

REF.NO. /GHL/AHMD/2025-2026/472
DATE: DECEMBER 05, 2025

To BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 ----- Scrip Code: 526367	To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 ----- Symbol: GANESHHOU
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Sub: Intimation regarding Approval of Scheme of Arrangement under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

Dear Sir/ Madam,

We wish to inform you that the Board of Directors of the Company (“Board”) at its meeting held on today i.e. December 05, 2025 Commenced at 12 :15 p.m. and concluded at 1:30 p.m. has approved the **Scheme of Arrangement** between Gatil Properties Private Limited (“Transferor Company”) and Ganesh Housing Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 read with section 66 of the Act and other applicable provisions of the Act. Hence, the Scheme of Amalgamation of Gatil Properties Private Limited (“Wholly – Owned Subsidiary Company”) with the Company under Section 230 to 232 of the Companies Act, 2013 (“the Act”) was earlier approved by the Board on November 06, 2025 and has been rescinded/ withdrawn by the Board.

The Scheme of Arrangement has been structured keeping in view the requirements relating to the adjustment or reduction of the securities premium account accounted for by the Transferee Company, upon the Scheme becoming effective, shall be affected as an integral part of the Scheme in accordance with the provisions of section 52 read with section 66 of the Act and without having to follow the separate procedure under section 66 of the Act.

The Appointed Date of the Scheme is April 1, 2025.

The Scheme shall be subject to the necessary regulatory and other approvals, as may be required.

Further, the Scheme shall be filed with Stock Exchanges for obtaining their “No-objection Letter” in terms of Regulation 37 of the SEBI LODR Regulations.

The Scheme as approved by the Board would be available on the website of the Company www.ganeshhousing.com post submitting the same to the Stock Exchanges.



GANESH CORPORATE HOUSE
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The details as required under Regulation 30 of the SEBI LODR Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in relation to Scheme are enclosed herewith as **Annexure I and II**.

Thanking You,

Yours faithfully,

For GANESH HOUSING LIMITED
(formerly known as GANESH HOUSING CORPORATION LIMITED)

JASMIN JANI
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: as above



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Annexure I

Disclosure of information in relation to the Scheme pursuant to Regulation 30 of the Listing Regulations read with the SEBI Master Circular

Sr. No.	Particulars										
a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover, etc.	<table><tr><th>Name of the entity</th><th>Networth (standalone) as on March 31, 2025 (Rs. in lakhs)</th><th>Turnover (standalone) for the year ended March 31, 2025 (Rs. in lakhs)</th></tr><tr><td>Gatil Properties Private Limited</td><td>70052.34</td><td>26488.96</td></tr><tr><td>Ganesh Housing Limited</td><td>150304.41</td><td>67629.26</td></tr></table>	Name of the entity	Networth (standalone) as on March 31, 2025 (Rs. in lakhs)	Turnover (standalone) for the year ended March 31, 2025 (Rs. in lakhs)	Gatil Properties Private Limited	70052.34	26488.96	Ganesh Housing Limited	150304.41	67629.26
Name of the entity	Networth (standalone) as on March 31, 2025 (Rs. in lakhs)	Turnover (standalone) for the year ended March 31, 2025 (Rs. in lakhs)									
Gatil Properties Private Limited	70052.34	26488.96									
Ganesh Housing Limited	150304.41	67629.26									
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company and as such related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated 17th July 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transactions in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5)(b) of the SEBI LODR Regulations, the related party transaction provisions are not applicable to the Scheme.</p>									



c)	Area of business of the entity(ies)	<p>The Transferor Company is engaged in the business of sale and purchase of land and real estate development.</p> <p>The Transferee Company is engaged in the business of real estate development like residential, retail, commercial complexes, leasing properties and infrastructure development.</p>
d)	Rationale for amalgamation/ merger	<p>The Transferee Company along with its nominee is holding the entire paid-up equity share capital of the Transferor Company and as the Transferor Company and Transferee Company's business activities are similar and complement each other, and to achieve, <i>inter alia</i>, economies of scale and efficiency, the amalgamation of the companies is being undertaken. The amalgamation of the Transferor Company with the Transferee Company would, <i>inter alia</i>, have the following benefits:</p> <ul style="list-style-type: none"> • The amalgamation will simplify the corporate structure by eliminating a wholly owned subsidiary and consolidating its business, assets, and liabilities directly into the holding company resulting in streamlined governance, enhanced transparency, and a unified management structure, enabling more effective strategic control. • The amalgamation of Transferor Company with Transferee Company will enable consolidation of operational capabilities, expertise, and resources of the Transferor Company and the Transferee Company which will provide impetus to growth, enhanced synergies, and focused management control and realisation of economies of scale.



		<p>through unified procurement, marketing, finance and project management functions.</p> <ul style="list-style-type: none"> The consolidation of assets, capital, resources and elimination of inter-company transactions will strengthen the balance sheet and capital base of the Transferee Company. The merged entity will have improved financial flexibility, enhanced borrowing capacity, and better leveraging of assets and credit lines, thereby it will provide opportunity for long term capital appreciation of assets as well as support its ability to undertake larger and more complex real estate projects.
e)	In case of cash consideration – amount or otherwise share exchange ratio	The Transferor Company is wholly-owned subsidiary of the Transferee Company. In terms of the Scheme, the investment of the Transferee Company in the equity shares of the Transferor Company will be cancelled without the issuance or allotment of any fresh shares of the Transferee Company.
f)	Brief details of change in shareholding pattern (if any) of listed entity	Since there will be no fresh issue of shares, there will be no change in shareholding pattern of the Transferee Company.



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Annexure II

Disclosure of information in relation to the Scheme pursuant to Regulation 30 of the SEBI LODR Regulations read with the SEBI Master Circular

Sr. No	Particulars
a)	<p>Details and reasons for restructuring</p> <p>Details of restructuring:</p> <p>Upon the Scheme becoming effective, the Transferee Company shall write off the debit balance in Capital Reserve in the books of the Transferee Company against the Securities Premium Account.</p> <p>The utilization of the Securities Premium as aforesaid shall be effected as an integral part of the Scheme and the order of the NCLT sanctioning this Scheme shall be deemed to be an order under Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 and no separate sanction under Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 will be necessary</p> <p>Reasons for restructuring:</p> <p>The Scheme does not involve reduction in the Issued, Subscribed, Paid-Up Share Capital of the Transferee Company. Neither there is any payment of the Paid-Up Share Capital to the shareholders of the Transferee Company nor does it results in extinguishment of any liability or diminution. There is no outflow of/pay out of funds from the Transferee Company and hence, the interest of the shareholders and/or other stakeholders is not adversely affected.</p>
b)	<p>Quantitative and/ or qualitative effect of restructuring</p> <p>Pursuant to the Scheme, the Transferee Company shall write off the debit balance</p>



		<p>of Capital Reserve amounting to Rs. 498.56 Cr against the Securities Premium Account.</p> <p>There will be no cash outflow for the Transferee Company on account of the implementation of this Scheme.</p> <p>Further, the Scheme will not have any adverse effect on the interest of the shareholders or any other stakeholders of the Transferee Company</p>
c)	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring	There shall be no consideration involved in respect of the aforesaid reorganization of reserves pursuant to the Scheme of Arrangement. Thus, there will be no benefit to any promoter/promoter group/group companies.
d)	Brief details of change in shareholding pattern (if any) of all entities	There will be no change in the shareholding pattern of Transferee Company. Upon the Scheme coming into effect, Transferor Company shall stand dissolved without being wound up.



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