



GANESHA ECOSPHERE LTD.

CIN: L51109UP1987PLC009090

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

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NOTICE

NOTICE is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the Members of **GANESHA ECOSPHERE LTD.** will be held on Monday, the 25th day of September, 2017 at 3:00 P.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 the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for financial year ended on 31st March, 2017.
3. To appoint a Director in place of Shri Vishnu Dutt Khandelwal (DIN: 00383507), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To 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, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to recommendation 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 appointed as Statutory Auditors of the Company in place of M/s. Mehrotra Rakesh Kumar & Co., Chartered Accountants, (whose tenure expires at the ensuing Annual General Meeting) for a term of five consecutive years to hold office from the conclusion of the 28th Annual General Meeting of the Company till the conclusion of the 33rd Annual General Meeting (subject to ratification of their appointment by the Members at every Annual General Meeting held after this Annual General Meeting) and that the Auditors be paid such remuneration as may be fixed by the Board of Directors of the Company in consultation with 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 31st March, 2018 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), 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. 00022, 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 31st March, 2018 amounting to ₹40,000/- (Rupees Forty Thousand only) per year, 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 31st March, 2018 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), 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. 00249, 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 31st March, 2018 amounting to ₹40,000/- (Rupees Forty Thousand only) per year, 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.”



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, with or without modification(s), 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 applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals or sanctions as may be necessary, consent 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 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 1st April, 2017.”

“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 consider reclassification of the Authorised Share Capital of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the existing Authorised Share Capital of the Company of ₹55,50,00,000/- (Rupees Fifty Five Crore Fifty Lakh only) comprising of 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of ₹10/- (Rupees Ten) each and 31,50,000 (Thirty One Lakh Fifty Thousand) Preference Shares of ₹100/- (Rupees One Hundred) each into 3,40,00,000 (Three Crore Forty Lakh) Equity Shares of ₹10/- (Rupees Ten) each and 21,50,000 (Twenty One Lakh Fifty Thousand) Preference Shares of ₹100/- (Rupees One Hundred) each aggregating to ₹55,50,00,000/- (Rupees Fifty Five Crore Fifty Lakh only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

9. To approve alteration of the Capital Clause in the Memorandum of Association of the Company and, in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

V. The Authorised Share Capital of the Company is ₹55,50,00,000/- (Rupees Fifty Five Crore Fifty Lakh only) divided into 3,40,00,000 (Three Crore Forty Lakh) Equity Shares of ₹10/- (Rupees Ten) each and 21,50,000 (Twenty One Lakh Fifty Thousand) Preference Shares of ₹100/- (Rupees One Hundred) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

10. To approve further issue of securities and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendments thereto or re-enactment thereof, for the time being in force and applicable provisions, if any, of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013) (collectively, the “Companies Act”), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015, the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, (“FEMA”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Government of India (“GoI”), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time to the extent

applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Gol and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value ₹10/- each ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document and/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹150.00 Crore (Rupees One Hundred Fifty Crore) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering

the Securities through public offer(s) or private placement(s) or a combination thereof, at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company,
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

"RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under applicable law on the QIP Floor Price. "

"RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose



of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, as the case may be, (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares, as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue and settle any questions or difficulties that may arise in regard to the Issue.”

Date: 12th August, 2017

By Order of the Board

Registered Office:

**Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat.**

**(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 intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
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 as set out above is annexed hereto.
6. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s. Narendra Singhania & Co., Chartered Accountants (ICAI Firm Registration No. 009781N) as Auditors of the Company for a term of 5 (five)

consecutive years from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting. The first year of Audit by the aforesaid Auditors will be of the financial statements of the Company for the financial year ending 31st March, 2018.

M/s. Narendra Singhania & Co. have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provision of the proviso to Section 139(1) and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

7. The Register of Members and Share Transfer books of the Company shall remain closed from **Tuesday, 19th September, 2017 to Monday, 25th September, 2017** (both days inclusive).
8. 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 Annual General Meeting, will be paid to those Members:-
 - (a) whose names appear as 'Beneficial Owners' as at the end of the business hours on **18th September, 2017** 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 transfer request(s) lodged with the Company / its Registrar and Share Transfer Agent on or before the close of business hours on **18th September, 2017**, in respect of Shares held in physical form.
9. Members holding Shares in identical order of names in more than one folio are requested to write to the Company's Registrar & Share Transfer Agents, M/s. Skyline Financial Services Private Limited, enclosing the Share Certificates for consolidation of their holdings into one folio.
10. Members holding Shares in physical form may write to the Company's Registrar & Share Transfer Agents, M/s. Skyline Financial Services Private Limited for any change in their address, if any, under their signatures clearly quoting their folio numbers, old address along with a valid address proof showing the changed address with Pin Code and Members holding Shares in electronic form may inform any change in address to their Depository Participants.
11. As per the Circular Nos. MRD/ DoP/ Cir-05/ 2009 and SEBI/ MRD/ DoP/ SE/ RTA/ Cir-03/2010 issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/ transposition/ transmission of shares in physical form. Therefore, the transferee(s)/ legal heir(s) are

required to furnish a copy of their PAN card to the Registrar & Share Transfer Agent of the Company.

12. Members holding Shares in electronic form are requested to provide their Client-Id and DP-Id numbers at the Meeting for easy identification.
13. 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.
14. 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.
15. 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.
16. The Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned ISIN INE845D01014. Members are requested to get their Shares dematerialized at the earliest to make them tradable.
17. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the Company to make remittance by means of ECS. Members holding shares in physical form may obtain and send the ECS mandate form to Registrar and Share Transfer Agent (RTA) of the Company i.e. M/s. Skyline Financial Services Private Limited, D-153/A, First Floor, Okhla Industrial Area, Phase I, New Delhi-20, India. Members holding shares in Electronic Form may obtain and send the ECS Mandate Form directly to their Depository Participant (DP). Members who have already furnished the ECS Mandate Form to the Company/ Registrar and Share Transfer Agent/ DP with complete details need not send it again.
18. The Members holding shares in physical form and not opted for ECS facility, may please mail their banker's name, branch address and account number to M/s. Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company to enable them to print these details on the dividend warrant.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.



19. Unpaid/Unclaimed Dividends:

In terms of the provisions of Section 124 of Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividends remaining unpaid/ unclaimed for a period of seven years have to be statutorily transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Accordingly, during the year under review, the unclaimed dividend pertaining to the 'F.Y. 2009-10 (Interim)' was transferred by the Company to the Investor Education and Protection Fund.

Unclaimed Dividend in respect of the 'F.Y. 2009-10 (Final)' will be due for transfer to the Investor Education and Protection Fund on 19th October, 2017, in terms of Section 124 of the Companies Act, 2013. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 8th September, 2016 (date of the last Annual General Meeting of the Company) on the Company's website at link www.ganeshhaecosphere.com/unclaimed-dividends/ and on the website of the Ministry of Corporate Affairs viz. <http://www.iepf.gov.in>. The concerned Members are requested to verify the details of their unclaimed amounts, if any, from the said website and lodge their claim with the Company or its Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited, before the same is due for transfer to the IEPF.

The due dates for transfer of unclaimed dividend(s) to IEPF for subsequent years are given below:

Financial Year	Dividend Per Share (₹)	Date of Declaration	Due date for Transfer to IEPF
2009-10 (Final)	0.50	18.09.2010	19.10.2017
2010-11	1.20	28.09.2011	29.10.2018
2011-12	1.20	29.09.2012	30.10.2019
2012-13	1.20	11.09.2013	12.10.2020
2013-14	1.20	29.09.2014	30.10.2021
2014-15	1.20	19.09.2015	20.10.2022
2015-16	1.20	08.09.2016	10.10.2023

Further, the IEPF Rules mandate companies to transfer all shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more to IEPF. In accordance with the IEPF Rules, the Company sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and published requisite advertisement in the newspaper.

The details of the shareholders whose shares are liable to be transferred to IEPF are posted on the website of the Company i.e. www.ganeshhaecosphere.com. Shareholders who have not yet claimed their dividend are requested to immediately approach the Company by forwarding a duly signed request letter along with self attested copy of address proof and an original unsigned cancelled cheque to enable the Company to credit dividend to the rightful owner.

No claim shall lie against the Company in respect of Unclaimed Dividend / Shares transferred to IEPF pursuant to the IEPF Rules. However, the same can be claimed back from the IEPF Authority by following the procedure prescribed in the IEPF Rules.

20. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, the listed companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company. For members who request for a hard copy and for those who have not registered their e-mail addresses, physical copies are being sent through the permitted mode.
21. The Annual Report and the Notice of the 28th AGM will also be available on the Company's website www.ganeshhaecosphere.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.
22. To support the 'Green Initiative', the Members are requested to register/update their e-mail address with their respective DP (in case of shares held in demat form) or with Company/ M/s. Skyline Financial Services Private Limited (in case of shares held in physical form) for all future communications including Annual Report, Notices, Circulars, etc., electronically.
23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Members may submit their request to the Company's Registrar & Share Transfer Agents, M/s. Skyline Financial Services Private Limited, in the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation in nomination already made, as the case may be. The Forms will be sent by the Company/RTA upon such request. Members holding shares in demat mode may contact their respective Depository Participant (DP) for availing this facility.
24. 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.

25. 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **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 to facilitate 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 22 nd September, 2017
End of remote e-voting:	Up to 5:00 P.M. on 24 th September, 2017

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 Monday, 18th September, 2017.

Instructions relating to remote e-voting are as under:

A. A shareholder who receives e-mail from NSDL [for shareholders whose e-mail IDs are registered with the RTA/Depository Participant (s)] is requested to:

- i. Open e-mail and open PDF file viz; **“GESL_e-voting.pdf”** with his/her Client ID or Folio No. as password. The said PDF file contains his/her user ID and password/PIN for remote e-voting. Shareholders may please note that the password is an initial password.
- ii. Launch Internet browser by typing the URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder-Login.
- iv. Put userID and initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
- v. If you are logging in for the first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.

It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.

- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select “EVEN” (Remote Electronic Voting Event Number) of Ganesha Ecosphere Ltd.
- viii. Now the shareholder is ready for remote e-voting as “Cast Vote” page opens.
- ix. Shareholder may cast his/her vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi. Once the shareholder has voted on the resolution, he/she will not be allowed to modify his/her vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sk_gupta1@rediffmail.com with a copy marked to evoting@nsdl.co.in
- xiii. Kindly note that login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, shareholder will need to go through “forget password” option available on the site to reset the same.

B. In case a shareholder receives physical copy of the E-Voting form alongwith the Notice of AGM [for shareholders whose e-mail IDs are not registered with the RTA/Depository Participant(s) or requesting physical copy]:

- i. Initial password is provided at the e-voting slip.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item (A) above, to cast vote.

C. In case of any queries, the shareholder may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990/022-24994738.

D. Shareholder can also update his/her mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

E. General Instructions:

- i. 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.



- ii. 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.
 - iii. 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 18th September, 2017 (i.e. the "Cut-Off Date").
 - iv. 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 annual general meeting.
 - v. Any person, who acquires shares of the Company and become member of the Company after 25th August, 2017 i.e. BENPOS date considered for dispatch of the notice and holding shares as on the cut off date i.e. 18th September, 2017, may obtain the login Id and password by sending a request at evoting@nsdl.co.in.
 - vi. Mr. S. K. Gupta, Practising Company Secretary (Fellow Membership No. 2589 and Certificate of Practice No.-1920) of **M/s. S.K. Gupta & Co., Company Secretaries**, has been appointed as the Scrutinizer by the Company to scrutinize the remote e-voting process in a fair and transparent manner.
 - vii. 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 with the assistance of scrutinizer, 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.
 - viii. The Scrutinizer shall after the conclusion of voting at the annual general meeting, 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. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company www.ganeshhaecosphere.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the stock exchanges.
- 26.** As required under Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director seeking re-appointment under Item No. 3 of this Notice are as below:

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT:

Particulars	Shri Vishnu Dutt Khandelwal (DIN: 00383507)
Date of Birth	6th March, 1949
Date of first appointment on the Board	30th October, 1987
Qualification	M.Com.
Experience and Expertise in specific functional area	Having experience of over 44 years in trading of different types of Textile Yarns. Also has rich experience in the field of Accounting and Financial Management.
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 2016-17)
Other Directorships	Sandeep Yarns Private Limited
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL
Shareholding in Ganeshha Ecosphere Ltd.	7,20,200 Equity Shares of ₹10/- each.
Relationship with other Directors and KMPs of the Company	As mentioned in the Corporate Governance Report (forming part of Annual Report 2016-17)
No. of Board Meetings attended during the financial year 2016-17	4 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2016-17)

ANNEXURE TO NOTICE

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

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 31st March, 2018 as per the following details:

Name of the Cost Auditor	Product	Audit fees (₹)
M/s. R.M. Bansal & Co.	Yarn	₹40,000/- (Rupees Forty 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	₹40,000/- (Rupees Forty 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 Act 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 shareholders is 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 31st March, 2018.

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

None of the Directors/ Key Managerial Personnel of the Company/ 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 23rd Annual General Meeting of the Company held on 29th September, 2012 approved the payment of remuneration to the Non-Executive Directors by way of commission @ 1% of the net profits of the Company for a period of 5 years commencing from 1st April, 2012, which has expired on 31st March, 2017. As Board is of the view that responsibilities of Non-Executive Directors and services rendered by them will continue to remain significant, it has in its meeting held on 12th August, 2017 approved the payment of such commission for further period of 5 years commencing from 1st April, 2017.

As required under Section 197 of the Companies Act, 2013 read with Schedule V to the the said Act and 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 resolution for approval of the Members.

Shri Surendra Kumar Kabra, Shri Pradeep Kumar Goenka, Shri Vishwa Nath Chandak, Shri Anoop Gupta, Shri Abhilash Lal, Shri Narayanan Subramaniam and Smt. Seema Sharma, being Non-Executive Directors may be deemed to be concerned or interested in the resolution.

Item Nos. 8 & 9:

The present Authorized Share Capital of the Company is ₹55,50,00,000/- divided into 2,40,00,000 Equity Shares of ₹10/- each and 31,50,000 Preference Shares of ₹100/- each.

Consequent upon conversion of Compulsorily Convertible Preference Shares, the Authorised Preference Share Capital of ₹31,50,00,000/- stands unissued and is considered to be in excess of further requirements of the Company. It is, therefore, considered necessary to re-classify a part of the unissued Preference Share Capital of ₹10,00,00,000/- into Equity Share Capital comprising of 1,00,00,000 Equity Shares of ₹10/- each. Post re-classification the Authorised Share Capital of ₹55,50,00,000/- will consist of 3,40,00,000 Equity Shares of ₹10/- each and 21,50,000 Preference Shares of ₹100/- each. As a result of the above, the Capital Clause of the Memorandum of Association of the Company is also required to be altered as mentioned in resolution placed at Item No. 9 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolutions as set out at Item Nos. 8 & 9 of the Notice.

Item No. 10:

This special resolution contained in the Notice under Item No. 10 is intended to enable the Board to create, offer, issue and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), for an aggregate amount not exceeding ₹150 Crore (Rupees One Hundred Fifty Crore) or its equivalent in any foreign currency, by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document and/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident



investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any Committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

Further, if any issue of securities is made by way of QIP, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the

Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proceeds of the issue shall be utilized for business purposes, future expansion plans, including but not limited to meet capital expenditure and working capital requirements of the Company, repayment of debt, exploring acquisition opportunities and general corporate purposes.

The Board accordingly commends the Special Resolution set out at Item No. 10 of the accompanying Notice for your approval.

The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or Members.

All the documents referred to in the accompanying Notice and this Statement are open for inspection of the members during business hours on all working days up to the date of the Meeting.

Date: 12th August, 2017

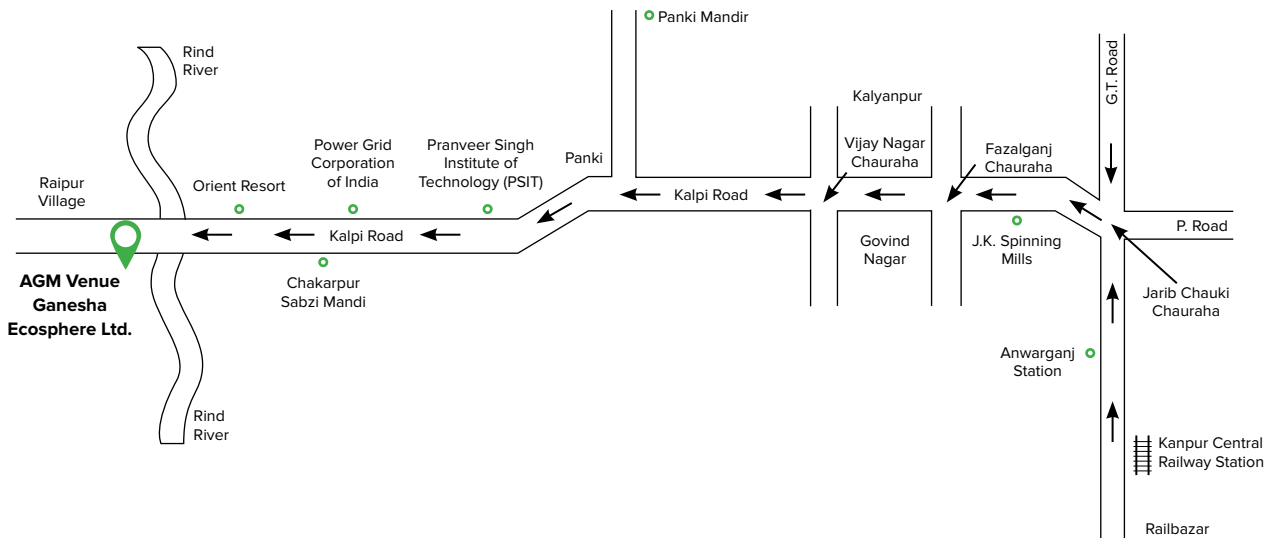
By Order of the Board

Registered Office:

**Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat.**

**(Bharat Kumar Sajnani)
Company Secretary**

ROUTE MAP
Ganesh Ecosphere Ltd.
AGM Venue
Raipur (Rania), Kalpi Road,
Distt. Kanpur Dehat





GANESHA ECOSPHERE LTD.

CIN: L51109UP1987PLC009090

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

E-mail : gesl@ganeshaecosphere.com, Website : www.ganeshaecosphere.com

Tel. No. 0512-2154183, 2555504-06, +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 **28th Annual General Meeting** of the Company on **Monday, 25th September, 2017 at 3:00 P.M.** at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat.

*Applicable for members holding Shares in Electronic form.

** Strike out whichever is not applicable.

SIGNATURE OF THE SHAREHOLDER/PROXY**



GANESHA ECOSPHERE LTD.

CIN: L51109UP1987PLC009090

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

E-mail : gesl@ganeshaecosphere.com, Website : www.ganeshaecosphere.com

Tel. No. 0512-2154183, 2555504-06, +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 28th Annual General Meeting of the Company, to be held on Monday, 25th September, 2017 at 3:00 P.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.	Adoption of Audited Financial Statements for the Financial Year ended 31 st March, 2017.		
2.	Declaration of Dividend on Equity Shares for Financial Year ended 31 st March, 2017.		
3.	Re-appointment of Shri Vishnu Dutt Khandelwal (DIN: 00383507) as Director who retires by rotation.		
4.	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 31 st March, 2018.		
6.	Ratification of the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial year ending 31 st March, 2018.		
7.	Payment of remuneration to the Directors of the Company (other than Managing or Whole Time Director).		
8.	Re-classification of the Authorised Share Capital of the Company.		
9.	Alteration of Capital Clause in Memorandum and Association of the Company.		
10.	Further Issue of Securities.		

Signed this..... day of 2017.

Signature of shareholder.....

Signature of Proxy holder(s)

<p>Affix a 15 paise Revenue Stamp</p>

* Applicable for members holding shares in Electronic form.

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.