



GANESHA ECOSPHERE LIMITED

GESL/2023-24

January 15, 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: Submission of Scrutinizer's Report on Postal Ballot through e-voting

Dear Sir/ Ma'am,

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Scrutinizer's Report dated January 13, 2024 on Postal Ballot through e-voting in respect of the resolutions contained in the Postal Ballot Notice dated December 14, 2023.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Ganesha Ecosphere Ltd.

**(Bharat Kumar Sajnani)
Company Secretary**

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 (U.P.)
Cell: 9415042137
9415504016
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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,
Ganesha 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 **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 resolutions contained in the Postal Ballot Notice dated 14th December, 2023, 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

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 and 09/2023 dated 25th September, 2023 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 15th December, 2023 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 14th December, 2023 completed the dispatch of Postal Ballot Notice dated 14th December, 2023, by sending e-mail through Skyline Financial Services Private Limited, Registrar and Share Transfer Agent ("RTA") to the members whose e-mail addresses were registered with the Company or with the Depositories / Depository Participants or with the Company's RTA 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, 8th December, 2023, 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 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.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 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 ('NDSL') and our report contains the details of postal ballot through remote e-voting.
7. The facility of e-voting remained open from 10.00 A.M. on Friday, 15th December, 2023 to 5.00 P.M. on Saturday, 13th January, 2024.
8. We have unblocked the votes cast through remote e-voting in the presence of Ms. Divya Saxena and Ms. Anshula Chaudhary 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 approve the issuance of 14,49,000 Fully Convertible Equity Warrants on Preferential Basis to the persons belonging to the Promoter and Promoter Group.

| 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 | 137 | 1,33,79,164 | 61.29 | 87.74 |

| | | | | | |
|----|--|------------|--------------------|--------------|------------|
| | (Favour) for the Resolution | | | | |
| B. | The members who voted with Dissent (Against) for the Resolution | 14 | 18,69,751 | 8.56 | 12.26 |
| | TOTAL (A+B) | 151 | 1,52,48,915 | 69.85 | 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 approve the Fund Raising Activities and Issuance of Equity Shares through Qualified Institutions Placement.

| 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 | 147 | 1,52,48,873 | 69.85 | 100 |

| | Members who voted with Assent (Favour) for the Resolution | | | | |
|----|---|------------|--------------------|--------------|------------|
| B. | The members who voted with Dissent (Against) for the Resolution | 3 | 21 | Negligible | Negligible |
| | TOTAL (A+B) | 150 | 1,52,48,894 | 69.85 | 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. 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


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Cell: 9415042137
9415504016
E-mail :sk_gupta1@rediffmail.com

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: F002589E003213051

Countersigned by



(Shyam Suñder Sharmma)
Chairman

Place: Kanpur

Date: 13th January, 2024