTE - 14 NON CURRENT PROVISIONS

Provision for Employees' Benefits:-

- Provision for Gratuity	0	0	1601356
TOTAL	0	0	1601356

NOTE - 15 DEFERRED TAX LIABILITIES (NET)

Deferred Tax Assets:-

Temporary Difference:-

Disallowances under the Income Tax Act, 1961	0	1889708	1975109
Fair value of Employee Stock Option Plan	0	666771	0
Total - A	0	2556479	1975109

Deferred Tax Liabilities:-

Temporary Difference:-

Related to Fixed Assets	2429539	1803645	3948043
Disallowances under the Income Tax Act, 1961	8121663	0	0
Amortisation of Transaction Cost as per EIR Method	0	10221906	4982551
Total - B	10551202	12025551	8930594
Total A - B = Net Deferred Tax Liabilities	10551202	9469072	6955485

NOTE - 16 OTHER NON CURRENT LIABILITIES

Other Long Term Liabilities:-

Statutory liabilities	192331309	208023320	226203167
Total	192331309	208023320	226203167

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

In ₹			
Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
NOTE - 17 CURRENT BORROWINGS			
Secured:-			
Cash Credit Facility From Banks	104144364	164297145	56409433
[Refer note no. 43 for security details]			
	104144364	164297145	56409433
Unsecured & Repayable on Demand:-			
Intercompany loan:-			
– From others	270247261	262817602	545112986
	270247261	262817602	545112986
TOTAL	374391625	427114747	601522419

Note:- All unsecured loans are repayable on demand. As they are repayable on demand, they are shown as current borrowing.

NOTE - 18 TRADE PAYABLES			
Micro, Small & Medium Enterprise	0	0	0
Others	192656279	195548878	256947362
TOTAL	192656279	195548878	256947362

NOTE - 19 OTHER CURRENT FINANCIAL LIABILITIES			
Current maturities of Secured long term debts	1489999264	808727940	1246642589
Unpaid/Unclaimed Dividends (Liability towards Investors Education and Protection Fund)	3136877	18402757	12898851
Customer Booking Refundable	16149510	9313668	0
TOTAL	1509285651	836444365	1259541440

NOTE - 20 OTHER CURRENT LIABILITIES			
Other Payables *	282328129	269641341	180406047
Booking advance received from customers	22436275	80314937	31560853
TOTAL	304764404	349956278	211966900

* Includes Statutory Dues, Retention money of Suppliers, Unpaid Expenses & credit balance of bank due to reconciliation.

NOTE - 21 CURRENT TAX LIABILITIES [NET]			
Provision for Income Tax	200000000	115000000	85000000
Less:-			
Advance payment of Income Tax, TDS & WT	5310999	7270414	10815596
	194689001	107729586	74184404
TOTAL	194689001	107729586	74184404

In ₹

Particulars	Year Ended 31/03/2017	Year Ended 31/03/2016
NOTE - 22 REVENUE FROM OPERATIONS		
Sales from construction related activities	1672102871	1863738120
Other Operating Income:-		
Income from commission on home loans	376265	210998
Income from Management Fees	0	10139339
Notional Corporate Guarantee Fees Income	2290417	0
Profit on sale of Fixed Assets	3183817	813
Stock Transferred to Fixed assets	0	10952591
Miscellaneous Income	51411140	14696537
Sundry Balances written off	47986320	83025905
Previous year Income	0	480922
TOTAL	1777350830	1983245225

NOTE - 23 OTHER INCOME

Interest income:-		
– from Banks	7962789	9185874
– from Others	8458378	3244897
	16421167	12430771
TOTAL	16421167	12430771

NOTE - 24 PROJECT EXPENSES

Architect Fee	8341500	4462500
Cable Installation Charges	0	175000
Carting Exp	289128	5915214
Electric Exp.	3251495	9437104
Labour Exp.	26164062	48738461
Land Revenue Exp.	0	29692
Land Exp.	23118229	0
Machinery Rent	359557	1318530
Professional Charges	1914761	4538763
Raw Material Consumptions	126916913	220158740
Repairs & Maintenance Exp.	44899	161811
Site Exp.	736433	4078293
Site Office Exp.	203019	417645
Site Security Exp.	1519707	4595296
Works Contract Expenses	216065120	415857962
TOTAL	408924823	719885011

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

Particulars	In ₹	
	Year Ended 31/03/2017	Year Ended 31/03/2016
NOTE - 25 CHANGES IN INVENTORIES		
CLOSING STOCK:-		
Stock of WIP	366907840	338676013
	366907840	338676013
LESS: OPENING STOCK:-		
Stock of WIP	338676013	259468103
	338676013	259468103
(Increase)/Decrease in stock	(28231827)	(79207910)
TOTAL	(28231827)	(79207910)
NOTE - 26 EMPLOYEE BENEFIT EXPENSES		
Salary, Allowances & Bonus Expenses	91364864	76953621
Directors' Remuneration	24000000	24000000
Contribution to Provident Fund & ESIC	1562896	1407075
Contribution to Gratuity Fund	4400390	1243249
Staff Welfare Expenses	1880809	1772106
Director's Medical Exp.	446951	547359
Employees' Compensation Exp.	0	1926638
TOTAL	123655910	107850048
NOTE - 27 FINANCE COST		
Bank Charges	147299	78543
Loan Processing Charges	17630621	18008614
	17777920	18087157
Interest to:-		
- Banks	61753086	11345008
- Others	430855623	488517323
- Late payment of taxes	5628805	5378741
Finance Charges	2047294	3680026
	500284808	508921098
TOTAL	518062728	527008255
NOTE - 28 OTHER EXPENSES		
ADMINISTRATIVE & OTHER EXPENSES:-		
Appeal Fees	250	10000
Audit Fees	979875	979875
Miscellaneous Exp.	26605	56735
Computer Consumable	448973	359885
Conveyance Expenses	232563	218130
C.S.R. Expenses	9866602	10411334

		In ₹
Particulars	Year Ended 31/03/2017	Year Ended 31/03/2016
Postage & Courier Charges	359904	410812
Depository & Share Transfer Agent Exp.	650949	471917
Donation	926000	461000
Electric Expenses	4717022	4803093
Filing Fees	33847	52069
Insurance Expenses	516691	361533
Internet & Website Expenses	744770	700704
Legal Expenses	1983201	176634
Loss on sale of Fixed assets	18519	24847
Mobile Phone Exp.	906957	940545
Motor-Car Exp.	3836772	3055919
Municipal Tax	2679498	2614622
Office & Office Maintenance Expenses	4592804	5306748
Penalty	112800	103000
Professional Fees	31507805	22543482
Professional Tax	2400	2400
Religious Expenses	0	390745
Repair & Maintenance Expenses	6950413	3857109
Security Service Charges	3065056	3180531
Service Tax & KKC Exp.	5738888	3391504
Site Maintenance Expenses	33815131	24128068
Sitting Fees - Directors	137888	160391
Stationery, Printing, Typing & Xerox Expenses	973016	885477
Sundry balances written off	1305138	160084
Telephone Exp.	353376	225571
Travelling Exp.	4869864	3777761
VAT Expenses of earlier year	0	53312
VAT Expenses	2982599	6262517
Unrealised loss on Investments due to fair value	0	40237
	125336176	100578591
MARKETING EXPENSES:-		
Advertisement Expenses	11281817	9183245
Brochure Exp.	609844	1024010
Brokerage Exp.	2977681	6622027
Sales Promotion Exp	4617043	7974439
Sponsorship Charges	1105500	4676500
Trademark Registration Expenses	0	16000
	20591885	29496221
TOTAL	145928061	130074812

NOTES FORMING PART OF ACCOUNTS

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29. SIGNIFICANT ACCOUNTING POLICIES:

1.1 Nature of Operations:

The Company was incorporated in 1991. The company is a public limited company incorporated and domiciled in India. And has its registered office at Ahmedabad, Gujarat, India. The company has its primary listings on the BSE Limited and National Stock Exchange of India Limited in India. The company's main business is real estate promotion and development in residential and commercial segment and infrastructure projects.

1.2 Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under section 133 of the Companies Act 2013 read together with the Rule 4 of Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) Amendment Rules 2016 to the extent applicable and the other relevant provisions of the Act, pronouncements of the regulatory bodies applicable to the company.

The financial statements for the year ended 31st March, 2016 and the opening Balance Sheet as at 1st April, 2015 have been restated in accordance with Ind AS for comparative information. The financial statements for the year ended on 31st March, 2017 are the first financial statement of the Company under Ind AS. In accordance of Ind AS 101, First time Adoption of Indian Accounting Standard, the Company has given an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows (**Refer note 30**).

The financial statements have been prepared on going concern and accrual basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2015 being the 'date of transition to Ind AS'.

The financial statements of the Company for the year ended March 31, 2017 were approved by the Board of Directors on 30/05/2017.

1.3 Basis of Measurement:

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities as specified and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS.

1.4 Basis for Classification of Assets & Liabilities:

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets or processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current – non current classification of assets and liabilities.

1.5 Critical Accounting Estimates and Judgements:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Revisions to accounting estimates are recognised prospectively.

The areas involving critical estimates or judgments are:

- Estimation of defined benefit obligation (Note 1.13)
- Estimation of Useful life of Property, plant and equipment and intangibles (Note 1.7)

- Estimation of taxes (Note 1.11)
- Estimation of impairment (Note 1.10, 1.14)
- Estimation of provision and contingent liabilities (Note 1.17)
- Estimation of Share based payments to employees (Note 1.18)

1.6 Recent Accounting Developments

Standards issued but not yet effective:-

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of Cash Flows' and Ind AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of Cash Flows' and IFRS 2, 'Share based payment,' respectively. The amendments are applicable to the Company from April 1, 2017.

Amendment to Ind AS 7:-

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

Amendment to Ind AS 102:-

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes.

It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity-settled awards. Market based performance conditions and non-vesting conditions are reflected in the 'fair values', but non-market performance conditions and service vesting conditions are reflected in the estimate of the number of awards expected to vest. Also, the amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that includes a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety.

The cash payment to the tax authority is treated as if it was part of an equity settlement. The Company is evaluating the requirements of the amendment and the impact on the financial statements is being evaluated.

1.7 Property, Plant & Equipment:

- A. Property, Plant & Equipment are stated at cost of acquisition or construction net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and other directly attributable costs. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Transition to Ind AS:-

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

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B. Depreciation on fixed assets:

Depreciation is provided based on a pro-rata basis on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 on the "Written down value" method in respect of all assets.

1.8 Intangible Asset

Intangible Assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of asset can be measured reliably.

Intangible Assets are stated at cost, net of accumulated amortization and accumulated impairment loss, if any. Cost includes any expenditure directly attributable on making the asset ready for its intended use.

Transition to Ind AS:-

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Intangible assets with finite lives are amortized over their useful economic life. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

1.9 Borrowing Cost:

Borrowing costs attributable to the acquisition, construction or production of qualifying assets (i.e. assets that necessarily take substantial period of time to get ready for their intended use or sale) are capitalised as part of the cost of such asset up to the date when such asset is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred. Further, interest earned out of borrowed funds from temporary investments is reduced from the borrowing cost.

1.10 Financial Instrument:

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

I) Financial Asset:-

Initial recognition and measurement:

All financial instruments are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through P&L, transaction costs that are attributable to the acquisition of the financial asset, purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognized on the trade date i.e. the date that the company commits to purchase or sell the asset.

Subsequent Measurement:

For the purpose of subsequent measurement financial assets are classified as measured at:

- Amortised cost
- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI).

(a) Financial Asset measured at amortized cost:

Financial Assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the statement of Profit & Loss. The company while applying above criteria has classified the following at amortized cost:

- a) Trade receivables
- b) Investment in Subsidiaries
- c) Loans
- d) Other financial assets

(b) Financial Assets Measured at fair value through other comprehensive income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Financial Assets at fair value through profit or loss (FVTPL):

Financial Asset are measured at Fair value through Profit & Loss if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the statement of Profit & Loss.

Equity Instruments:-

All investments in equity instruments classified under financial assets are initially measured at fair value, the group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

De-recognition of Financial Assets:-

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred and the transfer qualifies for Derecognition. On Derecognition of a financial asset in its entirety, the difference between the carrying amount (measured on the date of recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the statement of Profit & Loss.

Impairment of Financial Assets:-

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model by adopting the simplified approach using a provision matrix reflecting current condition and forecasts of future economic conditions for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial Assets that are debt instruments, and are measured at amortized cost e.g. loans, debt securities, deposits, trade receivables and bank balance
- (b) Financial Assets that are debt instruments and are measured at FVTOCI.
- (c) Lease receivables under Ind AS 17.
- (d) Trade receivables or any contractual right to receive cash or another financial asset
- (e) Loan commitments which are not measured at FVTPL
- (f) Financial guarantee contracts which are not measured at FVTPL

(II) Financial Liability**Initial recognition and measurement:**

Financial liabilities are recognized initially at fair value plus any transaction cost that are attributable to the acquisition of the financial liability except financial liabilities at FVTPL that are measured at fair value.

Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Financial Liabilities at amortized cost:

Amortized cost for financial liabilities represents amount at which financial liability is measured

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at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount and the maturity amount.

The company is classifying the following under amortized cost

- Borrowings from banks
- Borrowings from others
- Trade payables
- Other Financial Liabilities

Derecognition:

A financial liability shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

1.11 Income Taxes:

Income tax expense for the year comprises of current tax and deferred tax.

Provision for Current Tax is computed as per Total Income Returnable under the Income Tax Act, 1961 taking into account available deductions and exemptions.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

1.12 Revenue Recognition:

The company is following the 'Percentage of Completion Method' of accounting. As per this

method, revenue from sale of properties is recognized in Statement of Profit & Loss in proportion to the actual cost incurred as against the total estimated cost of projects under execution with the Company on transfer of significant risk and reward to the buyer.

The Company records revenue on all its Real Estate Development Projects in accordance with 'Guidance note on Accounting for Real Estate Transactions' issued by the Institute of Chartered Accountants of India.

The full revenue is recognized on sale of property when the Company has transferred to the buyer all significant risks & rewards of ownership and when the seller has not to perform any substantial acts to complete the contract.

However, when the Company is obliged to perform any substantial acts after transfer of all significant risks & rewards of ownership on sale of property, the revenue is recognized on proportionate basis as the acts are performed i.e. by applying the percentage completion method.

Lease of land of SEZ project: Land given on perpetual lease is treated as actual sale of land.

Interest income is recognized using the effective interest rate (EIR) method.

1.13 Retirement & Other Employee Benefits:-

A. Defined Contribution Plans:-

The company's contribution paid/payable for the year to Provident Fund are recognized in the Profit & Loss Statement. The company has no obligation other than the contribution payable to the Government.

The company funds a post-employment benefit obligation by contributing to an insurance policy under which the entity is not obliged to pay any future liability arising, which is directly paid by insurance company and hence treats the same as defined contribution plan as per para 46 of Ind AS 19.

B. Defined Benefit Plans:-

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

- C.** The company has a system of providing accumulating compensating absences non-vesting and hence no provision is made in the books of accounts for the leaves.
- D.** In respect of employees' stock options, the excess of fair price on the date of grant over the exercise price is recognized as deferred compensation cost amortised over the vesting period.

1.14 IMPAIRMENT OF ASSETS:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets. An impairment loss is recognized in the year in

which an asset is identified as impaired as an expense in the Profit and Loss Account.

1.15 INVENTORY:

Inventories are valued at the lower of cost and net realisable value.

- A.** In case of the inventory of Raw-materials, they are valued at cost using FIFO method.
- B.** The Closing stock of WIP has been valued at cost.

1.16 TRANSACTIONS IN FOREIGN CURRENCY:

- A.** Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.
- B.** Monetary items denominated in foreign currencies at the period end are restated at year end rates.
- C.** Non monetary foreign currency items are carried at cost.
- D.** Any income or expense on account of exchange difference either on settlement or on transaction is recognised in the statement of profit and loss.

1.17 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, it is probable that there will be an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past event,

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the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arise from past event where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount can not be made.

1.18 SHARE BASED PAYMENT:

Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model. When the options are exercised, the Company issues fresh equity shares.

For cash-settled share based payments, the fair value of the amount payable to employees is recognised as 'employee benefit expenses' with a corresponding increase in liabilities, over the period of non market vesting conditions getting fulfilled. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expenses.

1.19 EARNINGS PER SHARE:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all potential dilutive equity shares.

1.20 CASH FLOW STATEMENT:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects

of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

30. FIRST-TIME ADOPTION OF IND AS

The Company has prepared this financial statements for the year ended 31st March, 2017 for the first time in accordance with Ind AS. For periods up to and including the year ended 31 March 2016, the company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2017, together with the comparative period data as at and for the year ended 31 March 2016, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2015, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2015 and the financial statements as at and for the year ended 31 March 2016.

In preparing these Ind AS financial statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101, as explained below.

A. Mandatory Exceptions from retrospective application:-

Estimates:

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after accounting policies), unless there is an objective evidence that those estimates were in error.

Ind AS estimates as at 1 April, 2015 are consistent with the estimates as at same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

- Investments in equity instruments carried at FVTPL or FVTOCI
- Investments in debt instruments carried at FVTPL
- Impairment of financial assets based on expected credit loss model.

Classification and measurement of financial assets:

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

B. Optional Exemptions from retrospective application:-

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Business combinations:

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date.

Business combinations occurring prior to the transition date have not been restated. The company has applied same exemption for investment in associates and joint ventures.

Deemed cost:

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

Share based payment transactions:

The Company has elected not to apply Ind AS 102 Share-Based Payment, to equity instruments that vested prior to the date of transition to Ind AS.

Investment in Subsidiaries, Associates & Joint Ventures:

When an entity prepares Separate Financial Statements, Ind AS 27 requires it to account for its investments in subsidiaries, joint ventures and associate either at cost or in accordance with Ind AS 109.

The Company has elected to measure investment in subsidiaries, joint venture and associate at cost.

C. Transition to Ind AS – Reconciliations:-

The following reconciliations provide the explanations and quantification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101

1. Reconciliation of Equity as at 1st April, 2015
2. A. Reconciliation of Equity as at 31st March, 2016
B. Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2016.
3. Adjustments to Statement of Cash Flows for the year ended 31st March, 2016

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Reconciliation Statement of Equity as previously reported under IGAAP to Ind AS

[Amount ₹ in lakh]

Particulars	Notes to first time adoption	Opening Balance Sheet as at 1st April 2015			Balance Sheet as at 31st March 2016		
		IGAAP	Effects of transition to Ind AS	Ind AS	IGAAP	Effects of transition to Ind AS	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment		21149.50	0.00	21149.50	21140.26	0.00	21140.26
Capital work in progress		0.00	0.00	0.00	201.23	0.00	201.23
Other Intangible assets		19.13	0.00	19.13	10.17	0.00	10.17
– Financial assets				0.00		0.00	0.00
Investments	1	19323.09	0.40	19323.49	19323.21	0.00	19323.21
Trade receivables						0.00	0.00
Loans		3171.72	0.00	3171.72	1470.19	0.00	1470.19
Others (To be specified)		0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax assets		0.00	0.00	0.00	0.86	(0.86)	0.00
Other non current assets		0.00	0.00	0.00	0.00	0.00	0.00
Current assets							
Inventories		2911.35	0.00	2911.35	3445.91	0.00	3445.91
– Financial assets							
Investments		0.00	0.00	0.00	0.00	0.00	0.00
Trade and other receivables		17763.36	0.00	17763.36	9883.62	0.00	9883.62
Cash and cash equivalents		2002.64	0.00	2002.64	3124.30	(1860.48)	1263.82
Bank balance other than above		0.00	0.00	0.00	0.00	1860.48	1860.48
Loans		34578.60	0.00	34578.60	47763.47	0.00	47763.47
Others (to be specified)		0.00	0.00	0.00	0.00	0.00	0.00
Current tax assets (Net)		0.00	0.00	0.00	0.00	0.00	0.00
Other current assets		2396.51	911.67	3308.19	1583.86	1276.81	2860.68
TOTAL ASSETS		103315.90	912.07	104227.98	107947.09	1275.95	109223.04
Equity							
Equity share capital		3266.85	0.00	3266.85	3266.85	0.00	3266.85
Other equity	6	63795.67	1120.64	64916.31	66527.46	1379.38	67906.85
Non-current liabilities							
– Financial liabilities							
Borrowings	5	9806.44	(150.85)	9655.59	17001.84	(295.36)	16706.48
Trade payable		0.00	0.00	0.00	0.00	0.00	0.00
Other financial liabilities		0.00	0.00	0.00	0.00	0.00	0.00

[Amount ₹ in lakh]

Particulars	Notes to first time adoption	Opening Balance Sheet as at 1st April 2015			Balance Sheet as at 31st March 2016		
		IGAAP	Effects of transition to Ind AS	Ind AS	IGAAP	Effects of transition to Ind AS	Ind AS
Provisions	2	16.01	0.00	16.01	0.00	0.00	0.00
Net employee defined benefit liabilities		0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax liabilities (Net)	4	19.73	49.83	69.55	0.00	94.69	94.69
Other non-current liabilities	3	2262.03	0.00	2262.03	2080.23	0.00	2080.23
Deferred revenue		0.00	0.00	0.00	0.00	0.00	0.00
Current liabilities							
– Financial liabilities							
Borrowings		6015.22	0.00	6015.22	4271.15	0.00	4271.15
Trade and other payables		2569.47	0.00	2569.47	1955.49	0.00	1955.49
Other financial liabilities (other than those specified in item above)		0.00	12595.41	12595.41	0.00	8364.44	8364.44
Other current liabilities		14715.08	(12595.41)	2119.67	11864.01	(8364.44)	3499.56
Government grants		0.00	0.00	0.00	0.00	0.00	0.00
Deferred revenue/ Contract liability		0.00	0.00	0.00	0.00	0.00	0.00
Provisions		849.38	(849.38)	0.00	980.06	(980.06)	0.00
Current tax liability		0.00	741.84	741.84	0.00	1077.30	1077.30
TOTAL EQUITY AND LIABILITIES		103315.90	912.07	104227.98	107947.09	1275.95	109223.04

Notes to reconciliation of balance sheet as previously reported under IGAAP to Ind AS

1. Investment

Mutual funds - Under Previous GAAP, the mutual funds are measured at cost or market value, whichever is lower. Under Ind AS, the Company has designated these investments at fair value through profit or loss (FVTPL). Accordingly, these investments are required to be measured at fair value.

At the date of transition to Ind AS, difference between the fair value of the instruments and its Previous GAAP carrying amount has been recognised in retained earnings. Fair value changes are recognised in the Statement of Profit and Loss for the year ended 31st March, 2016.

2. Provision, Other Current Assets

Under Previous GAAP, proposed dividends and related the dividend distribution tax are recognised as a provision in the year to which they relate, irrespective of when they are declared. Under Ind AS, dividends and related dividend distribution tax are recognised as a liability in the year in which it is approved by the shareholders in the Annual General Meeting of the Company.

3. Other Current Liabilities

Adjustment reflect amount of current tax to be shown separately and amount which is classified to financial liabilities

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4. Deferred Tax

Under Previous GAAP, deferred taxes were recognised for the tax effect of timing differences between accounting profit and taxable profit for the year using the income statement approach. Under Ind AS, deferred taxes are recognised using the balance sheet for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. The above difference, together with the consequential tax impact of the other Ind AS transitional adjustments lead to temporary differences and deferred tax has been recognised on the same.

5. Borrowings

Under Ind AS, Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Borrowings are reflected net off transaction cost which is amortized as per EIR method.

6. Other Equity

Adjustments to retained earnings have been made in accordance with Ind AS for the above mentioned line items

Reconciliation Statement of Profit as previously reported under IGAAP to Ind AS

CIN: L45200GJ1991PLC015817

[Amt. ₹. In Lakh]

Particulars	Notes to first time adoption	Profit as per IGAAP 2015-2016	Effects of transition to Ind AS	Profit as per Ind AS 2015-2016
I INCOME:-				
Revenue from Operations		19832.45		19832.45
Other Income		124.31		124.31
TOTAL		19956.76		19956.76
II EXPENSES :-				
Project Expenses		7198.85		7198.85
Changes in Inventories		(792.08)		(792.08)
Employee Benefit Expenses	1	1059.23	19.27	1078.50
Finance Cost	2	5414.59	(144.51)	5270.08
Other Expenses	3	1300.35	0.40	1300.75
Depreciation		347.56	0.00	347.56
TOTAL		14528.50		14403.66
III Profit Before Tax		5428.26		5553.10
IV Less: Current Tax Expenses:				
Income Tax		(1505.62)		(1505.62)
Deferred Tax	4	20.59	(43.21)	(22.62)
		(1485.03)		(1528.24)
V Profit After Tax		3943.23		4024.86

CIN: L45200GJ1991PLC015817

[Amt. ₹. In Lakh]

Particulars	Notes to first time adoption	Profit as per IGAAP 2015-2016	Effects of transition to Ind AS	Profit as per Ind AS 2015-2016
VI Other Comprehensive Income				
– Items that will not be reclassified to Profit or Loss		0.00		0.00
– Income Tax Relating to Items that will not be reclassified to Profit or Loss		0.00		0.00
– Items that will be reclassified to Profit or Loss		0.00		0.00
– Income Tax Relating to Items that will be reclassified to Profit or Loss		0.00		0.00
Total of Other Comprehensive Income		0.00		0.00
VII Total Comprehensive Income for the period		3943.23		4024.86

Explanation for reconciliation of profit as previously reported under IGAAP to Ind AS

1. Employee benefit expenses

Adjustment reflects amount due to fair value of ESOP

2. Finance cost

Transaction cost on Long Term Borrowings are deferred which is amortized as per Effective interest rate method over the tenure of loan.

3. Other expenses

Adjustment reflect amount of change in value of investment measured at FVTPL

4. Deferred Tax

Adjustment reflects deferred tax created on account of deferred tax impact on the amount of impact due to transition to Ind AS

Cash flow Reconciliation:-

There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

31. PAYMENT TO AUDITORS:

		[Amt. ₹]	
Sr. No.	Particulars	2016-2017	2015-2016
1	As Auditors	979875	979875
2	For Certification & other Work etc.	813129	819954
	TOTAL	1793004	1799829

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32. FINANCIAL INSTRUMENT BY CATEGORY:

[Amt. ₹]

Particulars	2016-2017			2015-2016		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
– Investment in Subsidiary			2054690559			1932220910
– Loans			6112119530			4923365930
– Trade Receivable			595446028			988361889
– Cash & cash equivalents			62294567			126382116
– Other bank balances			240239055			186047842
Financial Liabilities						
– Borrowings			2082696376			2097762278
– Trade Payables			192656279			195548878
– Other financial liabilities			1509285651			836444365

* Since all the financial Assets and Financial liabilities are measured at amortised cost, disclosure of fair value hierarchy is not being made

33. FAIR VALUE OF FINANCIAL ASSETS & LIABILITIES MEASURED AT AMORTIZED COST:

[Amt. ₹]

Particulars	2016-2017		2015-2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets:				
Investment in Subsidiary	2054690559	2054690559	1932220910	1932220910
Loans	6112119530	6112119530	4923365930	4923365930
Trade Receivable	595446028	595446028	988361889	988361889
Cash & cash equivalents	62294567	62294567	126382116	126382116
Other bank balances	240239055	240239055	186047842	186047842
Financial Liabilities:				
Borrowings	2082696376	2082696376	2097762278	2097762278
Trade Payables	192656279	192656279	195548878	195548878
Other financial liabilities	1509285651	1509285651	836444365	836444365

- A.** The carrying amounts of trade receivables, trade payables, current loans, capital creditors and cash and cash equivalents, other financial liabilities are considered to be the same as their fair values, due to their short-term nature.
- B.** The fair values of non-current borrowings and non current Loans are same as their amortised cost since the borrowings are interest bearing at the prevalent market rate.

34. FINANCIAL RISK MANAGEMENT:-

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements

Risk	Exposure	Measurement	Management
Credit Risk	Financial Assets measured at amortised cost	– Ageing Analysis – Credit Ratings	Diversification, Credit Limits
Liquidity Risk	Borrowing and other liabilities	Rolling Cash flow forecasts	Availability of committed borrowing facilities
Market Risk – Interest Rates	Variable Rate Borrowings	Sensitivity Analysis	Conversion of loan from higher interest rate to lower interest rate

Credit Risk Management

Credit risk is managed on a company basis. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assess and maintain an internal credit rating system. Internal credit rating is performed on a company basis for each class of financial instruments with different characteristics.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the company in accordance with practice and limits set by the company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Financing Arrangements:

			(Amt. ₹)
Particulars	2016-2017	2015-2016	
Floating Rate:			
Expiring within 1 year	1594143628	973025085	
Expiring beyond 1 year	1698325716	1645849287	

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Maturities of financial liabilities (except current maturity of long term debts) as on 31.03.2017

[Amt. ₹]

Financial Liabilities	2016-17			2015-16		
	<3 month	3 to 6 month	Total	<3 month	3 to 6 month	Total
Non Derivative						
Unclaimed Dividend	3136877	0	3136877	18402757	0	18402757
Customer bookings refundable	0	16149510	16149510	0	9313668	9313668

Market Risk Management

Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company manages its cash flow interest rate risk by converting higher rate interest loan to lower rate interest rate.

Interest rate risk exposure

[Amt. ₹]

Particulars	2016-2017	2015-2016
Variable Rate borrowings	3292469344	2618874372
Fixed Rate Borrowings	280226296	287615846

At the end of reporting period the Company had the following variable rate borrowings.

[Amt. ₹]

Particulars	2016-2017			2015-2016		
	Average Interest Rate	% of Total	Balance	Average Interest Rate	% of Total	Balance
	%			%		
Cash credit From Bank	14.50	104144364	3.00	14.50	164297145	6.00
Term Loan From NBFC	14.87	3188324980	89.00	15.74	2414920291	83.00
Debentures	0	0	0	17.00	39656936	1.00
Net Exposure		3292469344	92		2618874372	90.00

Sensitivity Analysis

[Amt. ₹]

Particulars	Impact on PAT		Impact on other Components of Equity	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
Interest Rate increase by 50 basis points	(16647087)	(15159286)	0	0

Price Risk

The Company's exposure to equity securities price risk arises does not arise since company has measured investments at amortised cost.

35. CAPITAL MANAGEMENT:

The Company's objectives when managing capital are to:

- A. safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- B. Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity'

[Amt. ₹]

Particulars	2016-2017	2015-2016
Net Debt	3270162018	2594060260
Total Equity	7372486196	7117370112
Debt Equity Ratio	0.44	0.36

Dividends recognized as distributed to owners:

[Amt. ₹]

Particulars	2016-2017	2015-2016
Final Dividend	98005638	84938220
Tax on Dividend	19951643	16982649

36. INCOME TAXES:

[Amt. ₹]

Particulars	2016-2017	2015-2016
Current Tax	209749712	150562133
Deferred Tax	948719	2261510
Total Income Tax Expenses	210698431	152823643

Reconciliation of tax expenses and the accounting profit multiplied by Tax Rate

[Amt. ₹]

Particulars	2016-2017	2015-2016
Profit Before Tax	592465649	555309871
Statutory Tax Rate (%)	34.61%	34.61%
Tax at statutory tax rate	205040512	192181640
Tax effects of amounts which are not deductible in calculating taxable income due to adjustments as per income tax act	5657919	0
Income Tax Expense	210698431	152823643

Current Tax Asset/(Liability)

[Amt. ₹]

Particulars	2016-2017	2015-2016
Income Tax asset/(liability) at the beginning of the reporting period	(107729586)	(74184404)
Increase in liability as per income tax adjustment	(14918812)	(2592580)
Income Tax paid/(refund)	122648398	76776984
Current income tax payable for the year	(194689001)	107729586
Net Current Income Tax Asset/(liability) at the end of the period	(194689001)	107729586
Income Tax Asset	NIL	NIL
Income Tax Liability	194689001	(107729586)

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Deferred Tax Assets/(Liabilities)

	[Amt. ₹]	
Particulars	2016-2017	2015-2016
The balances comprises temporary differences attributable to :	(9469072)	(6955485)
Deferred Tax Assets		
Difference of WDV of fixed assets	0	2144398
Fair value of Employee Stock Option Plan		666771
Deferred Tax Liabilities		
Disallowance of expenses u/s 43B	(456236)	(85401)
Amortisation of Transaction Cost as per EIR Method	0	(5239355)
Difference of WDV of fixed assets	(625894)	0
Net Deferred Tax Asset/(liability)	(10551202)	(9469072)

37. SEGMENT INFORMATION:

In line with Ind AS 108 operating segments and basis of the review of operations being done by the senior management , the operations of the group falls under real estate business which is considered to be the only reportable segment by the management.

1. Information about Products and Services:

	[Amt. Rs.]	
Product/Service	Revenue from the product	
	2016-2017	2015-2016
Real Estate Promotion & Development	1777350830	1983245225

2. Information about Geographical Areas:

	[Amt. Rs.]	
Geographical Information	Within India	
	2016-2017	2015-2016
Revenues	1777350830	1983245225
Non Current Asses	4511922471	4214505646

3. Information about Major Customers:

Revenue from transactions with a single customer does not amount to 10 percent or more of entity's revenues with any customer.

38. RELATED PARTY TRANSACTIONS:

Subsidiaries

Yash Organiser Private Limited	Shaily Infrastructure Private Limited
Gatil Properties Private Limited	Essem Infra Private Limited
Maheshwari (Thaltej) Complex Private Limited	

Other Related Parties

Starnet Software (I) Limited	Ganesh Infrastructure (I) Private Limited
Madhuj Realty Private Limited	Medhbhuti Complex Private Limited
Madhumati Realty Private Limited	Ganeshsagar Infrastructure Private Limited
Sujan Developers Private Limited	

Key Managerial Personnel

Shri Shekhar G. Patel
Shri Dipak G. Patel

(Related parties as identified by the company and relied upon by the auditors)

Key Managerial Personnel Compensation

[Amt. ₹]

Particulars	2016-2017	2015-2016
Short term employee benefits	24000000	24000000

Nature of transactions with related parties and aggregate amount of such transactions for each class of related party balance outstanding as on 31/03/2017:-

[Amt. ₹]

Particulars	2016-2017			2015-2016		
	Subsidiary	Other Related Parties	Key Managerial Person	Subsidiary	Other Related Parties	Key Managerial Person
BUSINESS ADVANCES:-						
Shaily Infrastructure Pvt Ltd.	43823203			50483203		
Essem Infra Private Limited	2328812515			2118031653		
Gatil Properties Pvt Ltd.	1409388			125000		
Maheshwari (Thaltej) Complex Pvt Ltd	500575754			1792198140		
Yash Organiser Pvt Ltd	216170594			271682989		
Ganeshsagar Infrastructure Pvt. Ltd.					2100000	
Starnet Software (India) Ltd					5000	
INVESTMENT:-						
Yash Organiser Pvt Ltd.	25000000			25000000		
Gatil Properties Pvt Ltd.	1906957410			1906957410		
Maheswari (Thaltej) Pvt Ltd	100000			100000		
Shaily Infrastructure Pvt Ltd	51000			51000		
Essem Infra Pvt Ltd	122582149			112500		
Starnet Software (India) Ltd.		100			100	
Ganesh Infrastructure (India) Pvt Ltd.		100000			100000	
TRADE RECEIVABLES:-						
Ashish Harishkumar Modi						11430
Starnet Software (India) Ltd		130000000				
REIMBURSEMENT OF EXPENSES:-						
Maheshwari Thaltej Complex Pvt Ltd.	154141910			149255100		
Shaily Infrastructure Pvt Ltd	122745					
Gatil Properties Pvt Ltd.	68231					
Essem Infra Private Limited				10595609		
Madhuj Realty Pvt Ltd		105480				
Madhumati Realty Pvt Ltd		26140				
Medhbhuti Complex Pvt Ltd		204610				
Ganeshsagar Infrastructure Pvt Ltd		31171016			5036016	
Sujan Developers Pvt Ltd		67150				

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

[Amt. ₹]

Particulars	2016-2017			2015-2016		
	Subsidiary	Other Related Parties	Key Managerial Person	Subsidiary	Other Related Parties	Key Managerial Person
TRADE PAYABLES:-						
Ashish Modi - Siting Fee			30330			
Bharat J Patel - Siting Fee			13500			
Tarang M Desai - Siting Fee			33300			28350
Aneri D Patel - Sitting Fees			16470			
Starnet Software (India) Ltd					160000000	
REMUNERATION TO DIRECTORS						
Shri Dipakbhai G. Patel		12000000			12000000	
Shri Shekharbhai G. Patel		12000000			12000000	
INCOME :-						
Essem Infra Private Limited - Management Fees				10139339		
Starnet Software (India) Ltd - Profit						
On Waiver Of Land Right		430000000			760000000	
EXPENSES :-						
Director's Medical Exp			446951			547359
Sitting Fee			137888			160391
Director's Travelling Exp.			3068915			2026645

39. CONTINGENT LIABILITIES:

- A.** For the Asst. Year 2007-2008 the Assessing officer assessed the income of the company and raised a demand of ₹ 127343870/-. Aggrieved by this order the company went in to Appeal with CIT (Appeal). The decision of the CIT (Appeal) came in favour of the company. Against this order the Income Tax Department went in to the ITAT and the company has also filed cross objection. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- B.** For the Asst. Year 2008-2009 the Assessing officer assessed the income of the company and raised a demand of ₹ 494887706/-. Against this the company has already paid ₹ 143095169/- during the F.Y. 2011-12. Aggrieved by this order the company went in to Appeal with CIT (Appeal) and CIT (Appeals) has passed an order giving the relief in favour of the company. Against the Order of CIT (Appeals), Income Tax department and the company has filed an appeal before Income Tax Appellate Tribunal Ahmedabad. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- C.** For the Asst. Year 2009-2010 the Assessing officer assessed the income of the company and raised a demand of ₹ 44176840/-. Against this the company has already paid ₹ 40000000/- during the F.Y. 2012-13. Aggrieved by this order the company went in to Appeal with CIT (Appeal) and CIT (Appeals) has passed an order giving the part relief in favour of the company by deleting additions. Against the Order of CIT (Appeals), Income Tax department and the company has filed an appeal before Income Tax Appellate Tribunal Ahmedabad. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.

- D.** Income Tax department has reopened the case for A.Y.2009-10 and has passed the order u/s 143(3) r.w.s 147 of the Act and has raised the demand of ₹ 1,03,31,651/-. The company has paid ₹ 10,00,000/- against said demand. The company has preferred an appeal before CIT (Appeals) Ahmedabad and CIT (Appeals) Ahmedabad has passed an order giving the relief in favour of the company. Against the Order of CIT (Appeals), Income Tax department has filed an appeal before Income Tax Appellate Tribunal Ahmedabad which is still pending.
- E.** For the Asst. Year 2012-2013 the Assessing officer assessed the income of the company and raised a demand of ₹ 20809200/-. The company has paid ₹ 10,00,000/- against said demand. Aggrieved by this order the company went in to Appeal with CIT (Appeals) and CIT (Appeals) Ahmedabad has passed an order giving the relief in favour of the company. Against the Order of CIT (Appeals), Income Tax department has filed an appeal before Income Tax Appellate Tribunal Ahmedabad which is still pending.
- F.** The Company has given a guarantee for Non Convertible Debentures issued by Essem Infra Private Limited to the tune of ₹ 225.00 crores & term loan of ₹ 125.00 crores taken by Essem Infra Private Limited. The trustees for the said NCD & term loan are IDBI Trusteeship Services Limited in whose name the guarantee is given. The outstanding balance of NCD as on 31st March, 2017 is ₹ 193.22 crores & for term loan ₹ 119.00 crores.

40. EARNINGS PER SHARE:

Sr. No.	Particulars	2016-2017	2015-2016
A	Basic & Diluted EPS (IN ₹) From Continuing Operations attributable to equity share holders		
–	Basic	8.76	9.24
–	Diluted	8.76	9.24
B	Reconciliation of earnings used in calculation of Basic & Diluted EPS		
	Profit attributable to equity shareholders used in calculation of Basic EPS from continuing operations	381767218	402486228
C	Weighted Average number of shares as denominator		
	Weighted average number of shares used in calculation of Basic EPS	43558061	43558061
	Weighted average number of equity shares and potential equity shares used as denominator in calculation of Diluted EPS	43558061	43558061

41. EMPLOYEE BENEFITS:

Defined Contribution Plan

Particulars	2016-2017	2015-2016
Employer's contribution to Provident Funds	1317381	1222629
Employer's contribution to ESIC	245515	184446
Employer's contribution to Gratuity Fund	4400390	1243249

- 42.** Based on the information available with the Company, there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31st 2017. Hence, the information as required under the Micro, Small and Medium Enterprises Development Act, 2006 is not disclosed.

NOTES FORMING PART OF ACCOUNTS

as at 31/03/2017

43. INFORMATION CONCERNING CLASSIFICATION OF SECURITIES:

Assets Pledged as security

		[Amt. ₹]
Particulars	2016-2017	2015-2016
Current		
Financial Asset:		
– First Charge	0	0
– Floating Charge	835110755	1324613836
Non-Financial Asset:		
– First Charge	0	0
– Floating Charge	808023079	1249843675
Non-Current		
First Charge	0	345588036
Total assets pledged as security	1643133834	2920045547

44. The details of business advances & loans given for business purposes are as follows:-

		[Amt. ₹]
	Balance as on 31/03/2017	Balance as on 31/03/2016
A: Non Current Assets Financial Assets – Loan		
Business Advances to Co-operative Societies:		
Mahalaxmi Co. Op. Housing Society Limited	68927945	102798149
Gannath Co. Op. Housing Society Limited	1360000	100000
TOTAL	70287945	102898149
Business Advances given to others:		
Ganesh Plantations Limited	267870792	29120369
Noopur Construction	7500000	7500000
Nisha Construction	7500000	7500000
TOTAL	282870792	44120369
B: Current Assets Financial Assets – Loan		
Business Advances to Subsidiary Companies:		
Gatil Properties Private Limited	1409388	125000
Maheshwari (Thaltej) Complex Private Limited	500575754	1792198140
Shaily Infrastructure Private Limited	43823203	50483203
Yash Organiser Private Limited	216170594	271682989
Essem Infra Private Limited	2328812515	2118031653
TOTAL	3090791454	4232520985
Short Term Business Advances to Other Related Companies:		
Ganeshsagar Infrastructure Private Limited	0	21000000
Starnet Software (India) Limited	0	50000

[Amt. ₹]

	Balance as on 31/03/2017	Balance as on 31/03/2016
Ganesh Infotech Limited	1246955000	317955000
Shaligram Investment Pvt. Ltd.	300000000	0
Shangrila Funworld Pvt Ltd	44876000	0
Madhurkamal Developers LLP	830000000	0
TOTAL	2421831000	339005000

45. EMPLOYEES STOCK OPTION SCHEME:

The company introduced the Employees Stock Option Scheme ("ESOP 2010") in accordance with Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. The scheme was approved by the members of the company at their meeting held on 30/10/2010. The scheme is announced for all permanent employees and non-executive directors, including independent directors of the company and its subsidiary company/companies. Total grant approved by the company is 1500000 options which are earmarked and to be granted under the scheme over a period of five years. Under the scheme 998815 equity shares have been granted which shall vest to the employees over a period of five years and 20% each of the above was vested to the employees as on 01/11/2011, 01/11/2012, 01/11/2013, 01/11/2014 & 01/11/2015. There was no option outstanding for vesting as on 31/03/2017.

46. During the year the company has given ₹ 3.00 lakh as a political donation to Bhartiya Janta Party.

47. DISCLOSURE ON SPECIFIED BANK NOTES (SBNs)

The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is as follows.

[Amt. ₹]

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	10000	1066096	1076096
(+) Permitted receipts	0	704100	704100
(-) Permitted payments	0	(425740)	(425740)
(-) Amount deposited in Banks	(10000)	0	(10000)
Closing cash in hand as on 30.12.2016	0	1344456	1344456

As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Members of:

GANESH HOUSING CORPORATION LIMITED,

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of GANESH HOUSING CORPORATION LIMITED ('the Company') and its subsidiaries (together referred to as 'the Group') which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes of Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and change in equity of the Group in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An Audit involves performing procedures to obtain Audit Evidence about the amounts and Disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the Auditor's judgments, including the assessment of risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An Audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India including Ind AS, of the state of affairs of the Group

as at 31st March, 2017, and its consolidated profit and its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and beliefs were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statement;
- b. In our opinion proper books of accounts as required by Law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examinations of those books;
- c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including other Comprehensive Income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the accounting standards specified under section 133 of the Act, read with relevant rules made there under;
- e. On the basis of written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors of the company and its subsidiary companies, none of the directors of the company and its subsidiary companies is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure – A which is based on the Auditors' Reports of the subsidiary companies incorporated in India.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigations as at 31st March, 2017 on its consolidated financial position as referred to in Note No. 40A to 40E to the consolidated Ind AS financial statements.
 - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies during the year ended 31st March, 2017.
 - iv. The company has provided requisite disclosures in the consolidated Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(e) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on the audit procedure performed and the representations provided to us by the management, we report that the disclosure are in accordance with the books of account maintained by the Company and its subsidiary companies as produced to us by the Management. Refer note no. 50 to the consolidated Ind AS financial statement.

For, **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED IND AS FINANCIAL STATEMENTS

To the Members of:

GANESH HOUSING CORPORATION LIMITED,

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Ganesh Housing Corporation Limited ("the Company") and its subsidiaries which are companies incorporated in India (together referred to as 'the Group') as of March 31, 2017 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Group are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of chartered accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both

applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

The Group internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Group internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made

only in accordance with authorisations of management and directors of the Group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Group assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of chartered accountants of India.

For, **J.M. Parikh & Associates**

Chartered Accountants

FRN: 118007W

Kaushal Shah

Partner

Membership No. 127379

Place: Ahmedabad

Date: 30/05/2017

CONSOLIDATED BALANCE SHEET

as at 31st March, 2017

In ₹

Particulars	Note	As at the End of Current Reporting Period 31/03/2017	As at the End of Previous Reporting Period 31/03/2016	As at 01/04/2015
ASSETS				
Non-current assets				
Property Plant and Equipment	1	2132171844	2153722330	2155970609
Capital work-in-progress		0	20122583	0
Goodwill		173312574	50842924	30628557
Other Intangible assets	2	1587051	1017493	1912964
Financial Assets				
Investments	3	100100	100100	240337
Loans	4	765314682	1556000025	2063359120
Deferred tax assets (net)	5	14712691	28545531	31254378
		3087198942	3810350986	4283365965
Current assets				
Inventories	6	7197664406	7130287693	6840185553
Financial Assets				
Trade receivables	7	3060571909	2116056976	2656138313
Cash and cash equivalents	8	77631516	136354621	223390863
Bank balances other than above	9	415094066	307220977	0
Loans	10	4279553033	2051760939	725383725
Other current assets	11	724051764	923934680	578391690
		15754566694	12665615886	11023490144
TOTAL ASSETS		18841765636	16475966872	15306856109
Equity				
Equity Share capital	12	490028190	326685460	326685460
Other Equity	13	7976671502	7573013587	7060976611
Total equity attributable to shareholders of company		8466699692	7899699047	7387662071
Non-controlling Interest		1060704683	1008292993	899075184
Total Equity		9527404375	8907992040	8286737255
Non-current liabilities				
Financial Liabilities				
Borrowings	14	4210598847	3619811964	2964238370
Provisions	15	0	0	1601356
Deferred tax liabilities (Net)	16	10948964	0	7664608
Other non-current liabilities	17	192331309	208023320	226203167
		4413879120	3827835284	3199707501
Current liabilities				
Financial Liabilities				
Borrowings	18	1319983587	1291369992	1448648267
Trade payables	19	390084671	313077276	366393743
Other current financial liabilities	20	2247654932	1214556389	1512295092
Other current liabilities	21	583144084	658706042	299360956
Current Tax Liabilities (Net)	22	359614867	262429849	193713295
		4900482141	3740139548	3820411353
TOTAL EQUITY AND LIABILITIES		18841765636	16475966872	15306856109
Significant Accounting Policies & Notes Forming Part of Accounts				
	1 to 50			

As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS

for the year ended on 31st March, 2017

In ₹

Particulars	Note	For the Current Reporting Period 2016-2017	For the Previous Reporting Period 2015-2016
I INCOME:			
Revenue from Operations	23	4058931536	3219683156
Other Income	24	28794217	21174595
TOTAL INCOME		4087725753	3240857751
II EXPENSES:			
Cost of Material Consumed	25	1679788081	1140308035
Changes in Inventories	26	(68748113)	(314028457)
Employee Benefits Expense	27	126867400	109030547
Finance Cost	28	929652541	1000992433
Other Expenses	29	221333828	243304218
Depreciation and Amortisation Expense		35202460	40415574
TOTAL EXPENSES		2924096197	2220022350
III Profit Before Tax		1163629556	1020835401
IV Less: Tax Expenses:			
Current Tax	(392532206)		(321457958)
Deferred Tax	(24781804)		4955761
		(417314010)	(316502197)
V Profit for the period		746315546	704333204
VI Other Comprehensive Income		0	0
Total of Other Comprehensive Income		0	0
VII Total Comprehensive Income for the period		746315546	704333204
Total Comprehensive Income attributable to			
Owners of the Company		693903857	615217263
Non-Controlling Interests		52411689	89115941
		746315546	704333204
VIII Basic & Diluted Earning Per share [In ₹]	41		
– Before extra ordinary items		15.93	14.12
– After extra ordinary items		15.93	14.12
IX Significant Accounting Policies & Notes Forming Part of Accounts	1 to 50		

As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

for the year 2016-2017

In ₹

Particulars	Note	2016-2017	2015-2016
A Cash Flow From Operating Activities:			
Net Profit Before Tax And Previous Year's Figures		1163629556	1020835401
Provision For Taxation		(392532206)	(321457958)
Add: Deferred Tax		(24781804)	4955761
		(417314010)	(316502197)
Net Profit After Tax		746315546	704333204
Add/Less Adjustments For			
Depreciation		35202460	40415574
Finance Cost		929652541	1000992433
Employees Stock option scheme		(8945931)	(1259418)
Notional Corporate Guarantee Income		(2290417)	0
Interest Income		(28794217)	(21174595)
		924824436	1018973994
Operating Profit Before Working Capital Changes		1671139982	1723307198
Add/Less Adjustments For			
Inventories		(67376713)	(290102140)
Trade And Other Receivables		(944514933)	540081337
Other Current Assets		455722801	(345542990)
Trade Payables		77007395	(53316467)
Other Current Liabilities		1054721603	(11295936)
Long Term Provisions		0	(1601356)
Increase In Deferred Tax Liabilities/Assets		24781804	(4955761)
		600341957	(166733313)
Taxes Paid (Net)		(255839885)	123439026
Net Cash Generated From Operations		344502072	(43294287)
B Cash Flow From Investing Activities:			
Purchase Of Fixed Assets		(52765395)	(37420858)
Capital Work In Progress		20122583	(20122583)
Sale of Fixed Assets		38329641	149035
Changes in Investments		0	140237
Movement In Loans & Advances		(1437106751)	(819018119)
Interest Received		28794217	21174595
Net Cash Used In Investing Activities		(1402625705)	(855097693)

In ₹

Particulars	Note	2016-2017	2015-2016
C Cash Flow From Financing Activities:			
Proceeds From Share Capital		163342730	0
Proceeds From Security Premium		(163342730)	0
Changes in Borrowings		619400478	498295319
Finance Cost Paid		(942839913)	(1000992433)
Changes due to Subsidiary		(122469649)	(112500)
Dividend Paid (Including Dividend Distribution Tax)		(117957281)	(101920869)
Net Cash Used In Financing Activities		(563866365)	(604730483)
Net Increase In Cash And Cash Equivalents		49149984	220184735
Opening Balance of Cash And Cash Equivalents		443575598	223390863
Closing Balance of Cash And Cash Equivalents*		492725582	443575598
Components of Cash and Cash Equivalents			
Cash on hand		2517100	2108022
Balances with Banks*		75114416	134246599
Other Balances other than above		415094066	307220977
Total		492725582	443575598

* Include towards Unclaimed Dividend of ₹ 3136884/- (Pre. Yr. ₹ 14671297/-)

Significant Accounting Policies

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As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

STATEMENT OF CHANGES IN EQUITY

for the period ended 31/03/2017

A. EQUITY SHARE CAPITAL					In ₹			
Balance at the Beginning of 1.04.2015	Changes in Equity Share Capital during 2015-16	Balance at the end of Reporting Period 31.03.2016	Changes in Equity Share Capital during 2016-17	Balance at the end of Reporting Period 31.03.2017				
32668546	0	32668546	16334273	49002819				
B. OTHER EQUITY								
Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Total		
			Capital Reserve	Securities Premium Reserve	General Reserves		Retained Earnings/ profit & loss	Debenture Redemption Reserve
Balance as at 1.04.2015	169675529		2453103844	511585910	3897999956	0	28611372	7060976611
Total Comprehensive Income for the year					615217263			615217263
Dividends					(84938220)			(84938220)
Tax on Dividends					(16982649)			(16982649)
Transfer from profit & loss				1000000	(126000000)	125000000		0
Employee Stock Options (Net)							(1259418)	(1259418)
Balance as at 31.03.2016	169675529		2453103844	512585910	4285296350	125000000	27351954	7573013587
Total Comprehensive Income for the year					693903857			693903857
Dividends					(98005638)			(98005638)
Tax on Dividends					(19951643)			(19951643)
Employee Stock Options (Net)							(8945931)	(8945931)
Transfer from DRR to General Reserve				75000000		(75000000)		0
Bonus Issue				(163342730)				(163342730)
Balance as at 31.03.2017	169675529		2289761114	587585910	4861242926	50000000	18406023	7976671502

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

NOTE - 1 PROPERTY, PLANT & EQUIPMENT

Description of Assets	Gross Block					
	As at 01-04-2015	Addition Deductions Adjustment	As at 01-04-2016	Addition During Year	Deductions During Year	As at 31-03-2017
Tangible Assets:						
Land	1927532433	0	1927532433	0	0	1927532433
Office Premises	173847084	15193000	189040084	30652956	30886066	188806974
Plant & Machinery	6485804	52260	6538064	0	0	6538064
Furniture & Fixtures	51002145	2695620	53697765	15335767	24801350	44232182
Vehicles	67715999	15144786	82860785	0	12296502	70564283
Office Equipments	29209183	2036094	31245277	3970286	0	35215563
Computer	7831283	1119463	8950746	844853	724932	9070667
Total – A	2263623931	36241223	2299865154	50803862	68708850	2281960166
Previous Year	–	–	2263623931	37228735	987512	2299865154

Description of Assets	Depreciation					
	As at 01-04-2015	Depreciation/ Amortisation During the Year	As at 01-04-2016	Depreciation/ Amortisation During the Year	Deductions During Year	As at 31-03-2017
Tangible Assets:						
Land	0	0	0	0	0	0
Office Premises	28674849	9593046	38267895	8236010	4350134	42153771
Plant & Machinery	3938128	426355	4364483	420105	0	4784588
Furniture & Fixtures	25099194	7702384	32801578	7400713	14714940	25487351
Vehicles	27353522	15644880	42998402	11913000	10892786	44018616
Office Equipments	15856649	4492299	20348948	4908439	0	25257387
Computer	6730980	630538	7361518	932218	421349	7872387
Total – A	107653322		146142824	33810485	30379209	149574100
Previous Year	–	–	107653322	39327980	838478	146142824

Description of Assets	Net Block		
	As at 31-03-2017	As at 31-03-2016	As at 01-04-2015
Tangible Assets:			
Land	1927532433	1927532433	1927532433
Office Premises	146438981	150772189	145172235
Plant & Machinery	1753476	2173581	2547676
Furniture & Fixtures	18744831	20896187	25902951
Vehicles	26545667	39862383	40362477
Office Equipments	9958176	10896329	13352534
Computer	1198280	1589228	1100303
Total - A	2132171844	2153722330	2155970609
Previous Year	2153722330		

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

NOTE - 2 OTHER INTANGIBLE ASSETS

Description of Assets	Gross Block					
	As at 01-04-2015	Addition Deductions Adjustment	As at 01-04-2016	Addition During Year	Deductions During Year	As at 31-03-2017
Intangible Assets:						
Software	3122618	(262265)	2860353	1961533	889409	3932477
Total - B	3122618	(262265)	2860353	1961533	889409	3932477
Previous Year	–	–	3122618	192123	454388	2860353

Description of Assets	Depreciation					
	As at 01-04-2015	Depreciation/ Amortisation During the Year	As at 01-04-2016	Depreciation/ Amortisation During the Year	Deductions During Year	As at 31-03-2017
Intangible Assets:						
Software	1209654	633206	1842860	1391975	889409	2345426
Total - B	1209654		1842860	1391975	889409	2345426
Previous Year	–	–	1209654	1087594	454388	1842860

Description of Assets	Net Block		
	As at 31-03-2017	As at 31-03-2016	As at 01-04-2015
Intangible Assets:			
Software	1587051	1017493	1912964
Total - B	1587051	1017493	1912964
Previous Year	1017493	–	–

NOTE - 3 NON CURRENT INVESTMENTS

In ₹

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
A. Investments in Equity Instruments:-			
Unquoted & Fully paid up:-			
In Equity Instruments of:			
10 Equity Shares (Pre. Yr. 10) of ₹10/- each Starnet Software (India) Ltd.	100	100	100
10,000 Equity Shares (Previous year 10,000) of ₹10/- each in Ganesh Infrastructure (India) Pvt Ltd.	100000	100000	100000
	100100	100100	100100
B. Investments in Mutual Funds:-			
Quoted & Fully paid up:-			
1430.411(Pre.Yr. 1430.411) Units of Canara Robeco Mutual Fund	0	0	140237
TOTAL	100100	100100	240337

NOTE - 4 LOANS

In ₹

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
[UNSECURED, CONSIDERED GOOD]			
NON CURRENT LOANS & ADVANCES:-			
Business Advances to Co-Operative Societies	70287945	102898149	299814442
Business Advances to Others	695026737	1453101876	1763544678
[Refer Note No. 45(A) for details]			
TOTAL	765314682	1556000025	2063359120

NOTE - 5 DEFERRED TAX ASSETS (NET)

Deferred Tax Assets:-			
Timing Difference :-			
Disallowances under the Income Tax Act, 1961	15407164	45476108	31254378
Related to Fixed Assets	6615	2627	0
Fair Value of ESOP		666771	
Total - A	15413779	46145506	31254378
Deferred Tax Liabilities:-			
Timing Difference :-			
Related to Fixed Assets	701088	7244658	0
Amortisation of Transaction Cost as per EIR Method		10355317	
Total - B	701088	17599975	0
Total A - B = Net Deferred Tax Assets	14712691	28545531	31254378

NOTE - 6 INVENTORIES

INVENTORIES (As taken, valued & certified by Management)			
Raw-materials	6369454	7740854	31667171
Work-In-Process (Construction Projects)	7191294952	7122546839	6808518382
TOTAL	7197664406	7130287693	6840185553

NOTE - 7 TRADE RECEIVABLES

[UNSECURED, CONSIDERED GOOD]			
- More than Six Months	1288980114	1202484363	558837243
- Others	1771591795	913572613	2097301070
TOTAL	3060571909	2116056976	2656138313

NOTE - 8 CASH & CASH EQUIVALENTS

Cash on hand	2517100	2108022	3489050
Balances with Banks:			
In other accounts	71977532	119575302	207002436
In unpaid dividend account	3136884	14671297	12899377
	75114416	134246599	219901813
TOTAL	77631516	136354621	223390863

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

NOTE - 9 BANK BALANCES

In ₹

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
Balances with Banks:			
Balances in FD Accounts with Bank	415094066	307220977	0
TOTAL	415094066	307220977	0

NOTE - 10 LOANS

[UNSECURED, CONSIDERED GOOD]

SHORT TERM LOANS & ADVANCES:-

Business Advances to related parties:-

- Other related parties	0	941050000	23853790
Business Advances to Others	4179108782	1057708724	651233024
[Refer Note No. 45(B) for details]	4179108782	1998758724	675086814

Advances for Purchase of Land:-

- to Related Parties	4138167	4138167	4138167
- to Others	16948710	16948710	16912410
	21086877	21086877	21050577

Advances to Others #	79357374	31915338	29246334
TOTAL	4279553033	2051760939	725383725

Includes staff loan, prepaid expenses & reimbursement.

NOTE - 11 OTHER CURRENT ASSETS

Advance to Suppliers	15345306	22295707	28220618
Service Tax recoverable from members	2309007	3315165	4066539
Electricity, AUDA, Legal charges receivable for projects	268860434	564226594	218203962
Registration deposit	1622354	1219354	1133876
Service Tax (Input)	70587845	60256951	45913784
Income Tax, TDS & WT	1144053461	883903558	1013201030
Less:-			
Provision for Income Tax	778726643	611282649	732348119
	365326818	272620909	280852911
TOTAL	724051764	923934680	578391690

NOTE - 12 EQUITY SHARE CAPITAL:

AUTHORISED:-

5,00,00,000 (Previous year 5,00,00,000) Equity Shares of ₹ 10/- each	500000000	500000000	500000000
	500000000	500000000	500000000

ISSUED, SUBSCRIBED AND PAID UP CAPITAL:-

4,90,02,819 (Previous year 3,26,68,546) Equity shares of ₹ 10/- each fully paid up	490028190	326685460	326685460
TOTAL	490028190	326685460	326685460

NOTE:

12.1. The reconciliation of number of shares at the beginning of the year and at the close of the year is set out below:

Particulars	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
Equity shares at the beginning of the year	32668546	32668546	32668546
Add: Shares issued during the year	16334273	0	0
Equity shares at the end of the year	49002819	32668546	32668546

12.2. The Statement of Shareholders Holding More Than 5% Equity Shares of The Company:-

Particulars	As At 31/03/2017		As At 31/03/2016		As At 01/04/2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Dipak G. Patel	9343675	19.07	6229117	19.07	6229117	19.07
Shekhar G. Patel	10491585	21.41	6994390	21.41	6994390	21.41
Lalitaben G. Patel	6830154	13.94	4553436	13.94	4553436	13.94
Reliance Capital Trustee Company Ltd., account Reliance Growth Fund	0	0.00	2435583	7.46	2415583	7.39

12.3. Right, Preferences and Restrictions attached to shares:

The company has one class of equity shares having a par value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

12.4. During the year 16334273 Equity shares of ₹ 10/- each are allotted, in the ratio of 1 equity share to the holder of 2 equity shares, as fully paid up Bonus Shares by capitalisation of profits in F.Y. 2016-17.

12.5. For details of shares reserved for issue under the employee stock option [ESOP 2010] scheme of the company, please refer Note No. 48.

NOTE - 13 OTHER EQUITY

Particulars	As At		As At	
	31/03/2017	31/03/2016	01/04/2015	In ₹
RESERVES & SURPLUS:				
(a) SECURITY PREMIUM				
Balance As Per Last Balance Sheet	2453103844	2453103844		
Less: Transfer to Share Capital on Issue of Bonus Shares	(163342730)	0		
	2289761114	2453103844	2453103844	
(b) GENERAL RESERVE				
Balance As Per Last Balance Sheet	512585910	511585910		
Add: Transfer from Profit & Loss Statement	0	1000000		
Add: Transfer from Debenture Redemption Reserve	75000000	0		
	587585910	512585910	511585910	
(c) DEBENTURES REDEMPTION RESERVE				
Balance As Per Last Balance Sheet	125000000	0		
Add: Transfer from Profit & Loss A/c	0	125000000		
Less: Transfer to General Reserve	(75000000)	0		
	50000000	125000000	0	

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

Particulars	In ₹		
	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
(d) Employees' Stock Option outstanding	27351954	28611372	
Less: Adjustment during the year	(8945931)	(1259418)	
	18406023	27351954	28611372
(e) CAPITAL RESERVE			
Balance As Per Last Balance Sheet	169675529	169675529	
Add: Adjustment due to subsidiary	0	0	
	169675529	169675529	169675529
(f) PROFIT & LOSS			
Balance As Per Last Balance Sheet	4285296350	3897999956	
Add: Transfer from Profit & Loss Statement	693903857	615217263	
	4979200207	4513217219	
Less: Appropriation:-			
Transferred to General Reserve	0	1000000	
Transferred to Debentures Redemption Reserve	0	125000000	
Proposed dividend on Equity Shares	98005638	84938220	
[Dividend per Share ₹ 2.00/- on Expanded Capital (Pre. Yr. ₹ 2.60)]			
Tax on dividend	19951643	16982649	
	117957281	227920869	
	4861242926	4285296350	3897999956
TOTAL	7976671502	7573013587	7060976611

NOTE - 14 NON CURRENT BORROWINGS

SECURED:-

A) Term Loans:

(I) From Banks	324999994	0	0
(II) From Others	2573304755	1637011306	951567022
	2898304749	1637011306	951567022

B) Vehicle Loans:

(I) From Banks	0	6812778	12671348
	0	6812778	12671348

C) Debentures:

NIL(Pre. Yr. 3000) 17% Non Convertible Debentures of ₹ 100000/- each	0	26437957	0
19323000 (Pre. Yr. 22495500) 13.75% Non Convertible Debentures of ₹ 100/- each	1312294098	1949549923	2000000000
	1312294098	1975987880	2000000000
TOTAL	4210598847	3619811964	2964238370

[Refer note no. 44 for security details]

Maturity Profile of Secured Term Loans and NCD issue are as set out below:

Particulars	Current	Non Current		
	2017-18	2018-19	2019-20	2020-21 & Beyond
Term Loans from Banks	84979041	144700002	145200000	35099992
Term Loans from Others	1405020223	537683528	553705371	1481915856
13.75% Non Convertible Debentures [Rate of Interest is Variable]	620000000	650000000	662294098	0

NOTE - 15 NON CURRENT PROVISIONS

Particulars	As At	As At	In ₹ As At
	31/03/2017	31/03/2016	01/04/2015
Provision for Employees' Benefits:-			
– Provision for Gratuity	0	0	1601356
TOTAL	0	0	1601356

NOTE - 16 DEFERRED TAX LIABILITIES (NET)

Deferred Tax Assets:-

Temporary Difference:-

Disallowances under the Income Tax Act, 1961	2339174	0	1975109
Total – A	2339174	0	1975109

Temporary Difference :-

Timing Difference :-

Related to Fixed Assets	2429539	0	3948043
Disallowances under the Income Tax Act, 1961	10858599	0	0
Fair Value of Equity Instrument	0	0	13925
Amortisation of Transaction Cost as per EIR Method	0	0	5677749
Total – B	13288138	0	9639717
Total A – B = Net Deferred Tax Liabilities	10948964	0	7664608

NOTE - 17 OTHER NON CURRENT LIABILITIES

Other Long Term Liabilities:-

Statutory liabilities	192331309	208023320	226203167
Total	192331309	208023320	226203167

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

NOTE - 18 CURRENT BORROWINGS

Particulars	In ₹		
	As At 31/03/2017	As At 31/03/2016	As At 01/04/2015
Secured:-			
Cash Credit Facility From Banks	104144364	164297145	56409433
Other	0	0	107263332
[Refer note no. 44 for security details]			
	104144364	164297145	163672765
Unsecured & Repayable on Demand:-			
Intercompany loan:-			
(i) From Related Parties - Group Companies	519000	579000	579000
(ii) From others companies	1091470464	742244331	900146986
	1091989464	742823331	900725986
Loan from :-			
– Related Parties - Directors	123849759	384249516	384249516
TOTAL	1319983587	1291369992	1448648267

Note:- All unsecured loans are repayable on demand. As they are repayable on demand, they are shown as Current borrowing.

NOTE - 19 TRADE PAYABLES

Micro, Small & Medium Enterprise	0	0	0
Others	390084671	313077276	366393743
TOTAL	390084671	313077276	366393743

NOTE - 20 OTHER CURRENT FINANCIAL LIABILITIES

Current maturities of Secured long term debts	2109999264	1108727940	1499396241
Unpaid/Unclaimed Dividends	3136877	18402757	12898851
(Liability towards Investors Education and Protection Fund)			
Customer Booking Refundable	134518791	87425692	0
TOTAL	2247654932	1214556389	1512295092

NOTE - 21 OTHER CURRENT LIABILITIES

Other Payables*	350563586	345338678	199624410
Booking advance received from customers	232580498	313367364	99736546
TOTAL	583144084	658706042	299360956

* Includes Statutory Dues, Retention money of Suppliers, Unpaid Expenses & credit balance of bank due to reconciliation.

NOTE - 22 CURRENT TAX LIABILITIES [NET]

Provision for Income Tax	373050000	280175000	205600000
Less:-			
Advance payment of Income Tax, TDS & WT	13435133	17745151	11886705
	359614867	262429849	193713295
TOTAL	359614867	262429849	193713295

NOTE - 23 REVENUE FROM OPERATIONS

Particulars	In ₹	
	Year Ended 31/03/2017	Year Ended 31/03/2016
Sales from construction related activities	3896426524	3086703320
Other Operating Income:-		
Income from commission on home loans	376265	210998
Income from Management Fees	0	0
Income from Sale of Scrap	0	0
Notional Corporate Guarantee Fees Income	2290417	
Profit on sale of Fixed Assets	41723649	813
Stock Transferred to Fixed assets	0	15193000
Miscellaneous Income	66391472	33022206
Sundry Balances written off	51723209	84071897
Previous year Income	0	480922
TOTAL	4058931536	3219683156

NOTE - 24 OTHER INCOME

Interest income:-		
– from Banks	19866263	17841854
– from Others	8927954	3332741
	28794217	21174595

NOTE - 25 PROJECT EXPENSES

Architect Fee	8341500	4462500
Cable Installation Charges	0	175000
Carting Exp	289128	5915214
Electric Exp.	3251495	9437104
Labour Exp.	26164062	48738461
Land Revenue Exp.	0	29692
Land Exp.	23118229	0
Machinery Rent	359557	1318530
Professional Charges	1914761	4538763
Raw Material Consumptions	213730171	310740591
Repairs & Maintenance Exp.	44899	161811
Site Exp.	736433	4078293
Site Office Exp.	203019	417645
Site Security Exp.	1519707	4595296
Works Contract Expenses	216065120	415857962
Township Project Construction Expenses	537542	1697314
Corporate park Project Construction Expenses	30556370	49648645
Bungalows-Rajasthan Project Construction Expenses	371297	8446116
Residential & Commercial center Project construction Expenses	1152584791	270049098
TOTAL	1679788081	1140308035

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

NOTE - 26 CHANGES IN INVENTORIES

Particulars	In ₹	
	Year Ended 31/03/2017	Year Ended 31/03/2016
CLOSING STOCK:-		
Stock of WIP	7191294952	7122546839
	7191294952	7122546839
LESS: OPENING STOCK:-		
Stock of WIP	7122546839	6808518382
	7122546839	6808518382
(Increase)/Decrease in stock	(68748113)	(314028457)
TOTAL	(68748113)	(314028457)

NOTE - 27 EMPLOYEE BENEFIT EXPENSES

Salary, Allowances & Bonus Expenses	94554663	78085271
Directors' Remuneration	24000000	24000000
Contribution to Provident Fund & ESIC	1584587	1455924
Contribution to Gratuity Fund	4400390	1243249
Staff Welfare Expenses	1880809	1772106
Director's Medical Exp.	446951	547359
Employees' Compensation Exp.	0	1926638
TOTAL	126867400	109030547

NOTE - 28 FINANCE COST

Bank Charges	500206	271910
Loan Processing Charges	30438726	54943757
	30938932	55215667
Interest to:-		
– Banks	61754008	11346591
– Others	824679926	916959139
– Late payment of taxes	10232381	13791010
Finance Charges	2047294	3680026
	898713609	945776766
TOTAL	929652541	1000992433

NOTE - 29 OTHER EXPENSES

ADMINISTRATIVE & OTHER EXPENSES:-		
Appeal Fees	1250	10000
Audit Fees	2056250	2065750
Miscellaneous Exp.	26605	56735
Computer Consumable	448973	360235
Conveyance Expenses	232563	218130

		In ₹
Particulars	Year Ended 31/03/2017	Year Ended 31/03/2016
C.S.R. Expenses	17937602	13211334
Postage & Courier Charges	522304	623594
Depository & Share Transfer Agent Exp.	650949	512922
Donation	926000	461000
Electric Expenses	4757322	4834743
Filing Fees	55233	100241
Insurance Expenses	1336005	2698904
Internet & Website Expenses	789737	744075
Legal Expenses	2563593	2265799
Loss on sale of Fixed assets	7468712	24847
Mobile Phone Exp.	906957	940545
Motor-Car Exp.	3836772	3055919
Municipal Tax	3172115	3763423
Office & Office Maintenance Expenses	4622797	5587822
Penalty	375206	749156
Professional Fees	37866156	25372031
Professional Tax	12000	9600
Religious Expenses	0	390745
Repair & Maintenance Expenses	8363699	3869203
Security Service Charges	3065056	3180531
Service Tax, SBC & KKC Exp.	7550964	3487524
Site Maintenance Expenses	42820757	26908910
Sitting Fees - Directors	137888	160391
Stationery, Printing, Typing & Xerox Expenses	987080	921896
Sundry balances written off	1411121	2356742
Telephone Exp.	353376	225571
Tender Fees	0	1000
Traveling Exp.	4880604	3802321
VAT Expenses of earlier year	0	832826
VAT Expenses	3032863	7983222
Unrealised loss on Investments due to fair value	0	40237
	163168509	121827924
MARKETING EXPENSES:-		
Advertisement Expenses	32116739	60788674
Brochure Exp.	609844	6623134
Brokerage Exp.	17525716	11508172
Sales Promotion Exp	6807520	37863814
Sponsorship Charges	1105500	4676500
Trademark Registration Expenses	0	16000
	58165319	121476294
TOTAL	221333828	243304218

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

30. SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS:

1.1. Nature of Operation:-

The parent company is engaged in the business of construction of Residential, commercial and infrastructure projects.

1.2. Basis of Preparation:-

The consolidated financial statements relate to Ganesh Housing Corporation limited, and its subsidiaries namely Gatil Properties Private Limited, Yash Organiser Private Limited, Maheshwari (Thaltej) Complex Private Limited, Shaily Infrastructure Private Limited & Essem Infra Private Limited. These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under section 133 of the Companies Act 2013 read together with the Rule 4 of Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) Amendment Rules 2016 to the extent applicable and the other relevant provisions of the Act, pronouncements of the regulatory bodies applicable to the company.

The consolidated financial statements for the year ended 31st March, 2016 and the opening Balance Sheet as at 1st April, 2015 have been restated in accordance with Ind AS for comparative information. The financial statements for the year ended on 31st March, 2017 are the first financial statement of the group under Ind AS. In accordance of Ind AS 101, First time Adoption of Indian Accounting Standard, the group has given an explanation of how the transition from previous GAAP to Ind AS has affected the group's financial position, financial performance and cash flows (Refer note 28 & 29).

These consolidated financial statements have been prepared on going concern and accrual basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS

Balance Sheet as at 1st April, 2015 being the 'date of transition to Ind AS'.

These consolidated financial statements of the group for the year ended March 31, 2017 were approved by the Board of Directors on 30/05/2017.

1.3. Principles of Consolidation:-

The Consolidated Financial Statements have been prepared on the following basis:

Subsidiaries are all entities (including special purpose entities) that are controlled by the Company. Control exists when the Company is exposed to, or has rights, to variable returns from its involvement with the entity, and has the ability to affect those returns through power over the entity. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control. The results of disposed businesses are included in the consolidated financial statements up to their date of disposal, being the date control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognised as 'Goodwill on Consolidation' being an asset in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on

the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus' in the consolidated financial statements.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity. Non-controlling interests in the net assets of consolidated subsidiaries consists of:

- (a) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
- (b) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

List of the Domestic Subsidiaries considered for consolidation.

Sr. No.	Name of Company	Nature of Relationship	Country of Incorporation	Extent of Holding/ Voting Power (%) as on March 31, 2016
1.	Yash Organiser Private Limited	Subsidiary	India	100%
2.	Gatil Properties Private Limited	Subsidiary	India	69.10%
3.	Maheshwari (Thaltej) Complex Private Limited	Subsidiary	India	100%
4.	Shaily Infrastructure Private Limited	Subsidiary	India	51%
5.	Essem Infra Private Limited	Subsidiary	India	75%

1.5. Other Significant Accounting Policies:

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

31.

A. Mandatory Exceptions from retrospective application

Estimates:

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after accounting policies), unless there is an objective evidence that those estimates were in error.

Ind AS estimates as at 1 April, 2015 are consistent with the estimates as at same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

- a. Investments in equity instruments carried at FVTPL or FVTOCI
- b. Investments in debt instruments carried at FVTPL

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

- c. Impairment of financial assets based on expected credit loss model.

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Non-controlling interests

The Group has carried the carrying amount of non-controlling interests recognised under Previous GAAP as at the date of transition to Ind AS and will apply the requirements of Ind AS 110, 'Consolidated Financial Statements' applicable to non-controlling interests prospectively from the date of transition to Ind AS.

B. Optional Exemptions from retrospective application

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Group has applied the following exemptions:

Business combinations

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The group elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date.

Business combinations occurring prior to the transition date have not been restated. The group has applied same exemption for investment in associates and joint ventures.

Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the group has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

Share based payment transactions

The Group has elected not to apply Ind AS 102 Share-Based Payment, to equity instruments that vested prior to the date of transition to Ind AS.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide the explanations and quantification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101.

- a. Reconciliation of Equity as at 1st April, 2015
- b. Reconciliation of Equity as at 31st March, 2016
- c. Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2016
- d. Adjustments to Statement of Cash Flows for the year ended 31st March, 2016.

Reconciliation Statement of Equity as previously reported under IGAAP to Ind AS

(Amt. ₹ in lakh)

Particulars	Notes to first time adoption	Opening Balance Sheet as at 1st April 2015			Balance Sheet as at 31st March 2016		
		IGAAP	Effects of transition to Ind AS	Ind AS	IGAAP	Effects of transition to Ind AS	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment		21559.71	0.00	21559.71	21537.22	0.00	21537.22
Goodwill	7	0.00	306.29	306.29	508.43	0.00	508.43
Capital work in progress		0.00	0.00	0.00	201.23	0.00	201.23
Other Intangible assets		19.13	0.00	19.13	10.17	0.00	10.17
– Financial assets							
Investments	1	2.00	0.40	2.40	1.00	0.00	1.00
Trade receivables							
Loans		20633.59	0.00	20633.59	15560.00	0.00	15560.00
Others (To be specified)		0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax assets		292.81	19.73	312.54	382.34	(96.88)	285.46
Other non current assets		0.00	0.00	0.00	0.00	0.00	0.00
Current assets							
Inventories		68401.86	0.00	68401.86	71302.88	0.00	71302.88
– Financial assets							
Investments		0.00	0.00	0.00	0.00	0.00	0.00
Trade and other receivables		26561.38	0.00	26561.38	21160.57	0.00	21160.57
Cash and cash equivalents		2233.91	0.00	2233.91	4435.76	(3072.21)	1363.55
Bank balance other than above		0.00	0.00	0.00	0.00	3072.21	3072.21
Loans		7253.84	0.00	7253.84	20517.61	0.00	20517.61
Others (to be specified)		0.00	0.00	0.00	0.00	0.00	0.00
Current tax assets (Net)		0.00	0.00	0.00	0.00	0.00	0.00
Other current assets		3676.96	2106.96	5783.92	9039.83	199.52	9239.35
TOTAL ASSETS		150635.18	2433.38	153068.56	164657.04	102.63	164759.67
Equity							
Equity share capital		3266.85	0.00	3266.85	3266.85	0.00	3266.85
Other equity	6	69176.73	1433.04	70609.77	74348.24	1381.90	75730.14
Non Controlling Interest		8990.75	0.00	8990.75	10082.93	0.00	10082.93

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

(Amt. ₹ in lakh)

Particulars	Notes to first time adoption	Opening Balance Sheet as at 1st April 2015			Balance Sheet as at 31st March 2016		
		IGAAP	Effects of transition to Ind AS	Ind AS	IGAAP	Effects of transition to Ind AS	Ind AS
Non-current liabilities							
– Financial liabilities							
Borrowings	5	29806.44	(164.06)	29642.38	36497.34	(299.22)	36198.12
Trade payable		0.00	0.00	0.00	0.00	0.00	0.00
Other financial liabilities		0.00	0.00	0.00	0.00	0.00	0.00
Provisions		0.00	16.01	16.01	0.00	0.00	0.00
Deferred tax liabilities (Net)	4	0.00	76.65	76.65	0.00	0.00	0.00
Other non-current liabilities		2262.03	0.00	2262.03	2080.23	0.00	2080.23
Current liabilities							
– Financial liabilities							
Borrowings		14486.48	0.00	14486.48	12913.70	0.00	12913.70
Trade and other payables		3663.94	0.00	3663.94	3130.77	0.00	3130.77
Other financial liabilities (other than those specified in item above)		0.00	15122.95	15122.95	0.00	12145.56	12145.56
Other current liabilities	3	18132.57	(15138.96)	2993.61	18732.62	(12145.56)	6587.06
Provisions	2	849.38	(849.38)	0.00	3604.35	(3604.35)	0.00
Current tax liability		0.00	1937.13	1937.13	0.00	2624.30	2624.30
TOTAL EQUITY AND LIABILITIES		150635.18	2433.38	153068.56	164657.04	102.63	164759.67

Notes to reconciliation of balance sheet as previously reported under IGAAP to Ind AS

1. Investment

Mutual funds - Under Previous GAAP, the mutual funds are measured at cost or market value, whichever is lower. Under Ind AS, the Company has designated these investments at fair value through profit or loss (FVTPL). Accordingly, these investments are required to be measured at fair value.

At the date of transition to Ind AS, difference between the fair value of the instruments and its Previous GAAP carrying amount has been recognised in retained earnings. Fair value changes are recognised in the Statement of Profit and Loss for the year ended 31st March, 2016.

2. Provision, Other Current Assets

Under Previous GAAP, proposed dividends and related the dividend distribution tax are recognised as a provision in the year to which they relate, irrespective of when they are declared. Under Ind AS, dividends and related dividend distribution tax are recognised as a liability in the year in which it is approved by the shareholders in the Annual General Meeting of the Company.

3. Other Current Liabilities

Adjustment reflect amount of current tax to be shown separately and amount which is classified to financial liabilities

4. Deferred Tax

Under Previous GAAP, deferred taxes were recognised for the tax effect of timing differences between accounting profit and taxable profit for the year using the income statement approach. Under Ind AS, deferred taxes are recognised using the balance sheet for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. The above difference, together with the consequential tax impact of the other Ind AS transitional adjustments lead to temporary differences and deferred tax has been recognised on the same.

5. Borrowings

Under Ind AS, Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Borrowings are reflected net off transaction cost which is amortized as per EIR method.

6. Other Equity

Adjustments to retained earnings have been made in accordance with Ind AS for the above mentioned line items.

7. Goodwill

Under Ind AS, Goodwill and Capital Reserve are not netted off, but are shown separately.

Reconciliation Statement of Profit as previously reported under IGAAP to Ind AS

(Amt. ₹ in lakh)

Particulars	Notes to first time adoption	Profit as per IGAAP 2015-2016	Effects of transition to Ind AS	Profit as per Ind AS 2015-2016
I INCOME:-				
Revenue from Operations		32196.83		32196.83
Other Income		211.75		211.75
TOTAL		32408.58		32408.58
II EXPENSES:-				
Project Expenses		11403.08		11403.08
Changes in Inventories		(3140.28)		(3140.28)
Employee Benefit Expenses	1	1071.04	19.26	1090.30
Finance Cost	2	10145.08	(135.16)	10009.92
Other Expenses	3	2432.64	0.40	2433.04
Depreciation		404.16		404.16
TOTAL		22315.72		22200.22
III Profit Before Tax		10092.86		10208.36
IV Less: Current Tax Expenses:				
Income Tax		(3125.05)	(89.53)	(3214.58)
Deferred Tax	4	0.00	49.55	49.55
		(3125.05)		(3165.03)
V Profit After Tax		6967.81		7043.33

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

(Amt. ₹ in lakh)				
Particulars	Notes to first time adoption	Profit as per IGAAP 2015-2016	Effects of transition to Ind AS	Profit as per Ind AS 2015-2016
VI Other Comprehensive Income				
– Items that will not be reclassified to Profit or Loss		0.00		0.00
– Income Tax Relating to Items that will not be reclassified to Profit or Loss		0.00		0.00
– Items that will be reclassified to Profit or Loss		0.00		0.00
– Income Tax Relating to Items that will be reclassified to Profit or Loss		0.00		0.00
Total of Other Comprehensive Income		0.00		0.00
VII Total Comprehensive Income for the period		6967.81		7043.33
Total Comprehensive Income attributable to				
Owners of the Company				6152.17
Non-Controlling Interests				891.15
		6967.81		7043.33

Explanation for reconciliation of profit as previously reported under IGAAP to Ind AS

1. Employee benefit expenses

Under the IGAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date.

2. Finance cost

As per Ind AS, the transaction cost on Long Term Borrowings is amortized as per Effective interest rate method over the tenure of loan.

3. Other expenses

Under Ind AS, the Investment is classified at Fair Value through Profit & Loss (FVPL). The adjustment reflect amount of change in value of investment measured at FVTPL.

4. Deferred Tax

The Ind AS adjustments lead to temporary differences and deferred tax has been recognised on the amount of impact due to transition to Ind AS.

Cash flow Reconciliation:-

There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

32. PAYMENT TO AUDITORS:

			(Amt. ₹)
Sr. No.	Particulars	2016-2017	2015-2016
1	As Auditors	2056250	2217621
2	For Certification & other Work etc.	1626681	1385926
	TOTAL	3682931	3603547

33. FINANCIAL INSTRUMENT BY CATEGORY:

(Amt. ₹)

Particulars	2016-2017			2015-2016		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
– Investment			100100			100100
– Loans			5044867715			3607760964
– Trade Receivable			3060571909			2116056976
– Cash & cash equivalents			77631516			136354621
– Other bank balances			415094066			307220977
Financial Liabilities						
– Borrowings			5530582434			4911181956
– Trade Payables			390084671			313077276
– Other financial liabilities			2247654932			1214556389

* Since all the financial Assets and Financial liabilities are measured at amortised cost, disclosure of fair value hierarchy is not being made.

34. FAIR VALUE OF FINANCIAL ASSETS & LIABILITIES MEASURED AT AMORTIZED COST:

(Amt. ₹)

Particulars	2016-2017		2015-2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets:				
Investment	100100	100100	100100	100100
Loans	5044867715	5044867715	3607760964	3607760964
Trade Receivable	3060571909	3060571909	2116056976	2116056976
Cash & cash equivalents	77631516	77631516	136354621	136354621
Other bank balances	415094066	415094066	307220977	307220977
Financial Liabilities:				
Borrowings	5530582434	5530582434	4911181956	4911181956
Trade Payables	390084671	390084671	313077276	313077276
Other financial liabilities	2247654932	2247654932	1214556389	1214556389

- A.** The carrying amounts of trade receivables, trade payables, current loans, capital creditors and cash & cash equivalents, other financial liabilities are considered to be the same as their fair values, due to their short-term nature.
- B.** The fair values of non-current borrowings and non current Loans are same as their amortised cost since the borrowings are interest bearing at the prevalent market rate.

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

35. FINANCIAL RISK MANAGEMENT:-

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure	Measurement	Management
Credit Risk	Financial Assets measured at amortised cost	– Ageing Analysis – Credit Ratings	Diversification, Credit Limits
Liquidity Risk	Borrowing and other liabilities	Rolling Cash flow forecasts	Availability of committed borrowing facilities
Market Risk – Interest Rates	Variable Rate Borrowings	Sensitivity Analysis	Conversion of loan from higher interest rate to lower interest rate

Credit Risk Management

Credit risk is managed on a company basis. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assess and maintain an internal credit rating system. Internal credit rating is performed on a company basis for each class of financial instruments with different characteristics.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the company in accordance with practice and limits set by the company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Financing Arrangements:

[Amt. ₹]		
Particulars	2016-2017	2015-2016
Floating Rate:		
Expiring within 1 year	2214143628	1273025085
Expiring beyond 1 year	4200619812	3595013720

Maturities of financial liabilities (except current maturity of long term debts) as on 31.03.2017

(Amt. ₹)

Financial Liabilities	2016-2017			2015-2016		
	<3 month	3 to 6 month	Total	<3 month	3 to 6 month	Total
Non Derivative						
Unclaimed Dividend	3136877	0	3136877	18402757	0	18402757
Customer bookings refundable	0	134518791	134518791	0	87425692	87425692
Trade Payable	390084671	0	390084671	313077276	0	313077276

Market Risk Management**Cash flow and fair value interest rate risk**

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company manages its cash flow interest rate risk by converting higher rate interest loan to lower rate interest rate.

Interest rate risk exposure

(Amt. ₹)

Particulars	2016-2017	2015-2016
Variable Rate borrowings	6414763440	4868038805
Fixed Rate Borrowings	1225818258	1151871091

At the end of reporting period the Company had the following variable rate borrowings.

(Amt. ₹)

Particulars	2016-2017			2015-2016		
	Average Interest Rate %	Balance	% of Total Loan	Average Interest Rate %	Balance	% of Total Loan
Cash credit From Bank	14.50	104144364	1.00	14.50	164297145	3.00
Term Loan From NBFC	14.56	4378324978	57.00	15.74	2414534801	40.00
Debentures	13.75	1932294098	25.00	13.81	2289206859	38.00
Net Exposure		6414763440	83.00		4868038805	81.00

Sensitivity Analysis

(Amt. ₹)

Particulars	Impact on PAT		Impact on other Components of Equity	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
Interest Rate increase by 50 basis points	(31026176)	(31307853)	0	0

Price Risk

The Company's exposure to equity securities price risk arises does not arise since company has measured investments at amortised cost.

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

36. CAPITAL MANAGEMENT:

The Company's objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity'

[Amt. ₹]		
Particulars	2016-2017	2015-2016
Net Debt	7147856116	5576334298
Total Equity	8466699692	7899699047
Debt Equity Ratio	0.84	0.71

Dividends recognized as distributed to owners:

[Amt. ₹]		
Particulars	2016-2017	2015-2016
Final Dividend	98005638	84938220
Tax on Dividend	19951643	16982649

37. INCOME TAXES:

[Amt. ₹]		
Particulars	2016-2017	2015-2016
Current Tax	392532206	321457958
Deferred Tax	24781804	(4955761)
Total Income Tax Expenses	417314010	316502197

Reconciliation of tax expenses and the accounting profit multiplied by Tax Rate

[Amt. ₹]		
Particulars	2016-2017	2015-2016
Profit Before Tax	1163629556	1020835401
Statutory Tax Rate (%)	34.61%	34.61%
Tax at statutory tax rate	402732189	353311132

[Amt. ₹]		
Particulars	2016-2017	2015-2016
Tax effects of amounts which are not deductible in calculating taxable income due to adjustments as per income tax act	14581821	(36808935)
Income Tax Expense	417314010	316502197

Current Tax Asset/(Liability)

[Amt. ₹]		
Particulars	2016-2017	2015-2016
Income Tax asset/(liability) at the beginning of the reporting period	262429849	193713295
Increase in liability as per income tax adjustment	37223290	5894337
Income Tax paid/(refund)	299653139	199607632
Current income tax payable for the year	359614867	262429849
Net Current Income Tax Asset/(liability) at the end of the period	359614867	262429849
Income Tax Asset	0	0
Income Tax Liability	359614867	262429849

Deferred Tax Assets/(Liabilities)

[Amt. ₹]		
Particulars	2016-2017	2015-2016
The balances comprises temporary differences attributable to :	28545531	23589770
Deferred Tax Assets		
Disallowances under the Income Tax Act, 1961	(27729770)	12246621
Difference of WDV of fixed assets	3988	2627
Deferred Tax Liabilities		
Disallowances under the Income Tax Act, 1961	1170053	3996872
Related to Fixed Assets	(4114031)	3296615
Net Deferred Tax Asset/(liability)	3763727	28545531

38. SEGMENT INFORMATION:

In line with Ind AS 108 operating segments and basis of the review of operations being done by the senior management, the operations of the group falls under real estate business which is considered to be the only reportable segment by the management.

1. Information about Products and Services:

Product/Service	[Amt. ₹]	
	Revenue from the product	
	2016-2017	2015-2016
Real Estate Promotion & Development	4058931536	3219683156

2. Information about Geographical Areas:

Geographical Information	[Amt. ₹]	
	Within India	
	2016-2017	2015-2016
Revenues	4058931536	3219683156
Non Current Assets	3087198942	3810350896

3. Information about Major Customers:

Revenue from transactions with a single customer does not amount to 10 percent or more of entity's revenues with any customer.

39. RELATED PARTY TRANSACTIONS:**Other Related Parties**

Starnet Software (I) Limited	Ganesh Infrastructure (I) Private Limited
Mitul (Thaltej) Complex Private Limited	Madhuj Realty Pvt Ltd
Gaven Construction Pvt. Ltd.	Madhumati Realty Pvt Ltd
Vivan Infrastructure Pvt. Ltd.	Medhbhuti Complex Pvt Ltd
Gitanjali Infrastructure Private Limited	Ganeshsagar Infrastructure Pvt Ltd
Shardul Buildcon Private Limited	Sujan Developers Pvt Ltd
Sulabh Realty Private Limited	

Key Managerial Personnel

Shri Shekhar G. Patel
Shri Dipak G. Patel
Shri Sanjay M. Kothari
Shri Tejas C. Joshi
Shri Dipak B. Patel
Shri Mehul B. Patel
Shri Mahesh R. Patel
Shri Kushal Y. Joshi

(Related parties as identified by the company and relied upon by the auditors)

Key Managerial Personnel Compensation

Particulars	[Amt. ₹]	
	2016-2017	2015-2016
Short term employee benefits	24000000	24000000

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

Relative of Key Management Personnel

Smt. Dhara Tejas Joshi
Smt. Jesika Kothari
Smt. Sapnaben D. Patel
Smt. Archanaben S. Patel
Smt. Lalitaben G. Patel

Nature of transactions with related parties and aggregate amount of such transactions for each class of related party balance outstanding as on 31/03/2017:-

[Amt. ₹]						
	2016-2017			2015-2016		
	Other Related Parties	Key Managerial Person	Relative of Key Managerial Person	Other Related Parties	Key Managerial Person	Relative of Key Managerial Person
Business Advances						
Ganeshsagar Infrastructure Pvt. Ltd.				21000000		
Starnet Software (India) Ltd				50000		
Mitul (Thaltej) Complex Private Limited				920000000		
Advances For Purchase Of Land						
Dipak G. Patel		1501670		1501670		
Lalitaben G. Patel			592385			592385
Archnaben S. Patel			2044112			2044112
Short Term Loan Taken						
Gaven Construction Pvt. Ltd.	19000			34000		
Vivan Infrastructure Pvt. Ltd.	500000			500000		
Gitanjali Infrastructure Private Limited				15000		
Shardul Buildcon Private Limited				15000		
Sulabh Realty Private Limited				15000		
Sanjay M. Kothari		44950000				
Tejas Joshi		46450000				
Dipakbhai B. Patel		32449759		117449759		
Mehulbhai B. Patel				175399757		
Sanjay M. Kothari				44950000		
Tejas Joshi				46450000		
Investment In Equity Of Other Company						
Starnet Software (India) Ltd.	100			100		
Ganesh Infrastructure (India) Pvt. Ltd.	100000			100000		

[Amt. ₹]

	2016-2017			2015-2016		
	Other Related Parties	Key Managerial Person	Relative of Key Managerial Person	Other Related Parties	Key Managerial Person	Relative of Key Managerial Person
Trade Receivables						
Ashish Harishkumar Modi					11430	
Starnet Software (India) Ltd (D)	130000000					
Jesika Sanjay Kothari			3885510			3885510
Reimbursement Of Expenses						
Madhuj Realty Pvt Ltd	105480					
Madhumati Realty Pvt Ltd	26140					
Medhbhuti Complex Pvt Ltd	204610					
Ganeshsagar Infrastructure Pvt Ltd	31171016					
Sujan Developers Pvt Ltd	67150					
Ganeshsagar Infrastructure Pvt Ltd	8341			5044357		
Shekhar G. Patel					179557	
Lalitaben G. Patel						1785612
Trade Payables						
Ashish Modi		30330				
Bharat J. Patel		13500				
Tarang M. Desai		33300				
Aneri D. Patel		16470				
Aneri D. Patel			150058			
Shekhar G. Patel					82509	
Other Current Liability						
Tarang M. Desai						28350
Starnet Software (India) Ltd (D)				160000000		
Dhara Tejas Joshi			3940486			
Advance From Customers						
Tarang Realty Private Limited	1248749			1248749		
Dhara Tejas Joshi						3940486
Remuneration To Directors						
Dipakbhai G. Patel		12000000			12000000	
Shekharbhai G. Patel		12000000			12000000	
Income						
Starnet Software (India) Ltd -Profit On Waiver Of Land Right	430000000			760000000		

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

[Amt. ₹]

	2016-2017			2015-2016		
	Other Related Parties	Key Managerial Person	Relative of Key Managerial Person	Other Related Parties	Key Managerial Person	Relative of Key Managerial Person
Expenses						
Director's Medical Exp.		446951		547359		
Sitting Fee		137888		160391		
Director's Traveling Exp.		3068915		2026645		
Salary Exp.			2200000			
Professional Fees						428400

40. CONTINGENT LIABILITIES:

- A. For the Asst. Year 2007-2008 the Assessing officer assessed the income of the company and raised a demand of ₹ 127343870/-. Aggrieved by this order the company went in to Appeal with CIT (Appeal). The decision of the CIT (Appeal) came in favour of the company. Against this order the Income Tax Department went in to the ITAT and the company has also filed cross objection. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- B. For the Asst. Year 2008-2009 the Assessing officer assessed the income of the company and raised a demand of ₹ 494887706/-. Against this the company has already paid ₹ 143095169/- during the F.Y. 2011-12. Aggrieved by this order the company went in to Appeal with CIT (Appeal) and CIT (Appeals) has passed an order giving the relief in favour of the company. Against the Order of CIT (Appeals), Income Tax department and the company has filed an appeal before Income Tax Appellate Tribunal Ahmedabad. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- C. For the Asst. Year 2009-2010 the Assessing officer assessed the income of the company and raised a demand of ₹ 44176840/-. Against this the company has already paid ₹ 40000000/- during the F.Y. 2012-13. Aggrieved by this order the company went in to Appeal with CIT (Appeal) and CIT (Appeals) has passed an order giving the part relief in favour of the company by deleting additions. Against the Order of CIT (Appeals), Income Tax department and the company has filed an appeal before Income Tax Appellate Tribunal Ahmedabad. Both the appeals are pending before Income Tax Appellate Tribunal Ahmedabad.
- D. Income Tax department has reopened the case for A.Y. 2009-10 and has passed the order u/s 143(3) r.w.s 147 of the Act and has raised the demand of R.1,03,31,651/-. The company has paid ₹ 10,00,000/- against said demand. The company has preferred an appeal before CIT (Appeals) Ahmedabad and CIT (Appeals) Ahmedabad has passed an order giving the relief in favour of the company. Against the Order of CIT (Appeals), Income Tax department has filed an appeal before Income Tax Appellate Tribunal Ahmedabad which is still pending.
- E. For the Asst. Year 2012-2013 the Assessing officer assessed the income of the company and raised a demand of ₹ 20809200/-. The company has paid ₹ 10,00,000/- against said demand. Aggrieved by this order the company went in to Appeal with CIT (Appeals) and CIT (Appeals) Ahmedabad has passed an order giving the relief in favour of the company. Against the Order of CIT (Appeals), Income Tax department has filed an appeal before Income Tax Appellate Tribunal Ahmedabad which is still pending.

- F. The Company has given a guarantee for Non Convertible Debentures issued by Essem Infra Private Limited to the tune of ₹ 225.00 crores & term loan of ₹ 125.00 crores taken by Essem Infra Private Limited. The trustees for the said NCD & term loan are IDBI Trusteeship Services Limited in whose name the guarantee is given. The outstanding balance of NCD as on 31st March, 2017 is ₹ 193.22 crores & for term loan ₹ 119.00 crores.

41. EARNINGS PER SHARE:

Sr. No.	Particulars	2016-2017	2015-2016
	Basic & Diluted EPS (IN `) From Continuing Operations attributable to equity share		
A	holders		
	– Basic	15.93	14.12
	– Diluted	15.93	14.12
B	Reconciliation of earnings used in calculation of Basic & Diluted EPS		
	Profit attributable to equity shareholders used in calculation of Basic EPS from continuing operations	746315546	704333204
C	Weighted Average number of shares as denominator		
	Weighted average number of shares used in calculation of Basic EPS	43558061	43558061
	Weighted average number of equity shares and potential equity shares used as denominator in calculation of Diluted EPS	43558061	43558061

42. EMPLOYEE BENEFITS:

Defined Contribution Plan

PARTICULARS	2016-2017	2015-2016
		[Amt. ₹]
Employer's contribution to Provident Funds	1339072	1271478
Employer's contribution to ESIC	245515	184446
Employer's contribution to Gratuity Fund	4400390	1243249

43. Based on the information available with the Company, there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31st 2017. Hence, the information as required under the Micro, Small and Medium Enterprises Development Act, 2006 is not disclosed.

44. INFORMATION CONCERNING CLASSIFICATION OF SECURITIES:

Assets Pledged as security

Particulars	2016-2017	2015-2016
		[Amt. ₹]
Current:		
Financial Asset:		
– First Charge	0	0
– Floating Charge	2631887856	2006549656
Non-Financial Asset:		
– First Charge	0	0
– Floating Charge	5547104464	5604796081
Non-Current:		
First Charge	27630375	471965745
Total assets pledged as security	8206622695	8083311482

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

45. THE DETAILS OF BUSINESS ADVANCES & LOANS GIVEN FOR BUSINESS PURPOSES ARE AS FOLLOWS:-

	[Amt. ₹]	
	Balance as on 31/03/2017	Balance as on 31/03/2016
A: Non Current Assets		
Financial Assets – Loan		
Business Advances to Co-operative Societies:		
Mahalaxmi Co. Op. Housing Society Limited	68927945	102798149
Gannath Co. Op. Housing Society Limited	1360000	100000
TOTAL	70287945	102898149
Business Advances given to others:		
Ganesh Plantations Limited	267870792	1048365576
Noopur Construction	7500000	7500000
Nisha Construction	7500000	7500000
Shreekala Infrastructure Pvt. Ltd.	382862961	383336300
Shaligram Investment Pvt. Ltd.	3413000	3200000
Siddhivinayak Securities Pvt. Ltd.	3300000	3200000
Mukur Real Estate Private Limited	22579984	0
TOTAL	695026737	1453101876
B: Current Assets		
Financial Assets – Loan		
Business Advances to Other Related Companies:		
Ganeshsagar Infrastructure Private Limited	0	21000000
Starnet Software (India) Limited	0	50000
Mitul (Thaltej) Complex Private Limited	0	920000000
TOTAL	0	941050000
Business Advances given to others:		
Ganesh Infotech Limited	1246955000	317955000
Shaligram Investment Pvt. Ltd.	300000000	0
Shangrila Funworld Pvt. Ltd	44876000	0
Madhurkamal Developers LLP	830000000	0
Alkaben V. Matadar	3500000	3500000
Haresh Kothari	0	225000
Prerna Arcade Pvt. Ltd	42537970	42537970
Rajnikant Kanubhai Patel	37500000	37500000
Redrose Tradelink P. Ltd	26075273	26075273
Rich Arcade P. Ltd	64312695	64312695

[Amt. ₹]

	Balance as on 31/03/2017	Balance as on 31/03/2016
Royal Arcade Pvt. Ltd	23098150	23098150
Samirbhai C. Patel	7000000	7000000
Sandip Kanubhai Patel	32750000	32750000
Vaghela Priyanka Rajendrasinh	5230000	5230000
Vinodbhai P. Matadar	4000000	4000000
Ganesh Plantations Limited	1114119896	0
Tathya Complex Private Limited	111971056	206849340
Mukur Real Estate Pvt. Ltd.	0	1492554
Gavendu Land Developers Private Limited	280182742	280182742
J.P. Fincorp Services Private Limited	5000000	5000000
TOTAL	4179108782	1057708724

46. Additional information as required under schedule III to the Companies Act, 2013 for consolidated financial statements:

GANESH HOUSING CORPORATION LIMITED
ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT,
2013 OF COMPANY CONSOLIDATED AS SUBSIDIARY

		Net Assets i.e. Total Assets Minus			
		Total Liabilities		Share in Profit or Loss	
Sr.		As % of		As % of	
No.	Name of the Company	Consolidated		Consolidated	
		Net Assets	[Amt. ₹]	Profit/Loss	[Amt. ₹]
A	Parent – Indian				
	Ganesh Housing Corporation Limited	87.08	7372486196	55.02	381767218
B	Subsidiaries – Indian				
1	Essem Infra Private Limited	6.31	534032103	29.46	204446897
2	Gatil Properties Private Limited	35.45	3001412367	0.02	108763
3	Yash Organiser Private Limited	1.51	127560814	1.42	9830060
4	Maheshwari (Thaltej) Complex Private Limited	4.41	373780202	21.27	147578206
5	Shaily Infrastructure Private Limited	(0.01)	(489322)	0.37	2584403
C	Non Controlling Interests in all Subsidiaries – Indian				
1	Essem Infra Private Limited	1.58	133508026	7.37	51111724
2	Gatil Properties Private Limited	10.95	927436425	0.00	33608
3	Shaily Infrastructure Private Limited	(0.00)	(239768)	0.18	1266357

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS as at 31/03/2017

- 47.** As per the first provision to sub-section 3 of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 statement in form AOC – I regarding details of subsidiaries companies are given below:

[Amt. ₹]

Sr. No.	Name of the Subsidiary Company	Essem Infra Private Limited	Gatil Properties Private Limited	Yash Organiser Private Limited	Maheshwari (Thaltej) Complex Private Limited	Shaily Infrastrucutre Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2016 to 31/03/2017	01/04/2016 to 31/03/2017	01/04/2016 to 31/03/2017	01/04/2016 to 31/03/2017	01/04/2016 to 31/03/2017
2	Reporting Currency	INR	INR	INR	INR	INR
3	Exchange Rate	1	1	1	1	1
4	Paid up Capital	150000	129590830	100000	100000	100000
5	Reserves	533882103	2871821537	127460814	373680202	(589322)
6	Total Assets	6908436468	3051282201	356044467	1386063213	307797732
7	Total Liabilities	6374404365	49869834	228483653	1012283011	308287054
8	Investments	NIL	NIL	NIL	NIL	NIL
9	Turnover/Total Income	1607908764	1365990	46783742	629892417	8002843
10	Profit/(Loss) Before Taxation	309442909	231312	34191608	223254566	4043513
11	Provision for Taxation (Net)	(104996012)	(122549)	(24361548)	(75676360)	(1459110)
12	Profit/(Loss) After Taxation	204446897	108763	9830060	147578206	2584403
13	Proposed dividend	NIL	NIL	NIL	NIL	NIL
14	Percentage of Shareholding	75.00	69.10	100	100	51

1. Name of subsidiaries which are yet to commence operations: None
2. Name of subsidiaries which have been liquidated or sold during the year: None

48. EMPLOYEES STOCK OPTION SCHEME:

The company introduced the Employees Stock Option Scheme ("ESOP 2010") in accordance with Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. The scheme was approved by the members of the company at their meeting held on 30/10/2010. The scheme is announced for all permanent employees and non-executive directors, including independent directors of the company and its subsidiary company/companies. Total grant approved by the company is 1500000 options which are earmarked and to be granted under the scheme over a period of five years. Under the scheme 998815 equity shares have been granted which shall vest to the employees over a period of five years and 20% each of the above was vested to the employees as on 01/11/2011, 01/11/2012, 01/11/2013, 01/11/2014 & 01/11/2015. There was no option outstanding for vesting as on 31/03/2017.

- 49.** During the year the company has given ₹ 3.00 lakh as a political donation to Bhartiya Janta Party.

50. DISCLOSURE ON SPECIFIED BANK NOTES (SBNs)

The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is as follows.

(Amt. ₹)			
PARTICULARS	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	390000	1645943	2035943
(+) Permitted receipts	0	963100	963100
(-) Permitted payments	0	(608451)	(608451)
(-) Amount deposited in Banks	(390000)	0	(390000)
Closing cash in hand as on 30.12.2016	0	2000592	2000592

As per our Report of even date
For **J.M. Parikh & Associates**
Chartered Accountants
FRN: 118007W

Kaushal Shah
Partner
Membership No. 127379

Place: Ahmedabad
Date: 30/05/2017

On behalf of the Board of Directors

Dipak G. Patel
Chairman & Whole-time Director
[DIN: 00004766]

Rajendra Shah
Chief Financial Officer

Place: Ahmedabad
Date: 30/05/2017

Shekhar G. Patel
Managing Director
[DIN: 00005091]

Priti Jani
Company Secretary

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 HOUSING CORPORATION LIMITED

(CIN: L45200GJ1991PLC015817)

Registered Office: Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road,
Near Sola Bridge, Off S. G. Highway, Ahmedabad - 380 054

P: +91 79 61608888; F: +91 79 61608899; W: www.ganeshhousing.com; E: investors@ganeshhousing.com

Name of the member(s):			
Registered address:			
Folio No/ Client ID & DP ID:		E-mail ID:	

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

Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him

Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him

Name: _____ E-mail ID: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, the 27th day of September, 2017 at 3.00 p.m. at the Registered Office of the Company at Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road, Near Sola Bridge, Off S.G. Highway, Ahmedabad - 380 054 and at any adjournment thereof in respect of such resolution as are indicated below:

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

Sr. No.	Resolution	Vote (Optional) See Note No. 2 (Please mention number of Shares)		
		For	Against	Abstain
	Ordinary Businesses:			
1.	To consider and adopt: - the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon and - The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of Auditors thereon.			

Sr. No.	Resolution	Vote (Optional) See Note No. 2 (Please mention number of Shares)		
		For	Against	Abstain
2.	To declare a dividend on equity shares for the year ended 31 st March, 2017			
3.	To appoint a Director in place of Ms. Aneri D. Patel (DIN: 06587573), who retires by rotation and being eligible offers herself for re-appointment			
4.	Appointment of Auditors of the Company			
5.	Ratification of Remuneration of Cost Auditor for the Financial Year 2017-2018			
6.	Re-appointment of Mr. Dipak G. Patel as Whole-time Director of the Company for a period of five (5) years w.e.f. 1 st October, 2017			

Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
of Re. 1/-

Note:

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. It is optional to indicate your preference. If you leave for, against or abstain column blank against above resolution, your proxy will be entitled to vote in the manner as he may deem fit.

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

Joint Shareholders may obtain additional slip at the venue of the meeting

I/We hereby record my/our presence at the 26th Annual General Meeting of GANESH HOUSING CORPORATION LIMITED held at the Registered Office of the Company at: Ganesh Corporate House, 100 Feet Hebatpur-Thaltej Road, Near Sola Bridge, Off S. G. Highway, Ahmedabad - 380 054 on Wednesday, the 27th day of September, 2017 at 3.00 p.m.

Name of the Shareholder : _____

Ledger Folio No./CL ID : _____

DP ID No. : _____

Number of shares held : _____

Name of the proxy/Representative, if any : _____

Signature of the Member/Proxy : _____

ROUTE MAP OF THE VENUE OF 26TH ANNUAL GENERAL MEETING





Ganesh Corporate House
100 Feet Hebatpur-Thaltej Road,
Nr. Sola Bridge, Off S. G. Highway,
Ahmedabad – 380 054
Phone: +91-79-6160 8888 / Fax: +91-79-6160 8899
CIN: L45200GJ1991PLC015817

Website: www.ganeshhousing.com

E-Mail: investors@ganeshhousing.com