

**GANESHA ECOSPHERE LIMITED**

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

NOTICE

NOTICE is hereby given that the **THIRTY-FOURTH ANNUAL GENERAL MEETING** of the Members of **GANESHA ECOSPHERE LIMITED** will be held on **Thursday, the 21st day of September, 2023 at 12:00 Noon** 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:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares for financial year ended on March 31, 2023.
3. To appoint a Director in place of Shri Shyam Sunder Sharma (DIN: 00530921), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Shyam Sunder Sharma (DIN: 00530921), aged 80 years, Director of the Company, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **To appoint Shri Narayanan Subramaniam (DIN: 00166621), as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 the applicable provisions of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Narayanan Subramaniam (DIN: 00166621), who was appointed as an Additional (Non- Executive Independent) Director of the Company w.e.f. August 24, 2023, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and Article 93 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and being eligible for appointment, submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 24, 2023."

"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."

5. **To ratify the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial year ending March 31, 2024 and in this regard, to consider and if thought fit, to pass 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. 000022, 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 March 31, 2024 amounting to ₹60,000/- (Rupees Sixty Thousand only), plus taxes as applicable and re-imbursement 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."

6. To ratify the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre' for the financial year ending March 31, 2024 and in this regard, to consider and if thought fit, to pass 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. 000249, 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 March 31, 2024 amounting to ₹60,000/- (Rupees Sixty Thousand only), plus taxes as applicable and re-imbursement 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 re-appoint Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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 Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company, for a period of 5 (five) years with effect from February 1, 2024, subject to retirement by rotation, on the following terms and conditions as recommended by the Nomination and Remuneration Committee:-

(A) SALARY:

Salary of ₹3,00,000/- per month; up to a maximum of ₹5,00,000/- per month.

The increment will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee within the said maximum amount and will be effective from 1st April each year.

(B) PERQUISITES:

- I. The 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, club fees, premium towards personal accident insurance and mediclaim 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 case shall not exceed ₹12,00,000/- per annum without restriction to any sub limit on individual perquisite.

Explanation:-

"Family" here means the spouse and dependent children of the 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 Managing Director, the Company will bear total expenses actually incurred on medical treatment including hospitalization and travelling, subject to the necessary approvals, if any.

Leave & encashment/ accumulation of un-availed leave shall be as per the rules of the Company.

- II. The 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 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 the limits laid down under Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Managing Director."

"RESOLVED FURTHER THAT the annual remuneration payable to Shri Sharad Sharma, Promoter and Managing Director of the Company, may exceed the limits prescribed under Regulation 17(6)(e) of the SEBI Listing Regulations subject however that the total remuneration payable to him, in any financial year during the currency of his term, shall not exceed the limits laid down under Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder."

"RESOLVED FURTHER THAT where in any financial year during the currency of term of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director, remuneration by way of Salary and Perquisites as specified above subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013."

"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 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 and Rules framed thereunder."

"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."

8. To approve entering into material related party transactions with GESL Spinners Private Limited and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) read with circulars issued by SEBI from time to time and the Company's Policy on Related Party Transactions and based on the approval of Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into contracts/ arrangements/ transactions (whether individually or series of transaction(s) taken together or otherwise), with GESL Spinners Private Limited, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the thresholds prescribed in the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/

arrangements/ transactions and to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

Date: August 24, 2023

By Order of the Board

Registered Office:

Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat- 209304

(Bharat Kumar Sajnani)
Company Secretary

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL 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.
- 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.
- Corporate members are requested to send scanned copy (PDF/JPG Format) of a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on its behalf at the Meeting. The said resolution be sent to the Company at secretarial@ganeshacosphere.com with a copy marked to admin@skylinerta.com and to the Scrutinizer at sk_gupta1@rediffmail.com.
- Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business under Item Nos. 4 to 8 is annexed hereto.
- The Register of Members and Share Transfer books of the Company shall remain closed from **Friday, September 15, 2023 to Thursday, September 21, 2023 (both days inclusive)**.
- Electronic copy of the Annual Report for the FY 2022-23 and Notice of the 34th AGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of 34th AGM of the Company



inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode, in compliance with the relaxations provided under relevant MCA and SEBI Circulars. In case any member is desirous of obtaining hard copy of the Annual Report and Notice, he/she may send a request mentioning Folio No./ DP ID and Client ID to the Company's email id secretarial@ganeshaecosphere.com.

8. The Notice of AGM along with Annual Report 2022-23 is available on the website of the Company at www.ganeshaecosphere.com, on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.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.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to **the Company's Registrar and Share Transfer Agent (RTA), M/s. Skyline Financial Services Private Limited** at admin@skylinerta.com. In this regard, Members are requested to submit a duly signed request letter mentioning their name, folio no., address and email id along with a self-attested copy of PAN card.

Further, to support "Green Initiative", Members are requested to provide their Email ID for service of documents through electronic mode in future.
10. Members holding shares in dematerialised mode are requested to register/ update their email addresses with their Depository Participant(s).
11. 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 AGM, will be paid, subject to deduction of Income-Tax at source (TDS) wherever applicable, to those Members:
 - (a) whose names appear as 'Beneficial Owners' as at the end of the business hours on **September 14, 2023** 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 dematerialized form; and
 - (b) whose names appear on the Company's Register of Members after giving effect to valid share transmission request(s), if any, lodged with the Company / its RTA on or before the close of business hours on **September 14, 2023**, in respect of shares held in physical form.
12. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status,

Category as per the Income-tax Act and PAN with Depositories (in case of shares held in demat mode) and with the Company/ RTA (in case of shares held in physical mode). Full details in this regard are available on the website of the Company at <https://ganeshaecosphere.com/latest-information>. The declarations/ documents required in this regard should be submitted by the Member by sending an email to the Company at secretarial@ganeshaecosphere.com or to its RTA at admin@skylinerta.com latest by **September 14, 2023**.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the furnishing of PAN, nomination, contact details, bank account details and specimen signatures, by all the holders of physical securities of the Company. Folios wherein any one of the above cited details are not available **on or after October 1, 2023 shall be frozen by the Company's RTA**. Therefore, the Members holding shares in physical form are hereby requested to kindly furnish the above details in the formats/ forms prescribed by SEBI which are available on the Company's website at <https://www.ganeshaecosphere.com/formats-for-shareholders-correspondence> and on RTA's website at www.skylinerta.com
14. SEBI has introduced **Form ISR-1** for requests relating to registration of PAN, KYC details or any changes/ updation thereof. To avoid delay in receiving dividend, Members holding shares in physical form, who have not yet updated their Bank details for receiving the dividends, are requested to notify in writing their bank account details/ or any changes thereof in above mentioned form along with requisite documents to admin@skylinerta.com by **September 14, 2023**. The format of Form ISR – 1 is available on the Company's website at <https://www.ganeshaecosphere.com/formats-for-shareholders-correspondence> and on RTA's website at www.skylinerta.com.
15. Members holding shares in dematerialized form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion of their bank details. Accordingly, such Members are requested to update their Electronic Bank Mandate with their respective Depository Participant(s).
16. In case the Company is unable to pay the dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/ demand drafts to such Member by post.
17. Members holding Shares in identical order of names in more than one folio are requested to write to the Company's RTA, M/s. Skyline Financial Services Private Limited, enclosing the Share Certificates for consolidation of their holdings into one folio.
18. The Equity Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned **ISIN INE845D01014**.

As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in demat form.

It is also mandated that transmission or transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of this as also to eliminate all risks associated with physical shares, members holding shares in physical form are urged to have their shares dematerialized. The procedure for dematerialization of shares is available at our website: <https://ganeshaecosphere.com/dematerialisation>

19. Members are requested to note that, the dividends which are not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in **web-Form No. IEPF-5** available on www.iepf.gov.in. For details, please refer to our Corporate Governance Report forming part of Annual Report 2022-23.
20. Members holding Shares in electronic form are requested to provide their Client-Id and DP-Id numbers at the Meeting for easy identification.
21. 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 at the Meeting.
22. The separate audited accounts of the subsidiary companies are placed on website of the Company at <https://ganeshaecosphere.com/subsidiary>. Any Member desirous of obtaining a copy of the same may write to the Company. These documents shall be available for inspection at the Registered Office of the Company during business hours on all working days (that is, except Sundays and Public Holidays) upto the date of the Meeting.
23. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days (that is, except Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by Members at the Meeting.
24. 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.
25. As per the provisions of Section 72 of the Companies Act, 2013 and circulars issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are required to register the same by submitting **Form No. SH-13** with the Company or its RTA. The format of SH-13 can be downloaded from

Company's website at <https://www.ganeshaecosphere.com/formats-for-shareholders-correspondence>. The Members holding shares in demat mode are requested to submit their nomination mandate with their Depository Participant.

26. Non-Resident Indian Members are requested to inform immediately:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) 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.

27. 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, Regulation 44 of the SEBI Listing Regulations and MCA & SEBI Circulars, **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 remote e-voting services.** Necessary arrangements have been made by the Company with NSDL for providing facility of voting through 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 September 18, 2023

End of remote e-voting:

Up to 5:00 P.M. on September 20, 2023

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, September 14, 2023.**

Instructions relating to remote 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 : Access 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 are given below:

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DP. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Ganesha Ecosphere Limited or e-Voting service provider name i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Ganesha Ecosphere Limited or e-Voting service provider name i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- User who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login of Easi/Easiest the user will also be able to see the e-Voting. Option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers .
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility.
	2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL depository website after successful authentication, wherein you can see e-Voting feature.
	3. Click on Ganesha Ecosphere Limited or e-Voting service provider name i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to Login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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 Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow instructions mentioned below in point **"Process for those shareholders whose email ids are not registered."**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 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.
2. Select "EVEN" of Ganesha Ecosphere Limited to cast your vote during remote e-voting period.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. 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.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on any resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

- a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to secretarial@ganeshaecosphere.com.
- b) In case shares are held in Demat mode, please provide DPID-CLIENT ID (16 digit DPID + CLIENT ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to secretarial@ganeshaecosphere.com. If you are an Individual Shareholder holding shares in demat mode, you are requested to refer to the login method explained at Step 1 A) Login method for e-Voting for Individual Shareholders holding securities in demat mode.
- c) Alternatively, Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send a 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 Company at secretarial@ganeshaecosphere.com and to NSDL at evoting@nsdl.co.in. They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

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 1020 990 or 1800 22 44 30** or send a request at evoting@nsdl.co.in.

OTHER INSTRUCTIONS:

1. 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.
2. 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. Once a vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
3. 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 **September 14, 2023 (i.e. the "Cut-Off Date")**.
4. 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 AGM. Any person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.
5. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after **August 25, 2023 i.e. BENPOS date** considered for dispatch of the notice and holding shares as on the **cut-off date i.e. September 14, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in / to Company at secretarial@ganeshacosphere.com/ its RTA at admin@skylinert.com.

However, the members already registered with NSDL for remote e-voting can use their existing user ID and password for casting their vote. Members who have forgotten the User ID and Password can reset the password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or may call at 022 - 4886 7000 and 022 - 2499 7000.

6. In case of Individual Shareholders holding shares in Demat mode who acquire shares of the Company after **August 25, 2023** i.e. BENPOS date and are holding shares as on the Cut-off Date i.e. **September 14, 2023** may follow steps mentioned in the Notice of the AGM under "**Step 1: Log-in to NSDL e-Voting system**".
7. Mr. S. K. Gupta, Practising Company Secretary (Fellow Membership No. 2589 and Certificate of Practice No.-1920) has been appointed as the Scrutinizer and Ms. Divya Saxena (Fellow Membership No. 5639 and Certificate of Practice No.-5352) as the Alternate Scrutinizer, to scrutinize the remote e-voting and voting through ballot paper (Polling) at AGM, in a fair and transparent manner and the Scrutinizer and the Alternate Scrutinizer have given their consent for appointment.
8. 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, 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.
9. The Scrutinizer shall after the conclusion of voting at the AGM, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him, within 2 working days of conclusion of the Meeting. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.ganeshacosphere.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the stock exchanges.
10. As required under SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director(s) seeking re-appointment under Item Nos. 3, 4 and 7 of this Notice are as below:

BRIEF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT

Name	Shri Shyam Sunder Sharmma (DIN: 00530921)	Shri Sharad Sharma (DIN: 00383178)	Shri Narayanan Subramaniam (DIN: 00166621)
Category of Director	Non-Executive Director	Managing Director	Non-Executive Independent Director
Date of Birth (Age in Years)	July 2, 1943 (80)	May 30, 1966 (57)	August 2, 1961 (62)
Date of first appointment on the Board	June 19, 1989	October 30, 1987	August 24, 2023



Qualification	M.Com.	B.Com.	Post graduate from IIMA, FCA, Grad CMA and FCS
Brief Resume	Mr. Shyam Sunder Sharmma, founder of the Company, aged 80 years, is a post-graduate in commerce. He is a first generation entrepreneur and textile technocrat having management experience of over 59 years including 25 years with various Birla Group Companies in senior positions. He is associated with the Company as Chairman since 1989 and appointed as Managing Director in 1990. Presently, he is holding the position of Non- Executive Chairman of the Company.	Mr. Sharad Sharma, aged 57 years, is a commerce graduate having more than 36 years' experience in marketing and distribution. He has been associated with the Company since inception and was appointed to the Board in 1992 as a Director. He was appointed as Joint Managing Director of the Company in 2004 and elevated to the post of Managing Director & Chief Executive Officer of the Company w.e.f. September 18, 2018. He is responsible for overall management and operations of the Company.	Shri Narayanan Subramaniam, is a post graduate from IIMA, FCA, Grad CMA and FCS. He is a Finance Leader and has an impressive history of more than 30 years of being a business builder across technology and start-up companies for financial restructuring and growth. He has extensive experience as a seasoned board member across private equity, investment management, banking, and accounting & finance. He possesses deep proficiency in asset management, risk management, system implementation, corporate governance etc. He has served on the Board of several companies with distinction. He is also the Founder & Director of MCAP Fund Advisors. He has served on the Board of the Company as a Non-Executive Independent Director from 2014 to 2019.
Experience and Expertise in specific functional area	Textile technocrat having management experience of over 59 years	Having more than 36 years of experience in Marketing and Distribution.	Has an impressive history of more than 30 years of being a business builder across technology and start-up companies for financial restructuring and growth.
Terms & Conditions of appointment/ re-appointment including remuneration	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 2022-23)		N.A.
Other Directorships	- Sandeep Yarns Private Limited - Ganesha Spinners Private Limited	- Ganesha Ecopet Private Limited - Ganesha Ecotech Private Limited	- MCap Fund Advisors Private Limited - NCS Soft Solutions Private Limited - City Union Bank Limited - Asset Reconstruction Company (India) Limited - Turiya EV Charge Partners Private Limited

Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	- City Union Bank Limited - Stakeholders Relationship Committee- Member - Asset Reconstruction Company (India) Limited – Audit Committee- Chairman
Names of the listed entities from which he has resigned in past three years	NIL	NIL	NIL
Shareholding in Ganesha Ecosphere Limited	19,38,927 Equity Shares of ₹10/- each.	8,75,583 Equity Shares of ₹10/- each.	NIL
Relationship with other Directors and KMP of the Company	As mentioned in the Corporate Governance Report (forming part of Annual Report 2022-23)		Not Related
No. of Board Meetings attended during the financial year 2022-23	4	4	N.A.
	For details please refer to the Corporate Governance Report, forming part of Annual Report 2022-23		

ANNEXURE TO NOTICE

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

Item No. 4:

With a view to broad base the Board and to comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to composition of Board and appointment of Independent Director, the Board at its Meeting held on August 24, 2023, on the recommendations of the Nomination and Remuneration Committee, inducted Shri Narayanan Subramaniam (DIN: 00166621) as an Additional (Non-Executive Independent) Director of the Company for a term of 5 (five) consecutive years w.e.f. August 24, 2023, subject to the approval of shareholders of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Narayanan Subramaniam shall hold office upto the date of ensuing Annual General Meeting and is eligible to be appointed as an Independent Director of the Company.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Narayanan Subramaniam as an Independent Director of the Company.

Shri Narayanan Subramaniam, is a post graduate from IIMA, FCA, Grad CMA and FCS. He has extensive experience as a seasoned board member across private equity, investment management, banking, and accounting & finance. He has served on the Board of the Company as a Non-Executive Independent Director from year 2014 to 2019.

In compliance with Listing Regulations and Secretarial Standards-2 on General Meetings, the brief resume of Shri Narayanan Subramaniam is forming part of this notice.

Shri Narayanan Subramaniam has given his consent to act as Director and confirmed that he is not disqualified from being appointed as Director under Section 164 of the Companies Act,

2013 and he meets the criteria of independence as provided in sub-section (b) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

Shri Narayanan Subramaniam meets the skills and capabilities required for the role as an Independent Director, which have been identified by the Board of Directors of the Company i.e., Risk Management & Strategic Planning, Knowledge of Legal and Regulatory Matters, Finance, Corporate Governance & Personal Attributes such as Integrity, Accountability etc.

The Board considers that his association as Independent Director would be of immense benefit to the Company. In the opinion of the Board, Shri Narayanan Subramaniam fulfils the conditions specified under the Act, rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft Letter of Appointment for Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day till the date of AGM.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Except Shri Narayanan Subramaniam himself, 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 set out at Item No. 4 of the Notice.

Item Nos. 5 & 6:

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 March 31, 2024 as per the following details:

Name of the Cost Auditor	Product	Audit fees (₹)
M/s. R.M. Bansal & Co.	Yarn	₹60,000/- (Rupees Sixty Thousand only) plus taxes as applicable and re-imbursement of travel/conveyance and out-of-pocket expenses incurred in connection with the Audit.
M/s. Rakesh Misra & Co.	Recycled Polyester Staple Fibre	₹60,000/- (Rupees Sixty Thousand only) plus taxes as applicable and re-imbursement of travel/conveyance and out-of-pocket expenses incurred in connection with the Audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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 Members is being sought for passing Ordinary Resolutions as set out at Item Nos. 5 & 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the Members.

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 Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice.

Item No: 7

The Members at the 30th Annual General Meeting of the Company held on September 5, 2019, approved the re-appointment of Shri Sharad Sharma as Managing Director of the Company for a period of 5 (five) years with effect from February 1, 2019. Accordingly, the existing tenure of Shri Sharad Sharma as Managing Director of the Company would expire on January 31, 2024.

Considering his experience and valuable contribution in the Company's business, the Board of Directors of the Company at their meeting held on August 3, 2023 re-appointed Shri Sharad Sharma as Managing Director of the Company, for a further period of 5 (five) years w.e.f. February 1, 2024, liable to retire by rotation, subject to the approval of the members. The terms and conditions of his re-appointment including remuneration are in accordance with the provisions of Schedule V to the Companies Act, 2013 and have been approved by the Board as per the recommendations of the Nomination and Remuneration Committee.

Shri Sharad Sharma, aged 57 years, is a commerce graduate and having more than 36 years' experience in marketing and distribution. He has been associated with the Company since inception and was appointed to the Board in 1992 as a Director. He was appointed as Joint Managing Director of the Company in 2004 and elevated

to the post of Managing Director & Chief Executive Officer of the Company w.e.f. September 18, 2018. He is responsible for overall management and operations of the Company.

A brief resume of Shri Sharad Sharma as required under the provisions of the Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) is placed in the Notice.

Shri Sharad Sharma has furnished the consents/declarations for his re-appointment as required under the Companies Act, 2013 read with the relevant rules made thereunder. He satisfies all the conditions set out in Part-I of Schedule V to the Act and is not disqualified from being appointed as Managing Director in terms of provisions of Section 196(3) read with Section 164 of the Act. He is also not debarred from holding the office of a Director by virtue of any order of SEBI or any other authority.

Shri Sharad Sharma is a Promoter Director of the Company and his annual remuneration individually or together with remuneration of all Promoter Executive Directors may exceed threshold prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Thus, in order to comply with the requirements of above regulation, the approval of the Members is also being sought in this regard by way of Special Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Except Shri Sharad Sharma himself, Shri Shyam Sunder Sharma, Shri Rajesh Sharma and their relatives, being related to him, 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 set out at Item No. 7 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: 8

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the Company's Policy on Related Party Transactions provides that entering into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, require approval of the Members of the Company.

The Company, in its ordinary course of business, proposes to enter into various transactions including sale of fibre and/or purchase of yarn, from time to time, with GESL Spinners Private Limited ("GSPL"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations and the value of such transactions proposed to be entered into with GSPL is expected to cross the above stated "materiality" threshold during the financial year 2024-25.

Accordingly, the Board of Directors of the Company at its meeting

held on 3rd August, 2023, on the recommendation of the Audit Committee, recommended for the approval of the Members, for entering into material related party contracts / arrangements / transactions in the ordinary course of business and on arm's length

basis with GSPL, during the financial year 2024-25.

Information as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided herein below:

S.No.	Particulars	Details
1.	Name of the related party, its relationship with the Company including nature of concern or interest (financial or otherwise)	GSPL and Ganesha Ecosphere Ltd. are entities under common control. Shri Vishnu Dutt Khandelwal and Shri Rajesh Sharma, Promoters-Directors of the Company hold directorship in GSPL and they along-with other promoter directors and their relatives hold 95.81% stake in GSPL.
2.	Type, material terms and particulars of proposed transaction	Sale or purchase of goods and rendering and / or availing of the services for business purpose at arms length and in ordinary course of business. The above transactions would be purely operational/ integral part of the operations of the Company and will be entered in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates.
3.	Tenure of the proposed transaction	Financial year 2024-25. (The above transactions with GSPL would be of continuous in nature.)
4.	Value of the proposed transaction	Upto ₹300 Crore. Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary.
5.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	~25%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	None
	(i) Details of the source of funds in connection with the proposed transaction; (ii) Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc.; (iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable



7.	Justification for why the proposed transaction is in the interest of the Company	The Company is the leading manufacturer of Recycled PSF having customers across yarn spinning, non-woven, Carpets, stuffing sectors. GESL Spinners Private Limited (GSPL) has been formed by the Company's Promoter Group with state of the art latest technology of renowned LMW to produce eco-friendly 100% recycled high quality Spun Yarn. GSPL would require fibre as raw material for spinning purpose and the Company/ its subsidiaries wish to supply the same to GSPL. Further, the Company may also undertake transactions of purchase of yarn from GSPL for dyeing on job-work. The Company's plants are located in the close proximity of GSPL, which add value for both the companies. These transactions will be in the best interest of the Company due to the following factors: • The Company will achieve synergies and economies of scale with no additional marketing expenses; • It will bring efficiency in operational and logistics costs; • The Company will be able to expand its high value added product portfolio i.e. dope dyed fibre; • This will provide a ready market w.r.t. the additional capacity of RPSF being installed in the Group. • Utilisation of the expertise within the Group.
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable, as GSPL is yet to commence its operations.
9.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	The transactions do not contemplate any valuation and would be carried out on arm's length terms.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

Members may note that pursuant to the provisions of the SEBI Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution.

Except all Promoter Directors of the Company along with their relatives forming part of the Company's Promoter/ Promoter Group, being the director(s) and/ or shareholder(s) of GSPL, no other Director or Key Managerial Personnel (KMP) of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 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: August 24, 2023

By Order of the Board

Registered Office:

Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat- 209304

(Bharat Kumar Sajnani)
Company Secretary

**GANESHA ECOSPHERE LIMITED**

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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 34th Annual General Meeting of the Company, to be held on Thursday, 21st September, 2023 at 12:00 Noon 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(s) as are indicated below:

Resolution No.	Resolutions	Vote	
		For	Against
1.	a) Adoption of Audited Standalone Financial Statements for the year ended March 31, 2023.		
	b) Adoption of Audited Consolidated Financial Statements for the year ended March 31, 2023.		
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2023.		
3.	Re-appointment of Shri Shyam Sunder Sharmma (DIN: 00530921) as Director who retires by rotation.		
4.	Appointment of Shri Narayanan Subramaniam (DIN: 00166621), as an Independent Director of the Company.		



GANESHA ECOSPHERE LTD.

5.	Ratification of the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial year ending March 31, 2024.		
6.	Ratification of the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial year ending March 31, 2024.		
7.	Re-appointment of Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company		
8.	Approval for entering into material related party transactions with GESL Spinners Private Limited.		

Signed this day of2023

Signature of shareholder.....

Signature of Proxy holder(s)

* Applicable for members holding shares in electronic form.

Affix a
15 Paise
Revenue
Stamp

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.



GANESHA ECOSPHERE LIMITED

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

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 34th Annual General Meeting of the Company on Thursday, 21st September, 2023 at 12:00 Noon 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.

ROUTE MAP

Ganesha Ecosphere Ltd.

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

