



GANESHA ECOSPHERE LIMITED

GESL/2023-24

September 23, 2023

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 34th Annual General Meeting of the Company held on 21st September, 2023.

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
F.C.S.

S.K. Gupta & Co.
Company Secretaries,
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CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

To,

The Chairman of the Thirty-Fourth Annual General Meeting of the Members of **Ganesh Ecosphere Limited** held on Thursday, the 21st September, 2023 at 12:00 Noon 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 **Ganesh 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 of the Thirty-Fourth Annual General Meeting of the Members of the Company held on Thursday, the 21st September, 2023 at 12:00 Noon 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-Fourth 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 AGM 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-Fourth 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 AGM.

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 published on 30th August, 2023 in Business Standard (English and Hindi –All

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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 Monday, the 18th September, 2023 (10.00 A.M.) to Wednesday, the 20th September, 2023 (5.00 P.M.) and informing that the electronic copy of Notice of the AGM along with the Annual Report of the Company for the Financial year 2022-2023 have been sent to the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agents ("RTA") 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.

- (ii) The Company hosted the notice of AGM on its website, website of NDSL, the Agency providing the platform for remote e-voting for the AGM 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 copies of Notice of AGM on 28th August, 2023 while the electronic copy of Notice and Annual Report for the Financial year 2022-2023 were dispatched on 29th August, 2023.
- (iv) The Members of the Company as on the "cut off" date i.e. 14th September, 2023 were entitled to vote on the resolutions (Item Nos. 1 to 8) as set out in the Notice of the Thirty-Fourth Annual General Meeting of the Company.
- (v) The remote e-voting facility remained opened from Monday, the 18th September, 2023 (10.00 A.M.) to Wednesday, the 20th September, 2023 (5.00 P.M.). and the remote e-voting process was blocked at 5.00 P.M. on Wednesday, the 20th September, 2023.
- (vi) The votes cast through remote e-voting process were unblocked on Thursday, the 21st September, 2023 after the conclusion of the Thirty-Fourth Annual

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General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who were not in the employment of the Company and who witnessed the unblocking of votes.

- (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 Thursday, the 21st September, 2023, the Chairman of the Annual General Meeting ('AGM') 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 8) as set out in the Notice of the Thirty-Fourth Annual General Meeting of the Company, to cast their vote at the said AGM.

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 AGM 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-Fourth Annual General Meeting 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 AGM dated 24th August, 2023 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 Financial Statements (Standalone) of the Company for the Financial Year ended 31st March, 2023 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	157	51	208	1,12,63,294	39,61,344	1,52,24,638	100
Against	3	0	3	16	0	16	Negligible
Total	160	51	211	1,12,63,310	39,61,344	1,52,24,654	100

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 Financial Statements (Consolidated) of the Company for the Financial Year ended 31st March, 2023 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	157	51	208	1,12,63,294	39,61,344	1,52,24,638	100
Against	3	0	3	16	0	16	Negligible
Total	160	51	211	1,12,63,310	39,61,344	1,52,24,654	100

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.

ITEM NO. 2

Ordinary Resolution for declaration of Dividend on Equity Shares for the Financial year ended 31st March, 2023.

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	156	51	207	1,12,63,200	39,61,344	1,52,24,544	100
Against	4	0	4	110	0	110	Negligible
Total	160	51	211	1,12,63,310	39,61,344	1,52,24,654	100

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

ITEM NO. 3

Special Resolution for appointment of a Director in place of Shri Shyam Sunder Shamma (DIN: 00530921), aged 80 years, who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.



Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	153	51	204	1,12,60,184	39,61,344	1,52,21,528	99.98
Against	7	0	7	3,126	0	3,126	0.02
Total	160	51	211	1,12,63,310	39,61,344	1,52,24,654	100

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. 3 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. 4

Special Resolution for appointment of Shri Narayanan Subramaniam (DIN: 00166621), as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 24th August, 2023.

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	156	51	207	94,97,842	39,61,344	1,34,59,186	88.40
Against	4	0	4	17,65,468	0	17,65,468	11.60

Total	160	51	211	1,12,63,310	39,61,344	1,52,24,654	100
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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. 4 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. 5

Ordinary Resolution for ratification of remuneration of the Cost Auditors in respect of Company’s product ‘Yarn’, for the Financial year ending 31st March, 2024.

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	157	51	208	1,12,63,294	39,61,344	1,52,24,638	100
Against	3	0	3	16	0	16	Negligible
Total	160	51	211	1,12,63,310	39,61,344	1,52,24,654	100

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

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

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 31st March, 2024.

Particulars of Voting	Number of Shareholder			Number of votes cast			Percentage
	E- Voting	Poll	Total	E-Votes	Poll	Total	
In favour	154	51	205	1,12,62,996	39,61,344	1,52,24,340	100
Against	3	0	3	28	0	28	Negligible
Total	157	51	208	1,12,63,024	39,61,344	1,52,24,368	100

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. 6 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. 7

Special Resolution for re-appointment of Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company for a period of 5 (Five) years with effect from 1st February, 2024.

Particulars of Voting	Number of votes cast			Number of votes cast			Percentage
	E-Voting	Poll	Total	E-Votes	Poll	Total	
In favour	156	51	207	1,12,63,272	39,61,344	1,52,24,616	100
Against	4	0	4	38	0	38	Negligible
Total	160	51	211	1,12,63,310	39,61,344	1,52,24,654	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. 7 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. 8

Ordinary Resolution to approve entering into material related party transactions with GESL Spinners Private Limited, a related party of the Company within the 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	133	43	176	59,35,886	8,026	59,43,912	99.993
Against	6	0	6	438	0	438	0.007
Total	139	43	182	59,36,324	8,026	59,44,350	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. 8 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.
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.

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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-Fourth 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: F002589E001054851

Place: Kanpur

Date: 21st September, 2023

Counter signed by



(SHYAM SUNDER SHARMMA)

Chairman