

MINUTES OF THE MEETING OF
BOARD OF DIRECTORS

**MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING
OF THE MEMBERS OF GANESHA ECOSPHERE LTD. HELD ON
SATURDAY, THE 29TH DAY OF SEPTEMBER, 2012 AT 2:15 P.M. AT
THE REGISTERED OFFICE OF THE COMPANY AT RAIPUR (RANIA),
KALPI ROAD, KANPUR DEHAT.**

Present:

Shri Shyam Sunder Sharmma - Chairman cum Managing Director
Shri Vishnu Dutt Khandelwal - Executive Vice Chairman
Shri Sharad Sharma - Joint Managing Director
Shri Pradeep Kumar Goenka - Director

Members present in person : Eighteen
Members present by Proxy : Twelve representing 21,43,007 shares

Shri Gopal Agarwal - Chief Finance Officer
Shri Bharat Kumar Sajnani - Company Secretary

Chairman:

Shri Shyam Sunder Sharmma, Chairman occupied the Chair.

Quorum:

After ascertaining that proper quorum was present, the Chairman declared the meeting as properly constituted and welcomed the members to the Twenty Third Annual General Meeting.

Register of Directors' Shareholdings:

The Chairman informed the members that the Register of Directors' shareholdings maintained under Section 307 of the Companies Act, 1956 and other statutory registers were available at the meeting for inspection of members.

Chairman's Statement:

The Chairman delivered a statement on the affairs of the Company and briefed the members about the performance of the Company during the year. He informed the members that during the year the Company has recorded 32.25% increase in Revenue from Rs. 291.29 crore in 2010-11 to Rs. 385.23 crore. The Company earned Profit after tax of Rs. 20.69 crore, an increase of 14.88% over FY2011. He added that the Company has achieved the benefit of a full year's production across its expanded capacity in Rudrapur, enhancing the production 15% over the previous year.

The Chairman further informed that the Company is strengthening its business through expansion of its PET bottle recycling capacity by 30,000 TPA. He added that the Company is also setting up a greenfield capacity (25,920 spindles) to manufacture spun yarn, which will make further value-addition of about 75% over PSF prices.

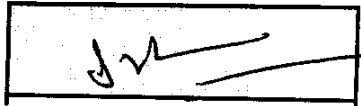
Notice and Auditors' Report:

With the consent of the members present, the notice convening the Twenty Third Annual General Meeting, the Directors' Report and the Annual Accounts were taken as read. Shri Bharat Kumar Sajnani, Company Secretary read out the Auditors' Report.

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For GANESHA ECOSPHERE LTD.


(BHARAT KUMAR SAJNANI)
COMPANY SECRETARY



MINUTES OF THE MEETING OF
BOARD OF DIRECTORS

Thereafter, with the permission of the members present, the Chairman took up the agenda of the meeting.

1. Adoption of Annual Accounts for the financial year ended 31st March, 2012, Directors' Report and the Auditors' Report thereon:

The Chairman proposed and Shri N. K. Sharma seconded the following Ordinary resolution, concerning Item No. 1 of the notice for adoption of Audited Annual Accounts for the financial year ended 31st March, 2012, along with the Directors' Report and the Auditors' Report thereon:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the financial year ended on that date together with the Directors' Report and Auditors' Report thereon, be and are hereby received, considered and adopted."

Thereafter, the Chairman invited queries from the members.

There being no queries, the Chairman put the ordinary resolution to vote and declared the same as passed unanimously on show of hands.

2. Confirmation of Payment of Interim Dividend on Cumulative Redeemable Preference Shares (Series II) and Declaration of Dividend on Equity Shares and Cumulative Redeemable Preference Shares (Series I):

Shri Rahul Gupta proposed and Shri Vishal Srivastava seconded the following Ordinary resolution, concerning Item No. 2 of the notice for Confirmation of the payment of Interim Dividend on Cumulative Redeemable Preference Shares (Series II) and Declaration of Dividend on Equity Shares and Cumulative Redeemable Preference Shares (Series I):

"RESOLVED THAT the payment of interim dividend of Rs. 10/- per share as declared by the Board of Directors on 4,00,000, 10% Cumulative Redeemable Preference Shares (Series-II) of Rs. 100/- each of the Company for the period from 01.04.2011 to 30.07.2012 amounting to Rs. 53,33,333/-, be and is hereby confirmed and approved."

"RESOLVED FURTHER THAT a dividend of Rs. 10/- per share as recommended by the Board of Directors on 50,000, 10% Cumulative Redeemable Preference Shares (Series-I) of Rs. 100/- each of the Company for the financial year 2011-12, amounting to Rs. 5,00,000/-, be and is hereby declared out of the profits of the Company for the financial year ended 31st March, 2012 and the same be paid to those Members whose names appear in the Register of Members of the Company as the holder of said Preference Shares at the close of business hours on 21.09.2012."

"RESOLVED FURTHER THAT a dividend of Rs. 1.20/- per share (i.e. @ 12%) as recommended by the Board of Directors on 1,51,86,000 Equity Shares of Rs. 10/- each of the Company for the Financial Year 2011-12, amounting to Rs. 1,82,23,200/- be and is hereby declared out of the profits of the Company for the financial year ended 31st March, 2012 and the same be paid to those Members whose names appear in the records of Depositories and the Register of Members of the Company as the holder of Equity Shares at the close of business hours on 21.09.2012."

Thereafter, the Chairman put the ordinary resolution to vote and declared the same as passed unanimously on show of hands.

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vote and declared the

MINUTES OF THE MEETING OF
BOARD OF DIRECTORS

3. Re-appointment of Shri Vishnu Dutt Khandelwal, Director of the Company:

Shri K.K. Upadhayay proposed and Shri Vineet Sachan seconded the following Ordinary resolution, concerning Item No. 3 of the notice for re-appointment of Shri Vishnu Dutt Khandelwal as Director, liable to retire by rotation:

“RESOLVED THAT Shri Vishnu Dutt Khandelwal, Director of the Company, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Thereafter, the Chairman put the ordinary resolution to vote and declared the same as passed unanimously on show of hands.

4. Re-appointment of Shri Surendra Kumar Kabra, Director of the Company:

Shri Pramod Trivedi proposed and Shri Avinash Srivastava seconded the following Ordinary resolution, concerning Item No. 4 of the notice for re-appointment of Shri Surendra Kumar Kabra as Director, liable to retire by rotation:

“RESOLVED THAT Shri Surendra Kumar Kabra, Director of the Company, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Thereafter, the Chairman put the ordinary resolution to vote and declared the same as passed unanimously on show of hands.

5. Re-appointment of Auditors:

Shri Sandeep Khandelwal proposed and Shri N. K. Sharma seconded the following Ordinary resolution, concerning Item No. 5 of the notice for re-appointment of M/s Mehrotra Rakesh Kumar & Co., Chartered Accountants, Kanpur as the Statutory Auditors of the Company:


“RESOLVED THAT M/s. Mehrotra Rakesh Kumar & Co., Chartered Accountants, Kanpur, the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors of the Company in consultation with the Audit Committee.”

Thereafter, the Chairman put the ordinary resolution to vote and declared the same as passed unanimously on show of hands.

6. Appointment of Shri Anoop Gupta as Director of the Company:

Shri Bharat Kumar Sajani proposed and Shri Pradeep Tripathi seconded the following Ordinary resolution, concerning Item No. 6 of the notice for re-appointment of Shri Anoop Gupta as Director of the Company:

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COMPANY SECRETARY



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MINUTES OF THE MEETING OF
BOARD OF DIRECTORS

"RESOLVED THAT Shri Anoop Gupta, who was appointed as an Additional Director by the Board under Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose his candidature for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

Thereafter, the Chairman put the ordinary resolution to vote and declared the same as passed unanimously on show of hands.

7. Consent for payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director) by way of Commission upto 1% of Net Profits of the Company:

Shri Kanhaiya Jayaswal proposed and Shri Avinash Srivastava seconded the following Special resolution, concerning Item No. 7 of the notice regarding consent for payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director) by way of Commission upto 1% of Net Profits of the Company:

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 115(2) of the Articles of Association of the Company and Conditions of the Listing Agreement of the Company with the Stock Exchanges and subject to such approvals or sanctions as may be necessary, consent of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director) in addition to the fees payable to them for attending the meetings of the Board or Committee thereof, by way of commission upto 1% of the Net Profits of the Company calculated in accordance with the provisions of Section 198, 349 and 350 of the Act and that such remuneration shall be paid to all the Directors for the time being in office (other than a Managing or Whole Time Director) or some or any of them, in such manner and proportion as the Board may decide or equally amongst all such Directors otherwise and such payment shall be made in respect of the profits of the Company for each year during the period of five years commencing from 1st April, 2012."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

Thereafter, the Chairman put the special resolution to vote and declared the same as passed unanimously on show of hands.

Vote of thanks:

There being no other business, the meeting concluded with a vote of thanks to the Chair.

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For GANESHA ECOSPHERE LTD.
Date: 22 Oct 2012
Place: KANPUR
(BHARAT KUMAR SAJNANI)
COMPANY SECRETARY


CHAIRMAN

