GANESHA ECOSPHERE LTD.
CIN: L51109UP1987PLC009090
Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)-209304
E-mail: secretarial@ganeshaecosphere.com, Website: www.ganeshaecosphere.com
Tel. No. 0512- 2555505-06, +91-9198708383, Fax No. 0512-2555293

NOTICE

NOTICE is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of the Members of GANESHA ECOSPHERE LTD. will be held on Thursday, the 5th day of September, 2019 at 12:00 Noon at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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, 2019.

3. **To appoint a Director in place of Shri Shyam Sunder Sharmma (DIN: 00530921), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Shyam Sunder Sharmma (DIN: 00530921), Director of the Company, who retires by rotation at this meeting and being eligible has offered himself for re-appointment and has attained the age of 75 years on 2nd July, 2018, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **To partially modify the resolution related to appointment of Statutory Auditors 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 139 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded for dispensing with the requirement of seeking ratification of appointment of Statutory Auditors, M/s. Narendra Singhania & Co., Chartered Accountants at every Annual General Meeting, who were appointed by the Members at the 28th Annual General Meeting of the Company held on 25th September, 2017 to hold office from the conclusion of that Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company."

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, 2020 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, 2020 amounting to Rs. 50,000/- (Rupees Fifty Thousand only) per year, plus taxes as applicable and re-imbursement of actual travel/ conveyance and out-of-pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

6. **To ratify the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial year ending 31st March, 2020 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, 2020 amounting to Rs. 50,000/- (Rupees Fifty Thousand only) per year, plus taxes as applicable and re-imbursement of actual travel/ conveyance and out-of-pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

7. To alter the Articles 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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being force), the consent of the Members of the Company be and is hereby accorded for alteration in Articles 86 and 103 of the Articles of Association of the Company and substituting in its place and stead the new Articles as under:

Article No.	Existing Article	Proposed Article
86. Directors not liable to retire by rotation	Managing Director of the Company shall not be liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	The Board shall have the power to determine the directors whose period of office shall be subject to determination by retirement of directors by rotation.
103. Managing Director and Whole Time Director	Subject to the provisions of the Act, the Board may from time to time appoint one or more Directors to be Managing and/or Whole Time Director of the Company for a fixed term not exceeding five years at a time and may from time to time (subject to any contract between him and the Company) remove or dismiss him or them from office and appoint another or others in his place or their places. Subject to the provisions of the Act, a Managing Director, shall not while he continues to hold the office be subject to retirement by rotation. The office of Whole Time Director shall, however, be liable to determination by retirement by rotation and pursuant to provisions of the Act, he shall be eligible for re-appointment. A Managing or Whole Time Director shall be subject to the same provisions as to resignation and removal as the Directors and he shall ipso facto and immediately cease to be Managing or Whole Time Director if he ceases to hold office of Director for any cause.	Subject to the provisions of the Act, the Board may from time to time appoint one or more Directors to be Managing and/or Whole Time Director(s) of the Company for a term not exceeding five years at a time and may from time to time (subject to any contract between him and the Company) remove or dismiss him or them from office and appoint some other person(s) in his place or their place. Subject to the provisions of the Act, a Managing Director or a Whole Time Director, shall while he continues to hold the office be subject to retirement by rotation as may be determined by the Board and/ or Shareholders, under the Act or these Articles and he shall be taken into account in determining the rotation of Directors or the number of Directors liable to retire and shall be eligible for re-appointment. A Managing or Whole Time Director re-appointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing or Whole Time Director, and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing or Whole Time Director. A Managing or Whole Time Director shall be subject to the same provisions as to resignation and removal as the Directors and he shall ipso facto and immediately cease to be Managing or Whole Time Director if he ceases to hold office of Director for any cause."

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

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8. To re-appoint Shri Sharad Sharma (DIN: 00383178) as Managing 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 Sections 196, 197, 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 Company be and is hereby accorded to the re-appointment of Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company, for a further period of 5 (five) years with effect from 1st February, 2019, subject to retire by rotation, on the following terms and conditions as recommended by the Nomination & Remuneration Committee:-

A) SALARY:

Salary of Rs. 2,00,000/- per month; up to a maximum of Rs. 5,00,000/- per month.

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

B) PERQUISITES:

I. The Managing Director shall be entitled to the perquisites like furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of medical expenses, leave travel concession for self and family, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the

Board of Directors from time to time, subject however that the aggregate monetary value of the perquisites in any case shall not exceed Rs. 12,00,000/- per annum without restriction to any sub limit on individual perquisite.

Explanation: -

"Family" here means the spouse and dependent children of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the reimbursement of medical expenses as stated in Para I above, in case of medical expenses of exceptional nature incurred on the treatment of the Managing Director, the Company will bear total expenses actually incurred on medical treatment including hospitalization and travelling, subject to the necessary approvals, if any.

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

II. The Managing Director shall be entitled to reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.

C) ADDITIONAL REMUNERATION:

In addition to the Salary & Perquisites, as specified supra, the Managing Director shall be entitled to receive additional remuneration based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed the limits laid down under Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Managing Director."

"RESOLVED FURTHER THAT notwithstanding anything contained above the annual remuneration payable to Shri Sharad Sharma, may exceed Rupees 5 crore or 2.5 per cent of the net profits of the Company, whichever is higher or the aggregate annual remuneration to all Executive Directors, forming part of the Promoter Group, may exceed 5% of the net profits of the Company as calculated under section 198 of the Companies Act, 2013, in any financial year during the tenure of appointment of Shri Sharad Sharma as Managing Director."

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

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Sharad Sharma from time to time, during the tenure of his appointment as Managing Director of the Company including salary, perquisites and additional remuneration, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution."

9. **To appoint and re-designate Shri Rajesh Sharma (DIN: 02228607) as Joint Managing Director 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 provisions of Sections 196, 197 & 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 Obligation 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 appointment and re-designation of Shri Rajesh Sharma (DIN: 02228607), Whole Time Director as Joint Managing Director of the Company with effect from 1st August, 2019 till the end of current tenure of his appointment i.e. 18th June, 2023, subject to retire by rotation, as recommended by the Nomination and Remuneration Committee, on the same terms and conditions including remuneration as approved by the Members at the 29th Annual General Meeting of the Company held on 15th September, 2018."

"RESOLVED FURTHER THAT notwithstanding anything contained above the annual remuneration payable to Shri Rajesh Sharma, may exceed Rupees 5 crore or 2.5 per cent of the net profits of the Company, whichever is higher or the aggregate annual remuneration to all Executive Directors, forming part of the Promoter Group, may exceed 5% of the net profits of the Company as calculated under section 198 of the Companies Act, 2013, in any financial year during the tenure of appointment of Shri Rajesh Sharma as Joint Managing Director."

"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 re-appoint Shri Abhilash Lal (DIN: 03203177) as a Non-Executive Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Abhilash Lal (DIN:03203177) who was appointed as an Independent Director at the Twenty Fifth Annual General Meeting of the Company, to hold office for 5(five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting."

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

11. To re-appoint Shri Anoop Gupta (DIN: 00153340) as a Non-Executive Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Anoop Gupta (DIN:00153340) who was appointed as an Independent Director at the Twenty Fifth Annual General Meeting of the Company, to hold office for 5(five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 1 (one) year with effect from 5th September, 2019, the date of this Annual General Meeting."

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

12. To re-appoint Shri Pradeep Kumar Goenka (DIN: 00404746) as a Non-Executive Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Pradeep Kumar Goenka (DIN: 00404746) who was appointed as an Independent Director at the Twenty Fifth Annual General Meeting of the Company, to hold office for 5(five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting."

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

13. To re-appoint Shri Surendra Kumar Kabra (DIN:01280980) as a Non-Executive Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 (1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Surendra Kumar Kabra (DIN:01280980), aged 75 years, who was appointed as an Independent Director at the Twenty Fifth Annual General Meeting of the Company, to hold office for 5 (five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)

(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting."

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

14. **To re-appoint Shri Vishwa Nath Chandak (DIN: 00313035) as a Non-Executive Independent 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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Vishwa Nath Chandak (DIN: 00313035), aged 81 years, who was appointed as an Independent Director at the Twenty Fifth Annual General Meeting of the Company, to hold office for 5 (five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years with effect from 5th September, 2019, the date of this Annual General Meeting."

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

15. **To approve remuneration of Shri Vishnu Dutt Khandelwal, Whole Time Director and Promoter in terms of Regulation 17(6)(e) of SEBI Listing Regulations for the remaining tenure of his appointment 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 Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the provisions of Sections 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Shri Vishnu Dutt Khandelwal (DIN:00383507), Whole Time Director and promoter, as per the terms and conditions approved by Members at the 29th Annual General Meeting of the Company held on 15th September, 2018, notwithstanding that the annual remuneration payable to Shri Vishnu Dutt Khandelwal, exceeds Rupees 5 crore or 2.5 per cent of the net profits of the Company, whichever is higher or the aggregate annual remuneration to all Executive Directors, forming part of the Promoter Group exceeds 5% of the net profits of the Company as calculated under section 198 of the Companies Act, 2013, in any financial year during the remaining tenure of his appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Date: 1st August, 2019

By Order of the Board

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

Sd/-
(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 15 as set out above is annexed hereto.

6. The Register of Members and Share Transfer books of the Company shall remain closed from **Friday, 30th August, 2019 to Thursday, 5th September, 2019** (both days inclusive).

7. 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 **29th August, 2019** 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 **29th August, 2019**, in respect of Shares held in physical form.

8. 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.

9. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, the Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form. **Members are requested to get their details updated by sending the below-mentioned documents along-with a duly signed request letter to our Registrar and Share Transfer Agent (RTA), M/s. Skyline Financial Services Private Limited, D-153/A, First Floor, Okhla Industrial Area, Phase I, New Delhi-20, India**:

   a) **Self-attested copy of PAN Card of all the holders;**

   b) **Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;**

   c) **Self-attested copy of address proof (viz. aadhaar, voter-id, passport, driving license, any utility bill not older than 2 months).**

   Further, to support "Green Initiative", members are requested to provide their Email ID for service of documents through electronic mode.

   Members who hold shares in the dematerialized form and want to update any of the details should send the same immediately to their concerned Depository Participant(s) and not to the Company. The Company will not entertain any direct request for updation of details from such members.

10. The Equity Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned ISIN INE845D01014.

    In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2019, transfer of shares of the Company shall not be processed (except in the cases of transmission or transposition of shares) unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. The procedure for dematerialisation of shares is available at our website: http://ganeshaecosphere.com/dematerialisation/

11. Members are requested to note that, dividends if 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 application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to our corporate governance report forming part of Annual Report 2018-19.

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. 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.

17. The Annual Report and the Notice of the 30th Annual General Meeting will also be available on the Company's website www.ganeshaecosphere.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.

18. 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.

19. 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.

20. **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 2nd September, 2019

End of remote e-voting : Up to 5:00 P.M. on 4th September, 2019

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

The Cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is Thursday, 29th August, 2019.

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

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

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

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

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of Ganesha Ecosphere Ltd.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sk_gupta1@rediffmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

i. 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).

ii. 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.

   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 29th August, 2019 (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 9th August, 2019 i.e. BENPOS date considered for dispatch of the notice and holding shares as on

the cut-off date i.e. 29th August, 2019, 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) 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 process and voting through Ballot paper (Polling) at the Meeting, in a fair and transparent manner and the Scrutinizer and the Alternate Scrutinizer have given their consent for appointment.

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, 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 or any other person authorized by him. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.ganeshaecosphere.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the stock exchanges.

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21. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director seeking appointment/ re-appointment under Item Nos. 3 and 8 to 14 of this Notice are as below:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Particulars	Shri Shyam Sunder Sharmma (DIN: 00530921)	Shri Sharad Sharma (DIN: 00383178)	Shri Rajesh Sharma (DIN: 02228607)	Shri Abhilash Lal (DIN: 03203177)	Shri Anoop Gupta (DIN: 00153340)
Date of Birth	2nd July, 1943	30th May, 1966	5th September,1966	16th October, 1964	5th January, 1958
Date of first appointment on the Board	19th June, 1989	30th October, 1987	19th June, 2008	29th September, 2014	26th May, 2012
Qualification	M.Com.	B.Com.	B.Com.	Mechanical Engineer and Postgraduate in Management from Indian Institute of Management (IIM), Banglore.	Chartered Accountant and Cost Accountant, with additional qualifications in Law and Company Secretarial.
Experience and Expertise in specific functional area	Textile technocrat having management experience of over 55 years including 25 years with various Birla Group Companies in senior positions.	Having more than 32 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 29 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.	Having rich experience of more than 28 years in all aspects of financial services including banking, consulting, insurance, investments, advisory etc. and had worked with HSBC for more than 11 years.	Having more than three decades of diverse International experience in areas of Business Development, Corporate Finance Management etc.
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 2018-19)				

Particulars	Shri Shyam Sunder Sharmma (DIN: 00530921)	Shri Sharad Sharma (DIN: 00383178)	Shri Rajesh Sharma (DIN: 02228607)	Shri Abhilash Lal (DIN: 03203177)	Shri Anoop Gupta (DIN: 00153340)
Other Directorships	Sandeep Yarns Private Limited	NIL	NIL	• APL Apollo Tubes Limited • VAR Resolution Professionals Private Limited • Zumbach Electronic India Private Limited	• Integrated Home Solutions Private Limited • PLUS BKSP Toll Limited • I-Win Advisory Services Limited • Concept Volop Securities Private Limited • Concept Capital Solution Limited • CMCL Commercial Plaza Private Limited • Concept Entrepreneurial Consulting Private Limited • Concept Management Consulting Limited • Concept Powercon Projects Private Limited • Concept International Business Consulting Private Limited • Conjure Arts and Media Private Limited
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	NIL	APL Apollo Tubes Limited (Member-Audit Committee)	NIL
Shareholding in Ganesha Ecosphere Ltd.	19,38,927 Equity Shares of Rs. 10/- each.	8,75,583 Equity Shares of Rs. 10/- each.	10,95,529 Equity Shares of Rs. 10/- each.	NIL	NIL
Relationship with other Directors and KMPs of the Company	As mentioned in the Corporate Governance Report (forming part of Annual Report 2018-19)	As mentioned in the Corporate Governance Report (forming part of Annual Report 2018-19)	As mentioned in the Corporate Governance Report (forming part of Annual Report 2018-19)	NIL	NIL
No. of Board Meetings attended during the financial year 2018-19	4	5	1	4	1
	(for details please refer to the Corporate Governance Report, forming part of Annual Report 2018-19)				