



GANESHA ECOSPHERE LTD.

GESL/2019-20

September 7, 2019

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 30th Annual General Meeting of the Company held on 5th September, 2019.

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
Phone: (O) 0512-2315123
Cell: 9415042137
E-mail :sk_gupta1@rediffmail.com

CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

To,

The Chairman of the Thirtieth Annual General Meeting of the Members of **Ganeshha Ecosphere Limited** held on Thursday, the 5th September, 2019 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 **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 (the 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 Thirtieth Annual General Meeting of the Members of the Company held on Thursday, the 5th September, 2019 at 12:00 Noon at 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 relating to remote e-voting and poll on the resolutions contained in the Notice of the Thirtieth 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 Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Thirtieth 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 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notice by way of advertisement was published on 15th August, 2019 in Business Standard (English) and in Rashtriya Sahara (Hindi) and the remote e-voting facility remained opened

from Monday, the 2nd September, 2019 (10.00 A.M.) to Wednesday, the 4th September, 2019 (5.00 P.M.).

(ii) The Members of the Company as on the "cut off" date i.e. 29th August, 2019 were entitled to vote on the resolutions (Item Nos. 1 to 15) as set out in the Notice of the Thirtieth Annual General Meeting of the Company.

(iii) The remote e-voting process was blocked at 5.00 P.M. on Wednesday, the 4th September, 2019.

(iv) The votes cast through remote e-voting process were unblocked on 5th September, 2019 after the conclusion of the Thirtieth 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.

(v) 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 5th September, 2019, 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 15 as set out in the Notice of the Thirtieth 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 the presence of Ms. Divya Saxena and Ms. Anshula Choudhary, who were not employees of the Company.
 - (ii) The votes were counted and the result of the poll was prepared in the presence of the aforesaid persons.
6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll 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 of the votes cast by the Shareholders through remote e-voting and by poll as under:-

ITEM NO. 1

Ordinary Resolution for consideration and adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Ordinary Resolution in respect of Item No. 1 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 2

Ordinary Resolution for declaration of Dividend on Equity Shares for the Financial year ended 31st March, 2019

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Ordinary Resolution in respect of Item No. 2 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 3

Special Resolution for approval of appointment of a Director in place of Shri Shyam Sunder Sharma (DIN: 00530921), 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	
In favour	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--

Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
-------	----	----	-----	-------------	-----------	-------------	--------

Result: The Special Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 4

Ordinary Resolution for partial modification of the resolution passed for appointment of M/s. Narendra Singhania & Co., Chartered Accountants, Statutory Auditors of the Company at the 28th Annual General Meeting of the Company, for dispensing with the requirement of seeking ratification of their appointment at every Annual General Meeting of the Members of the Company

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Ordinary Resolution in respect of Item No. 4 of the Notice of the Annual General Meeting has been passed unanimously.

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, 2020

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Ordinary Resolution in respect of Item No. 5 of the Notice of the Annual General Meeting has been passed unanimously.

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, 2020

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Ordinary Resolution in respect of Item No. 6 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 7

Special Resolution for approval of alteration in Articles 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	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 7 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 8

Special Resolution for approval of Re-appointment of Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 8 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 9

Special Resolution for approval of appointment and re-designation Shri Rajesh Sharma (DIN: 02228607) as the Joint Managing Director of the Company

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	52	60	112	73,47,690	64,98,956	1,38,46,646	80.57
Against	5	--	5	33,38,527	--	33,38,527	19.43
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 9 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 10

Special Resolution for approval of Re-appointment of Shri Abhilash Lal (DIN: 03203177) as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	52	60	112	73,47,690	64,98,956	1,38,46,646	80.57
Against	5	--	5	33,38,527	--	33,38,527	19.43
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 10 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 11

Special Resolution for approval of Re-appointment of Shri Anoop Gupta (DIN: 00153340) as a Non-Executive Independent Director of the Company for a second term of 1 (One) year with effect from 5th September, 2019, the date of this Annual General Meeting

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	52	60	112	73,47,690	64,98,956	1,38,46,646	80.57
Against	5	--	5	33,38,527	--	33,38,527	19.43
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 11 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 12

Special Resolution for approval of Re-appointment of Shri Pradeep Kumar Goenka (DIN: 00404746) as a Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	54	60	114	86,73,790	64,98,956	1,51,72,746	88.29
Against	3	--	3	20,12,427	--	20,12,427	11.71
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 12 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 13

Special Resolution for approval of Re-appointment of Shri Surendra Kumar Kabra (DIN: 01280980) as a Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting.

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	54	60	114	86,73,790	64,98,956	1,51,72,746	88.29
Against	3	--	3	20,12,427	--	20,12,427	11.71
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 13 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 14

Special Resolution for approval of Re-appointment of Shri Vishwa Nath Chandak (DIN: 00313035) as a Non-Executive Independent Director of the Company for a second term of 3 (Three) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	54	60	114	86,73,790	64,98,956	1,51,72,746	88.29
Against	3	--	3	20,12,427	--	20,12,427	11.71
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 14 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 15

Special Resolution for approval of remuneration of Shri Vishnu Dutt Khandelwal (DIN: 00383507), Whole time Director and Promoter in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining tenure of his appointment

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00
Against	--	--	--	--	--	--	--
Total	57	60	117	1,06,86,217	64,98,956	1,71,85,173	100.00

Result: The Special Resolution in respect of Item No. 15 of the Notice of the Annual General Meeting has been passed unanimously.

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



S. K.GUPTA
F.C.S.

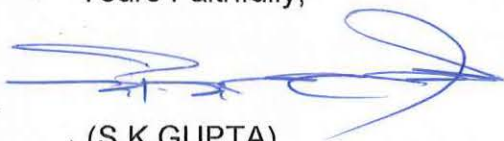
S.K. Gupta & Co.
Company Secretaries,
9, Roland Complex,
Upper Floor, 37/17,
Westcott Building,
The Mall,
Kanpur-208001
Phone: (O) 0512-2315123
Cell: 9415042137
E-mail :sk_gupta1@rediffmail.com

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 Thirtieth 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

Counter signed by



(SHYAM SUNDER SHARMMA)

Chairman

Place: Kanpur

Date: 7th September, 2019