



GANESHA ECOSPHERE LTD.

(FORMERLY KNOWN AS GANESH POLYTEX LTD.)

GESL/2016-17

13.08.2016

To,
The BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Wing,
Rotunda Building,
PJ Towers,
Dalal Street, Fort,
Mumbai-400 001.
Fax No.: 022-22723121, 22722037
Scrip Code: 514167

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East),
Mumbai-400051.
Tel No.: 022-26598100-8114/ 66418100
Fax No. : 022-26598237/38
Scrip Symbol: GANECOS

Sub: Notice of the 27th Annual General Meeting

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of Annual General Meeting of the Company scheduled to be held on Thursday, 8th September, 2016 at 1:00 P.M. to transact the business as set out in the Notice.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Ganesha Ecosphere Ltd.

(Bharat Kumar Sajnani)
Company Secretary-cum-Compliance Officer

Encl: As above



GANESHA ECOSPHERE LTD.

CIN: L51109UP1987PLC009090

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

E-mail : gesl@ganeshaecosphere.com, Website : www.ganeshaecosphere.com

Tel. No. 0512-2154183, 2555504-06, Fax No. 0512-2555293

NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Members of GANESHA ECOSPHERE LTD. will be held on Thursday, the 8th day of September, 2016 at 1:00 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 Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for financial year ended on 31st March, 2016.
3. To appoint a Director in place of Shri Rajesh Sharma (DIN: 02228607), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To ratify the appointment of the Auditors of the Company 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 Section 139 of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Mehrotra Rakesh Kumar & Co., Chartered Accountants, (ICAI Registration No. 002978C) as Auditors of the Company, made at the Twenty-fifth Annual General Meeting held on 29th September, 2014 for a period of three years, be and is hereby ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Auditors be paid such remuneration as may be fixed by the Board of Directors of the Company in consultation with the audit committee."

SPECIAL BUSINESS:

5. **To appoint Mrs. Seema Sharma, (DIN: 07466530) as a 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 an Ordinary Resolution:**

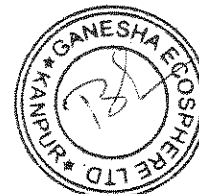
"RESOLVED THAT Mrs. Seema Sharma (DIN: 07466530), who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. **To ratify the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial year ending 31st March, 2017 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 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. R. M. Bansal & Co., Cost Accountants having Firm Registration No. 00022, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the Cost Records of the Company in respect of its product 'Yarn' for the financial year ending 31st March, 2017 amounting to ₹ 40,000/- (Rupees Forty Thousand only) per year, plus taxes as applicable and reimbursement of actual travel/ conveyance and out-of-pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

7. **To ratify the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial year ending 31st March, 2017 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 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Rakesh Misra & Co., Cost Accountants having Firm Registration No. 00249, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the Cost Records of the Company in respect of its product 'Recycled Polyester Staple Fibre' for the financial year ending 31st March, 2017 amounting to ₹ 40,000/- (Rupees Forty Thousand only) per year, plus taxes as applicable and reimbursement of actual travel/ conveyance and out-of-pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."



8. To accord consent for payment of advance fee by members for delivery of documents through a particular mode of services 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 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week

in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the member."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Date: 25th July, 2016

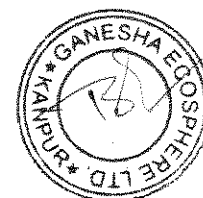
By Order of the Board

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. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item Nos. 5 to 8 as set out above is annexed hereto.
5. The Register of Members and Share Transfer books of the Company shall remain closed from **Friday, 2nd September, 2016 to Thursday, 8th September, 2016** (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 **1st September, 2016** 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 **1st September, 2016**, 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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. 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.



13. 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.
14. 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.
15. 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.
16. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amount which remains unpaid/ unclaimed for a period of 7 (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.
17. 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 19th September, 2015 (date of the last Annual General Meeting of the Company) on the Company's website at link www.ganeshaecosphere.com/unclaimed-dividends/ and 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.
18. 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.

19. The Annual Report and the Notice of the 27th 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 as well as Administrative Office for inspection during business hours.
20. 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@skylinert.com.
21. 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.
22. 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.

23. 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, as amended, applicable Secretarial Standards and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the Company is providing its members the facility to exercise votes by electronic means (remote e-voting) in respect of any or all of the resolutions contained in this notice and the business may be transacted through e-voting services.** Necessary arrangements have been made by the Company with NSDL to facilitate remote e-voting. Remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

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

Commencement of remote e-voting	From 10:00 A.M. on 5 th September, 2016
End of remote e-voting	Up to 5:00 P.M. on 7 th September, 2016



The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

The Cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is Thursday, 1st September, 2016.

Instructions relating to remote 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:

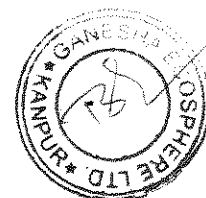
- i. Open e-mail and open PDF file viz; "GESL_e-voting.pdf" with his/her Client ID or Folio No. as password. The said PDF file contains his/her user ID and password/PIN for remote e-voting. Shareholders may please note that the password is an initial password.
- ii. Launch Internet browser by typing the URL: <https://www.evoting.nsd.com>
- iii. Click on Shareholder-Login.
- iv. Put userID and initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsd.com
- v. If you are logging in for the first time, Password change menu appears. Change the password/PIN with new password of your 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.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN"(Remote Electronic Voting Event Number) of Ganesha Ecosphere Ltd.
- viii. Now the shareholder is ready for remote e-voting as "Cast Vote" page opens.
- ix. Shareholder may cast his/her vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the shareholder has voted on the resolution, he/she will not be allowed to modify his/her vote.
- xii. 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
- xiii. Kindly note that login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, shareholder will need to go through "forget password" option available on the site to reset the same.

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]:

- i. Initial password is provided hereinabove.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item (A) above, to cast vote.
- C. In case of any queries, the shareholder may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com or call on toll free no. 1800-222-990.
- D. 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).

E. General Instructions:

- i. The facility of voting through ballot paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- ii. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- iii. The voting rights of the shareholders (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up equity share capital of the Company as on 1st September, 2016 (i.e. the "Cut-Off Date").
- iv. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
- v. Any person, who acquires shares of the Company and become member of the Company after 5th August, 2016 i.e. BENPOS date considered for dispatch of the notice and holding shares as on the cut off date i.e. 1st September, 2016, may obtain the login Id and password by sending a request at evoting@nsdl.co.in.
- vi. Mr. S. K. Gupta, Practising Company Secretary (Fellow Membership No. 2589 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 remote e-voting process in a fair and transparent manner.
- vii. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast



through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

- ix. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company

www.ganeshaecosphere.com and on the website of NSDL immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

24. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of directors seeking re-appointment under item Nos. 3 and 5 of this Notice are as below:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

Particulars	Shri Rajesh Sharma (DIN: 02228607)	Smt. Seema Sharma (DIN: 07466530)
Date of Birth	15th January, 1969	22nd July, 1972
Date of first appointment on the Board	19th June, 2008	30th March, 2016
Qualification	B.Com.	B.A.
Experience and Expertise in specific functional area	Having 26 years experience in plant administration and operations	Having administrative experience of approx. three years
Terms & Conditions of appointment or re-appointment	As per Company's Policy on Nomination, Remuneration and Board Diversity	
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2015-16)	
Other Directorships	NIL	NIL
Chairman/ Member of Committee of the Board of other Companies of which he/ she is a Director	NIL	NIL
Shareholding in Ganesha Ecosphere Ltd.	10,95,529 Equity Shares of Rs. 10/- each.	2,69,215 Equity Shares of Rs. 10/- each.
Relationship with other Directors and KMPs of the Company	As mentioned in the Corporate Governance Report (forming part of Annual Report 2015-16)	
No. of Board Meetings attended during the financial year 2015-16	4 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2015-16)	N.A.

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

With a view to broad base the Board and to comply with the provisions of Section 149(1) of the Companies Act, 2013, the Board of Directors inducted Mrs. Seema Sharma as an Additional Director w.e.f. 30.03.2016 and she holds office up to the date of this Annual General Meeting of the Company.

The Company has received notice in writing from a member, along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Seema Sharma as a Director of the Company.

Mrs. Seema Sharma has given her consent to act as Director and confirmed that she is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

Mrs. Seema Sharma, aged 43 years, is a bachelor in arts with administrative background. In compliance with Listing Regulations

and Secretarial Standards-2 on General Meetings, the brief resume of Mrs. Seema Sharma is forming part of this notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Except Mrs. Seema Sharma herself, Shri Shyam Sunder Sharma, Shri Sharad Sharma and their relatives, being related to her, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

Item Nos. 6 & 7:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the cost auditors to conduct the audit of the cost records of the Company's products 'Yarn' and 'Recycled Polyester Staple Fibre' for the financial year ending 31st March, 2017 as per the following details:



Name of the Cost Auditor	Product	Audit fees (₹)
M/s. R.M. Bansal & Co.	Yarn	₹40,000/- (Rupees Forty Thousand only) plus taxes as applicable and re-imbursment of travel/ conveyance and out-of-pocket expenses incurred in connection with the Audit.
M/s. Rakesh Misra & Co.	Recycled Polyester Staple Fibre	₹40,000/- (Rupees Forty Thousand only) plus taxes as applicable and re-imbursment of travel/ conveyance and out-of-pocket expenses incurred in connection with the Audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the shareholders is sought for passing Ordinary Resolutions as set out at Item Nos. 6 & 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 & 7 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 Ordinary Resolutions set out at Item Nos. 6 & 7 of the Notice.

Item No. 8:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other

mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its annual general meeting.

Accordingly, the Board recommends the Special Resolution set out at Item No. 8 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. 8 of the Notice.

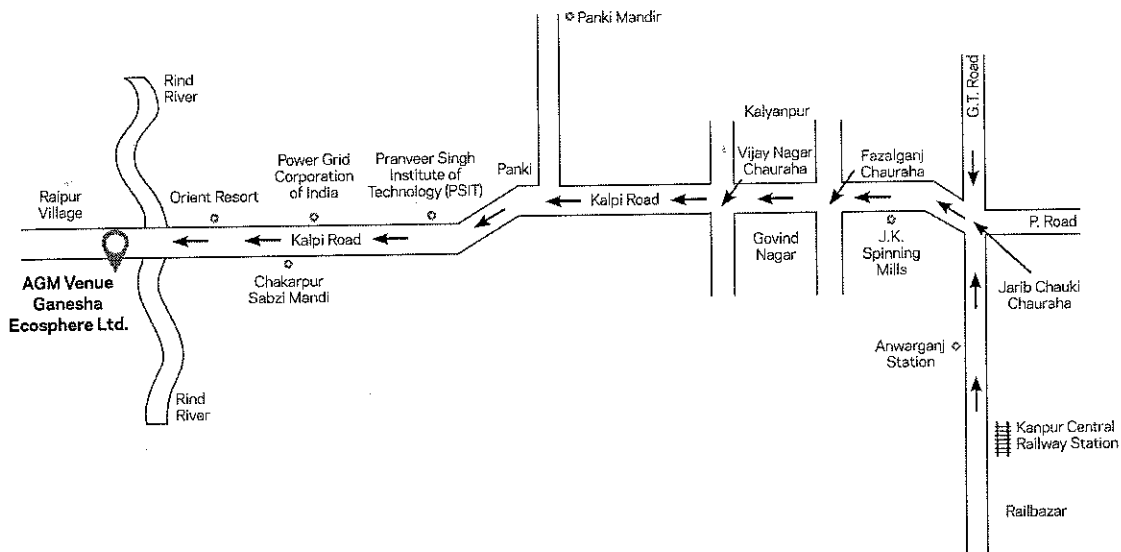
Date: 25th July, 2016

By Order of the Board

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

(Bharat Kumar Sajnani)
Company Secretary

ROUTE MAP
Ganesha Ecosphere Ltd.
AGM Venue
Raipur (Rania), Kalpi Road,
Distt. Kanpur Dehat





GANESHA ECOSPHERE LTD.

CIN: L51109UP1987PLC009090

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

E-mail : gesl@ganeshaecosphere.com, Website : www.ganeshaecosphere.com

Tel. No. 0512-2154183, 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 27th Annual General Meeting of the Company on Thursday, 8th September, 2016 at 1:00 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.



GANESHA ECOSPHERE LTD.

CIN: L51109UP1987PLC009090

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

E-mail : gesl@ganeshaecosphere.com, Website : www.ganeshaecosphere.com

Tel. No. 0512-2154183, 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 :

1. Name: Address:

E-mail Id: Signature:, Or failing him

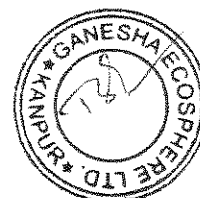
2. Name: Address:

E-mail Id: Signature:, Or failing him

3. 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 Thursday, 8th September, 2016 at 1:00 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	Vote	
		For	Against
1.	Adoption of Financial Statements for the year ended 31 st March, 2016.		
2.	Declaration of Dividend on Equity Shares for Financial Year 2015-16.		
3.	Re-appointment of Shri Rajesh Sharma (DIN: 02228607) as Director who retires by rotation.		
4.	Ratification of the appointment of M/s. Mehrotra Rakesh Kumar & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.		
5.	Appointment of Mrs. Seema Sharma (DIN: 07466530) as a Director of the Company.		
6.	Ratification of the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial year ending 31 st March, 2017.		
7.	Ratification of the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial year ending 31 st March, 2017.		
8.	Accord consent for payment of advance fee by members for delivery of documents through a particular mode of services.		

Signed this day of 2016.

Signature of shareholder.....

Signature of Proxy holder(s)



* Applicable for members holding shares in Electronic form.

Note:

1. 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.
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. A proxy need not be a member of the Company.
4. It is optional for the member to indicate preference of Votes in the proxy form. If the member leaves the 'for' or 'against' column blank against any or all resolutions, the proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signatures of anyone holder will be sufficient, but names of all the joint holders should be stated.

