

GANESHA ECOVERSE LIMITED

(FORMERLY KNOWN AS SVP HOUSING LIMITED)

CIN: L13114DL2003PLC118413

Registered Office: P3-211, Second Floor, Central Square, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006

E-mail: ganeshaecoverse@gmail.com, Tel. No. +91 9415108158

Website: www.ganeshaecoverse.com

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Notice is hereby given to the Members of **GANESHA ECOVERSE LIMITED** (Formerly Known as SVP Housing Limited) (“the **Company**”) pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013, as amended (“the **Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India read with the General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020 and No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 3/2022 dated 5th May, 2022, No. 11/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023 and No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), that the resolutions appended below are proposed to be passed through Postal Ballot only by remote e- voting process (“E-voting”).

A Statement pursuant to the provisions of Section 102(1) of the Act, setting out the material facts relating to the resolutions mentioned in this Postal Ballot Notice is appended hereto for your consideration.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only by e-mail to its members who have registered their e-mail address with the Company/Registrar and Share Transfer Agent or Depository(ies)/ Depository Participants. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Board of Directors of the Company has appointed Mr. Hemant Kumar Sajnani, Practicing Company Secretary (Fellow Membership No. F7348 and Certificate of Practice No. 14214), as the Scrutinizer, for scrutinizing the Postal Ballot through remote e-voting process in a fair and transparent manner.

In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars, Members can vote only through remote e-voting. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to enable the Members to cast their votes electronically. Members are requested to read the notes under the Section “Voting through electronic means” to this Postal Ballot Notice for the details of the procedure to cast their votes through remote e-voting.

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting:	22nd January, 2025 from 9:00 A.M.
End of e-voting:	20th February, 2025 till 5:00 P.M.

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Once a member cast the vote on the Resolution, he or she will not be allowed to change it subsequently. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the e-voting system as per the MCA Circulars. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the E-voting process, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him and the result of the Postal Ballot through remote e-voting will be announced on or before **22nd February, 2025**. The said result along-with the Scrutinizer's Report will be displayed at Registered Office of the Company and posted on the Company's website www.ganeshaecoverse.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to BSE Limited (BSE), the Stock Exchange, where the equity shares of the Company are listed.

The Resolutions, if approved with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. **20th February, 2025**.

SPECIAL BUSINESS:

- 1. To approve shifting of Registered office of the Company from the "National Capital Territory of Delhi" to the "State of Uttar Pradesh" and consequential amendment in Clause II of the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government (Powers delegated to the Regional Director) and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered office of the Company from the 'National Capital Territory of Delhi' to the 'State of Uttar Pradesh'."

"RESOLVED FURTHER THAT consequent to the change in the registered office of the Company, clause II of the Memorandum of Association of the Company be substituted by the following clause:

'II. The Registered Office of the Company will be situated in the State of **UTTAR PRADESH**.'

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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2. To obtain approval to advance loan to GESL Spinners Private Limited under Section 185 of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to GESL Spinners Private Limited (Associate Company) up to a sum not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) at any point of time, on such terms and conditions as may be agreed upon by the Board in its absolute discretion deem beneficial and in the best interest of the Company, provided that such loans be utilized by the GESL Spinners Private Limited for its principal business activities only.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/ agreements/ papers/ writings for giving effect to the aforesaid Resolution.”

Date: 30th December, 2024

By Order of the Board

**Registered Office:
P3-211, Second Floor, Central Square, 20
Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi.**

**(Neha Gajwani)
Company Secretary
ACS: 54726**

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto.
2. In compliance with MCA circulars, the Postal Ballot Notice is being sent only in electronic mode to those Members whose names appear in the Register of Members/ list of Beneficial Owners as received from Depository/RTA as on **17th January, 2025, (“Cut-off Date”)** and who have registered their e-mail ids with the Company/Registrar or the Depository(ies)/ Depository Participant(s).

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3. The physical copy of the Postal Ballot Notice along with Postal Ballot Form and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in terms of the said MCA Circulars and the Members shall communicate their assent/ dissent on the resolutions only through the remote e-voting system.

4. The Postal Ballot Notice is available on the website of the Company at www.ganeshaecoverse.com, on the website of Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the **Company's Registrar and Share Transfer Agent (RTA), M/s. Bigshare Services Private Limited** at Bssdelhi@bigshareonline.com. In this regard, Members are requested to submit a duly signed request letter mentioning their name, folio no., address and email id along with a self-attested copy of PAN card. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participant(s).

6. Only a Member who is entitled to vote shall exercise his/her/its vote through remote e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

7. The voting rights of the Members/Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. 17th January, 2025.

8. The Company has appointed Mr. Hemant Kumar Sajnani, Practicing Company Secretary (Membership No. F7348 & CP No. 14214) as the Scrutinizer, for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

9. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final. The result of the Postal Ballot will be announced on or before **Saturday, 22nd February, 2025**. The said result along-with the Scrutinizer's Report will be displayed at Registered Office of the Company i.e P-3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006, and posted on the Company's website www.ganeshaecoverse.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchange.

10. Members can also contact Mr. Kaushal Kumar, Assistant Manager (NSDL), to resolve any grievances with regard to postal ballot through remote e-voting:

Address: - National Securities Depository Limited, 3rd Floor Naman Chamber, Plot C – 32 G Block Bandra Kurla Complex, Bandra East Mumbai – 400013.

. Email Id :- Kaushalk@nsdl.com.

Phone number – 9918374333

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11. All the relevant documents referred to in the Explanatory Statement are available for inspection at the Registered Office of the Company i.e P-3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006 on all working days (that is, except Sundays and Public Holidays) up to **20th February, 2025**. In the event a member is unable to inspect any document at the registered office of the Company, such member may write to the Company at ganeshaecoverse@gmail.com requesting supply of relevant documents referred in the explanatory statement.

12. Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Rules, as amended, applicable Secretarial Standards and Regulation 44 of the SEBI Listing Regulations, **the Company is providing its members the facility to exercise votes by electronic means (remote e-voting) in respect of the resolutions contained in this notice and the business shall be transacted through e-voting services**. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. Members are requested to carefully read the instructions before casting their vote electronically.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 9:00 A.M. on 22nd January, 2025.

End of e-voting : Up to 5:00 P.M. on 20th February, 2025.

The 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 Postal ballot through e-voting is Friday, 17th January, 2025.

INSTRUCTIONS FOR E-VOTING:

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 are given below:

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9th December, 2020 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Ganesha Ecoverse Limited or e-Voting service provider name i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on Ganesha Ecoverse Limited or e-Voting service provider name i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2. After successful login of Easi/Easiest the user will also be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a e-voting link available on in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none">1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility.2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL depository website after successful authentication, wherein you can see e-Voting feature.3. Click on Ganesha Ecoverse Limited or e-Voting service provider name i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to Login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or Physical)	Your User ID is:
a) For Members who hold shares in demat account with	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	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
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 132038 then user ID is 132038001***

5. Password details for shareholders other than individual shareholders 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 Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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(ii) If your email ID is not registered, please follow instructions mentioned below in point “**Process for those shareholders whose email ids are not registered**”.

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) Click on “**[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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

After you click on the “Login” button, then the Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of Ganesha Ecoverse Limited to cast your vote during remote e-voting period.

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

4. 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.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

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

7. Once you confirm your vote on any resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to ganeshaecoverse@gmail.com.

b) In case shares are held in Demat mode, please provide DPID- CLIENT ID (16 digit DPID + CLIENT ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to ganeshaecoverse@gmail.com. If you are an Individual Shareholder holding shares in demat mode, you are requested to refer to the login method explained at Step 1 (A) Login method for e-Voting for Individual Shareholders holding securities in demat mode.

c) Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at sajnanihemant09@gmail.com with a copy marked to Company at ganeshaecoverse@gmail.com and to NSDL at evoting@nsdl.co.in. They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User

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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.: 022-48867000 or send a request at evoting@nsdl.co.in.

GANESHA ECOVERSE LIMITED

(FORMERLY KNOWN AS SVP HOUSING LIMITED)

CIN: L13114DL2003PLC118413

Registered Office: P3-211, Second Floor, Central Square, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006

E-mail: ganeshaecoverse@gmail.com, Tel. No. +91 9415108158

Website: www.ganeshaecoverse.com

ANNEXURE TO NOTICE

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

Item No. 1:

Shifting of the Registered Office of the Company from the 'National Capital Territory of Delhi' to the 'State of Uttar Pradesh'.

At present, the registered office of the Company is located in the "National Capital Territory of Delhi". In view of the Company's long-term vision of entering into the business of producing yarns from recycled polyester staple fiber (RPSF) and to reap the benefits of favourable Industrial Policy of the Government of Uttar Pradesh providing ample of business opportunities, the Board of Directors of the Company at its meeting held on 30th December, 2024, has decided to shift the Registered Office of the Company to the "State of Uttar Pradesh".

The Uttar Pradesh is one of the largest markets for apparel and textiles and the state has one of the most competitive work force, abundant and good quality of water & power, which are favourable conditions for the labour intensive textile manufacturing.

In the opinion of the Board, the proposed shifting of registered office would, in no way, be detrimental to the interests of the members, creditors, employees or other stakeholders of the Company.

Pursuant to the provisions of Section 12 and 13 of the Companies Act, 2013, the shifting of Registered Office from one state to another and consequent alteration to the Memorandum of Association of the Company, require approval of the Members of the Company by way of Special Resolution. Accordingly, the approval of the members is being sought by way of Special Resolution as set out at Item No. 1 of the Notice for shifting of Registered Office from the "National Capital Territory of Delhi" to the "State of Uttar Pradesh" and consequent alteration to Clause II of the Memorandum of Association of the Company.

The Existing Memorandum of Association of the Company as well as the draft Memorandum of Association with the proposed amendments are available for inspection at the Registered Office of the Company during normal working hours on all working days except Sunday and Public holidays, till the last date of completion of e-voting of postal ballot. Members seeking to inspect the same can send an email to ganeshaecoverse@gmail.com.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

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ITEM No:2

M/s. GESL Spinners Private Limited (GSPL) (Associate Company) approached the Company for requirement of unsecured loan amounting to Rs. 25.00 Crore for its principal business activities i.e. manufacturing of spun yarn.

GSPL is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, as Shri Vishnu Dutt Khandelwal and Shri Sandeep Khandelwal, Promoters-Directors of the Company also hold directorship and shareholding interest (holding 9.68% shareholding stake alongwith their relatives) in GSPL.

Section 185 of the Companies Act, 2013 provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act for making loan(s) or providing financial assistance to GSPL, in whom the Director(s) of the Company are interested, for the purpose of their principal business activities i.e. manufacturing of spun yarn.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of GSPL.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Except Mr. Vishnu Dutt Khandelwal, Mr. Sandeep Khandelwal and their relatives being the director(s) and/ or shareholder(s) of GSPL, none of the other Directors, Key Managerial Personnel (KMP) and/or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company, if any.

Date: 30th December, 2024

By Order of the Board

**Registered Office:
P3-211, Second Floor, Central Sqaure, 20
Mahohar Lal Khurana Marg,
Bara Hindu Rao, Delhi.**

**(Neha Gajwani)
Company Secretary
ACS: 54726**