



# GANESHA ECOSPHERE LTD.

GESL/2018-19

September 18, 2018

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

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

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

Dear Sir/ Ma'am,

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Consolidated Scrutinizer's Report on remote e-voting & poll in respect of the resolutions contained in the Notice of the 29<sup>th</sup> Annual General Meeting of the Company held on 15<sup>th</sup> September, 2018.

Kindly take the above on record and oblige.

Thanking you,

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

**(Bharat Kumar Sajnani)**  
Company Secretary

Encl: As above

## **DIVYA SAXENA**

M.Com, F.C.S, M.B.A, L.L.B

## **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 Ninth Annual General Meeting of the Shareholders of **Ganesha Ecosphere Limited** held on Saturday, the 15<sup>th</sup> September, 2018 at 12:15 P.M. at the Registered office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat – 209304 (U.P.).

Dear Sir,

I, Divya Saxena, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **Ganesha 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 Ninth Annual General Meeting of the Members of the Company held on Saturday, the 15<sup>th</sup> September, 2018 at 12:15

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 Ninth Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Twenty Ninth 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 26<sup>th</sup> August, 2018 in Business Standard (English) and on 25<sup>th</sup> August, 2018 in Rashtriya Sahara (Hindi) and the remote e-voting





facility remained opened from Wednesday, the 12<sup>th</sup> September, 2018 (10.00 A.M.) to Friday, the 14<sup>th</sup> September, 2018 (5.00 P.M.).

(ii) The Members of the Company as on the "cut off" date i.e. 10<sup>th</sup> September, 2018 were entitled to vote on the resolutions (Item Nos. 1 to 12) as set out in the Notice of the Twenty Ninth Annual General Meeting of the Company.

(iii) The remote e-voting process was blocked at 5.00 P.M. on Friday, the 14<sup>th</sup> September, 2018.

(iv) The votes cast through remote e-voting process were unblocked on 17<sup>th</sup> September, 2018 due to late receipt of e-voting reports from NSDL e-voting system in the presence of two witnesses, Ms. Anshula Choudhary and Ms. Saubhagya Shree Dalmia, 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 Saturday, the 15<sup>th</sup> September, 2018, 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 12 as set out in the Notice of the Twenty Ninth 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.

(ii) The votes were counted and the result of the poll was prepared.

6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

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



**ITEM NO. 1****Ordinary Resolution for consideration and adoption of Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 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	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	1	--	1	1	--	1	negligible
Total	30	49	79	94,94,739	65,73,519	1,60,68,258	100.000

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

**ITEM NO. 2****Ordinary Resolution for declaration of Dividend on Equity Shares for Financial year ended 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	30	49	79	94,94,788	65,73,519	1,60,68,307	100.000
Against	1	--	1	1	--	1	negligible
Total	31	49	80	94,94,789	65,73,519	1,60,68,308	100.000



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

**ITEM NO. 3**

**Ordinary Resolution for appointment of a Director in place of Shri Gopal Singh Shekhavat (DIN: 06591844), 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	18	49	67	61,65,963	65,73,519	1,27,39,482	79.28
Against	11	--	11	33,28,775	--	33,28,775	20.72
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

**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 for ratification of appointment of M/s. Narendra Singhania & Co., Chartered Accountants, 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	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	--	--	--	--	--	--	--
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

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

**ITEM NO. 5**

**Ordinary Resolution for ratification of remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the Financial year ending 31<sup>st</sup> March, 2019**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	--	--	--	--	--	--	--
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

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



**ITEM NO. 6**

**Ordinary Resolution for ratification of remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the Financial year ending 31<sup>st</sup> March, 2019**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	--	--	--	--	--	--	--
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

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

**ITEM NO. 7**

**Special Resolution for approval of re-appointment of Shri Vishnu Dutt Khandelwal (DIN: 00383507) as Whole Time Director of the Company**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	--	--	--	--	--	--	--
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

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

**ITEM NO. 8**

**Special Resolution for approval of re-appointment of Shri Rajesh Sharma (DIN: 02228607) as Whole Time Director of the Company**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	--	--	--	--	--	--	--
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

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

**ITEM NO. 9**

**Special Resolution for approval of re-appointment Shri Gopal Singh Shekhavat (DIN: 06591844) as Whole Time Director of the Company**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	18	49	67	61,65,963	65,73,519	1,27,39,482	79.28
Against	11	--	11	33,28,775	--	33,28,775	20.72

Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
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**Result:** The Special Resolution in respect of Item No. 9 of the Notice of the Annual General Meeting has been passed with requisite majority.

**ITEM NO. 10**

**Special Resolution for according consent to continuation of appointment of Shri Shyam Sunder Sharma (DIN:00530921) as Non-Executive Director of the Company w.e.f. 01.04.2019**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	--	--	--	--	--	--	--
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

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

**ITEM NO. 11**

**Special Resolution for according consent to continuation of appointment of Shri Vishwa Nath Chandak (DIN:00313035) as Non-Executive Independent Director w.e.f. 01.04.2019**



Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00
Against	--	--	--	--	--	--	--
Total	29	49	78	94,94,738	65,73,519	1,60,68,257	100.00

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

**ITEM NO. 12**

**Special Resolution for approval of Ganesha Ecosphere Employees Stock Option Plan 2018**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	19	49	68	45,16,186	65,73,519	1,10,89,705	84.70
Against	9	--	9	20,02,675	--	20,02,675	15.30
Total	28	49	77	65,18,861	65,73,519	1,30,92,380	100.00

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

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 Ninth Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,



(DIVYA SAXENA)

Practising Company Secretary

F.C.S -5639

C.P - 5352

Counter signed by



(SHYAM-SUNDER SHARMMA)

Chairman-cum- Managing Director

Place: Kanpur

Date: 17<sup>th</sup> September, 2018