



# GANESHA ECOSPHERE LIMITED

GESL/2022-23

October 3, 2022

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 33<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2022.

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,  
9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Cell: 9415042137  
9415504016  
E-mail :sk\_gupta1@rediffmail.com

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

To,

The Chairman of the Thirty-Third Annual General Meeting of the Members of **Ganeshha Ecosphere Limited** held on Friday, the 30<sup>th</sup> September, 2022 at 9:30 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 **Ganeshha Ecosphere Limited** (the 'Company') for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Thirty-Third Annual General Meeting of the Members of the Company held on Friday, the 30<sup>th</sup> September, 2022 at 9:30 A.M. at



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the Registered office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat – 209304 (U.P.).

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-Third 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-Third 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 MCA and SEBI Circulars read with SEBI Listing Regulations including relaxations provided under relevant MCA and SEBI Circulars, the public notice by way of advertisement was published on 5<sup>th</sup> September, 2022 in 'Business Standard' (English) and in 'Rashtriya Sahara' (Hindi) giving intimation of date and time of Thirty-Third Annual General Meeting and that the electronic copy of Notice of the AGM along with the Annual Report of the Company for the Financial year 2021-2022 are being 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 are being sent in the permitted mode, in compliance with the relaxations provided under the relevant MCA and SEBI Circulars. The process and manner of registration of e-mail IDs by the Members (both physical and demat) alongwith the manner of giving mandate for receiving dividend directly in their bank accounts was also informed in the said public notice.
- (ii) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014, a public notice by way of advertisement was also published on 7<sup>th</sup> September, 2022 in Business Standard (English and Hindi – All India editions) and in Rashtriya Sahara (Hindi-Kanpur edition) 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 Tuesday, the 27<sup>th</sup> September, 2022 (10.00 A.M.) to Thursday, the 29<sup>th</sup> September, 2022 (5.00 P.M.).

- (iii) The Company hosted the notice of AGM on its website, website of NDSL, the Agency providing the platform for remote e-voting during the AGM and also intimated the same to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').
- (iv) 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 Notice of AGM and Annual Report for the Financial year 2021-2022 on 6<sup>th</sup> September, 2022.



- (v) The Members of the Company as on the "cut off" date i.e. 23<sup>rd</sup> September, 2022 were entitled to vote on the resolutions (Item Nos. 1 to 10) as set out in the Notice of the Thirty-Third Annual General Meeting of the Company.
- (vi) The remote e-voting facility remained opened from Tuesday, the 27<sup>th</sup> September, 2022 (10.00 A.M.) to Thursday, the 29<sup>th</sup> September, 2022 (5.00 P.M.) and the remote e-voting process was blocked at 5.00 P.M. on Thursday, the 29<sup>th</sup> September, 2022.
- (vii) The votes cast through remote e-voting process were unblocked on Friday, the 30<sup>th</sup> September, 2022 after the conclusion of the Thirty-Third Annual 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.
- (viii) 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 Friday, the 30<sup>th</sup> September, 2022, 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 10) as set out in the Notice of the Thirty-Third 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 details of all the votes casted by the shareholders through remote e-voting and by poll conducted at the Thirty-Third 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 4<sup>th</sup> August, 2022 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 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors thereon.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E- Votes	Poll	Total	E-Votes	Poll	Total	
In favour	66	60	126	82,73,439	71,80,354	1,54,53,793	100
Against	1	--	1	5	--	5	Negligible
<b>Total</b>	<b>67</b>	<b>60</b>	<b>127</b>	<b>82,73,444</b>	<b>71,80,354</b>	<b>1,54,53,798</b>	<b>100</b>

**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 31<sup>st</sup> March, 2022 together with the Report of the Auditors thereon.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E- Votes	Poll	Total	E-Votes	Poll	Total	
In favour	66	60	126	82,73,439	71,80,354	1,54,53,793	100
Against	1	--	1	5	--	5	Negligible
<b>Total</b>	<b>67</b>	<b>60</b>	<b>127</b>	<b>82,73,444</b>	<b>71,80,354</b>	<b>1,54,53,798</b>	<b>100</b>

**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 31<sup>st</sup> March, 2022.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E- Votes	Poll	Total	E-Votes	Poll	Total	
In favour	66	60	126	82,73,439	71,80,354	1,54,53,793	100
Against	1	--	1	5	--	5	Negligible
<b>Total</b>	<b>67</b>	<b>60</b>	<b>127</b>	<b>82,73,444</b>	<b>71,80,354</b>	<b>1,54,53,798</b>	<b>100</b>

**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**

**Ordinary Resolution to appoint a Director in place of Shri Sharad Sharma (DIN: 00383178), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E- Votes	Poll	Total	E-Votes	Poll	Total	

<b>In favour</b>	65	60	125	82,73,314	71,80,354	1,54,53,668	100
<b>Against</b>	2	--	2	130	--	130	Negligible
<b>Total</b>	<b>67</b>	<b>60</b>	<b>127</b>	<b>82,73,444</b>	<b>71,80,354</b>	<b>1,54,53,798</b>	<b>100</b>

**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 to re-appoint M/s. Narendra Singhania & Co., Chartered Accountant as Statutory Auditors of the Company for a second term of 5 (Five) consecutive years from the conclusion of 33<sup>rd</sup> Annual General Meeting (AGM) until the conclusion of 38<sup>th</sup> Annual General Meeting of the Company and to fix their remuneration.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E- Votes	Poll	Total	E-Votes	Poll	Total	
<b>In favour</b>	65	60	125	82,73,314	71,80,354	1,54,53,668	100
<b>Against</b>	2	--	2	130	--	130	Negligible
<b>Total</b>	<b>67</b>	<b>60</b>	<b>127</b>	<b>82,73,444</b>	<b>71,80,354</b>	<b>1,54,53,798</b>	<b>100</b>



**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 ‘Yarn’, for the Financial year ending 31<sup>st</sup> March, 2023.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E- Votes	Poll	Total	E-Votes	Poll	Total	
In favour	66	60	126	82,73,439	71,80,354	1,54,53,793	100
Against	1	--	1	5	--	5	Negligible
Total	67	60	127	82,73,444	71,80,354	1,54,53,798	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

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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**

**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, 2023.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E- Votes	Poll	Total	E-Votes	Poll	Total	
<b>In favour</b>	64	60	124	82,73,285	71,80,354	1,54,53,639	100
<b>Against</b>	2	--	2	130	--	130	Negligible
<b>Total</b>	<b>66</b>	<b>60</b>	<b>126</b>	<b>82,73,415</b>	<b>71,80,354</b>	<b>1,54,53,769</b>	<b>100</b>

**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.

**ITEM NO. 7**

**Special Resolution to approve the payment of remuneration to the Directors of the Company (other than Managing or Whole time Director).**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	62	60	122	82,17,717	71,80,354	1,53,98,071	99.64
Against	4	--	4	55,698	--	55,698	0.36
<b>Total</b>	<b>66</b>	<b>60</b>	<b>126</b>	<b>82,73,415</b>	<b>71,80,354</b>	<b>1,54,53,769</b>	<b>100.00</b>

**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**

**Special Resolution to re-appoint Shri Vishnu Dutt Khandelwal (DIN: 00383507) as Whole time Director designated as Executive Vice-Chairman of the Company for a period of 5 (Five) years with effect from 19<sup>th</sup> June, 2023.**



Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	61	60	121	82,70,605	71,80,354	1,54,50,959	99.98
Against	4	--	4	2,700	--	2,700	0.02
<b>Total</b>	<b>65</b>	<b>60</b>	<b>125</b>	<b>82,73,305</b>	<b>71,80,354</b>	<b>1,54,53,659</b>	<b>100.00</b>

**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. 8 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. 9**

**Special Resolution to re-appoint Shri Rajesh Sharma (DIN: 02228607) as Joint Managing Director of the Company for a period of 5 (Five) years with effect from 19<sup>th</sup> June, 2023.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	62	60	122	82,70,715	71,80,354	1,54,51,069	99.98
Against	4	--	4	2,700	--	2,700	0.02
<b>Total</b>	<b>66</b>	<b>60</b>	<b>126</b>	<b>82,73,415</b>	<b>71,80,354</b>	<b>1,54,53,769</b>	<b>100.00</b>

**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. 9 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. 10**

**Special Resolution to approve alteration of the ‘Objects Clause’ in the Memorandum of Association of the Company.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	66	60	126	82,17,980	71,80,354	1,53,98,334	99.64
Against	2	--	2	55,473	--	55,473	0.36
<b>Total</b>	<b>68</b>	<b>60</b>	<b>128</b>	<b>82,73,453</b>	<b>71,80,354</b>	<b>1,54,53,807</b>	<b>100.00</b>

**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. 10 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.

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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.
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-Third 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: F002589D001103865

Place: Kanpur

Date: 30<sup>th</sup> September, 2022

Counter signed by



(SHYAM SÜNDER SHARMMA)

Chairman