

GESL/2024-25

September 12, 2024

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: Consolidated Scrutinizer's Report on Remote E-Voting & Poll**

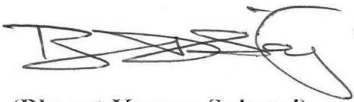
Dear Sir/ Ma'am,

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Consolidated Scrutinizer's Report on remote e-voting & poll in respect of the resolutions contained in the Notice of the 35<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> September, 2024.

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

**S. K.GUPTA**  
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**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

To,

The Chairman of the Thirty-Fifth Annual General Meeting of the Members of **Ganesha Ecosphere Limited** held on Tuesday, the 10<sup>th</sup> September, 2024 at 10:00 A.M. at the Registered office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat – 209304 (U.P.).

Dear Sir,

I, S.K.Gupta, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Ganesha Ecosphere Limited** (the 'Company') for the purpose of scrutinizing the votes cast on poll and through remote e-voting process under the provisions of Section 108 and 109 of the Companies Act, 2013 ('Act') read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 ('Rules'), in respect of the resolutions contained in the Notice read with Corrigendum thereto of the Thirty-Fifth Annual General Meeting of the Members of the Company held on Tuesday, the 10<sup>th</sup> September, 2024 at 10:00 A.M. at the Registered office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat – 209304 (U.P.).

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2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') relating to remote e-voting and poll on the resolutions contained in the Notice of the Thirty-Fifth Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for poll at the Annual General Meeting is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of the Thirty-Fifth Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process at the time of poll conducted at the Annual General Meeting.

3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-

(i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014, a public notice by way of advertisement was

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published on 19<sup>th</sup> August, 2024 in Business Standard (English and Hindi –All India editions) and in Rashtriya Sahara (Hindi-Kanpur edition, having wide circulation in the district where the registered office of the Company is situated) inter-alia, specifying the date and time of the Annual General Meeting, Book closure and manner of voting through remote e-voting which remained opened from Saturday, the 7<sup>th</sup> September, 2024 (10.00 A.M.) to Monday, the 9<sup>th</sup> September, 2024 (5.00 P.M.) and informing that the electronic copy of Notice of the Annual General Meeting along with the Annual Report of the Company for the Financial year 2023-2024 were sent to the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agent of the Company and for the members who have not registered their email address, the physical copies of the Notice along with the Attendance slip and Proxy Form have been sent in the permitted mode, in compliance with the relaxations provided under the relevant MCA and SEBI Circulars.

In continuation, a Corrigendum to the Notice of Thirty-Fifth Annual General Meeting of the Company was also published on 5<sup>th</sup> September, 2024 in Business Standard (English and Hindi –All India editions) and in Rashtriya Sahara (Hindi-Kanpur edition, having wide circulation in the district where the registered office of the Company is situated) with respect to the inadvertent



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mistake under Item No. 6 of the AGM Notice pertaining to the effective date of re-appointment of an Independent Director as 10<sup>th</sup> September, 2024 in place of 5<sup>th</sup> September, 2024. The said Corrigendum to the Notice was sent to the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agent of the Company.

- (ii) The Company hosted the Notice of Annual General Meeting alongwith the Annual Report 2023-24 including the Corrigendum to Notice of the Thirty-Fifth Annual General Meeting on its website, website of NSDL, the Agency providing the platform for remote e-voting for the Annual General Meeting and also intimated the same to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').
- (iii) The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents ('RTA') of the Company and the Depositories viz; National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), the Company completed the dispatch of physical and electronic copies of Notice of Annual General

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Meeting alongwith Annual Report for the Financial year 2023-2024 on 17<sup>th</sup> August, 2024.

- (iv) The Members of the Company as on the "cut off" date i.e. 3<sup>rd</sup> September, 2024 were entitled to vote on the resolutions (Item Nos. 1 to 7) as set out in the Notice of the Thirty-Fifth Annual General Meeting of the Company read with Corrigendum thereto.
- (v) The remote e-voting facility remained opened from Saturday, the 7<sup>th</sup> September, 2024 (10.00 A.M.) to Monday, the 9<sup>th</sup> September, 2024 (5.00 P.M.) and the remote e-voting process was blocked at 5.00 P.M. on Monday, the 9<sup>th</sup> September, 2024.
- (vi) The votes cast through remote e-voting process were unblocked on Tuesday, the 10<sup>th</sup> September, 2024 after the conclusion of the Thirty-Fifth Annual General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Kamini Gupta, who were not in the employment of the Company and who witnessed the unblocking of votes.

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(vii) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of National Securities Depository Limited ("NSDL") [<https://www.evoting.nsdl.com>].

4. At the Annual General Meeting held on Tuesday, the 10<sup>th</sup> September, 2024, the Chairman of the Annual General Meeting provided polling papers to enable those shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 7) as set out in the Notice of the Thirty-Fifth Annual General Meeting of the Company read with Corrigendum thereto, to cast their vote at the said Annual General Meeting.

5. In respect of the poll process conducted under my supervision, I hereby report that:-

(i) The poll box containing the poll papers was opened after the conclusion of the Annual General Meeting in my presence.

(ii) The votes were counted and the result of the poll was prepared in my presence.

6. I have recorded the details of all the votes casted by the shareholders through remote e-voting and by poll conducted at the Thirty-Fifth Annual General Meeting

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and have also checked and verified the same. I have also carried out full count of the votes.

7. I hereby report the consolidated results with respect to each item of business as set out in the Notice of the Annual General Meeting dated 10<sup>th</sup> August, 2024 and the votes cast by the shareholders through remote e-voting and by poll as under :-

**ITEM NO. 1(a)**

**Ordinary Resolution for consideration and adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.**

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	112	53	165	1,01,56,436	75,62,532	1,77,18,968	99.63
Against	1	0	1	65,327	0	65,327	0.37
Total	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00



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**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 1(a) of the Notice of the Annual General Meeting has been passed with requisite majority as an “**Ordinary Resolution**” within the meaning of Section 114(1) of the Companies Act, 2013.

**ITEM NO. 1(b)**

**Ordinary Resolution for consideration and adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with the Report of the Auditors thereon.**

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	112	53	165	1,01,56,436	75,62,532	1,77,18,968	99.63
Against	1	0	1	65,327	0	65,327	0.37
Total	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00

**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 1(b) of the Notice of the Annual General Meeting has been passed with requisite majority as an “**Ordinary Resolution**” within the meaning of Section 114(1) of the Companies Act, 2013.

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**ITEM NO. 2**

**Ordinary Resolution for declaration of Dividend on Equity Shares for the Financial year ended 31<sup>st</sup> March, 2024.**

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00
Against	0	0	0	0	0	0	0.00
Total	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00

**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 2 of the Notice of the Annual General Meeting has been passed unanimously as an “**Ordinary Resolution**” within the meaning of Section 114(1) of the Companies Act, 2013.

**ITEM NO. 3**

**Ordinary Resolution for appointment of a Director in place of Shri Rajesh Sharma (DIN: 02228607), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.**

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Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	92	53	145	85,01,660	75,62,532	1,60,64,192	90.33
Against	21	0	21	17,20,103	0	17,20,103	9.67
Total	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00

**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 3 of the Notice of the Annual General Meeting has been passed with requisite majority as an “**Ordinary Resolution**” within the meaning of Section 114(1) of the Companies Act, 2013.

**ITEM NO. 4**

**Ordinary Resolution for ratification of remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the Financial year ending 31<sup>st</sup> March, 2025.**

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	112	53	165	1,02,21,743	75,62,532	1,77,84,275	100.00
Against	1	0	1	20	0	20	0.00

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Total	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00
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**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 4 of the Notice of the Annual General Meeting has been passed with requisite majority as an “**Ordinary Resolution**” within the meaning of Section 114(1) of the Companies Act, 2013.

#### **ITEM NO. 5**

**Ordinary Resolution for ratification of remuneration of the Cost Auditors in respect of Company’s product ‘Recycled Polyester Staple Fibre’, for the Financial year ending 31<sup>st</sup> March, 2025.**

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	112	53	165	1,02,21,743	75,62,532	1,77,84,275	100.00
Against	1	0	1	20	0	20	0.00
Total	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00

**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 5 of the Notice of the Annual General

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Meeting has been passed with requisite majority as an “**Ordinary Resolution**” within the meaning of Section 114(1) of the Companies Act, 2013.

**ITEM NO. 6**

**Special Resolution for re-appointment of Dr. Shobha Chaturvedi (DIN: 08553800), as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years with effect from 5<sup>th</sup> September, 2024.**

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	107	53	160	1,00,94,350	75,62,532	1,76,56,882	99.28
Against	6	0	6	1,27,413	0	1,27,413	0.72
Total	113	53	166	1,02,21,763	75,62,532	1,77,84,295	100.00

**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the special resolution are more than three times the votes cast against the resolution, the proposed special resolution at Item No. 6 of the Notice of the Annual General Meeting has been passed with requisite majority as a “**Special Resolution**” within the meaning of Section 114(2) of the Companies Act, 2013.

**ITEM NO. 7**

**Ordinary Resolution to approve undertaking material related party transactions with GESL Spinners Private Limited, a related party of the Company within the**

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**meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.**

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E-Voting	Poll	Total	E-Votes	Poll	Total	
In favour	85	40	125	54,35,052	3,88,472	58,23,524	68.56
Against	12	0	12	26,69,967	0	26,69,967	31.44
Total	97	40	137	81,05,019	3,88,472	84,93,491	100.00

*In terms of the provisions of the Companies Act, 2013 read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties being ineligible to vote, abstained from voting on the resolution through remote e-voting and on poll at the meeting*

**Result:** Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 7 of the Notice of the Annual General Meeting has been passed with requisite majority as an “**Ordinary Resolution**” within the meaning of Section 114(1) of the Companies Act, 2013.

8. I further report that there were no invalid Ballot papers.

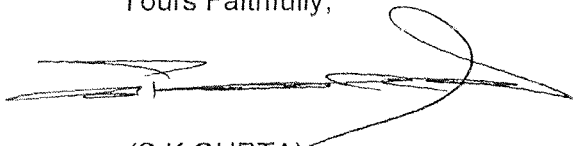
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9. The above results may accordingly, be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of "NSDL" and inform the Stock Exchanges, accordingly.

10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and sign the Minutes of the Thirty-Fifth Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,  
Yours Faithfully,



(S.K.GUPTA)

Practising Company Secretary

F.C.S -2589

C.P - 1920

UDIN: F002589F001185925

Place: Kanpur

Date: 10<sup>th</sup> September, 2024

Counter signed by



(SHYAM SUNDER SHARMMA)

Chairman