



GANESHA ECOSPHERE LTD.
(FORMERLY KNOWN AS GANESH POLYTEX LTD.)

GESL/2015-16/

21.09.2015

To,
The BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Wing,
Rotunda Building,
PJ Towers,
Dalal Street, Fort,
Mumbai-400 001.
Fax No.: 022-22723121, 22722037

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
Mumbai-400051.
Tel No.: 022-26598100-8114/66418100
Fax No.: 022-26598237/38

Sub: Clause 35A of the Listing Agreement- Voting Results

Dear Sir,

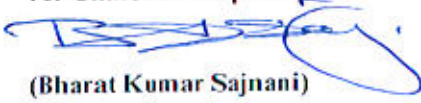
In Compliance with Clause 35A of the Listing Agreement, we are pleased to submit the following information, in the prescribed format, regarding voting results on the business transacted as per Notice of the 26th Annual General Meeting of the Company held on 19th September, 2015 at 1:00 P.M. at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.).

Date of the AGM	19 th September, 2015
Book Closure Date	13 th September, 2015 to 19 th September, 2015 (both days inclusive)
Total Number of shareholders on record date	12536
No. of shareholders present in meeting either in person or through proxy	39
Promoters & Promoter Group:	12
Public:	27
No. of shareholders attended the meeting through video conferencing	Not Arranged
Promoters & Promoter Group:	
Public:	

The mode of voting was by way of Remote e-Voting and Poll. The agenda wise details are provided in the annexure attached herewith.

Further, the Consolidated Scrutinizer's Report ⁹⁷ remote e-voting & poll is also enclosed herewith.

Thanking you,
Yours faithfully,
For Ganesha Ecosphere Ltd.


(Bharat Kumar Sajnani)
Company Secretary
Encl: As above

Details of Voting of business transacted as per the Notice of 26th Annual General Meeting held on 19th September, 2015

Resolution 1: To consider & adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon.
(Ordinary Resolution)

Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes polled
Promoter & Promoter Group	8695936	7861936	90.41	7861936	0	100	0
Public-Institutional Shareholders	983756	948156	96.38	948156	0	100	0
Public-Others	9247185	681221	7.37	681221	0	100	0
Total	18926877	9491313	50.15	9491313	0	100	0

Resolution 2: To confirm the payment of the Interim Dividend on Compulsorily Convertible Preference Shares ("CCPS") and to declare Dividend on Equity Shares.
(Ordinary Resolution)

Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes polled
Promoter & Promoter Group	8695936	7861936	90.41	7861936	0	100	0
Public-Institutional Shareholders	983756	948156	96.38	948156	0	100	0
Public-Others	9247185	681221	7.37	681221	0	100	0
Total	18926877	9491313	50.15	9491313	0	100	0

Resolution 3: To appoint a Director in place of Shri Gopal Singh Shekhawat, who retires by rotation at the Annual General Meeting and being eligible, has offered himself for re-appointment.
(Ordinary Resolution)

Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes polled
Promoter & Promoter Group	8695936	7861936	90.41	7861936	0	100	0
Public-Institutional Shareholders	983756	948156	96.38	948156	0	100	0
Public-Others	9247185	681221	7.37	681221	0	100	0
Total	18926877	9491313	50.15	9491313	0	100	0



Resolution 4: To ratify the appointment of M/s. Mehrotra Rakesh Kumar & Co., Chartered Accountants, as Auditors of the Company and to fix their remuneration.
(Ordinary Resolution)

Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes polled
Promoter & Promoter Group	8695936	7861936	90.41	7861936	0	100	0
Public-Institutional Shareholders	983756	948156	96.38	948156	0	100	0
Public-Others	9247185	681221	7.37	681221	0	100	0
Total	18926877	9491313	50.15	9491313	0	100	0

Resolution 5: To re-appoint Shri Shyam Sunder Sharma as Managing Director of the Company.
(Special Resolution)

Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes polled
Promoter & Promoter Group	8695936	7861936	90.41	7861936	0	100	0
Public-Institutional Shareholders	983756	948156	96.38	948156	0	100	0
Public-Others	9247185	681221	7.37	681021	200	99.97	0.03
Total	18926877	9491313	50.15	9491113	200	99.99	0.01

Resolution 6: To ratify the remuneration of M/s. R.M. Bansal & Co., the Cost Auditors of the Company, in respect of Company's product 'Yarn', for the financial years ending 31st March, 2015 and 2016.

(Ordinary Resolution)

Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes polled
Promoter & Promoter Group	8695936	7861936	90.41	7861936	0	100	0
Public-Institutional Shareholders	983756	948156	96.38	948156	0	100	0
Public-Others	9247185	681221	7.37	681221	0	100	0
Total	18926877	9491313	50.15	9491313	0	100	0



Resolution 7: To ratify the remuneration of M/s. Rakesh Misra & Co., the Cost Auditors of the Company in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial years ending 31st March, 2015 and 2016.
(Ordinary Resolution)

Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes polled
Promoter & Promoter Group	8695936	7861936	90.41	7861936	0	100	0
Public-Institutional Shareholders	983756	948156	96.38	948156	0	100	0
Public-Others	9247185	681221	7.37	681221	0	100	0
Total	18926877	9491313	50.15	9491313	0	100	0

For GANESHA ECOSPHERE LTD.


(BHARAT KUMAR SAINANI)
COMPANY SECRETARY

S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries,
9, Roland Complex,
Upper Floor, 37/17,
Westcott Building,
The Mall,
Kanpur-208001
Phone: (O) 2315123
Fax: 2366642
Cell: 9415042137
E-mail :sk_gupta1@rediffmail.com

CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

To,

The Chairman of the Twenty Sixth Annual General Meeting of the Shareholders of **Ganesha Ecosphere Limited** held on Saturday, the 19th September, 2015 at 1.00 P.M. at the Registered office of the Company at Raipur (Rania), Kalpi Road , Distt. Kanpur Dehat – 209304 (U.P.).

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **Ganesha Ecosphere Limited** (the 'Company') for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Twenty Sixth Annual General Meeting of the Members of the Company held on Saturday, the 19th September, 2015 at 1.00 P.M. at the Registered office of the Company at Raipur (Rania), Kalpi Road , Distt. Kanpur Dehat – 209304 (U.P.).

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting

and poll on the resolutions contained in the Notice of the Twenty Sixth Annual General Meeting of the Members of the Company. My responsibility as Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Twenty Sixth Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process at the time of poll at the AGM.

3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-

- (i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notice by way of advertisement was published on 29th August, 2015 in Business Standard (English) and Rashtriya Sahara (Hindi) and the remote e-voting facility remained opened from Wednesday, the 16th September, 2015 (10.00 A.M.) to Friday, the 18th September, 2015 (5.00 P.M.).
- (ii) The Members of the Company as on the "cut off" date i.e. 12th September, 2015 were entitled to vote on the resolutions (Item Nos. 1 to 7) as set out in the Notice of the Twenty Sixth Annual General Meeting of the Company.
- (iii) The remote e-voting process was blocked at 5.00 P.M. on Friday, the 18th September, 2015.
- (iv) The votes cast through remote e-voting process were unblocked on 19th September, 2015 after the conclusion of the Twenty Six Annual General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula

Choudhary, who were not in the employment of the Company and who witnessed the unblocking of votes.

- (v) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of National Securities Depository Limited ("NSDL") [<https://www.evoting.nsdl.com>].

4. At the Annual General Meeting held on Saturday, the 19th September, 2015, the Chairman of the Annual General Meeting ('AGM') provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 7 as set out in the Notice of the Twenty Sixth Annual General Meeting of the Company), to cast their vote at the said AGM.

5. In respect of the poll process conducted under my supervision, I hereby report that:-

- (i) The poll box containing the poll papers was opened after the conclusion of the AGM in the presence of Ms. Divya Saxena and Ms. Anshula Choudhary, who were not employees of the Company.
- (ii) The votes were counted and the result of the poll was prepared in the presence of the aforesaid persons.

6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

7. I hereby report the consolidated results of the votes cast by the Shareholders through remote e-voting and by poll as under:-

ITEM NO. 1

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	17	35	52	30,08,430	64,82,883	94,91,313	100
Against	--	--	--	--	--	--	--
Total	17	35	52	30,08,430	64,82,883	94,91,313	100

Result: The Ordinary Resolution in respect of Item No. 1 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 2

Ordinary Resolution to confirm the payment of the Interim Dividend on Compulsorily Convertible Preference Shares ("CCPS") and to declare Dividend on Equity Shares

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	17	35	52	30,08,430	64,82,883	94,91,313	100
Against	--	--	--	--	--	--	--
Total	17	35	52	30,08,430	64,82,883	94,91,313	100

Result: The Ordinary Resolution in respect of Item No. 2 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 3

Ordinary Resolution to appoint a Director in place of Shri Gopal Singh Shekhawat (DIN: 06591844), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	17	35	52	30,08,430	64,82,883	94,91,313	100
Against	--	--	--	--	--	--	--
Total	17	35	52	30,08,430	64,82,883	94,91,313	100

Result: The Ordinary Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 4

Ordinary Resolution to ratify the appointment of M/s. Mehrotra Rakesh Kumar & Co., Chartered Accountants, as Auditors of the Company and to fix their remuneration

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	17	35	52	30,08,430	64,82,883	94,91,313	100
Against	--	--	--	--	--	--	--
Total	17	35	52	30,08,430	64,82,883	94,91,313	100

Result: The Ordinary Resolution in respect of Item No. 4 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 5

Special Resolution to re-appoint Shri Shyam Sunder Sharmma (DIN: 00530921) as Managing Director

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	16	35	51	30,08,230	64,82,883	94,91,113	99.99
Against	1	--	1	200	--	200	0.01
Total	17	35	52	30,08,430	64,82,883	94,91,313	100

Result: The Special Resolution in respect of Item No. 5 of the Notice of the Annual General Meeting has been passed with requisite majority.

ITEM NO. 6

Ordinary Resolution to ratify the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial years ending 31st March, 2015 and 2016

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	17	35	52	30,08,430	64,82,883	94,91,313	100
Against	--	--	--	--	--	--	--
Total	17	35	52	30,08,430	64,82,883	94,91,313	100

Result: The Ordinary Resolution in respect of Item No. 6 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 7

Ordinary Resolution to ratify the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial years ending 31st March, 2015 and 2016

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	17	35	52	30,08,430	64,82,883	94,91,313	100
Against	--	--	--	--	--	--	--
Total	17	35	52	30,08,430	64,82,883	94,91,313	100

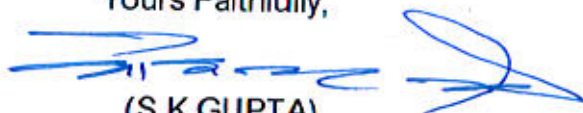
Result: The Ordinary Resolution in respect of Item No. 7 of the Notice of the Annual General Meeting has been passed unanimously.

8. I further report that there were no invalid Ballot papers.

9. The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of "NSDL" and inform the Stock Exchanges accordingly.

10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and sign the Minutes of the Twenty Sixth Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,
Yours Faithfully,



(S.K.GUPTA)
Practising Company Secretary

F.C.S -2589
C.P - 1920

Counter signed by



(SHYAM SUNDER SHARMMA)
Chairman-cum- Managing Director

Place: Kanpur

Date: 21st September, 2015