



GESL/2020-21

GANESHA ECOSPHERE LIMITED

February 27, 2021

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: Submission of Voting Results of Postal Ballot through e-voting & Scrutinizer's Report

Dear Sir/ Ma'am,

In Compliance with Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to submit the following information, in the prescribed format, regarding voting results of the business transacted as per Postal Ballot Notice dated January 25, 2021 of the Company.

Date and Time of Commencement of voting	From 10:00 A.M. on 28 th January, 2021
Date of end of voting	Up to 5:00 P.M. on 26 th February, 2021
Date of the Declaration of result	27 th February, 2021
Record Date	22 nd January, 2021
Total Number of shareholders as on record date	11316
No. of shareholders present in meeting either in person or through proxy: Promoters & Promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through video conferencing Promoters & Promoter Group: Public:	Not Applicable



In connection with the above, please find enclosed herewith the following:

1. Voting Result pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report dated 27th February, 2021.

The Resolutions contained in the Postal Ballot Notice is deemed to have been passed on **Friday, 26th February, 2021** i.e. the last date of e-voting.

The aforesaid voting results along with the Scrutinizer's Report will also be displayed at Registered Office and Corporate Office of the Company and will be posted on Company's website www.ganeshaecosphere.com and on the website of NSDL at www.evoting.nsdl.com.

Thanking you,

Yours faithfully,

For Ganesha Ecosphere Ltd.



(Bharat Kumar Sajnani)
Company Secretary

Encl: As above

Home

Validate

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Ganesha Ecosphere Employees' Stock Option Scheme 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9190082	99.9931	9190082	0	100.0000	0.0000
	Poll	9190715						
	Postal Ballot (if applicable)							
	Total	9190715	9190082	99.9931	9190082	0	100.0000	0.0000
Public-Institutions	E-Voting		3078096	99.1097	6373	3071723	0.2070	99.7930
	Poll	3105746						
	Postal Ballot (if applicable)							
	Total	3105746	3078096	99.1097	6373	3071723	0.2070	99.7930
Public- Non Institutions	E-Voting		5003464	52.4861	5003346	118	99.9976	0.0024
	Poll	9532936						
	Postal Ballot (if applicable)							
	Total	9532936	5003464	52.4861	5003346	118	99.9976	0.0024
Total		21829397	17271642	79.1210	14199801	3071841	82.2145	17.7855
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Grant of Employee Stock Options to the Employees of Subsidiary Company (ies) (In India Or Outside India) Under Ganesha Ecosphere Employees' Stock Option Scheme 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9190082	99.9931	9190082	0	100.0000	0.0000
	Poll	9190715						
	Postal Ballot (if applicable)							
	Total	9190715	9190082	99.9931	9190082	0	100.0000	0.0000
Public- Institutions	E-Voting		3078096	99.1097	6373	3071723	0.2070	99.7930
	Poll	3105746						
	Postal Ballot (if applicable)							
	Total	3105746	3078096	99.1097	6373	3071723	0.2070	99.7930
Public- Non Institutions	E-Voting		5003464	52.4861	5003346	118	99.9976	0.0024
	Poll	9532936						
	Postal Ballot (if applicable)							
	Total	9532936	5003464	52.4861	5003346	118	99.9976	0.0024
Total		21829397	17271642	79.1210	14199801	3071841	82.2145	17.7855
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Acquisition of Shares by way of Secondary Acquisition under Ganesha Ecosphere Employees' Stock Option Scheme 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9190082	99.9931	9190082	0	100.0000	0.0000
	Poll	9190715						
	Postal Ballot (if applicable)							
	Total	9190715	9190082	99.9931	9190082	0	100.0000	0.0000
Public-Institutions	E-Voting		3078096	99.1097	6373	3071723	0.2070	99.7930
	Poll	3105746						
	Postal Ballot (if applicable)							
	Total	3105746	3078096	99.1097	6373	3071723	0.2070	99.7930
Public- Non Institutions	E-Voting		5003464	52.4861	5003364	100	99.9980	0.0020
	Poll	9532936						
	Postal Ballot (if applicable)							
	Total	9532936	5003464	52.4861	5003364	100	99.9980	0.0020
Total		21829397	17271642	79.1210	14199819	3071823	82.2146	17.7854
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for provision of money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under Ganesha Ecosphere Employees' Stock Option Scheme 2021				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9190082	99.9931	9190082	0	100.0000	0.0000
	Poll	9190715						
	Postal Ballot (if applicable)							
	Total	9190715	9190082	99.9931	9190082	0	100.0000	0.0000
Public-Institutions	E-Voting		3078096	99.1097	6373	3071723	0.2070	99.7930
	Poll	3105746						
	Postal Ballot (if applicable)							
	Total	3105746	3078096	99.1097	6373	3071723	0.2070	99.7930
Public- Non Institutions	E-Voting		5003464	52.4861	5003299	165	99.9967	0.0033
	Poll	9532936						
	Postal Ballot (if applicable)							
	Total	9532936	5003464	52.4861	5003299	165	99.9967	0.0033
Total		21829397	17271642	79.1210	14199754	3071888	82.2143	17.7857
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Adoption of new Articles of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9190082	99.9931	9190082	0	100.0000	0.0000
	Poll	9190715						
	Postal Ballot (if applicable)							
	Total	9190715	9190082	99.9931	9190082	0	100.0000	0.0000
Public-Institutions	E-Voting		3078096	99.1097	1751996	1326100	56.9182	43.0818
	Poll	3105746						
	Postal Ballot (if applicable)							
	Total	3105746	3078096	99.1097	1751996	1326100	56.9182	43.0818
Public- Non Institutions	E-Voting		5003464	52.4861	5003364	100	99.9980	0.0020
	Poll	9532936						
	Postal Ballot (if applicable)							
	Total	9532936	5003464	52.4861	5003364	100	99.9980	0.0020
Total		21829397	17271642	79.1210	15945442	1326200	92.3215	7.6785
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries
9, Roland Complex
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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]

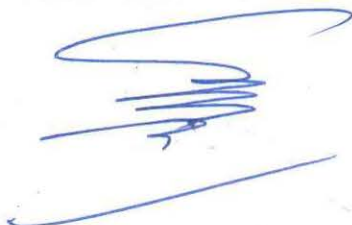
To,
The Chairman
GANESHA ECOSPHERE LIMITED
Raipur (Rania), Kalpi Road,
Distt. Kanpur Dehat
KANPUR- 209304 (U.P.).

Dear Sir,

I, S.K.Gupta, Company Secretary in practice appointed by the Board of Directors of **GANESHA 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 resolution contained in the Postal Ballot Notice dated 25th January, 2021, 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 by the Shareholders on the special resolutions proposed in the Notice of the Postal Ballot 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.





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2(i) Due to threat posed by COVID-19 pandemic situation and in accordance with 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 and 39 / 2020 dated 31st December, 2020 ('MCA Circulars') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard on General Meetings (SS-2), the Company issued a public notice by way of advertisement published on Thursday, 28th January, 2021 in Business Standard (English and Hindi Newspaper – All India Editions) and in Rashtriya Sahara (Hindi Newspaper- Kanpur edition) giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot / e-voting has been sent only through electronic mode to those Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agents, M/s Skyline Financial Services Private Limited 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 27th January, 2021 completed the dispatch of Postal Ballot Notice dated 25th January, 2021 by sending e-mail to 7334 members whose e-mail addresses were registered with the Company or with the Depositories / Depository Participants or with the Company's Registrar and Transfer Agent i.e. Skyline Financial Services Private Limited ("RTA") and whose names appear in the Register of Members / List of Beneficial Owners received from the National Securities and Depository Limited and Central

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Depository Services (India) Limited as on Friday, 22nd January, 2021, being the "Cut-off Date" fixed for the purposes of e-voting for Postal Ballot.

3. The Company has in light of the MCA Circulars, offered facility to the members who have not registered their email address and who wish to receive the postal ballot notice and / or cast their vote through remote e-voting to get their email address registered, by writing to the Company's RTA, M/s Skyline Financial Services Private Limited at admin@skylinerta.com. Members may also write to NSDL at evoting@nsdl.co.in and obtain their User ID and password for remote e-voting by sending their request. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the User Id and Password to enable remote e-voting for the Postal Ballot.
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' 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. [https:// www.ganeshhaecosphere.com](https://www.ganeshhaecosphere.com), on the website of the Stock Exchanges 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 NSDL at <https://www.evoting.nsdl.com> The results of the Postal Ballot through remote e-voting will also be made available on these websites.





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6. The Company has offered remote e-voting through National Securities Depository Limited ('NSDL') and our report contains the details of voting through remote e-voting only.
7. The facility of e-voting remained open from 10.00 A.M. on Thursday, 28th January, 2021 to 5.00 P.M. on Friday, 26th February, 2021.
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 for approval of 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
A. The Members who voted with Assent (Favour) for the Resolution	133	1,41,99,801	65.05	82.21
B. The members who voted with Dissent (Against) for the	9	30,71,841	14.07	17.79




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Resolution				
TOTAL (A+B)	142	1,72,71,642	79.12	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.

2. Special Resolution for approval of grant of Employee Stock Options to the Employees of Subsidiary Company(ies) (in India or outside India) under 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
A. The Members who voted with Assent (Favour) for the Resolution	133	1,41,99,801	65.05	82.21
B. The members who voted with Dissent (Against) for the Resolution	9	30,71,841	14.07	17.79
TOTAL (A+B)	142	1,72,71,642	79.12	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.

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3. Special Resolution for approval of the Acquisition of Shares by way of Secondary Acquisition under 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
A. The Members who voted with Assent (Favour) for the Resolution	134	1,41,99,819	65.05	82.21
B. The members who voted with Dissent (Against) for the Resolution	8	30,71,823	14.07	17.79
TOTAL (A+B)	142	1,72,71,642	79.12	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.

4. Special Resolution for approval of provision of Money by the Company for Purchase of its own Shares by the Trust / Trustees for the Benefit of Employees under 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	% of votes cast to Total votes cast
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				Capital	
A.	The Members who voted with Assent (Favour) for the Resolution	132	1,41,99,754	65.05	82.21
B.	The members who voted with Dissent (Against) for the Resolution	10	30,71,888	14.07	17.79
TOTAL (A+B)		142	1,72,71,642	79.12	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.

5. Special Resolution for approval of Adoption of New Articles of Association of the Company.

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 Resolution	139	1,59,45,442	73.05	92.32
B. The members	3	13,26,200	6.07	7.68

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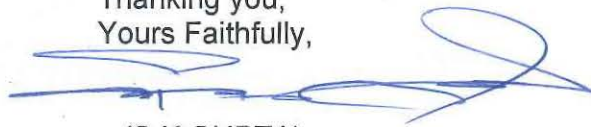
who voted with Dissent (Against) for the Resolution					
TOTAL (A+B)	142	1,72,71,642	79.12	100	

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.

10. Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman / Person authorized by him for safe keeping.

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

Thanking you,
Yours Faithfully,



(S.K.GUPTA)
Practising Company Secretary
F.C.S -2589
C.P – 1920
UDIN: F002589B003807643

Countersigned by



(SHYAM SUNDER SHARMMA)
Chairman

Place: Kanpur
Date: 27th February, 2021