



GANESHA ECOSPHERE LTD.

Date: May 7, 2018

The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051
Scrip Symbol: GANECOS

Dear Sir/ Ma'am,

Qualified Institutions Placement of Ganesha Ecosphere Limited ('the Company') under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("the QIP").

Please refer to the Preliminary Placement Document filed with you on May 2, 2018 post the receipt of your in-principle approval *vide* letter bearing reference number NSE/LIST/16396 dated May 02, 2018 under Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We now enclose herewith following documents required by you:

Sr. No.	Documents submitted	Annexure
1.	Certified true copy of the resolution in which the Capital Raising Committee of the Board of Directors of the Company decided to close the QIP.	Annexure – 1
2.	Soft copy of the Placement Document in pdf format	Annexure – 2

We request you to upload the Placement Document on the website of the stock exchange.

Thanking you,

Yours sincerely,

For Ganesha Ecosphere Ltd.

(Bharat Kumar Sajnani)
Company Secretary-cum-Compliance Officer

Encl: As above



GANESHA ECOSPHERE LTD.

(FORMERLY KNOWN AS GANESH POLYTEX LTD.)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 2ND MEETING OF F.Y. 2018-19 OF CAPITAL RAISING COMMITTEE OF THE BOARD OF DIRECTORS OF GANESHA ECOSPHERE LTD. HELD ON MONDAY, 7TH MAY, 2018 AT 6:30 P.M. AT THE ADMINISTRATIVE OFFICE OF THE COMPANY AT 113/216-B, FIRST FLOOR, SWAROOP NAGAR, KANPUR- 208002.

AUTHORISING THE CLOSURE OF THE QUALIFIED INSTITUTIONS PLACEMENT OF EQUITY SHARES AND APPROVING AND ADOPTING THE FINAL PRICE AT WHICH THE EQUITY SHARES WOULD BE ISSUED PURSUANT TO THE QUALIFIED INSTITUTIONS PLACEMENT:

“RESOLVED THAT in respect of the issue of equity shares of face value of Rs. 10 each (**“Equity Shares”**) of Ganesha Ecosphere Limited (the **“Company”**) to Qualified Institutional Buyers pursuant to a Qualified Institutions Placement in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI ICDR Regulations”**), and Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the **“Issue”**) and as opened pursuant to the resolution passed by the Committee at its meeting dated May 2, 2018, the Issue be and is hereby declared to be closed on the date of this resolution with immediate effect.”

“RESOLVED FURTHER THAT an issue price of Rs. 377/- per Equity Share (including a premium of Rs. 367/- per Equity Share) (the **“Issue Price”**) in respect of the Issue and allotment of 26,52,520 Equity Shares aggregating to issue size of approximately Rs. 1000 Million to Qualified Institutional Buyers who are successful bidders in the Issue, inter-alia in accordance with the terms and conditions of the Preliminary Placement Document dated May 2, 2018, application forms, confirmation of allocation notes (**“CAN”**) and the Placement Document dated May 7, 2018 adopted in this meeting, in connection with this offering, and applicable contractual, statutory and/or regulatory requirements under Chapter VIII of the SEBI Regulations, be and is hereby approved.”

“RESOLVED FURTHER THAT the Placement Document dated May 7, 2018 and CAN tabled at the meeting and duly initialed by Shri Sharad Sharma, Joint Managing Director of the Company for the purpose of identification, be and is hereby approved and adopted.”

“RESOLVED FURTHER THAT the Placement Document dated May 7, 2018 containing disclosure prescribed in Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014 and CAN be dispatched to the following Qualified Institutional Buyers (the ‘Identified Persons’ in accordance with section 42 (2) of the Companies Act, 2013 as amended), more particularly detailed as under:



Sr. No.	Name of the QIB	Address of the QIB	Nature of the QIBs
1A.	DSP Blackrock Equity Fund	Citibank NA. (FIFC), 11 th Floor, Plot No C54-55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400098	Mutual Fund
1B.	DSP Blackrock Equity & Bond Fund	Citibank NA. (FIFC), 11 th Floor, Plot No C54-55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400098	Mutual Fund
2A.	TCG Funds Fund 1	Vistra ITCL (India) Ltd., The IL&FS Financial Centre, Lot C-22 Block G, BKC, Bandra E, Mumbai- 400050	Alternative Investment Fund
2B.	TCG Funds Fund 2	Vistra ITCL (India) Ltd., The IL&FS Financial Centre, Lot C-22 Block G, BKC, Bandra E, Mumbai- 400050	Alternative Investment Fund
3A.	SBI FMCG Fund	Jeevan Seva Extn Bldg., Gr. Floor, S V Road, Santacruz (W), Mumbai- 400054	Mutual Fund
3B.	SBI Long Term Advantage Fund - Series V	Jeevan Seva Extn Bldg., Gr. Floor, S V Road, Santacruz (W), Mumbai- 400054	Mutual Fund
04.	Hypnos Fund Limited	Jeevan Seva Extn Bldg., Gr. Floor, S V Road, Santacruz (W), Mumbai- 400054	Foreign Portfolio Investor

“RESOLVED FURTHER THAT Shri Sharad Sharma, Joint Managing Director of the Company be and is hereby authorised to carry out amendments or modifications to the Placement Document as he in his absolute reasonable discretion may deem necessary or desirable, to execute and sign on behalf of the Company the form of pricing notification, the CANs and any other document in connection with the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by Stock Exchanges, the Securities and Exchange Board of India, the Registrar of Companies or any other governmental or regulatory authority in connection with the Issue.”

“RESOLVED FURTHER THAT the serially numbered Placement Document, together with the serially numbered CANs, be sent to such eligible Qualified Institutional Buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated.”



“RESOLVED FURTHER THAT the Company Secretary is authorized to keep the record of private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.”

“RESOLVED FURTHER THAT any Director / the Company Secretary is authorized to certify the true copy of the aforesaid resolution and Placement Document and forward the same to the stock exchanges and/or other concerned authorities for their record and necessary action.”

Certified True Copy

For Ganesha Ecosphere Ltd.




(Bharat Kumar Sajnani)
Company Secretary