



GANESHA ECOSPHERE LTD.
(FORMERLY KNOWN AS GANESH POLYTEX LTD.)

GESL/2014-15/

Courier

19.09.2014

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, 22722039

K.A.: Mr. S. Subramanian DCS- CRD
Sub: Corrigendum to the Notice of Annual General Meeting

Dear Sir,

With reference to our earlier letter dated 04.09.2014, regarding intimation of the Annual General Meeting of the members of Ganesha Ecosphere Ltd. scheduled to be held on Monday, the 29th day of September, 2014, please find attached herewith a 'Corrigendum to the Notice of Annual General Meeting' and original clippings of the 'Business Standard' Newspaper (both English and Hindi) regarding publication of the Corrigendum along with a corrected copy of the AGM Notice.

Kindly take a record of the above and oblige.

Thanking you,

Yours faithfully,
For **Ganesha Ecosphere Ltd.**

(Bharat Kumar Sajnani)
Company Secretary

Encl.: As above





GANESHA ECOSPHERE LTD.

CIN No.: L51109UP1987PLC009090

Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)
E-mail : gesl@ganeshaecosphere.com, Website : www.ganeshaecosphere.com
Tel. No. 0512-2555504-06, Fax No. 0512-2555293

CORRIGENDUM TO THE NOTICE OF 25TH ANNUAL GENERAL MEETING

This corrigendum is being issued in connection and shall be read in conjunction with the original Notice Dt. 30th August, 2014 of the 25th Annual General Meeting of the members of Ganesha Ecosphere Ltd. scheduled to be held on Monday, the 29th day of September, 2014 at 3:00 P.M. at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat.

In the Special Resolution proposed at item No. 15 of the Notice for issue of CCPS and the relative Explanatory Statement, the price of Equity Shares to be allotted upon conversion of CCPS should be read as Rs. 114/- per share (including premium of Rs. 104/- per share) instead of Rs. 113/- per share (including premium of Rs. 103/- per share) accordingly the number of Equity shares to be allotted on conversion shall stand proportionately reduced from 27,50,000 Equity shares to 27,25,877 Equity shares with consequent effect on shareholding pattern and related information in the Explanatory statement.

Further, in the Special Resolution proposed at item No. 16 of the Notice for issue of Warrants and the relative Explanatory Statement, the price of Equity Shares to be allotted upon conversion of Warrants should be read as Rs. 114/- per share (including premium of Rs. 104/- per share) instead of Rs. 113/- per share (including premium of Rs. 103/- per share).

The aforesaid modifications have been necessitated due to amendment in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 vide notification Dt. 25th August, 2014 inter-alia changing the method of calculation of price of preferential issue of securities and the clarification issued by SEBI vide circular No. CIR/CFD/POLICYCELL/6/2014 Dt. 11th September, 2014.

Further, in the relative Explanatory Statement of the aforesaid items, the name of the ultimate beneficial owner shall be read as "Public Institution for Social Security ("PIFSS") - a Pension Fund owned by Government of Kuwait" instead of 'Mr. Michael Calisse', which got mentioned therein inadvertently.

Except to the extent of modifications as stated above, other information contained in the Notice of Annual General Meeting shall remain unchanged. The text of the Notice as modified is



available at the website of the Company at www.ganeshaecosphere.com and also at NSDL website: www.evoting.nsdl.com.

We apologize for the inconvenience caused.

Place: Kanpur.
Date: 18.09.2014

For Ganesha Ecosphere Ltd.



(Bharat Kumar Sajani)
Company Secretary

...of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2014 to 30th September, 2014 (both days inclusive) for the purpose of annual closing and Annual General Meeting of the Company.

for RAMA SUGARS LIMITED

Place: Chandigarh (MANMOHAN K. RAJNA)
Date: 16-09-2014 COMPANY SECRETARY

GANESHA ECOSPHERE LTD.

CIN No.: L51109UP1987PLC009090
Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)
E-mail: gesi@ganeshaecosphere.com, Website: www.ganeshaecosphere.com
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We apologize for the inconvenience caused.

For Ganesha Ecosphere Ltd.
Place: Raipur (Bharat Kumar Sajna)
Date: 18.09.2014 Company Secretary

the NIT. The department doesn't take responsibility for the delay/Non submission of Tender / Non Reconciliation of online Payment caused due to Non-availability of Internet Connection, Network Traffic/Holidays or any other reason".

e-Procurement Help Desk First Floor, M22, Bank of India Building, Road No. - 25, Sri Krishna Nagar, Patna - 800001 at 0612-2523006. Mob. 9939035696

OIL AND NATURAL GAS CORPORATION LTD.

मेहसाना परिसम्पत्ति / MEHSANA ASSET
GM-Incharge MM, ONGC, Mehsana Asset invites E-bid through Open Tender under Two Bid System through ONGC's E-procurement portal as per details given below: **Tender No.:** E16YC14027 **Brief Description:** Hiring of 02 nos. of Hot Oil circulation Units for a period of five years **Tender Fee:** ₹ 1000/- (To be paid through payment gateway provided in ONGC's E-procurement portal) **Period of Sale of Tender Document:** 19.09.2014 to 09.10.2014 **Last Date of Receipt of Queries for Pre Bid Conference:** 13.10.2014 **Pre Bid Conference Date & Time:** 15.10.2014 at 11:00 Hrs. **Tender Closing Date & Time:** 10.11.2014 at 14:00 Hrs. **Tender Opening Date & Time:** 10.11.2014 at 15:00 Hrs.

NOTICE INVITING E-TENDER
ANKLESHWAR ASSET, ANKLESHWAR
Oil & Natural Gas Corporation Ltd., Materials Management Department, Ankleshwar Asset, Ankleshwar invites open ICB-tender through ONGC's e-bidding engine at <https://etender.ongc.co.in> under Two bid system for the following:
E-Tender No.: A16NC14004, **Description:** HIRING SERVICES FOR MAINTENANCE MANAGEMENT OF SRP UNITS (SUCKER ROD PUMPING UNITS) FOR A PERIOD OF 3 YEARS, **Tender Fee:** Rs.22500/-, **Start Date/Last Date for Sale of Tender Document:** 19.09.2014 to 09.10.2014, **Closing Date & Time of e-tender:** 20.10.2014 at 14:00 Hrs. (IST), **Opening Date & Time of e-tender:** 20.10.2014 at 15:00 Hrs. (IST), **Closing Date & Time of submission of physical documents:** 27.10.2014 before 14:00 Hrs. (IST), **Opening Date & Time of submission of physical documents:** 27.10.2014 at 15:00 Hrs. (IST). **ANK/CC/NIT/2014-15 (058)**

मेहसाना परिसम्पत्ति / MEHSANA ASSET
GM-Incharge MM, ONGC, Mehsana Asset invites E-bid through Open Tender under Two Bid System through ONGC's E-procurement portal as per details given below: **Tender No.:** E16YC14028 **Brief Description:** Hiring of Single Shift Light Vehicles (Mahindra Scorpio/ Mahindra Bolero/ Tata Sumo) **Tender Fee:** ₹ 1000/- (To be paid through payment gateway provided in ONGC's E-procurement portal) **Period of Sale of Tender Document:** 19.09.2014 to 01.10.2014 **Tender Closing Date & Time:** 14.10.2014 at 14:00 Hrs. **Tender Opening Date & Time:** 14.10.2014 at 15:00 Hrs.

Western Offshore Unit, Mumbai
NOTICE INVITING E-TENDER
Civil Engineering Section, ONGC, MR, RO, Ground Floor, Exchange Plaza-NSE Bldg. BKC Bandra (East), Mumbai-400051, invite e-tender as per details given below:
Tender No.: 1C5JC14023. **Brief Description:** Providing and fixing open shed with pre-coated GI profile sheet roofing at Hospital area, Admin. Building, PH-I Panvel. **Estimated Cost:** ₹ 1,98,90,473.00. **Earnest Money Deposit (EMD):** ₹ 3,97,810.00. **Time limit:** 05 (Five) Months. **Tender Fee:** ₹ 500.00 (Rupees Five Hundred only) through electronic payment gateway. **Period of Purchase of Tender Documents:** From 19.09.2014 at 14:00 Hrs. to 09.10.2014 at 17:00 Hrs. **Last Date & Time of Tender Submission on e-portal Engine:** 20.10.2014 up to 16:00 Hrs. **Date and Time of Opening of Tender (Techno Commercial Bid):** 20.10.2014 at 17:00 Hrs. **Last Date and Time of Submission of Documents in Physical Form:** 27.10.2014 up to 16:00 hrs. **Date and Time of Opening of Documents submitted in Physical Form:** 27.10.2014 at 17:00 Hrs.
For further details of this tender, please log on to ONGC's website given below or check the Notice board of tender inviting office.

NOTICE INVITING TENDER
ONGC Uran Plant, Uran, invites National, Open Tender in two bid system as per details given below:
Tender No.: MR/URAN/28/C/CC/37-P/2014-15/UP18C14003. **Brief Description:** Fabrication & Installation Platforms & Ladders for Stripper Column C-1101 in CFU-I Plant and Replacement of railings of platforms Uran Plant, Uran. **Contract Period:** 01 year. **Tender Fee:** ₹ 500.00 (in the form of DD in the name of DGM(F&A), ONGC, Uran plant payable at Mumbai). **Period of Sale of Tender Document:** From 19.09.2014 to 09.10.2014. **EMD Amount:** ₹ 1,14,400.00. **Closing / Opening Date & Time of the Tender:** 20.10.2014 at 16:00/17:00 Hrs.
Detailed NIT may be seen on ONGC's website given below.
Pis. see website : <http://tenders.ongc.co.in> & <https://etender.ongc.co.in>

Business Standard
19th Sep 2014

700000
04 से 13.10.2014 तक कोती
केन्द्र में नाद धोणित होनी:
/lotendor.ongo.co.in देखें।

इंडिया
f India
YOU SINCE 1911

वैश्विक लिमिटेड
मूल्य का उपक्रम
दूरभाष-249403
avandra@bhelhwr.co.in
+15 विनांक: 09.09.14

दिवस	निविदा मूल्य
क	रु
15 सप्टेम्बर	1000

1:30 बजे तक
2:00 बजे
वेबसाइट www.bhel.com/
ग. नों केवल वेबसाइट पर ही
शेयर्स (वेक्स-एयसीआर)

आवाज
की तक

शेष नम्बर
9322242886
9318130812
9358955992
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9423592081
9215717273
9437038106
9754471008
830786273
843580069
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037851191

निष्पादन के लिहाज से बेहतर
प्रदर्शन करने वाली कंपनियों की
सूची में शामिल तो हो गई लेकिन
नवप्रवर्तन के मोर्चे पर इन दोनों
कंपनियों का प्रदर्शन कमजोर रहा।
इससे स्पष्ट है कि आगे चलकर
निष्पादन का क्षेत्र अधिक महत्वपूर्ण
नहीं रहेगा।

डेटा आर एनालिटिक्स में देश की
दूसरी सबसे बड़ी आईटी सेवा
कंपनी इन्फोसिस ने दो प्रमुख
तकनीकी साझेदार माइक्रोसॉफ्ट और
हिताची डेटा सिस्टम्स से सहयोग
का दायरा बढ़ाया है ताकि वह इस
क्षेत्र में ज्यादा से ज्यादा पेशकश कर
सके। साथ ही संचार और
बुनियादी ढांचा के अलावा
ट्रांसफॉर्मेशन सॉल्यूशंस में भी इसने
दायरा बढ़ाया है।

किया है। इन्फोसिस माइक्रोसॉफ्ट
एजूर मशीन लर्निंग के लिए
वैश्विक स्तर पर अत्याधुनिक केंद्र
की स्थापना भी करेगी, जिसकी
क्षमता 1000 से ज्यादा इंजीनियरों
को प्रशिक्षण देने की होगी और
यह वित्त वर्ष 2015 के आखिर
तक स्थापित हो जाएगा।

**क्लाउड, बिग डेटा और
एनालिटिक्स में इन्फोसिस ने
माइक्रोसॉफ्ट और हिताची डेटा
सिस्टम्स से सहयोग का दायरा**

GANESHA ECOSPHERE LTD.
CIN No.: L51109UP1987PLCO09090
Regd. Office: Raipur (Rania), Kalpi Road,
Distt. Kanpur Dehat (U.P.)
E-mail: gesht@ganeshaecosphere.com.
Website: www.ganeshaecosphere.com
Tel.: 0512-2555504-06, Fax: 0512-2555293

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25th ANNUAL GENERAL MEETING**

This corrigendum is being issued in conjunction and shall be read in conjunction with the original Notice Dt. 30th August, 2014 of the 25th Annual General Meeting of the members of Ganeshia Ecosphere Ltd. scheduled to be held on Monday, the 29th day of September, 2014 at 3:00 P.M. at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat. in the Special Resolution proposed at item No. 15 of the Notice for issue of CCPS and the relative Explanatory Statement, the price of Equity Shares to be allotted upon conversion of CCPS should be read as Rs. 114/- per share (including premium of Rs. 104/- per share) instead of Rs. 113/- per share (including premium of Rs. 103/- per share) accordingly the number of Equity shares to be allotted on conversion shall stand proportionately reduced from 27,50,000 Equity shares to 27,25,877 Equity shares with consequent effect on shareholding pattern and related information in the Explanatory statement.

कंपनी ने चीन की बहुराष्ट्रीय
कंपनी हुआवेई के साथ भी वैश्विक
समझौता किया है ताकि संयुक्त रूप
से वह क्लाउड, बिग डेटा और
संचार समाधान एंटरप्राइज ग्राहकों
को दे सके। इस साझेदारी के तहत
दोनों कंपनियों चीन में संयुक्त रूप
से एक लैबोरेटरी स्थापित करने की
संभावना तलाश रही है ताकि वह
साझेदारी के चुनिंदा क्षेत्र में बेहतर
डिलिवरी में सक्षम हो सके।

इन्फोसिस हालांकि पिछले एक
दशक से अमेरिकी कंपनी
माइक्रोसॉफ्ट के लिए सिस्टम
इंटीग्रेशन पार्टनर रही है, लेकिन
कंपनी ने अब साझेदारी का विस्तार
एनालिटिक्स व अन्य तकनीकी
क्षेत्र में क्षमता को मजबूत करने में

इन्फोसिस के वरिष्ठ उपाध्यक्ष
और वैश्विक प्रमुख (क्लाउड)
विष्णु भट्ट ने कहा, माइक्रोसॉफ्ट
के साथ साझेदारी से हमें
माइक्रोसॉफ्ट एजूर प्लेटफॉर्म की
प्रतिभा को हासिल करने में मदद
मिलेगी और इसमें एजूर मशीन
लर्निंग व अन्य सेवाएं शामिल हैं।
इस सहयोग से एंटरप्राइजेज को
एनालिटिक्स प्लेटफॉर्म तक आसान
पहुंच की पेशकश की जाती है और
वह भी बड़े निवेश के बिना।

नए समाधान से क्लाउडों के आईटी
इन्फ्रास्ट्रक्चर का क्लाउड आधारित
व्यवस्था में हस्तांतरित हो सकेंगे।

इन्फोसिस के मुख्य परिचालन
अधिकारी यू बी प्रवीण ने कहा,
हिताची डेटा सिस्टम्स के साथ
बढ़ती साझेदारी हमें अपनी पूरक
क्षमता को क्लाउड व बिग डेटा के
पास लाने में सक्षम बनाएगी ताकि
हम अपने ग्राहकों को अपनी आईटी
के बुनियादी ढांचा व नए तकनीकी
समाधान में इजाजा करने में मदद
कर सकें। इन्फोसिस के सीईओ व
प्रबंध निदेशक विशाल सिक्का ने
कहा, इन्फोसिस अपने ग्राहकों को
सॉफ्टवेयर व सेवाएं उनके कारोबार
को नए तरीके से आगे बढ़ाने व
परिचालन की क्षमता हासिल करने
में मदद के लिए दे रही है।

आरटीएन एसोसिएट्स

रतन टाटा की निवेश कंपनी

**अभिनीत कुमार
मुंबई, 18 सितंबर**

आरटीएन एसोसिएट्स का
पंजीकृत पता है 12, बख्तावर,
मुंबई। यदि वहां कोई बंटी नहीं
बजती है तो निश्चित तौर पर वह
2009 में रतन टाटा द्वारा पंजीकृत
कराई गई कंपनी है। इसके तीन साल
बाद वह टाटा संस के चैयरमैन पद
से सेवानिवृत्त हो गए।



निवेश की रकम का खुलासा नहीं
किया गया है। ऑनलाइन आभूषण
बेचने वाली कंपनी ब्लूस्टोन के
सह-प्रवर्तक के गणेश ने कहा,
'प्रौद्योगिकी के लिए टाटा की चाहत
जगजाहिर है और इसी वजह से वह
इन कंपनियों में निवेश के लिए प्रेरित
हुए हैं।'

**रतन टाटा की यह कंपनी
प्रौद्योगिकी कंपनियों में कर
रही है निवेश**

कंपनी मामलों के मंत्रालय से
प्राप्त पंजीकरण दस्तावेजों के
अनुसार, इस कंपनी के केवल एक
अन्य निदेशक को मामूली शेयर
हिस्सेदारी दी गई है। आरटीएन
एसोसिएट्स इन दिनों टाटा को
काफी व्यस्त (हालांकि टाटा ट्रस्ट
के चैयरमैन होने के कारण वह पहले
से ही काफी व्यस्त हैं) रखती है।
पिछले दो सप्ताह के दौरान उन्होंने
अपनी व्यक्तिगत क्षमता से दो
ईकॉमर्स कंपनियों- सैपडॉल और
ब्लूस्टोन में निवेश किया है।

पिछले सप्ताह सौदा होने से
करीब एक महीने पहले सीईओ एवं
संस्थापक गौरव सिंह कुशवाहा के
साथ गणेश मुंबई में टाटा के वन
फोर्ब्स दप्तर गए थे। गणेश ने कहा,
'प्रौद्योगिकी के बारे में उनकी समझ
काफी तेज है और इसलिए वह
ब्लूस्टोन के विकास में सक्रिय
सलाहकार की भूमिका निभाना जारी
रखेंगे।' टाटा के ही नेतृत्व में
सॉफ्टवेयर निर्यात करने वाली कंपनी
टाटा कंसल्टेंसी सर्विसेज
(टीसीएस) भारत की सबसे
मूल्यवान कंपनी बनी। इसके
अलावा टाइटन के झड़ी कारोबार
को आभूषण के क्षेत्र में
सफलतापूर्वक विस्तार देने में उनकी
अहम भूमिका रही है।

दस्तावेज के अनुसार, कंपनी का
उद्देश्य प्रौद्योगिकी और सहायक

For Ganeshia Ecosphere Ltd.
Sd/-
Place: Kanpur (Bharat Kumar Sajjani)
Date: 18.09.2014 Company Secretary

सिग्नेचर
14 सितंबर, 2014



GANESHA ECOSPHERE LTD.

CIN No.: L51109UP1987PLC009090

Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)

E-mail: gesl@ganeshaecosphere.com • Website: www.ganeshaecosphere.com • Tel. No.: 0512-2555504-06 • Fax No.: 0512-2555293

NOTICE

NOTICE is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the Members of GANESHA ECOSPHERE LTD. will be held on Monday, the 29th day of September, 2014 at 3:00 P.M. at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the financial year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To confirm the payment of the Interim Dividend on Cumulative Redeemable Preference Shares (Series I) and to declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Vishnu Dutt Khandelwal (DIN: 00383507), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, M/s. Mehrotra Rakesh Kumar & Co., Chartered Accountants, (ICAI Registration No. 002978C) be and are hereby re-appointed as Statutory Auditors of the Company for a term of 3 (Three) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th (Twenty Eighth) Annual General Meeting of the Company to be held in the calendar year 2017, subject to the ratification of appointment by the members at every Annual General Meeting held after this Annual General Meeting on a remuneration as may be fixed for each Financial year by the Board of Directors of the Company in consultation with the Audit Committee."

SPECIAL BUSINESS:

5. **To accord consent to Shri Shyam Sunder Sharmma (DIN: 00530921) to continue to hold the office of Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to Shri Shyam Sunder Sharmma (DIN: 00530921), Managing Director of the Company, to continue to hold the office of Managing Director of the Company, for the remaining period of his tenure i.e. upto 17th September, 2015."

"RESOLVED FURTHER THAT the terms and conditions including remuneration of Shri Shyam Sunder Sharmma, Managing Director shall remain unaltered as approved by the shareholders vide special resolution dated 18th September, 2010."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re-appoint Shri Sharad Sharma (DIN: 00383178) as Joint Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Sharad Sharma (DIN: 00383178) as Joint Managing Director of the Company, for a period of five years with effect from 1st February, 2014 on the following terms and conditions as approved by the Remuneration Committee:-

A) SALARY:

₹1,00,000/- (Rupees One Lakh only) per month.

B) PERQUISITES:

- I. The Joint Managing Director shall be entitled to the perquisites like furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of medical expenses, leave travel concession for self and family including dependents, club fees, premium towards personal accident insurance and medi-claim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors from time to time, subject however that the aggregate monetary value of the perquisites in any year shall not exceed ₹6,00,000/- per annum without restriction to any sub limit on individual perquisite.

Explanation:-

"Family" here means the spouse, dependent children and dependent parents of the Joint Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the reimbursement of medical expenses as stated in Para I above, in case of medical expenses of exceptional nature incurred on the treatment of the Joint Managing Director and his family, the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites may exceed the limit of ₹6,00,000/- (Rupees Six Lacs only) in any financial year subject, however, to necessary approvals.

II. The Joint Managing Director shall be entitled to reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.

C) **ADDITIONAL REMUNERATION:**

In addition to the Salary & Perquisites, as specified supra, the Joint Managing Director shall be entitled to receive additional remuneration based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed 5% of the Net Profits of the Company for the year and 10% of the Net Profits of the company payable to all the Managerial Personnel taken together. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Joint Managing Director."

"RESOLVED FURTHER THAT where in any financial year during the currency of term of Joint Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Joint Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956) and such approvals as may be required."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Sharad Sharma from time to time, during the tenure of his appointment as Joint Managing Director of the Company including salary, perquisites and additional remuneration, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013."

"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 to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution."

7. **To appoint Shri Anoop Gupta (DIN:00153340) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Anoop Gupta (DIN:00153340), Independent Director of the Company, who retires by rotation at the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2019."

8. **To appoint Shri Surendra Kumar Kabra (DIN: 01280980) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Surendra Kumar Kabra (DIN: 01280980), Independent Director of the Company, who retires by rotation at the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2019."

9. **To appoint Shri Vishwa Nath Chandak (DIN: 00313035) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Vishwa Nath Chandak (DIN: 00313035), Independent Director of the Company, whose term of office is liable to retirement by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2019."

10. **To appoint Shri Pradeep Kumar Goenka (DIN:00404746) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Pradeep Kumar Goenka (DIN: 00404746), Independent Director of the Company, whose term of office is liable to retirement by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2019."

11. **To appoint Shri Abhilash Lal (DIN: 03203177) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013

and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Abhilash Lal (DIN: 03203177), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2019."

12. **To appoint Shri Narayanan Subramaniam (DIN: 00166621) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Narayanan Subramaniam (DIN: 00166621), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2019."

13. **To accord consent to borrow money and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the members at the 22nd Annual General Meeting of the Company held on 28th day of September, 2011 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may constitute to exercise its powers conferred by this resolution) to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the Company, with or without security and on such other terms and conditions as the Board at its sole and absolute discretion may deem fit, notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed at any time the aggregate of the paid up share capital and free reserves of the Company, provided however, that the total amount so borrowed shall not exceed ₹750,00,00,000/- (Rupees Seven Hundred Fifty Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to enter into arrangement/ agreements and to settle all questions, difficulties or doubts that may arise in this regard and to take all steps which are incidental, consequential, relevant or ancillary in this connection."

14. **To accord consent for mortgaging/ charging properties/ assets and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the members at the 22nd Annual General Meeting of the Company held on 28th day of September, 2011 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging, hypothecating and / or charging, on such terms and conditions, at such time or times and in such form and manner as it may think fit, of all or any of the assets or properties of the Company, movable or immovable, both present and future wherever situate, including the whole or substantially the whole of the undertaking(s) of the Company and/ or with power to enter upon and take possession of the assets of the Company in certain events, in favour of Banks, Financial Institutions, Corporate Bodies and other entities for securing the Loans or other Borrowings obtained or to be obtained by the Company upto an amount not exceeding in aggregate a sum of ₹750,00,00,000/- (Rupees Seven Hundred Fifty Crores only) together with interest, cost, charges, expenses and any other money payable by the Company to the said Banks, Financial Institutions, Corporate Bodies or entities."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to execute such documents or writings as may be necessary for giving effect to the above resolution and the matters incidental and consequential thereto and that all acts and deeds done by and with the authority of the Board in anticipation of the passing of this resolution, be and are hereby ratified and confirmed."

15. **To approve issue of Compulsorily Convertible Preference Shares on preferential allotment basis and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 55 and 62 of the Companies Act, 2013, as amended from time to time (hereinafter referred to as the 'Act') and the Rules made there under and in terms of the Subscription Agreement entered into by inter-alia the Company with MCAP India Fund Ltd. on 14th August, 2014 ("Subscription Agreement") and other applicable laws including any statutory modification(s) or re-enactment thereof for the time being in force and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the Shares of the Company are listed and the Regulations for preferential issue of shares as contained in Chapter VII 'Preferential Issue' of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be modified or re-enacted from time to time, the Foreign Exchange Management Act, 2000 and all other applicable regulations framed there under, other applicable rules, notifications, guidelines and circulars issued by various Authorities, as may be applicable and as amended till date and subject to all necessary approvals, permissions and sanctions as may be required from any Governmental or regulatory authority and/ or all other Institutions and bodies and subject to such condition(s) and modification(s) as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers conferred by this resolution), the consent and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot 31,07,500 (Thirty One Lacs Seven Thousand Five Hundred) Compulsorily Convertible Preference Shares ("CCPS") of ₹100/- each aggregating to ₹31,07,50,000/- (Rupees Thirty One Crores Seven Lacs Fifty Thousand only), convertible into 27,25,877 (Twenty Seven Lacs Twenty Five Thousand Eight Hundred Seventy Seven Only) Equity Shares of ₹10/- each of the Company at a price of ₹114/- per Equity Share (including premium of ₹104/- per Share) at any time within 12 months from the date of subscription of CCPS, to MCAP India Fund Ltd. (an entity not belonging to the Promoter/ Promoter Group, herein after referred to as the 'Investor' and described in

the Explanatory Statement annexed hereto which shall be deemed to be a part hereof), on preferential allotment basis, and such CCPS so issued or allotted shall give rise, upon conversion to allotment of Equity Shares of an aggregate face value not exceeding ₹2,75,00,000/- (Rupees Two Crores Seventy Five Lacs only) and the issue of Equity Shares upon conversion shall be upon the terms and conditions of the Subscription Agreement subject to the relevant applicable law in force at the time of issue of such Equity Shares."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 43 and 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the CCPS shall:

- carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and in case of a winding up, of repayment of capital;
- be non-participating in the surplus funds;
- be paid dividend @ 12% p.a. (i.e. ₹12/- per share) on a non-cumulative basis;
- be convertible into Equity Shares of the Company within a period of 12 months from date of issue/ allotment;
- carry voting rights as per the provisions of Section 47(2) of the Act and the Subscription Agreement;
- not be redeemed but shall be convertible as per the terms of the Subscription Agreement."

"RESOLVED FURTHER THAT the Equity Shares so allotted upon conversion shall rank pari-passu with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations, 2009, the "Relevant Date" for the purpose of computing the Price for issue and allotment of Equity Shares shall be 28th August, 2014."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot requisite number of Equity Shares to the said Investor upon conversion."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or any other Officer(s) of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Governmental Authorities and to appoint any Professional Advisors/ Consultants/ Lawyers."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to enter into arrangement/ agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue and utilisation of proceeds of the issue and take all steps which are incidental, consequential, relevant or ancillary in this connection."

16. To approve issue of Warrants on preferential allotment basis and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 and 62 of the Companies Act, 2013, as amended from time to time (hereinafter referred to as the 'Act') and the Rules made there under and in terms of the Subscription Agreement entered into by inter-alia the Company with MCAP India Fund Ltd. on 14th August, 2014 ("Subscription Agreement") and other applicable laws including any statutory modification(s) or re-enactment thereof for the time being in force and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the Shares of the Company

are listed and the Regulations for preferential issue of shares as contained in Chapter VII 'Preferential Issue' of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be modified or re-enacted from time to time, the Foreign Exchange Management Act, 2000 and all other applicable regulations framed there under, other applicable rules, notifications, guidelines and circulars issued by various Authorities, as may be applicable and as amended till date and subject to all necessary approvals, permissions and sanctions as may be required from any Governmental or regulatory authority and/ or all other Institutions and bodies and subject to such condition(s) and modification(s) as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers conferred by this resolution), the consent and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot 2,50,000 (Two Lacs Fifty Thousand) Warrants from time to time or in one or more tranche or tranches, each Warrant entitling the holder thereof to apply for and to be allotted One Equity Share of ₹10/- each of the Company at a price of ₹114/- per Equity Share (including premium of ₹104/- per share) at any time, during such period as may be decided by the Board in accordance with the applicable guidelines and regulations issued by the concerned Authorities, to MCAP India Fund Ltd. (an entity not belonging to the Promoter/ Promoter Group, herein after referred to as the 'Investor' and described in the Explanatory Statement annexed hereto which shall be deemed to be a part hereof) on preferential allotment basis and such Warrants so issued or allotted shall give rise upon exercise of right to allotment of Equity Shares of an aggregate face value not exceeding ₹25,00,000/- (Rupees Twenty Five Lacs only) and the issue of Equity Shares upon exercise of right attached to Warrants shall be upon the terms and conditions of the Subscription Agreement subject to the relevant applicable law in force at the time of issue of such Equity Shares."

"RESOLVED FURTHER THAT the Equity Shares so allotted upon exercise of conversion rights attached to warrants shall rank pari-passu with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations, 2009, the "Relevant Date" for the purpose of computing the Price for issue and allotment of Equity Shares shall be 28th August, 2014."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot requisite number of Equity Shares to the holders of Warrants upon exercise of right to subscribe the Shares."

"RESOLVED FURTHER THAT the aforementioned issue of Warrants shall be subject to the following terms and conditions:

1. The Warrants shall be convertible (at the option of the Warrant holder) at any time, in one or more tranches, within a period of 18 months from the date of allotment of Warrants.
2. The Warrant holder shall on or before the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per Warrant.
3. The amount referred in (2) above shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of Warrants.
4. The Warrant holder shall on or before the date of conversion of Warrants into Equity Shares pay balance 75% of the consideration applicable with respect to the number of Warrants converted.
5. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, as may be requisite and for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate

restructuring.

6. The lock in requirements shall be made applicable (a) On the issue and allotment of Warrants and (b) Conversion of Warrants into Equity Shares as per the SEBI (ICDR) Regulations, 2009 and as per the mandate of the Stock Exchange, if any.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or any other Officer(s) of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Governmental Authorities and to appoint any Professional Advisors/ Consultants/ Lawyers.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to enter into arrangement/ agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue and utilisation of proceeds of the issue and take all steps which are incidental, consequential, relevant or ancillary in this connection.”

17. To approve issue of further share capital by way of Private Placement/ QIP etc. and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force, the “Companies Act”), the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 1999, (“FEMA”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Government of India (“GoI”), the Stock Exchanges and / or any other competent authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value ₹10/- each (“Equity Shares”), Global Depository Receipts (“GDRs”), American depository receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/ or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, whether Rupee denominated or

denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, Qualified Institutions Placement (“QIP”) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers (“QIBs”) in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹100 Crore (Rupees One hundred Crore) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the “Issue”).”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the “QIP Floor Price”). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.”

“RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force) and other applicable

pricing provisions issued by the Ministry of Finance.”

“RESOLVED FURTHER THAT the Issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, Securities, non-convertible debentures or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or any other officer(s) of the Company in such manner as they may deem fit in their absolute discretion.”

18. To consider Increase in the Authorised Share Capital of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Authorised Share Capital of the Company comprising of 2,40,00,000 (Two Crores Forty Lacs) Equity Shares of ₹10/- (Rupees Ten) each and 4,50,000 (Four Lacs Fifty Thousand) Preference Shares of ₹100/- (Rupees One Hundred) each aggregating to ₹28,50,00,000/- (Rupees Twenty Eight Crores Fifty Lacs only) be and is hereby increased to ₹55,50,00,000/- (Rupees Fifty Five Crores Fifty Lacs only) by creation of further 27,00,000 (Twenty Seven Lacs) Preference Shares of ₹100/- (Rupees One Hundred) each so as to comprise of 2,40,00,000 (Two Crores Forty Lacs) Equity Shares of ₹10/- (Rupees Ten) each and 31,50,000 (Thirty One Lacs Fifty Thousand) Preference Shares of ₹100/- (Rupees One Hundred) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

19. To consider alteration of the Capital Clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

- V. The Authorised Share Capital of the Company is ₹55,50,00,000/- (Rupees Fifty Five Crores Fifty Lacs only) divided into 2,40,00,000 (Two Crores Forty Lacs) Equity Shares of ₹10/- (Rupees Ten) each and 31,50,000 (Thirty One Lacs Fifty Thousand) Preference Shares of ₹100/- (Rupees One Hundred) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

20. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and the Subscription Agreement and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: 30th August, 2014.

By Order of the Board

Registered Office:
Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat.

(Bharat Kumar Sajani)
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item Nos. 5 to 20 as set out above is annexed hereto.
5. The Register of Members and Share Transfer books of the Company shall remain closed from Tuesday, 23rd September, 2014 to Monday, 29th September, 2014 (both days inclusive).
6. The Dividend on Equity Shares, as recommended by Board of Directors, subject to the provisions of Section 126 of the Companies Act, 2013, if approved by the Members at the Annual General Meeting, will be paid to those Members:-
 - (a) whose names appear as 'Beneficial Owners' as at the end of the business hours on 22nd September, 2014 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of Equity Shares held in dematerialised form and
 - (b) whose names appear on the Company's Register of Members after giving effect to valid share transfer request(s) lodged with the Company / its Registrar and Share Transfer Agent on or before the close of business hours on 22nd September, 2014, in respect of Shares held in physical form.
7. Members holding Shares in identical order of names in more than one folio are requested to write to the Company's Registrar & Share Transfer Agents, M/s Skyline Financial Services Private Limited, enclosing the Share Certificates for consolidation of their holdings into one folio.
8. Members holding Shares in physical form may write to the Company's Registrar & Share Transfer Agents, M/s. Skyline Financial Services Private Limited for any change in their address, if any, under their signatures clearly quoting their folio numbers, old address along with a valid address proof showing the changed address with Pin Code and Members holding Shares in electronic form may inform any change in address to their Depository Participants.
9. As per the Circular Nos. MRD/ DoP/ Cir-05/ 2009 and SEBI/ MRD/ DoP/ SE/ RTA/ Cir-03/2010 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/ transposition/ transmission of shares in physical form. Therefore, the transferee(s)/ legal heir(s) are required to furnish a copy of their PAN card to the Registrar & Share Transfer Agent of the Company.
10. Members holding Shares in electronic form are requested to provide their Client-Id and DP-Id numbers at the Meeting for easy identification.
11. Members desirous of obtaining any information/ clarification concerning the Accounts and operations of the Company may send their query so as to reach the Company at least seven days before the Annual General Meeting, so that the desired information may be made available at the Annual General Meeting, if the Chairman permits to do so.
12. The Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned ISIN INE845D01014. Members are requested to get their Shares dematerialized at the earliest to make them tradable.
13. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the Company to make remittance by means of ECS. Members holding shares in physical form may obtain and send the ECS mandate form to Registrar and Share Transfer Agent (RTA) of the Company i.e. M/s Skyline Financial Services Private Limited, D-153/A, First Floor, Okhla Industrial Area, Phase I, New Delhi-20, India. Members holding shares in Electronic Form may obtain and send the ECS Mandate Form directly to their Depository Participant (DP). Members who have already furnished the ECS Mandate Form to the Company/ Registrar and Share Transfer Agent/ DP with complete details need not send it again.
14. The Members holding shares in physical form and not opted for ECS facility, may please mail their banker's name, branch address and account number to M/s Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company to enable them to print these details on the dividend warrant.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
15. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amount which remains unpaid/ unclaimed for a period of seven years is required to be transferred to the Investors Education & Protection Fund of the Central Government. After such transfer, there remains no claim of the Members whatsoever on the said amount. Members, who have not encashed their dividend warrants, may write to the Company for revalidation/ issue of duplicate dividend warrant.
16. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts [as referred to in section 205C(2)] lying with the Company as on 11th September, 2013 (date of the last Annual General Meeting of the Company) on the website of the Ministry of Corporate Affairs viz. <http://www.iepf.gov.in>. The concerned Members are requested to verify the details of their unclaimed amounts, if any, from the said website and lodge their claim with the Company's Registrar and Transfer Agents, M/s Skyline Financial Services Private Limited, before the same is due for transfer to the IEPF.
17. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company. For members who request for a hard copy and for those who have not registered their e-mail addresses, physical copies are being sent through the permitted mode.

18. The annual report and the Notice of the 25th AGM will also be available on the Company's website www.ganeshaecosphere.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.
19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register/update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the Company or its RTA on admin@skylinerta.com.
20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Members may submit their request to the Company's Registrar & Share Transfer Agents, M/s Skyline Financial Services Private Limited, in the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/variation in nomination already made, as the case may be. The Forms will be sent by the Company/RTA upon such request. Members holding shares in demat mode may contact their respective Depository Participant (DP) for availing this facility.
21. Non-Resident Indian Members are requested to inform immediately:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier, to Company's Registrar & Share Transfer Agent, M/s Skyline Financial Services Private Limited, in case of shares held in physical form and to respective Depository Participant, in case of shares held in Demat form.

22. Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement, the Company is providing its members the facility to exercise votes by electronic means (e-voting) in respect of the any or all of the resolutions contained in this notice. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in-person at the General Meeting. Members are requested to carefully read the instructions for e-voting before casting their vote.

The e-voting facility will be available during the following voting period:

Commencement of e-voting: From 10:00 A.M. on September 22, 2014

End of e-voting: Up to 6:00 P.M. on September 24, 2014

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Friday 29th August, 2014 (i.e. the cut-off date)**.

Instructions relating to e-voting are as under:

- A. A shareholder who receives e-mail from NSDL [for shareholders whose e-mail IDs are registered with the RTA/Depository Participant (s)] is requested to:**
- Open e-mail and open PDF file viz; "GESL_e-voting.pdf" with his/her Client ID or Folio No. as password. The said PDF file contains his/her user ID and password/PIN for e-voting. Shareholders may please note that the password is an initial password.
 - Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder-Login.
 - Put userID and initial password/PIN noted in step (i) above. Click Login.

- Password change menu appears. Change the password/PIN with new password of his/her choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- Select "EVEN" of Ganesha Ecosphere Ltd.
- Now the shareholder is ready for e-voting as Cast Vote page opens.
- Shareholder may cast his/her vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once the shareholder has voted on the resolution, he/she will not be allowed to modify his/her vote.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sk_gupta1@rediffmail.com with a copy marked to evoting@nsdl.co.in

B. In case a shareholder receives physical copy of the E-Voting form alongwith the Notice of AGM [for shareholders whose e-mail IDs are not registered with the RTA/Depository Participant(s) or requesting physical copy]:

- Initial password is provided hereinabove.
- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item (A) above, to cast vote.
- In case of any queries, the shareholder may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting@nsdl.co.in
- If the shareholder is already registered with NSDL for e-voting then he/she can use his/her existing user ID and password/PIN for casting his/her vote.
- Shareholder can also update his/her mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

C. General Instructions:

- The Shareholders can opt for only one mode of voting, i.e. either physically by attending ensuing AGM or e-voting. If any shareholder opts for e-voting, he/she will not be eligible to vote physically in AGM.
- Mr. S. K. Gupta, Practicing Company Secretary (Membership No. F2589 and Certificate of Practice No.-1920) of M/s. S.K. Gupta & Co., Company Secretaries, has been appointed as the Scrutinizer by the Company to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and submit Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.

The Results shall be declared at the General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website: www.ganeshaecosphere.com and on the website of NSDL within two (2) days of passing of the resolutions at the General Meeting of the Company and communicated to the BSE Limited.

23. The relevant details in respect of Item Nos. 3 and 6 to 12 pursuant to Clause 49 of the Listing Agreement are as below:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

Particulars	Shri Vishnu Dutt Khandelwal	Shri Sharad Sharma	Shri Anoop Gupta
Date of Birth	6th March, 1949	30th May, 1966	5th January, 1958
Date of Appointment	30th October, 1987	8th April, 1992	26th May, 2012
Qualification	M. Com	B.Com.	Chartered Accountant & Cost Accountant
Expertise in specific functional area	Having experience of over 41 years in trading of different types of Textile Yarns. Also has rich experience in the field of Accounting and Financial Management.	Having more than 27 years experience in marketing and distribution. Engaged with the Company since 1992.	Corporate Financial Management
Chairman/ Director of other Companies (excluding foreign Companies)	Sandeep Yarns (P) Ltd.	NIL	<ul style="list-style-type: none"> ▶ CMCL Commercial Plaza Pvt. Ltd. ▶ Concept Capital Solutions Ltd. ▶ Concept International Business Consulting Pvt. Ltd. ▶ Concept Entrepreneurial Consulting Pvt. Ltd. ▶ Concept Management Consulting Ltd. ▶ Concept Powercon Projects Pvt. Ltd. ▶ Concept Volop Securities Pvt. Ltd. ▶ Conjure Arts and Media Pvt. Ltd. ▶ Integrated Home Solutions Pvt. Ltd. ▶ Koyela Thermal Power Pvt. Ltd. ▶ PLUS BKSP TOLL Ltd . ▶ Powercon Projects and Associates Ltd.
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	NIL
Shareholding in Ganesha Ecosphere Ltd.	9,20,200 Equity Shares of ₹10/- each	10,75,583 Equity Shares of ₹10/- each.	NIL

Particulars	Shri Surendra Kumar Kabra	Shri Vishwa Nath Chandak	Shri Pradeep Kumar Goenka
Date of Birth	4th April, 1944	7th September, 1937	15th September, 1954
Date of Appointment	19th July, 1994	28th February, 2009	29th July, 2006
Qualification	B.Com, LL.B, FCA	M. Com, LL.B	Chartered Accountant
Expertise in specific functional area	Having 46 years experience in textile industry. Had been Managing Director for over 11 years in Shree Manufacturing Company Ltd.	Experience of over 38 years as a Senior President in Eastern Spinning Mills & Industries Ltd.	Having a rich professional experience of over 38 years in the field of finance and related consultancy services.
Chairman/ Director of other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> ▶ Astha Textile Company Pvt Ltd. ▶ Jyothisheel Textile Company Pvt. Ltd. ▶ Sheelendra Industries Ltd. 	<ul style="list-style-type: none"> ▶ Astha Business Pvt. Ltd. ▶ Eastern Textiles (P) Ltd. ▶ Wellman Polyfibre Products (P) Ltd. 	<ul style="list-style-type: none"> ▶ Frontier Springs Ltd. ▶ Kanpur Plastipack Ltd. ▶ Abhyuday Infrastructure Ltd. ▶ Abhyuday Industrial Consultants (P) Ltd. ▶ Hiltech Education (P) Ltd. ▶ Motilal Padampat Udyog (P)Ltd.
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	<p>FRONTIER SPRINGS LTD. Audit Committee - Chairman Shareholders and Investors Grievance Committee- Member</p> <p>KANPUR PLASTIPACK LTD. Audit Committee - Member Shareholders and Investors Grievance Committee- Chairman</p>
Shareholding in Ganesha Ecosphere Ltd.	NIL	NIL	NIL

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT (contd.):

Particulars	Shri Abhilash Lal	Shri Narayanan Subramaniam
Date of Birth	16th October, 1964	2nd August, 1961
Date of Appointment	29th September, 2014 (Proposed)	29th September, 2014 (Proposed)
Qualification	Post Graduate in Management	Chartered Accountant, Cost & Management Accountant and Company Secretary
Expertise in specific functional area	Having experience of more than 24 years in all aspects of financial services including banking, consulting, insurance, investments, advisory etc. Had worked with HSBC for more than 11 years.	Doyen in Private Equity in India. Having rich experience in funding start-ups as well as Control transactions in listed entities. Has served on the Board of several companies with distinction.
Chairman/ Director of other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> ▶ RSA Corporate Consultants Pvt. Ltd. ▶ APL Apollo Tubes Ltd. ▶ Omkar Clean Energy Services Pvt. Ltd. ▶ MCap Fund Advisors Pvt. Ltd. 	<ul style="list-style-type: none"> ▶ Nucleus Software Exports Limited ▶ L & T Finance Limited ▶ NS Equity Advisors Private Limited ▶ Omkar Clean Energy Services Pvt. Ltd. ▶ Nucleus Software Australia Pty. Ltd. ▶ MCap Fund Advisors Pvt. Ltd.
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NUCLEUS SOFTWARE EXPORTS LIMITED Audit Committee - Chairman
Shareholding in Ganesha Ecosphere Ltd.	NIL	NIL

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

The Members at the 21st Annual General Meeting of the Company held on 18th September, 2010, approved the appointment of Shri Shyam Sunder Sharma as Managing Director of the Company for a period of five years with effect from 18th September, 2010 and his term of appointment expires on 17th September, 2015. Section 196 of the Companies Act, 2013 (the 'Act'), inter-alia, provides that no company shall appoint or continue the employment of any person as Managing Director, who has attained the age of 70 years, unless his appointment is approved by a special resolution. As Shri Shyam Sunder Sharma has attained the age of 71 (seventy one) years as on the commencement of 'the Act', it is intended to seek approval of the members by way of special resolution, for his continuance of office as Managing Director in compliance with the relevant provisions of the Act. He is founder and instrumental in bringing the Company to the present stage and he is fit enough to discharge his duties and managerial responsibilities.

The Board accordingly commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Except Shri Shyam Sunder Sharma himself, Shri Vishnu Dutt Khandelwal, Shri Sharad Sharma and Shri Rajesh Sharma, being related to him, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

Item No. 6:

The Members at the 20th Annual General Meeting of the Company held on 24th September, 2009, approved the re-appointment of Shri Sharad Sharma as Joint Managing Director of the Company for a period of five years with effect from 1st February, 2009 and his term of appointment expired on 31st January, 2014. Considering the experience and valuable contribution made by Shri Sharad Sharma, the Board of Directors of the Company at its meeting held on 13th February, 2014, subject to the approval of members, re-appointed Shri Sharad Sharma as Joint Managing Director of the Company, for further period of 5 (five) years w.e.f. 1st February, 2014. The terms and conditions of his re-appointment are in accordance with the provisions of Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956) and have been approved by the Board as recommended by the Remuneration Committee of the Board.

Shri Sharad Sharma satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Except Shri Sharad Sharma himself, Shri Shyam Sunder Sharma, Shri Rajesh Sharma and their relatives, being related to him, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The resolution along with accompanying Explanatory Statement may be treated as a written memorandum setting out the terms of re-appointment of Shri Sharad Sharma within the meaning of Section 190 of the Companies Act, 2013.

Item No. 7 & 8:

As per Section 149(5) of Companies Act, 2013 the Company is required to appoint Independent Directors within a period of one year from 01.04.2014 i.e. the date of commencement of the said section and Rules made thereunder. Since the Company had appointed Shri Anoop Gupta and Shri Surendra Kumar Kabra, as Non-Executive Independent Directors subject to retirement by rotation in the past, in terms of Clause 49 of the Listing Agreement with the stock exchanges and who are liable to retire by rotation at the ensuing Annual General Meeting, the Board of Directors at its meeting held on 9th July, 2014 after consideration has recommended to appoint the above said directors as Independent Directors within the meaning of Section 149 and 152 of the new Companies Act, 2013 read with Schedule IV thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company upto the conclusion of 30th Annual General Meeting of the Company to be held in the calendar year 2019.

The Company has received notices in writing from members, alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of each of Shri Anoop Gupta and Shri Surendra Kumar Kabra for the office of Directors of the Company.

The Company has received the declarations from Shri Anoop Gupta and Shri

Surendra Kumar Kabra, that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement with the stock exchanges. They have given their consent to act as Directors and further confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act.

The Board of Directors are of the opinion that Shri Anoop Gupta and Shri Surendra Kumar Kabra are persons of integrity and possess relevant expertise and experience and are eligible and fulfill the conditions specified by the Companies Act, 2013, the Rules made thereunder and the Listing Agreement, for the position of Independent Directors of the Company. Shri Anoop Gupta and Shri Surendra Kumar Kabra are independent of the management. The Board considers that their association as Directors will be beneficial to and in the interest of the Company.

In compliance with clause 49 of the Listing Agreement, the brief resume of the said directors, the nature of their expertise in specific functional areas, names of the companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are given in the separate statement hereto.

The Board commends the Ordinary Resolutions set out at Item Nos. 7 and 8 of the Notice for approval by the shareholders.

Except Shri Anoop Gupta and Shri Surendra Kumar Kabra being appointees, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 9 & 10:

As per Section 149(5) of Companies Act, 2013 the Company is required to appoint Independent Directors within a period of one year from 01.04.2014 i.e. the date of commencement of the said section and Rules made thereunder. Since the Company had appointed Shri Vishwa Nath Chandak and Shri Pradeep Kumar Goenka, as Non-Executive Independent Directors subject to retirement by rotation in the past, in terms of Clause 49 of the Listing Agreement with the stock exchanges, the Board of Directors at its meeting held on 9th July, 2014 after consideration has recommended to appoint the above said directors as Independent Directors within the meaning of Section 149 and 152 of the new Companies Act, 2013 read with Schedule IV thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company upto the conclusion of 30th Annual General Meeting of the Company to be held in the calendar year 2019.

The Company has received notices in writing from members, alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of each of Shri Vishwa Nath Chandak and Shri Pradeep Kumar Goenka for the office of Directors of the Company.

The Company has received the declarations from Shri Vishwa Nath Chandak and Shri Pradeep Kumar Goenka, that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement with the stock exchanges. They have given their consent to act as Directors and further confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act.

The Board of Directors are of the opinion that Shri Vishwa Nath Chandak and Shri Pradeep Kumar Goenka are persons of integrity and possess relevant expertise and experience and are eligible and fulfill the conditions specified by the Companies Act, 2013, the Rules made thereunder and the Listing Agreement, for the position of Independent Directors of the Company. Shri Vishwa Nath Chandak and Shri Pradeep Kumar Goenka are independent of the management. The Board considers that their association as Directors will be beneficial to and in the interest of the Company.

In compliance with clause 49 of the Listing Agreement, the brief resume of the said directors, the nature of their expertise in specific functional areas, names of the companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are given in the separate statement hereto.

The Board commends the Ordinary Resolutions set out at Item Nos. 9 and 10 of the Notice for approval by the shareholders.

Except Shri Vishwa Nath Chandak and Shri Pradeep Kumar Goenka being appointees, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 11 & 12:

In terms of Clause 49 of the Listing Agreement, at least one-half of the Board of the Company shall consist of independent directors. To comply with the said requirement it is proposed to appoint Shri Abhilash Lal and Shri Narayanan Subramaniam as Independent Directors of the Company.

The Company has received notices in writing from members, alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of each of Shri Abhilash Lal and Shri Narayanan Subramaniam for the office of Directors of the Company.

Shri Abhilash Lal and Shri Narayanan Subramaniam have given their consent to act as Directors and confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act.

The Company has received the declarations from Shri Abhilash Lal and Shri Narayanan Subramaniam, that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement with the stock exchanges.

The Board of Directors are of the opinion that Shri Abhilash Lal and Shri Narayanan Subramaniam are persons of integrity and possess relevant expertise and experience and are eligible and fulfill the conditions specified by the Companies Act, 2013, the Rules made thereunder and the Listing Agreement, for the position of Independent Directors of the Company. Shri Abhilash Lal and Shri Narayanan Subramaniam are independent of the management.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Shri Abhilash Lal and Shri Narayanan Subramaniam are appointed as Independent Directors of the Company.

In compliance with clause 49 of the Listing Agreement, the brief resume of the Shri Abhilash Lal and Shri Narayanan Subramaniam, the nature of their expertise in specific functional areas, names of the companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are given in the separate statement hereto.

The Board commends the Ordinary Resolutions set out at Item Nos. 11 and 12 of the Notice for approval by the shareholders.

Except Shri Abhilash Lal and Shri Narayanan Subramaniam being appointees, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 13:

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to borrow moneys in excess of the aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. The shareholders of the Company had at the 22nd Annual General Meeting of the Company held on 28th day of September, 2011, by an ordinary resolution (in accordance with the provisions of Companies Act, 1956), authorized the Board of Directors of the Company to borrow sums in excess of paid-up share capital and free reserves but not at any time exceeding ₹500.00 Crores (Rupees Five Hundred Crores).

Keeping in view the company's business requirements and its future plans, it is considered desirable to increase the said limit to ₹7,50,00,00,000/- (Rupees Seven Hundred Fifty crores only) in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013.

Accordingly, the Board commends the Special Resolution set out at Item No. 13 of the Notice for approval by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

Item No. 14:

The Members of the Company at the 22nd Annual General Meeting of the Company held on 28th September, 2011, authorised the Board of Directors of the Company for creation of security on the assets of the Company upto an amount not exceeding ₹500.00 Crores (Rupees Five Hundred Crores only), under the then applicable section 293(1)(a) of the Companies Act, 1956.

With a view to empower the Board of Directors of the Company to raise additional resources to match the business plans and for the purpose to provide such securities by creation of charge and/ or mortgage on the movable/ immovable assets/ properties and undertaking(s) of the Company, it is considered desirable to increase the said limit to ₹7,50,00,00,000/- (Rupees Seven Hundred Fifty Crores only) in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, in line with borrowing powers envisaged for the Board.

Accordingly, the Board commends the Special Resolution set out at Item No. 14 of the Notice for approval by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

Item No. 15:

In order to meet the requirement of funds for completion of capital expansion projects as well as other general corporate purposes, the Company proposes to raise funds by issue of 31,07,500 (Thirty One Lacs Seven Thousand Five Hundred) Compulsorily Convertible Preference Shares ("CCPS") of ₹100/- each aggregating to ₹31,07,50,000/- (Rupees Thirty One Crores Seven Lacs Fifty Thousand only), convertible into 27,25,877 (Twenty Seven Lacs Twenty Five Thousand Eight Hundred Seventy Seven Only) Equity Shares of ₹10/- each of the Company at a price of ₹114/- per Equity Share at any time within 12 months from the date of subscription of CCPS, to M/s. MCap India Fund Ltd. on preferential allotment basis, in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and inter-alia on the following terms & conditions:

The salient features of the preferential issue are:

- ▶ The Equity Shares upon conversion shall be allotted at a price of ₹114/- per Equity Share (including premium of ₹104/- per share).

- ▶ The CCPS shall be locked in for a period of one year and the resultant Equity Shares to be so allotted shall be locked in for a period of one year from the date of grant of trading approval or for such period as may be determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. However, the lock in of Equity Shares allotted pursuant to conversion of CCPS shall be reduced to the extent the CCPS has already been locked in.
- ▶ The entire amount of the price fixed as above is proposed to be called along with the application and the allotment of CCPS shall be made within 15 days of this resolution, however, in the absence of requisite approvals or pendency of approval from any regulatory authority, the allotment shall be completed within 15 days from the date of such approval(s).
- ▶ The present resolution is proposed to be passed, in order to enable the Board to make the above mentioned preferential issue of CCPS subject to receipt of requisite approvals.

Disclosure in terms of Regulation 73(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

- (i) **The objects of the Preferential Issue:**
Funds mobilised through proposed issue are intended to be utilised for completion of capital expansion projects as well as other general corporate purposes. This will also strengthen the financial base of the Company and maximize overall value for all Shareholders of the Company.
- (ii) **Proposal of the Promoters/Directors/Key Management Personnel to subscribe to the offer:**
None of the Promoters/Directors/Key Management Personnel intends to subscribe to the said preferential issue.
- (iii) **Shareholding Pattern of the Company before and after the Preferential Issue:**
The Shareholding Pattern giving the present position as also considering full allotment of CCPS to the Investor and Equity Shares arising out of the conversion thereof and assuming the conversion of existing outstanding warrants is given below:

The above Shareholding Pattern is based on the details as on 29.08.2014.

Sr. No.	Category of Shareholder	Before Preferential Issue		After Preferential Issue*	
		No. of Equity Shares	%age to Total Equity Share Capital	No. of Equity Shares	%age to Total Equity Share Capital
A.	Promoters' Share Holding				
1.	Indian:				
	Individual	6057060	39.89	6768935 [®]	35.76
	Bodies Corporate	2552001	16.80	2552001	13.48
	Sub-Total	8609061	56.69	9320936	49.25
2.	Foreign Promoters	0.00	0.00	0.00	0.00
	Sub-Total (A)	8609061	56.69	9320936	49.25
B.	Public Shareholding				
1.	Institutional Investors	5600	0.04	5600	0.03
2.	Non-Institution:				
	Bodies Corporate				
	-Existing	1877397	12.36	2180522 [®]	11.52
	-New	-	-	2725877	14.40
	Individuals	4347104	28.63	4347104	22.97
	Others (Including NRIs)	346838	2.28	346838	1.83
	TOTAL	1,51,86,000	100.00	1,89,26,877	100.00

*The above share holding pattern may change from time to time depending upon the transfer of Shares by the existing Shareholders and fresh issue of capital as may be made by the Company. The voting rights will change in tandem with change in shareholding pattern.

Note:

The above mentioned shareholding pattern is based upon the following assumptions:

- The shareholding of other shareholders does not change.
- @ Includes following number of Equity Shares to be allotted to the respective categories, against exercise of conversion right attached to the Warrants already held by them:

Category	No. of Equity Shares to be allotted
Promoter and Promoter Group	7,11,875
Persons/ Entities other than Promoters:	
-Bodies Corporate	3,03,125
Total	10,15,000

(iv) **Proposed Time within which the Preferential Issue shall be completed:**

The allotment of CCPS on preferential basis shall be completed within a period of 15 days from the date of passing of the Special Resolution by the Shareholders, however, in the absence of requisite approvals or on pendency of any approval from any regulatory authority, the allotment shall be completed within 15 days from the date of such approvals.

(v) **The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:**

Name of the Proposed Allottee and (the natural person(s) who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control)	Identity of the Proposed Allottee	Before Preferential Issue		After Preferential Issue	
		No. of Equity Shares	%age to Total Equity Share Capital	No. of Equity Shares	%age to Total Equity Share Capital
MCAP India Fund Ltd. (Public Institution for Social Security ("PIFSS") - a Pension Fund owned by Government of Kuwait)	Body Corporate -Foreign (Non-Promoter)	NIL	NIL	27,25,877	14.40

Due to above preferential allotment of CCPS and the resultant issue of Equity Shares, no change in management control is contemplated.

The Auditors' Certificate to the effect that the present preferential allotment of CCPS/ Equity Shares is being made in accordance with the Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be placed at the Meeting.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CCPS, are as under:

Issue size, number of preference shares to be issued and nominal value of each share	31,07,500 CCPS at a nominal value of ₹100/- each aggregating to ₹31,07,50,000/-
Nature of shares	Non-Cumulative, Non-participating and Convertible into Equity Shares.
Objectives of the issue	For completion of capital expansion projects as well as other general corporate purposes.
Issue Price	CCPS will be issued at par value of ₹100/- each.
Basis on which Price has been arrived at	Since the CCPS are being issued at face value, the requirement relating to providing the basis for issue price is not applicable.
Manner, Terms of issue and rate of dividend on each share	Issued and offered on a Preferential basis in accordance with the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. A dividend of ₹12/- per share (i.e.@12%), if declared, would be payable on a pro rata basis from the date of allotment.
Terms, manner and modes of redemption	CCPS are not redeemable but are convertible into equity shares of the Company.
Conversion Price and terms of conversion	31,07,500 CCPS of ₹100/- each will be convertible into 27,25,877 (Twenty Seven Lacs Twenty Five Thousand Eight Hundred Seventy Seven Only) Equity Shares of ₹10/- each of the Company at a price of ₹114/- per Equity Share at any time within 12 months from the date of subscription of CCPS.
Shareholding pattern of the Company as on Date	Provided herein above in compliance with Regulation 73(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
Expected dilution in equity capital upon conversion of preference shares	No dilution in Equity Capital is envisaged except as provided in Shareholding Pattern.

The issue of CCPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in the payment of dividend due on any preference shares issued by the Company.

In terms of Section 62(1)(a) and 62(1)(b) of the Companies Act, 2013, in the event of a Company proposing to increase its subscribed capital by way of allotment of further shares in the circumstances specified therein, it is required to offer such shares to its existing equity shareholders in the proportion of their respective equity shareholdings in the Company or to its employees under a scheme of employees' stock option. Pursuant to Section 62(1)(c) of the Companies Act, 2013, a Company may offer its shares in any manner whatsoever to any persons other than those mentioned in Section 62(1)(a) & (b), if a special resolution to that effect is passed.

The consent of the Members is thus being sought to issue 31,07,500 CCPS convertible into 27,25,877 Equity Shares of the Company on the aforesaid terms and conditions, pursuant to the provisions of Section 42, 55 and Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 72(1)(a) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and also in accordance with other applicable guidelines, rules, regulations in force.

The Board commends the Special Resolution set out at Item No. 15 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 15 of the Notice.

Item No. 16:

In order to meet the requirement of funds for completion of capital expansion projects as well as other general corporate purposes, the Company proposes to raise funds by issue of 2,50,000 Warrants convertible into/ exchangeable with the Equity Shares of the Company at a later date, to M/s. MCap India Fund Ltd. on preferential allotment basis, in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and inter-alia on the following terms & conditions:

The salient features of the preferential issue are:

- ▶ The holder(s) of each Warrant will be entitled to apply for and obtain allotment of One Equity Share of face value of ₹10/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches.
- ▶ If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 months, the entitlement of the Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- ▶ The Equity Shares upon exercise of right attached to Warrants shall be allotted at a price of ₹114/- per Equity Share (including premium of ₹104/- per share).
- ▶ The proposed allottee(s) of the Warrants shall pay, on or before the date of allotment of the Warrants, an amount equivalent to at least 25% of the price per warrant fixed in terms of the SEBI (Issue of Capital and Disclosure

Requirements) Regulations, 2009 and the balance 75% of the price shall be payable on or before the conversion of the said Warrants into Equity Shares. The amount so paid on the Warrants shall be adjusted / set off against the issue price of the resultants Equity Shares arising out of conversion of the Warrants by appropriating ₹10/- towards Equity Share Capital of the Company and balance amount towards securities premium.

- ▶ The Warrants and the resultant Equity Shares to be so allotted shall be locked in for a period of one year from the date of grant of trading approval or for such period as may be determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- ▶ An amount equivalent to the 25% of the price fixed as above is proposed to be called along with the application and the allotment of Warrants shall be made within 15 days of this resolution, however, in the absence of requisite approvals or on pendency of any approval from any regulatory authority, the allotment shall be completed within 15 days from the date of such approval.
- ▶ In the event of the Company making a bonus issue by way of capitalization of its reserves, prior to allotment of Equity Shares against the warrants, the number of Equity Shares to be allotted against such warrants shall stand augmented in the same proportion in which the Equity Share Capital increases as a consequence of such bonus issue.
- ▶ In the event of the Company making a rights offer by way of issue of new Equity Shares prior to allotment of Equity Shares against the Warrants, the entitlement of the Equity Shares under the Warrants shall stand increased in the same proportion in the rights offer and such additional Equity Shares will be offered to the Warrant holder(s) at the same price at which the existing Shareholders are offered Equity Shares.
- ▶ The Warrant by itself, until converted into Equity Shares does not give to the holder thereof any right with respect to that of a Member of the Company except as specified above.
- ▶ The present resolution is proposed to be passed, in order to enable the Board to make the above mentioned preferential issue of Warrants subject to receipt of requisite approvals.

Disclosure in terms of Regulation 73(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

- (i) **The objects of the Preferential Issue:**
Funds mobilised through proposed issue are intended to be utilised for completion of capital expansion projects as well as other general corporate purposes. This will also strengthen the financial base of the Company and maximize overall value for all Shareholders of the Company.
- (ii) **Proposal of the Promoters/Directors/Key Management Personnel to subscribe to the offer:**
None of the Promoters/Directors/Key Management Personnel intends to subscribe to the said preferential issue.
- (iii) **Shareholding Pattern of the Company before and after the Preferential Issue:**
The Shareholding Pattern giving the present position as also considering full allotment of warrants to the Investor and Equity Shares arising out of the conversion thereof and assuming the conversion of existing outstanding warrants is given below:

The above Shareholding Pattern is based on the details as on 29.08.2014.

Sr. No.	Category of Shareholder	Before Preferential Issue		After Preferential Issue*	
		No. of Equity Shares	%age to Total Equity Share Capital	No. of Equity Shares	%age to Total Equity Share Capital
A.	Promoters' Share Holding				
1.	Indian:				
	Individual	6057060	39.89	6768935 [@]	35.30
	Bodies Corporate	2552001	16.80	2552001	13.31
	Sub-Total	8609061	56.69	9320936	48.60
2.	Foreign Promoters	0.00	0.00	0.00	0.00
	Sub-Total (A)	8609061	56.69	9320936	48.60
B.	Public Shareholding				
1.	Institutional Investors	5600	0.04	5600	0.03
2.	Non-Institution:				
	Bodies Corporate				
	-Existing	1877397	12.36	2180522 [@]	11.37
	-New	-	-	2975877 [#]	15.52
	Individuals	4347104	28.63	4347104	22.67
	Others (Including NRIs)	346838	2.28	346838	1.81
	TOTAL	1,51,86,000	100.00	1,91,76,877	100.00

*The above share holding pattern may change from time to time depending upon the transfer of Shares by the existing Shareholders and fresh issue of capital as may be made by the Company. The voting rights will change in tandem with change in shareholding pattern.

Note:

The above mentioned shareholding pattern is based upon the following assumptions:

- The shareholding of other shareholders does not change.
- # Includes 27,25,877 Equity Shares to be allotted upon conversion of 31,07,500 CCPS as proposed under Item No. 15 of the notice.
- @ Includes following number of Equity Shares to be allotted to the respective categories, against exercise of conversion right attached to the Warrants already held by them:

Category	No. of Equity Shares to be allotted
Promoter and Promoter Group	7,11,875
Persons/ Entities other than Promoters:	
-Bodies Corporate	3,03,125
Total	10,15,000

(iv) **Proposed Time within which the Preferential Issue shall be completed:**

The allotment of Warrants on preferential basis shall be completed within a period of 15 days from the date of passing of the Special Resolution by the Shareholders, however, in the absence of requisite approvals or on pendency of any approval from any regulatory authority, the allotment shall be completed within 15 days from the date of such approvals.

(v) **The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:**

Name of the Proposed Allottee and (the natural person(s) who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control)	Identity of the Proposed Allottee	Before Preferential Issue		After Preferential Issue*	
		No. of Equity Shares	%age to Total Equity Share Capital	No. of Equity Shares	%age to Total Equity Share Capital
MCAP India Fund Ltd. (Public Institution for Social Security ("PIFSS") - a Pension Fund owned by Government of Kuwait)	Body Corporate -Foreign (Non-Promoter)	NIL	NIL	29,75,877	15.52

*Assuming full exercise of right attached to Warrants and includes 27,25,877 Equity Shares to be allotted upon conversion of 31,07,500 CCPS as proposed under Item No. 15 of the Notice.

Due to above preferential allotment of warrants and the resultant issue of Equity Shares, no change in management control is contemplated.

The Auditors' Certificate to the effect that the present preferential allotment of Equity Shares/ Warrants is being made in accordance with the Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be placed at the Meeting.

In terms of Section 62(1)(a) and 62(1)(b) of the Companies Act, 2013, in the event of a Company proposing to increase its subscribed capital by way of allotment of further shares in the circumstances specified therein, it is required to offer such shares to its existing equity shareholders in the proportion of their respective equity shareholdings in the Company or to its employees under a scheme of employees' stock option. Pursuant to Section 62(1)(c) of the Companies Act, 2013, a Company

may offer its shares in any manner whatsoever to any persons other than those mentioned in Section 62(1)(a) & (b), if a special resolution to that effect is passed.

The consent of the Members is thus being sought to issue 2,50,000 Warrants convertible into equal number of Equity Shares of the Company at a later date on the aforesaid terms and conditions, pursuant to the provisions of Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 72(1)(a) of SEBI (ICDR) Regulation, 2009 and also in accordance with other applicable guidelines, rules, regulations in force.

The Board commends the Special Resolution set out at Item No. 16 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 16 of the Notice.

Item No. 17:

This special resolution contained in the Notice under Item No. 17 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding ₹100 Crore (Rupees One Hundred Crore) or its equivalent in any foreign currency.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to meet capital expenditure and working capital requirements of the Company and general corporate purposes.

The special resolution also seeks to empower the Board to issue Eligible Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Eligible Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Board accordingly commends the Special Resolution set out at Item No. 17 of the accompanying Notice for your approval.

The Directors or Key Managerial Personnel or their relatives of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or Members.

Item No. 18 & 19:

The present Authorized Share Capital of the Company is ₹28,50,00,000/- (Rupees Twenty Eight Crores Fifty Lacs only) divided into 2,40,00,000 (Two Crores Forty Lacs) Equity Shares of ₹10/- (Rupees Ten) each and 4,50,000 (Four Lacs Fifty

Thousand) Preference Shares of ₹100/- each. To meet the requirement of funds for completion of capital expansion projects as well as other general corporate purposes, the Company proposes to raise resources by issue of fresh Capital. In order to accommodate the proposed issue of CCPS, the existing Authorised Share Capital of the Company is being increased from ₹28,50,00,000/- to ₹55,50,00,000/- by creation of 27,00,000 (Twenty Seven Lacs) Preference Shares of ₹100/- (Rupees One Hundred) each. As a result of the above, relevant Capital Clause of the Memorandum of Association of the Company is also required to be altered as mentioned in resolution placed at Item No. 19 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 18 & 19 of the Notice.

Item No. 20:

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the 'Act').

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction/ confirmation of the National Company Law Tribunal ("Tribunal"). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. In addition, certain amendments have been considered necessary in the light of the Subscription Agreement entered into with MCAP India Fund Ltd., the Investor for subscribing CCPS and Warrants of the Company, on 14th August, 2014, as proposed under Item no. 15 and 16 of the Notice. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- existing articles have been streamlined and aligned with the Act;
- the statutory provisions of the Act which permit a company to do some acts "If so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication. Their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders,

The Board commends the Special Resolution set out at Item No. 20 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 20 of the Notice.

All the documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection of the members during business hours on all working days up to the date of the Meeting.

Date: 30th August, 2014.

By Order of the Board

Registered Office:
Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat

(Bharat Kumar Sajjani)
Company Secretary



GANESHA ECOSPHERE LTD.

CIN No.: L51109UP1987PLC009090

Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)

E-mail: gesl@ganeshaecosphere.com • Website: www.ganeshaecosphere.com • Tel. No.: 0512-2555504-06 • Fax No.: 0512-2555293

ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional Attendance Slip on request.

NAME AND ADDRESS OF THE SHAREHOLDER(S)

Folio No.

DP ID No.*

Client ID No.*

No. of Shares held:

I hereby record my presence at the 25th Annual General Meeting of the Company on Monday, 29th September, 2014 at 3:00 P.M. at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat.

SIGNATURE OF THE SHAREHOLDER/PROXY**

* Applicable for members holding Shares in Electronic form.

** Strike out whichever is not applicable.



Registration of E-mail Address

We hereby give an option to our shareholders to receive documents like General Meeting Notices (including AGM), Annual Report and other documents in electronic form on their e-mail address registered with Company. If you desire to receive such communications/ documents in electronic mode, please register/update your e-mail address by providing the details as set below. In case we do not receive any communication from you giving your consent to receive e-copies from the Company, we shall forward hard copies to you.

Name of the Shareholder (s)	
Folio No.	
E-mail Address	





GANESHA ECOSPHERE LTD.

CIN No.: L51109UP1987PLC009090

Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)

E-mail: gesl@ganeshaecosphere.com • Website: www.ganeshaecosphere.com • Tel. No.: 0512-2555504-06 • Fax No.: 0512-2555293

PROXY FORM

Name of the Member(s):
Registered Address:.....
E-mail Id:.....
Folio No. / Client ID:
DP ID*:

I/We, being the member(s) of.....shares of above named Company, hereby appoint :

- Name..... Address:.....
E-mail Id: Signature:....., Or failing him
- Name..... Address:.....
E-mail Id: Signature:....., Or failing him
- Name..... Address:.....
E-mail Id: Signature:.....,

as my/our proxy to attend and vote (on a poll)for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 29th September, 2014 at 3:00 P.M.at the registered office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat, or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
1.	Adoption of Financial Statements for the year ended 31st March, 2014.
2.	Confirmation of Interim Dividend on CRPS (I) and declaration of Dividend on Equity Shares for Financial Year 2013-14.
3.	Re-appointment of Shri Vishnu Dutt Khandelwal as Director who retires by rotation.
4.	Appointment of M/s. Mehrotra Rakesh Kumar & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.
5.	Continuation of tenure of Shri Shyam Sunder Sharma, as Managing Director of the Company, for the remaining period of his tenure.
6.	Re-appointment of Shri Sharad Sharma, as Joint Managing Director.
7.	Appointment of Shri Anoop Gupta, as an Independent Director.
8.	Appointment of Shri Surendra Kumar Kabra, as an Independent Director.
9.	Appointment of Shri Vishwa Nath Chandak, as an Independent Director.
10.	Appointment of Shri Pradeep Kumar Goenka, as an Independent Director.
11.	Appointment of Shri Abhilash Lal, as an Independent Director.
12.	Appointment of Shri Narayanan Subramaniam, as an Independent Director.
13.	Pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 for borrowing money upto ₹750.00 crores.
14.	Pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 to create security on all or any of the Company's properties/ assets against borrowing.
15.	Issuance of 31,07,500 Compulsorily Convertible Preference Shares ("CCPS") of ₹100/- each on preferential basis under section 42 ,55 & 62 of the Companies Act, 2013.
16.	Issuance of 2,50,000 Warrants on preferential basis under Section 42 & 62 of the Companies Act, 2013.
17.	Issuance of further Share Capital by way of Private Placement/ QIP etc.
18.	Increase in the Authorised Share Capital of the Company.
19.	Alteration in Capital Clause in the Memorandum of Association of the Company.
20.	Adoption of new Articles of Association of the Company.

Signed this..... day of2014.

Signature of shareholder.....

Signature of Proxy holder(s)

• Applicable for members holding shares in Electronic form .

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes please refer to the Notice of Annual General Meeting.

Affix
Revenue
Stamp

