



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

GESL/2017-18

28.09.2017

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

Dear Sir/ Ma'am,

**Sub: Consolidated Scrutinizer's Report on Remote E-Voting & Poll**

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Consolidated Scrutinizer's Report on remote e-voting & poll in respect of the resolutions contained in the Notice of the 28th Annual General Meeting of the Company held on 25<sup>th</sup> September, 2017.

Kindly take the above on record and oblige.

Thanking you,

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

**(Bharat Kumar Sajnani)**  
Company Secretary

Encl: As above

**S. K. GUPTA**  
F.C.S.

**S.K. Gupta & Co.**  
Company Secretaries,  
9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
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**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

To,

The Chairman of the Twenty Eighth Annual General Meeting of the Shareholders of **Ganeshha Ecosphere Limited** held on Monday, the 25<sup>th</sup> September, 2017 at 3:00 P.M. at the Registered office of the Company at Raipur (Rania), Kalpi Road , Distt. Kanpur Dehat – 209304 (U.P.).

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **Ganeshha Ecosphere Limited** (the 'Company') for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Twenty Eighth Annual General Meeting of the Members of the Company held on Monday, the 25<sup>th</sup> September, 2017 at 3:00 P.M. at the Registered office of the Company at Raipur (Rania), Kalpi Road , Distt. Kanpur Dehat – 209304 (U.P.).



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the Twenty Eighth Annual General Meeting of the Members of the Company. My responsibility as Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Twenty Eighth Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process at the time of poll at the AGM.
3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-
- (i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notice by way of advertisement was published on 5<sup>th</sup> September, 2017 in Business Standard (English) and on 4<sup>th</sup> September, 2017 in Rashtriya Sahara (Hindi) and the remote e-voting facility remained opened from Friday, the 22<sup>nd</sup> September, 2017 (10.00 A.M.) to Sunday, the 24<sup>th</sup> September, 2017 (5.00 P.M.).
- (ii) The Members of the Company as on the "cut off" date i.e. 18<sup>th</sup> September, 2017 were entitled to vote on the resolutions (Item Nos. 1 to 10) as set out in the Notice of the Twenty Eighth Annual General Meeting of the Company.
- (iii) The remote e-voting process was blocked at 5.00 P.M. on Sunday, the 24<sup>th</sup> September, 2017.

- (iv) The votes cast through remote e-voting process were unblocked on 25<sup>th</sup> September, 2017 after the conclusion of the Twenty Eighth Annual General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who were not in the employment of the Company and who witnessed the unblocking of votes.
- (v) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of National Securities Depository Limited ("NSDL") [<https://www.evoting.nsdl.com>].
4. At the Annual General Meeting held on Monday, the 25<sup>th</sup> September, 2017, the Chairman of the Annual General Meeting ('AGM') provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 10 as set out in the Notice of the Twenty Eighth Annual General Meeting of the Company), to cast their vote at the said AGM.
5. In respect of the poll process conducted under my supervision, I hereby report that:-
- (i) The poll box containing the poll papers was opened after the conclusion of the AGM in the presence of Ms. Divya Saxena and Ms. Anshula Choudhary, who were not employees of the Company.
- (ii) The votes were counted and the result of the poll was prepared in the presence of the aforesaid persons.
6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.



7. I hereby report the consolidated results of the votes cast by the Shareholders through remote e-voting and by poll as under:-

**ITEM NO. 1**

**Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000
Against	--	--	--	--	--	--	--
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

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

**ITEM NO. 2**

**Ordinary Resolution to declare Dividend on Equity Shares for Financial year ended 31<sup>st</sup> March, 2017**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000
Against	--	--	--	--	--	--	--
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

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

**ITEM NO. 3**

**Ordinary Resolution to appoint a Director in place of Shri Vishnu Dutt Khandelwal (DIN: 00383507), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	25	57	82	25,87,485	76,83,913	1,02,71,398	99.528
Against	9	--	9	48,742	--	48,742	0.472
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

**Result:** The Ordinary Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed with requisite majority.

#### **ITEM NO. 4**

**Ordinary Resolution to appoint M/s. Narendra Singhania & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	33	57	90	26,36,077	76,83,913	1,03,19,990	99.999
Against	1	--	1	150	--	150	0.001
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

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

#### **ITEM NO. 5**

**Ordinary Resolution to ratify the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the Financial year ending 31<sup>st</sup> March, 2018**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000
Against	--	--	--	--	--	--	--
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

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



**ITEM NO. 6**

**Ordinary Resolution to ratify the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the Financial year ending 31<sup>st</sup> March, 2018**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000
Against	--	--	--	--	--	--	--
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

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

**ITEM NO. 7**

**Special Resolution to approve the payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director)**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000
Against	--	--	--	--	--	--	--
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

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

**ITEM NO. 8**

**Special Resolution to consider re-classification of the Authorised Share Capital of the Company**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	33	57	90	26,36,127	76,83,913	1,03,20,040	99.999
Against	1	--	1	100	--	100	0.001
Total	34	57	91	26,36,227	76,83,913	1,03,20,140	100.000

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

**ITEM NO. 9**

**Special Resolution to approve alteration of Capital Clause in Memorandum of Association of the Company**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	33	57	90	26,36,127	76,83,913	1,03,20,040	99.999
Against	1	--	1	100	--	100	0.001
<b>Total</b>	<b>34</b>	<b>57</b>	<b>91</b>	<b>26,36,227</b>	<b>76,83,913</b>	<b>1,03,20,140</b>	<b>100.000</b>

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

**ITEM NO. 10**

**Special Resolution to approve further Issue of Securities.**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	23	57	80	25,86,785	76,83,913	1,02,70,698	99.521
Against	11	--	11	49,442	--	49,442	0.479
<b>Total</b>	<b>34</b>	<b>57</b>	<b>91</b>	<b>26,36,227</b>	<b>76,83,913</b>	<b>1,03,20,140</b>	<b>100.000</b>

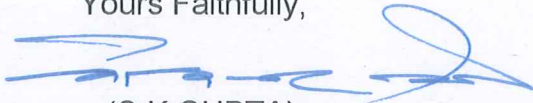
**Result:** The Special Resolution in respect of Item No. 10 of the Notice of the Annual General Meeting has been passed with requisite majority.

8. I further report that there were no invalid Ballot papers.
9. The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of "NSDL" and inform the Stock Exchanges accordingly.



10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and sign the Minutes of the Twenty Eighth Annual General Meeting and the same shall be handed over thereafter to the Chairmar: / Company Secretary for safe keeping.

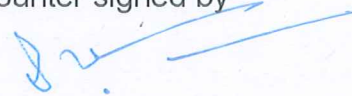
Thanking you,  
Yours Faithfully,



(S.K.GUPTA)  
Practising Company Secretary

F.C.S -2589  
C.P – 1920

Counter signed by



(SHYAM SUNDER SHARMMA)  
Chairman-cum- Managing Director

Place: Kanpur  
Date: 27<sup>th</sup> September, 2017