



GANESHA ECOSPHERE LTD.

CIN: L51109UP1987PLC009090

Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)-209304

E-mail : secretarial@ganeshaecosphere.com, **Website:** www.ganeshaecosphere.com

Tel. No. 0512- 2555505-06, +91-9198708383, **Fax No.** 0512-2555293

POSTAL BALLOT NOTICE

Notice is hereby given to the Members of GANESHA ECOSPHERE LTD. ("the Company") pursuant to the provisions of Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, ("the Rules") including any statutory modification or re-enactment thereof for the time being in force and Secretarial Standards on General Meeting (SS-2), that the resolution appended below is proposed to be passed through Postal Ballot / electronic voting ("e-voting").

A Statement pursuant to Section 102(1) of the Act pertaining to the said resolution setting out the material facts and explaining the reasons thereof is appended hereto, along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Shri S. K. Gupta, Practicing Company Secretary (Fellow Membership No. 2589 and Certificate of Practice No. 1920), as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (Fellow Membership No. 5639 and Certificate of Practice No. 5352) as the Alternate Scrutinizer, for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form, record your assent (For) or dissent (Against) therein and return the same in original duly completed in the enclosed self-addressed, postage pre-paid reply envelope so as to reach the Scrutinizer not later than **5:00 P.M. (IST) on Wednesday, 1st May, 2019**.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with the Rule 20 of the said Rules and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is providing e-voting facility as an option to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL to enable the Members to cast their votes electronically. Members desiring to opt for e-voting are requested to read the Notes under the Section "Voting through electronic means" to this Postal Ballot Notice.

Upon completion of the e-voting process and scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him and the result of the Postal Ballot will be announced on or before **Friday, 3rd May, 2019 by 5:00 P.M.** The said result along-with the Scrutinizer's Report will be displayed at Registered Office and Corporate Office of the Company and posted on the Company's website www.ganeshaecosphere.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS:

1. **To accord consent for continuation of directorship of Shri Surendra Kumar Kabra (DIN: 01280980) as Non-Executive Independent Director and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby accorded to continuance of directorship of Shri Surendra Kumar Kabra (DIN: 01280980), as Non-Executive Independent Director of the Company, to hold office for his remaining term of appointment after attaining the age of 75 years on 4th April, 2019, upto the conclusion of the 30th Annual General Meeting of the Company, on the existing terms and conditions as mentioned in the letter of appointment dated 29th September, 2014."

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

Date: 26th March, 2019

By Order of the Board

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

sd/-
(Bharat Kumar Sajjani)
Company Secretary

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto.
2. The Notice together with the documents accompanying the same is being sent to all the Members by permitted mode (and electronically by e-mail to those Members who have registered their e-mail ids with the Company/ Registrar and Share Transfer Agents/ NSDL/ CDSL), whose names appear in the Register of Members/ list of Beneficial Owners as received from NSDL/CDSL as on **22nd March, 2019 ("Cut-off Date")**.
3. Only a Member who is entitled to vote shall exercise his/her/its vote through Postal Ballot or e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

4. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where members cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid.
6. The Company has appointed Shri S. K. Gupta, Practicing Company Secretary (Fellow Membership No. 2589 and Certificate of Practice No.1920), as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (Fellow Membership No. 5639 and Certificate of Practice No. 5352) as the Alternate Scrutinizer, for conducting postal ballot and e-voting process in a fair and transparent manner.
7. The Postal Ballot Notice along with Postal Ballot Form is placed on website of the Company viz., www.ganeshaecosphere.com and on the website of NSDL www.evoting.nsdl.com. Members wishing to obtain a printed Postal Ballot Form or a duplicate form, may send an email to Company's Registrar and Share Transfer Agent at admin@skylinerta.com. However, the duly filled in duplicate form should reach the Scrutinizer not later than **5:00 P.M. (IST) on Wednesday, 1st May, 2019**.
8. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. There will be only 1 (one) Postal Ballot Form for every registered folio/ client ID irrespective of the number of joint Members.
9. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("PoA") on behalf of a Member may vote on the postal ballot by enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/ authorisation giving the requisite authority to the person voting on the Postal Ballot Form.
10. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The result of the Postal Ballot will be announced on or before **Friday, 3rd May, 2019 by 5:00 P.M. (IST)**. The said result along-with the Scrutinizer's Report will be displayed at Registered Office and Corporate Office of the Company and posted on the Company's website www.ganeshaecosphere.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchanges.
11. Members can also contact Mr. Atul Rana, Executive, to resolve any grievances with regard to e-voting and Postal Ballot.

Address : - Skyline Financial Services Private Limited
D-153 A, 1st Floor,
Okhla Industrial Area, Phase – I,
New Delhi-110 020.
Email Id :- admin@skylinerta.com,
Phone number – 011-40450193-97.

12. Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Rules, as amended, applicable Secretarial Standards and Regulation 44 of the Listing Regulations, **the Company is providing its members the facility to exercise votes by electronic means (e-voting) in respect of the resolution 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 e-voting. E-voting is optional and members shall have the option to vote either through Postal Ballot or e-voting. Members desiring to exercise their vote by e-voting 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 2nd April, 2019
End of e-voting : Up to 5:00 P.M. on 1st May, 2019

The 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 e-voting and voting through Postal ballot is Friday, 22nd March, 2019.

Instructions relating to e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Click on "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, click on the "Login" button.

9. Then the Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of Ganesha Ecosphere Ltd.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1:

As per Regulation 17(1A) of the Listing Regulations, with effect from 1st April, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Surendra Kumar Kabra, aged 74 years, was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV thereto and Rules made there under, for a term of 5 (five) consecutive years with effect from the date of 25th Annual General Meeting held on 29th September, 2014 upto the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2019.

Shri Surendra Kumar Kabra will attain the age of 75 years on 4th April, 2019, his continuation as Non-Executive Independent Director with effect from such date shall require approval of members by way of special resolution. A brief justification for the same is as under:

Shri Surendra Kumar Kabra is B.Com., LL.B. and Member of the Institute of Chartered Accountants of India and has rich professional experience of over 50 years in textile industry. He has been associated as the Director of the Company since 1994. He had also been the Managing Director for over 11 years in Shree Manufacturing Company Ltd. and has over 25 years experience of working in various capacities in Birla Group Textile Companies. He has been running his own textile business for past several years.

The Board of Directors is of the opinion that Shri Surendra Kumar Kabra is a person of integrity, possess relevant expertise and vast experience and his association as Non-Executive Independent Director will be beneficial and in the best interest of the Company.

Shri Surendra Kumar Kabra fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declaration from Shri Surendra Kumar Kabra that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations. Further he has also confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in this Notice for approval by the members.

Except Shri Surendra Kumar Kabra, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

Relevant details relating to continuation of Directorship of Shri Surendra Kumar Kabra as required under the Act, Listing Regulations and Secretarial Standards (SS-2) are provided as under:

BRIEF PROFILE OF DIRECTOR SEEKING CONTINUATION OF DIRECTORSHIP:

Name	Shri Surendra Kumar Kabra (DIN: 01280980)
Date of Birth	4th April, 1944
Date of first appointment on the Board	19th July, 1994
Qualification	B.Com., LL.B. and Member of the Institute of Chartered Accountants of India
Experience and Expertise in specific functional area	Having rich professional experience of over 50 years in textile industry.
Terms & Conditions of re-appointment	As per Company's Policy on Nomination, Remuneration and Board Diversity.
Remuneration last drawn (F.Y. 2017-18)	Rs. 5,40,000 (as Commission and Sitting fee)
Other Directorships	➤ Aditya Ispat Limited ➤ Sheelendra Industries Limited
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL
Shareholding in Ganesha Ecosphere Ltd.	NIL
Relationship with other Directors and KMPs of the Company	NIL
No. of Board Meetings attended during the financial year 2018-19 as on the date of Notice	3 out of 5

Date: 26th March, 2019

By Order of the Board

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

sd/-
(Bharat Kumar Sajnani)
Company Secretary