



## GANESHA ECOSPHERE LIMITED

CIN: L51109UP1987PLC009090

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

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## NOTICE

NOTICE is hereby given that the THIRTY-THIRD ANNUAL GENERAL MEETING of the Members of GANESHA ECOSPHERE LIMITED will be held on Friday, the 30th day of September, 2022 at 9:30 A.M. at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 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, 2022 and the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares for financial year ended on March 31, 2022.
3. To appoint a Director in place of Shri Sharad Sharma (DIN: 00383178), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To re-appoint M/s. Narendra Singhania & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration 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 Sections 139, 141, 142 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-enactments thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, M/s.

Narendra Singhania & Co., Chartered Accountants (ICAI Firm Registration No. 009781N), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of this 33rd Annual General Meeting of the Company till the conclusion of 38th Annual General Meeting and that the Auditors be paid such remuneration as may be fixed by the Board of Directors of the Company on the recommendations of the Audit Committee.”

### SPECIAL BUSINESS:

5. **To ratify the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial year ending March 31, 2023 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, 2023 amounting to ₹60,000/- (Rupees Sixty Thousand only), plus taxes as applicable and re-imburement 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, 2023 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, 2023 amounting to ₹60,000/- (Rupees Sixty Thousand only), plus taxes as applicable and re-imbursalment 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 approve payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director) 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 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and Regulation 17(6)(a) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals or sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director) in addition to the fees payable to them for attending the meetings of the Board or Committee thereof, by way of commission upto one percent (1%) of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act and that such remuneration shall be paid to all the Directors for the time being in office (other than a Managing or Whole Time Director) or some or any of them, in such manner and proportion as the Board may decide or equally amongst all such Directors and such payment shall be made in respect of the profits of the Company for each year during the period of five years commencing from April 1, 2022."

"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 for giving effect to this resolution."

**8. To re-appoint Shri Vishnu Dutt Khandelwal (DIN: 00383507) as Whole Time Director designated as Executive Vice- Chairman 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 the 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 Vishnu Dutt Khandelwal (DIN: 00383507), aged 73 years, as Whole Time Director designated as Executive Vice- Chairman of the Company, for a period of 5 (five) years with effect from June 19, 2023, 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 Executive Vice- Chairman 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 Executive Vice- Chairman.

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 Executive Vice-Chairman, 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 Executive Vice- Chairman 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 Executive Vice -Chairman 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 Executive Vice -Chairman.”

“RESOLVED FURTHER THAT the annual remuneration payable to Shri Vishnu Dutt Khandelwal, Executive Vice- Chairman and a Promoter 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 Executive Vice -Chairman, the Company has no profits or its profits are inadequate, the Company shall pay to Executive Vice- Chairman, 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 Vishnu Dutt Khandelwal from time to time, during the tenure of his appointment as Executive Vice- Chairman 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.”

**9. To re-appoint Shri Rajesh Sharma (DIN: 02228607) as Joint 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 Rajesh Sharma (DIN: 02228607) as Joint Managing Director of the Company, for a period of 5 (five) years with effect from June 19, 2023, 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 Joint 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 Joint 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 Joint 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 Joint 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 Joint 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 Joint Managing Director.”

“RESOLVED FURTHER THAT the annual remuneration payable to Shri Rajesh Sharma, Promoter and Joint 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 Joint Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Joint 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 Rajesh Sharma from time to time, during the tenure of his appointment as Joint 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.”

**10. To approve alteration of the Objects Clause in the Memorandum of Association 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 the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and such other Rules and Regulations as may be applicable and subject to the necessary approvals, sanctions or consents as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by any such authority, the consent of the Members of the Company be and is hereby accorded for alteration in ‘Clause iii-Objects Clause’ of the Memorandum of Association of the Company as under:

1. That the heading of Clause iii containing the words **“The objects for which the Company is established are as under: (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:-”** be deleted and substituted by the words **“(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”**.
2. That the Clause iii (A) of the Objects Clause of the Memorandum of Association of the Company be and is hereby extended by addition of the following sub-clause (6) immediately after the existing sub-clause (5):

“6. To manufacture, produce, process, recycle, buy, supply, sell, import, export or to act as stockists, commission agents, jobbers, dealers, brokers & agents or otherwise deal in all types of plastic products, virgin or recycled, whether primary, intermediate or in final form.”

3. That the heading of Clause iii (B) containing the words **“THE OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE SAID MAIN OBJECTS ARE”** be deleted and substituted by the new heading **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”**.
4. That wherever required, the references to various sections/ provisions of the Companies Act, 1956 be replaced with the corresponding sections/ provisions of the Companies Act, 2013 in Clause iii (B) of the Memorandum of Association of the Company.
5. That existing Clause iii (C) **“OTHER OBJECTS FOR WHICH COMPANY IS ESTABLISHED”**, consisting of sub-clauses (1) to (35), of the Memorandum of Association of the Company be deleted.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to take all necessary steps and to accept any modification(s) / condition(s) as may be stipulated by the Registrar of Companies or any other authority while granting approval and / or registering the altered objects and to do all acts, deeds and things as may be necessary for giving effect to the above resolution and to settle all questions and matters connected therewith or incidental thereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake and commence all or any of the businesses as specified in newly introduced sub-clause (6) of the Objects Clause iii(A) of the Memorandum of Association of the Company upon the same becoming effective as and when deemed fit and considered most appropriate by the Board of Directors of the Company and all the acts and deeds of the Board of Directors in connection with the above be and are hereby confirmed, approved and ratified.”

Date: August 4, 2022

By Order of the Board

**Registered Office:**

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

**(Bharat Kumar Sajnani)**  
Company Secretary



## NOTES:

1. **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.
2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members 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@ganeshaecosphere.com** with a copy marked to **admin@skylinerta.com** and to the Scrutinizer at **sk\_gupta1@rediffmail.com**.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business under Item Nos. 5 to 10 and a disclosure (forming part of the said statements) pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') in respect of Item No. 4 are annexed hereto.
6. The Register of Members and Share Transfer books of the Company shall remain closed from **Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive)**.
7. Electronic copy of the Annual Report for the FY 2021-22 and Notice of the 33rd 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 33rd 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 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 2021-22, 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 23, 2022** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of Equity Shares held in dematerialised form; and
  - (b) whose names appear on the Company's Register of Members after giving effect to valid share transmission request(s), if any, in physical form, lodged with the Company / its RTA on or before the close of business hours on **September 23, 2022**, 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 shareholder 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](mailto:secretarial@ganeshaecosphere.com) or to its RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com) latest by **September 23, 2022**.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with clarification issued vide Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, 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 **April 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](http://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](mailto:admin@skylinerta.com) by September 23, 2022. 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](http://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 dematerialisation 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](http://www.iepf.gov.in). For details, please refer to our Corporate Governance Report forming part of Annual Report 2021-22.
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:**

<b>Commencement of remote e-voting :</b>	From 10:00 A.M. on September 27, 2022
<b>End of remote e-voting :</b>	Up to 5:00 P.M. on September 29, 2022

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 **Friday, September 23, 2022.**

**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	<ol style="list-style-type: none"> <li data-bbox="643 441 1474 756">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on <b>Ganeshha Ecosphere Limited or e-Voting service provider name i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="643 756 1474 890">2. If your are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for <b>IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="643 890 1474 1284">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 <b>Ganeshha Ecosphere Limited or e-Voting service provider name i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="643 1284 1474 1728">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.   <p data-bbox="699 1398 1193 1429"><b>NSDL Mobile App is available on</b></p> <div data-bbox="699 1460 1193 1512">  <b>App Store</b>     <b>Google Play</b> </div> <div data-bbox="742 1543 901 1688">  </div> <div data-bbox="997 1543 1157 1688">  </div> </li> </ol>



Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will also be able to see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. <b>NSDL</b> . Click on <b>NSDL</b> to cast your vote.
	3. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> .
	4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided link for the respective e-voting service provider i.e. NSDL where the e-Voting is in progress.
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 <b>Ganeshha Ecosphere Limited</b> or <b>e-Voting service provider name i.e. NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call Toll Free no.: 1800 1020 990 or 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call 022-23058738 or 022-23058542-43

**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:

- |   |  |
|---|--|
| <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow instructions mentioned below in point <b>"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"</b>.</p> | <p>with NSDL or CDSL) option available on <b>www.evoting.nsdl.com</b>.</p> <p>b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on <b>www.evoting.nsdl.com</b>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <b>evoting@nsdl.co.in</b> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> |
|---|--|
7. After entering your password, read & 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 all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - Select "EVEN" of **Ganesh Ecosphere Limited** to cast your vote during remote e-voting period.
  - 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.
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



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.

**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.
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 23, 2022 (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 **September 2, 2022 i.e. BENPOS date** considered for dispatch of the notice and holding shares as on the **cut-off date i.e. September 23, 2022**, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** / to Company at **secretarial@ganeshaecosphere.com** / its RTA at HYPERLINK "mailto:admin@skylinerta.com" **admin@skylinerta.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 on Toll Free No. 1800 1020 990 and 1800 22 44 30.

6. In case of Individual Shareholders holding shares in demat mode who acquire shares of the Company after **September 2, 2022** i.e. BENPOS date and are holding shares as on the Cut-off Date i.e. **September 23, 2022** 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.ganeshaecosphere.com](http://www.ganeshaecosphere.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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, 8 and 9 of this Notice are as below:

#### BRIEF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT

Name	Shri Sharad Sharma (DIN: 00383178)	Shri Vishnu Dutt Khandelwal (DIN: 00383507)	Shri Rajesh Sharma (DIN: 02228607)
Date of Birth	30th May, 1966	6th March, 1949	5th September, 1966
Date of first appointment on the Board	30th October, 1987	30th October, 1987	19th June, 2008
Qualification	B.Com.	M.Com.	B.Com.
Experience and Expertise in specific functional area	Having more than 35 years of experience in Marketing and Distribution. He has been associated with the Company since inception and is responsible for overall management and operations of the Company.	Having experience of over 49 years in trading of different types of Textile Yarns. Also has rich experience in the field of Marketing and Financial Management.	Having experience of over 32 years in plant administration and operations. He is associated with the Company since inception and is responsible for looking after the management and operations of the Company’s Rudrapur and Bilaspur units.
Terms & Conditions of re-appointment	As per Company’s Policy on Nomination, Remuneration and Board Diversity		
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2021-22)		
Other Directorships	➤ Ganesha Ecopet Private Limited	➤ Sandeep Yarns Private Limited	➤ Ganesha Ecopet Private Limited
	➤ Ganesha Ecotech Private Limited	➤ Ganesha Ecopet Private Limited	➤ Ganesha Ecotech Private Limited
		➤ Ganesha Ecotech Private Limited	
		➤ Ganesha Spinners Private Limited	
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	NIL



Name	Shri Sharad Sharma (DIN: 00383178)	Shri Vishnu Dutt Khandelwal (DIN: 00383507)	Shri Rajesh Sharma (DIN: 02228607)
<b>Names of the listed entities from which he has resigned in past three years</b>	NIL	NIL	NIL
<b>Shareholding in Ganesha Ecosphere Limited</b>	8,75,583 Equity Shares of ₹10/- each.	7,20,200 Equity Shares of ₹10/- each.	10,95,529 Equity Shares of ₹10/- each.
<b>Relationship with other Directors and KMP of the Company</b>	As mentioned in the Corporate Governance Report (forming part of Annual Report 2021-22)		
<b>No. of Board Meetings attended during the financial year 2021-22</b>	4	4	4
	For details please refer to the Corporate Governance Report, forming part of Annual Report 2021-22		

## ANNEXURE TO NOTICE

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS

#### Item No. 4:

The Members of the Company at the 28th Annual General Meeting (AGM) held on September 25, 2017, had appointed M/s. Narendra Singhania & Co., Chartered Accountants, New Delhi (having ICAI Firm Registration Number 009781N) as Statutory Auditors of the Company to hold office from the conclusion of 28th AGM till the conclusion of the 33rd AGM of the Company.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years and accordingly, M/s. Narendra Singhania & Co. are eligible for reappointment for an another term of five years.

Considering the satisfactory past performance, independence, experience & expertise of M/s. Narendra Singhania & Co. and based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on August 4, 2022 have recommended for approval of the Members the re-appointment of M/s. Narendra Singhania & Co., as Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the 33rd AGM until the conclusion of the 38th AGM to be held in the year 2027.

M/s. Narendra Singhania & Co. is registered with the Institute of Chartered Accountants of India (ICAI) vide Registration

No. 009781N and is a peer reviewed audit firm. The Firm operates from its office in New Delhi and provides a bouquet of innovative and client oriented services with a dedicated team of strong and experienced professionals.

The Company has received a written consent from M/s. Narendra Singhania & Co. for their proposed re-appointment in the Company along with a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that their re-appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The remuneration proposed to be paid to M/s. Narendra Singhania & Co. for audit services for the financial year 2022-23 shall not exceed ₹25.00 Lakh (Rupees Twenty-five Lakh only) plus applicable taxes, travelling/ conveyance and out of pocket expenses, as may be incurred, in connection with the audit. The Board of Directors and the Audit Committee are authorised to vary the terms including revision to the fees commensurate with the efforts, in discussion with the Statutory Auditors. For the subsequent years, the remuneration will be determined by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors. Besides the audit services, the Company may also obtain from the Statutory Auditors certifications under various statutory regulations and other permissible non-audit services as may be required from time to time, for which they will be remunerated separately on mutually

agreed terms.

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 Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 4 of this Notice for approval of the Members.

#### 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, 2023 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 reimbursement 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 reimbursement 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, 2023.

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 28th Annual General Meeting of the Company held on September 25, 2017 had approved the payment of remuneration to the Non-Executive Directors by way of commission upto 1% of the Net Profits of the Company for a period of 5 (five) years commencing from April 1, 2017, which has expired on March 31, 2022.

Considering the significant role of Non-Executive Directors and services rendered by them in the Company, the Board of Directors at their meeting held on August 4, 2022, subject to the approval of members, have approved payment of remuneration by way of commission upto 1% of the Net Profits of the Company to the Non-Executive Directors for further period of 5 (five) years commencing from April 1, 2022.

As required under Section 197 of the Companies Act, 2013 read with Schedule V to the said Act, Regulation 17(6)(a) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution as set out in the accompanying Notice is intended to obtain the approval of the Members for making such payment.

The Board of Directors recommends the Special Resolution as set out at Item No. 7 of the accompanying notice for approval of the Members of the Company.

Except all the Non-Executive Directors and other Executive Directors of the Company being related to Shri Shyam Sunder Sharma, no other 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.

#### Item No: 8

The Members at the 29th Annual General Meeting of the Company held on September 15, 2018, approved the re-appointment of Shri Vishnu Dutt Khandelwal as Whole-time Director of the Company designated as Executive Vice Chairman for a period of five years with effect from June 19, 2018. Accordingly, the existing tenure of Shri Vishnu Dutt Khandelwal as Whole-time Director of the Company would expire on June 18, 2023. Considering the experience and valuable contribution made by Shri Vishnu Dutt Khandelwal, the Board of Directors of the Company at its meeting held on August 4, 2022 re-appointed Shri Vishnu Dutt Khandelwal as Whole-time Director designated as Executive Vice- Chairman of the Company, for a further period of 5 (five) years w.e.f. June 19, 2023, 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 Vishnu Dutt Khandelwal, aged 73 years, possesses a rich experience of over 49 years in textile yarn trading. He has been serving the Company since inception and was appointed as Executive Vice-Chairman of the Company in 2008. He is responsible for overseeing the marketing and business development of the Company and is fit enough to discharge his duties and managerial responsibilities.

As per the provisions of Section 196 of the Companies Act, 2013, no company shall appoint or continue the employment of any person as Whole-time Director, who has attained the age of 70 years, unless his appointment is approved by a special resolution. Since Shri Vishnu Dutt Khandelwal has attained the age of 73 years, therefore, the approval of the Members is being sought by way of Special Resolution for his re-appointment as Executive Vice-Chairman of the Company, in terms of the aforesaid requirement.

Shri Vishnu Dutt Khandelwal 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 Whole-time Director of the Company 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 Vishnu Dutt Khandelwal 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. 8 of the Notice.

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

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

Except Shri Vishnu Dutt Khandelwal himself, Shri Shyam Sunder 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. 8 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 Vishnu Dutt Khandelwal within the meaning of Section 190 of the Companies Act, 2013.

### Item No: 9

The Members at the 29th Annual General Meeting of the Company held on September 15, 2018, approved the re-appointment of Shri Rajesh Sharma as Whole-time Director of the Company designated as Executive Director for a period of 5 (five) years with effect from June 19, 2018. Thereafter, he was elevated to the post of Joint Managing Director of the Company w.e.f. August 1, 2019 for his remaining tenure till June 18, 2023. Accordingly, the existing tenure of Shri Rajesh Sharma as Joint Managing Director of the Company would expire on June 18, 2023.

Considering his experience and valuable contribution in the Company's business, the Board of Directors of the Company at their meeting held on August 4, 2022 re-appointed Shri Rajesh Sharma as Joint Managing Director of the Company, for further period of 5 (five) years w.e.f. June 19, 2023, 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.

Mr. Rajesh Sharma, aged 56 years, is a commerce graduate and has rich experience spanning over 32 years in plant administration and operations. He is associated with the Company since inception and was appointed as an Executive Director in 2008. He is responsible for looking after the management and operations of the Company's Rudrapur and Bilaspur units.

Shri Rajesh 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 Joint 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 Rajesh 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. 9 of the Notice.

A brief resume of Shri Rajesh 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.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Except Shri Rajesh Sharma himself, Shri Shyam Sunder Sharma, Shri Sharad 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. 9 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 Rajesh Sharma within the meaning of Section 190 of the Companies Act, 2013.

#### Item No. 10

In view of Government of India (vide its extraordinary Gazette No. CG-DL-E- 22092021-229867 dated Sept. 22, 2021) permitting the use of recycled plastics into food grade packaging which was banned until then, the Board of Directors at their meeting held on October 28, 2021 have approved the reinstatement of Kanpur PSF unit by installing an HDPE/PP Recycling Plant, subject to the approval of the shareholders and appropriate statutory authorities. By diversifying into this new line, it is believed that the Company's immense experience and know-how about PET recycling would help it to act as a front-runner in making-up a new market for recycled products which can be used in packaging material.

In order to enable the Company to undertake and commence the above business activities, it is considered appropriate to have explicit provisions in the Memorandum of Association of the Company which is sought to be effected by enlarging Clause iii (A) of the Objects Clause of the Memorandum of Association of the Company for which approval of Members

of the Company is being sought in terms of the provisions of Section 13 of the Companies Act, 2013 ('the Act') by way of Special Resolution.

Members are aware that the regulatory provisions have undergone comprehensive changes consequent to the Companies Act, 2013 being notified and the requirement with regard to contents of the Memorandum of Association of a Company was also changed. It is therefore considered prudent to make relevant modifications in the Objects Clause of Memorandum of Association of the Company to make it aligned with the provisions of the Act and the Rules framed thereunder read with Table A to Schedule I of the Act besides addition of the new sub-clause (6) in Clause iii (A) of Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company together with proposed changes is available for inspection by the Members 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 and the same will also be available for inspection by Members at the Meeting. Members seeking to inspect such Memorandum of Association can visit the Company's website [www.ganeshaecosphere.com](http://www.ganeshaecosphere.com) or obtain a copy by sending an e-mail to [secretarial@ganeshaecosphere.com](mailto:secretarial@ganeshaecosphere.com).

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

The proposed alteration in 'Objects Clause' is subject to registration by the Registrar of Companies, Uttar Pradesh in terms of the provisions of Section 13 of the Companies Act, 2013.

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. 10 of the Notice.

Date: August 4, 2022

By Order of the Board

**Registered Office:**

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

**(Bharat Kumar Sajnani)**  
Company Secretary

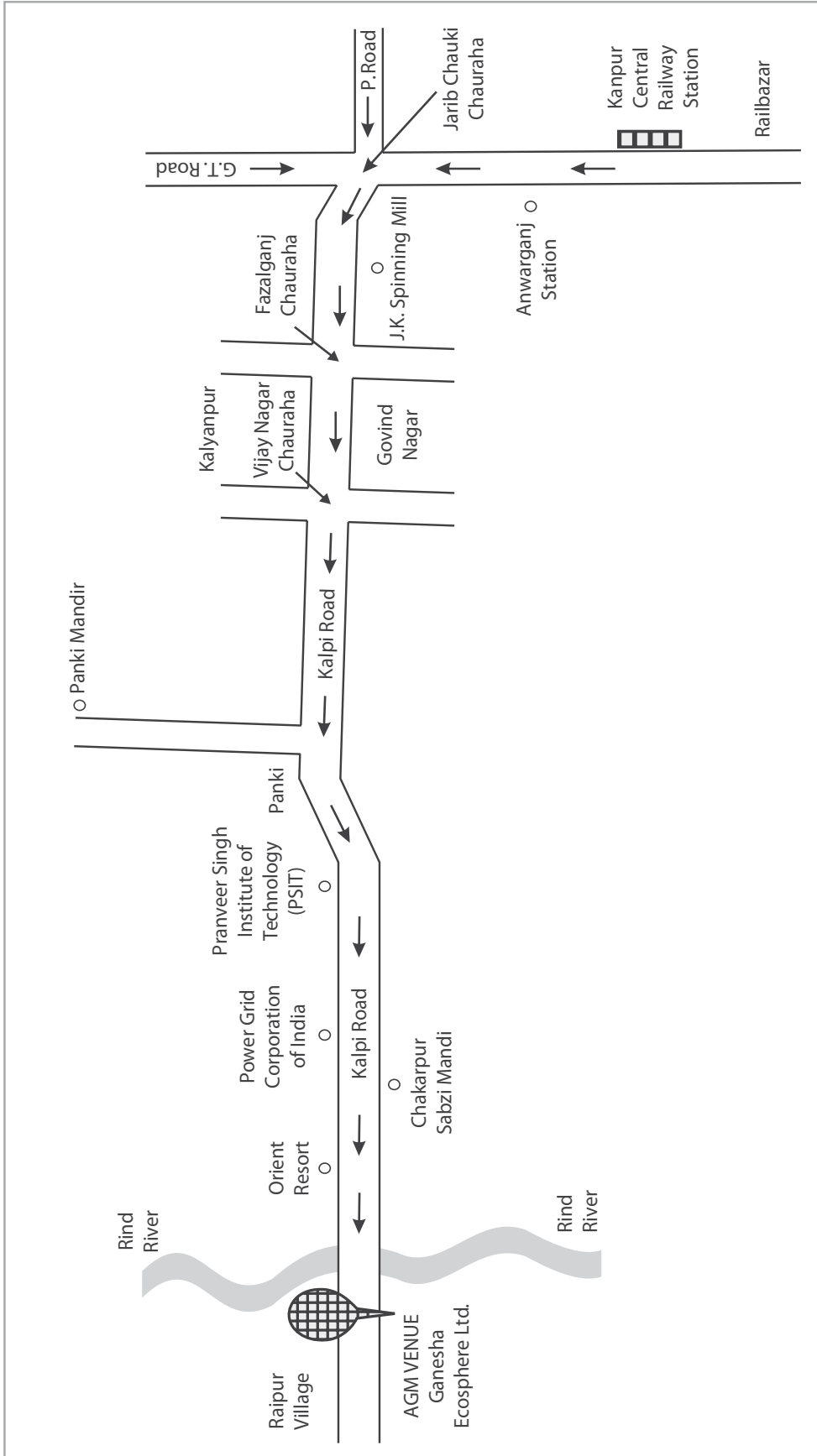


GANESHA ECOSPHERE LTD.

# ROUTE MAP

## Ganesh EcoSphere Ltd.

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





## GANESHA ECOSPHERE LIMITED

CIN: L51109UP1987PLC009090

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

E-mail : [secretarial@ganeshaecosphere.com](mailto:secretarial@ganeshaecosphere.com), Website : [www.ganeshaecosphere.com](http://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 :

- Name: ..... Address: .....

E-mail Id: ..... Signature:..... ,Or failing him
- Name : ..... Address: .....

E-mail Id: ..... Signature: ..... ,Or failing him
- 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 33rd Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at 9:30 A.M. at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat, or at any adjournment thereof in respect of such resolution(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, 2022.		
	b) Adoption of Audited Consolidated Financial Statements for the year ended March 31, 2022.		
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2022.		
3.	Re-appointment of Shri Sharad Sharma (DIN: 00383178) as Director who retires by rotation.		
4.	Re-appointment of M/s. Narendra Singhanian & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration		
5.	Ratification of the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial year ending March 31, 2023.		
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, 2023.		
7.	Payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director).		
8.	Re-appointment of Shri Vishnu Dutt Khandelwal (DIN: 00383507) as Whole Time Director, designated as Executive Vice- Chairman of the Company.		
9.	Re-appointment of Shri Rajesh Sharma (DIN: 02228607) as Joint Managing Director of the Company.		
10.	Alteration of the Objects Clause in the Memorandum of Association of the Company.		

Signed this ..... day of ..... 2022

Signature of shareholder .....

Signature of Proxy holder(s) .....

\* Applicable for members holding shares in electronic form.

Affix a 15 Paise Revenue Stamp
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**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](mailto:secretarial@ganeshaecosphere.com), Website : [www.ganeshaecosphere.com](http://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 33rd Annual General Meeting of the Company on Friday, 30th September, 2022 at 9:30 A.M. at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat.

.....

SIGNATURE OF THE SHAREHOLDER/PROXY\*\*

\* Applicable for members holding Shares in Electronic form.

\*\* Strike out whichever is not applicable.