



GANESHA ECOSPHERE LIMITED

December 6, 2024

GESL/2024-25/

To,
The BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Wing,
Rotunda Building,
PJ Towers,
Dalal Street, Fort,
Mumbai-400 001.
Fax No.: 022-22723121, 22722037
Scrip Code: 514167

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East),
Mumbai-400051.
Tel No.: 022-26598100-8114/ 66418100
Fax No. : 022-26598237/38
Scrip Symbol: GANECOS

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Members of the Company have approved the appointment of following directors on the Board of the Company in terms of the Postal Ballot Notice dated November 4, 2024:

Disclosure under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

S. No.	Name of Director	Reason for Change	Date & Term of appointment/ re-appointment	Brief Profile	Disclosure of relationships between directors
1.	Shri Akshay Kumar Gupta (DIN: 00004908)	Members of the Company have approved his appointment as Non- Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from September 5, 2024		Attached as Annexure	Not related to any Director and/or KMP of the Company
2.	Shri Jagat Jit Singh (DIN: 10765423)	Members of the Company have approved his appointment as Non- Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from September 5, 2024		Attached as Annexure	Not related to any Director and/or KMP of the Company

The above matters have been approved with the requisite majority and are deemed to have been passed, on the last date specified for remote e-voting i.e. 4th December, 2024. The copy of Scrutinizer's Report is enclosed here with.

The above persons are not debarred from holding the office of director by any SEBI order or any other such authority.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Ganesha Ecosphere Limited

(Bharat Kumar Sajnani)
Company Secretary-cum-Compliance Officer

Encl: As above

Brief Profile of Shri Akshay Kumar Gupta

Shri Akshay Kumar Gupta, aged 66 years, is a commerce graduate and Practicing Chartered Accountant. He is a founder partner of Mittal Gupta & Co., Chartered Accountants, Kanpur and brings a rich professional experience of over 43 years in the field of accounts and audit. He has been professionally active in the Institute of Chartered Accountants of India as a Past Member of its Central Council and has contributed as a Chairman and Member of a number of its Committees.

A Past Chairman of the Central India Regional Council of ICAI, Past President of the Kanpur Chartered Accountants Society, Member Fiscal Law Committee of Merchants Chambers of Uttar Pradesh, Member of Funds Management Committee of IIT, Kanpur, are only some of his credentials.

He has a number of technical articles and publications to his credit. Besides his past directorship in several private companies, he has also served on the Board of Northern Coalfields Limited (a public sector undertaking) and presently serving as a Non-Executive Independent Director in Kanpur Plastipack Limited, a public listed company.

Brief Profile of Shri Jagat Jit Singh

Shri Jagat Jit Singh, aged 60 years, is a commerce graduate and a postgraduate in management from Indian Institute of Management (IIM), Ahmedabad. He has a rich experience of over 37 years in the field of sales and marketing across industries i.e. consumer goods including packaged food and snacks, telecom & broadband, durables, automobiles, fashion and financial services. His expertise extends across various domains including management consulting, strategy, international business, CX, product management, business development and sales trainings besides mentoring entrepreneurs and senior management teams.

Adept at strategizing and executing, as well as leading multi-cultural teams handling Omni channel businesses, he is well networked across diverse industries and geographies. His diversified client portfolio includes Bajaj Auto, Titan Ltd, Aditya Birla Capital, Glaxo SmithKline Consumer Healthcare, Arrow Shoes and BSNL



S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries
9, Roland Complex
Upper Floor, 37/17
Westcott Building,
The Mall,
Kanpur-208001 (U.P.)
Cell: 9415042137
9415504016
Website: www.skgco.net
E-mail :sk_gupta1@rediffmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Company Secretary,
Ganesh Ecosphere Limited,
Raipur (Rania), Kalpi Road,
Distt. **Kanpur Dehat** – 209304 (U.P.)

Dear Sir,

I, S.K.Gupta, Company Secretary in practice appointed by the Board of Directors of **Ganesh Ecosphere Limited** (the 'Company') as a Scrutinizer for conducting the Postal Ballot process through e-voting in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated 4th November, 2024, do hereby submit my Report as under:-

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot through e-voting in respect of the Special Resolutions proposed in the Postal Ballot Notice is the responsibility of the management. My responsibility as a Scrutinizer is to submit Scrutinizer's Report of the total votes cast through e-voting in 'favour' or 'against' the resolutions.

- 2(i) In accordance with the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 as amended ("the Act") read together with the Rule 20 and 22 of the Companies (Management

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and Administration) Rules, 2014 ("the Rules"), the Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April, 2020, 17 / 2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting, the Company issued a public notice by way of advertisement published on 5th November, 2024 in 'Business Standard' (English and Hindi Newspaper – All India Editions) and 'Rashtriya Sahara' (Hindi– Kanpur Edition, having wider circulation in the district where the registered office of the Company is situated) giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot by remote e-voting process has been sent only through electronic mode to all the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Share Transfer Agent ("RTA") of the Company and the manner of registration of e-mail IDs by the Members (both physical and demat) who are yet to register their e-mail IDs with the Company and regarding the completion of dispatch of Postal Ballot Notice by e-mail and containing all the matters as required under the Companies Act, 2013 and relevant rules framed thereunder.

- (ii) The Company has on 4th November, 2024 completed the dispatch of Postal Ballot Notice dated 4th November, 2024, by sending e-mail through National Securities and Depository Limited to the members whose e-mail addresses were registered with the Company or with the Depositories / Depository Participants or with the Company's Registrar and Share Transfer Agent ("RTA") i.e. Skyline Financial Services Private Limited, and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities and Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 25th October, 2024, being the "Cut-off Date" fixed for the purposes of e-voting for Postal Ballot.
3. In the light of the MCA Circulars, the Company has also offered facility to the members holding shares in physical mode and who have not updated their email addresses with the Company to update their email addresses by writing to the Company's RTA at the email Id admin@skylinerta.com.
4. The physical copy of the Postal Ballot Notice along with the Postal Ballot Forms and postage pre-paid business envelopes were not sent to the Members as per the exemptions provided in the MCA Circulars mentioned above. Hence, the communication of the 'Assent' or 'Dissent' on the resolutions by the Members took place through the remote e-voting process only.
5. The Postal Ballot Notice along with the Explanatory Statement was uploaded on the website of the Company i.e. www.ganeshaecosphere.com and submitted with the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the NDSL i.e. www.evoting.nsdl.com. The

results of the Postal Ballot through remote e-voting will also be made available on these websites.

6. The Company has offered remote e-voting through National Securities Depository Limited ('NSDL') and our report contains the details of postal ballot through remote e-voting.
7. The facility of remote e-voting remained open from 10.00 A.M. on Tuesday, 5th November, 2024 to 5.00 P.M. on Wednesday, 4th December, 2024.
8. We have unblocked the votes cast through remote e-voting in the presence of Ms. Divya Saxena and Ms. Kamini Gupta who were not in the employment of the Company.
9. Summary of result of Remote e-voting on Postal Ballot is given below:
 1. **Special Resolution to appoint Shri Jagat Jit Singh (DIN: 10765423), as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 5th September, 2024.**

Particulars		No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Equity Share Capital	% of votes cast to Total votes cast
A.	The Members who voted with Assent (Favour) for the	182	1,53,03,507	60.38	85.55

	Resolution				
B.	The members who voted with Dissent (Against) for the Resolution	21	25,84,761	10.19	14.45
	TOTAL (A+B)	203	1,78,88,268	70.57	100

Result: As the votes cast by the members in favour of the resolution are more than three times of the votes cast against the resolution, the proposed resolution has been passed as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013 with requisite majority.

2. Special Resolution to appoint Shri Akshay Kumar Gupta (DIN: 00004908), as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 5th September, 2024.

Particulars	No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Equity Share Capital	% of votes cast to Total votes cast
A. The Members who voted	186	1,72,61,391	68.10	96.50

	with Assent (Favour) for the Resolution				
B.	The members who voted with Dissent (Against) for the Resolution	17	6,26,877	2.47	3.50
	TOTAL (A+B)	203	1,78,88,268	70.57	100

Result: As the votes cast by the members in favour of the resolution are more than three times of the votes cast against the resolution, the proposed resolution has been passed as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013 with requisite majority.

3. Special Resolution for approval to amend the Ganesha Ecosphere Employees' Stock Option Scheme 2021.

Particulars	No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Equity Share Capital	% of votes cast to Total votes cast
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A.	The Members who voted with Assent (Favour) for the Resolution	180	1,55,16,569	61.22	86.74
B.	The members who voted with Dissent (Against) for the Resolution	23	23,71,699	9.35	13.26
	TOTAL (A+B)	203	1,78,88,268	70.57	100

Result: As the votes cast by the members in favour of the resolution are more than three times of the votes cast against the resolution, the proposed resolution has been passed as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013 with requisite majority.

4. Special Resolution for approval to extend the benefit of amendments in Ganesha Ecosphere Employees' Stock Option Scheme 2021 to the Employees of Subsidiary Company(ies) (in India or outside India) of the Company.

Particulars	No. of Members	Total No. of	% of Total	% of votes
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	who voted electronically	votes cast	votes cast to Paid-up Equity Share Capital	cast to Total votes cast	
A.	The Members who voted with Assent (Favour) for the Resolution	178	1,55,16,420	61.22	86.74
B.	The members who voted with Dissent (Against) for the Resolution	25	23,71,848	9.35	13.26
	TOTAL (A+B)	203	1,78,88,268	70.57	100

Result: As the votes cast by the members in favour of the resolution are more than three times of the votes cast against the resolution, the proposed resolution has been passed as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013 with requisite majority.

10. All electronic data and relevant records of e-voting will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal

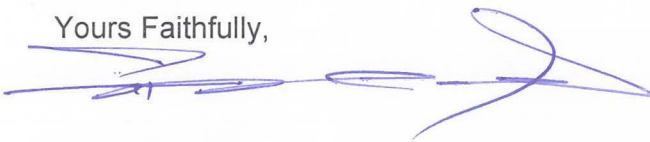
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Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

11. You may accordingly declare the results of the e-voting for Postal Ballot.

Thanking you,
Yours Faithfully,



(S.K.Gupta)
Practicing Company Secretary
F.C.S -2589
C.P – 1920
UDIN: F002589F003278840

Countersigned by



(Shyam Sunder Sharma)
Chairman

Place: Kanpur

Date: 5th December, 2024