GANESHA ECOVERSE LIMITED

CIN: L13114UP2003PLC234973

Registered Office: Gata No. 192 & 196, Village Temra, Tehsil-Bilaspur, District Rampur, Uttar Pradesh

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

Website: www.ganeshaecoverse.com

NOTICE

NOTICE is hereby given that the **TWENTY-THIRD ANNUAL GENERAL MEETING** of the Members of **GANESHA ECOVERSE LIMITED** will be held on **Saturday, the 26th day of September 2026 at 2:00 P.M.** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2026 and the Report of the Auditors thereon.

3. To appoint a Director in place of Shri Sandeep Khandelwal (DIN: 00379182), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve undertaking material related party transactions with GESL Spinners Limited ("GSL") and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"),the 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, if any) read with circulars issued by SEBI from time to time and the Company's Policy on Related Party Transactions and based on the approval of Audit Committee and recommendation of the Board of Directors of the Company ("Board") and subject to such approval(s), consent(s) and/or permission(s) as may be required, the consent of the Members of the Company be and is hereby accorded to the Board to enter into and continue to enter into contracts/ arrangements/ transactions (whether individually or series of transaction(s) taken together or otherwise) with respect to grant of loan to GESL Spinners Limited, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as per the details set out in the explanatory statement annexed to this Notice, notwithstanding the fact that the aggregate value of such transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the thresholds prescribed in the SEBI Listing Regulations as applicable from time to time, provided, however, that said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions and to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

Date: 31st August, 2026 | **By Order of the Board**

Registered Office: Gata No. 192 & 196, Village Temra,
Tehsil-Bilaspur, District Rampur,
Uttar Pradesh

Sd/-
(Anshuman Singh)
Company Secretary
ACS: 71651

NOTES:

1. Pursuant to the General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard read with the latest General Circular No. 03/2025 dated September 22, 2025, issued by Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars"), provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 23rd Annual General Meeting (AGM) of the Company is being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM), on Saturday, the 26th September 2026, without physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company i.e. **Gata No. 192 & 196, Village Temra, Tehsil-Bilaspur, District Rampur, Uttar Pradesh.**

2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

3. Participation of Members through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business under Item No. 4 as set out above is annexed hereto.

5. Corporate members are requested to send scanned copy (PDF/JPG Format) of a certified true copy of the relevant Board Resolution authorizing its representative(s) to attend the AGM through VC / OAVM and vote on its behalf through e-voting/ remote e-voting. The said resolution be sent to the Company at ganeshaecoverse@gmail.com with a copy marked to Bssdelhi@bigshareonline.com and to the Scrutinizer at info@hksllp.in.

6. The Register of Members and Share Transfer books of the Company shall remain closed from**, Sunday, September 20, 2026 to Saturday, September 26, 2026** (both days inclusive).

7. Electronic copy of the Annual Report for the FY 2025-26, comprising of Financial Statements (including Board's Report, Auditors' report alongwith other documents required to be attached therewith) and Notice of the 23rd AGM of the Company *inter-alia* indicating the process and manner of e-voting are being sent to all the Members whose email IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any Member has requested for a physical copy of the same.

   For members who have not registered their email address, a letter shall be sent containing the web-link of Company's website where the complete details of Annual Report is available. Any member who is desirous of obtaining hard copy of the Annual Report and Notice, he/she may send a request mentioning Folio No./ DP ID and Client ID to the Company's email id ganeshaecoverse@gmail.com**.**

8. The Notice of AGM along with Annual Report for F.Y. 2025-26, 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.** The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

9. 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.

10. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s).

11. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated the furnishing of PAN, nomination, contact details, bank account details and specimen signatures, by all the holders of physical securities of the Company. Therefore, the Members holding shares in physical form are hereby requested to kindly furnish the above

details in the formats/ forms prescribed by SEBI which are available on the Company's website at **www.ganeshaecoverse.com.**

12. The Equity Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned **ISIN INE369Q01017.**

    As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in demat form. It is also mandated that transmission or transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of this as also to eliminate all risks associated with physical shares, members holding shares in physical form are urged to have their shares dematerialized. The procedure for dematerialization of shares is available at our website: **www.ganeshaecoverse.com.**

13. Relevant documents as required by law and referred to in the Notice shall be available for inspection through electronic mode. Members may write to the Company on ganeshaecoverse@gmail.com for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon Log-in at NSDL e-Voting system at www.evoting.nsdl.com.

14. 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.

15. As per the provisions of Section 72 of the Act and circular(s) issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are required to register the same by submitting **Form No. SH-13** with Company or its RTA. If a member desires to opt out or cancel the earlier nomination & record the fresh nomination, he/ she may submit the same in **Form ISR-3/ SH-14** as the case may be.

    The said formats can be downloaded from Company's website at **www.ganeshaecoverse.com.**

    The Members holding shares in demat mode are requested to submit their nomination mandate with their Depository participant.

16. SEBI vide its Circular dated January 30, 2026 has opened a special window for a period of One Year from February 05, 2026 till February 04, 2027, allowing shareholders to lodge/ re-lodge transfer deeds of physical securities, which were sold/purchased prior to April 01, 2019, but were not lodged with Company/RTA or which were lodged earlier but were rejected/returned/not attended due to deficiency in the documents/process or otherwise. Investors are encouraged to utilize this special window and submit the requisite documents to the Company/ RTA i.e. **Bigshare Services Private Limited**. Kindly note that request(s) which are accompanied by original share certificate(s) along with transfer deed(s) and other supporting documents will only be considered under the Special Window

17. 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. Bigshare Services Private Limited, in case of shares held in physical form and to respective Depository Participant, in case of shares held in Demat form.

18. INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

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, Regulation 44 of the SEBI Listing Regulations and MCA & SEBI Circulars, **the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility of casting vote through e-voting system during the AGM to the Members participating in the AGM.** Necessary arrangements have been made by the Company with NSDL for providing facility of voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.

Members may cast their votes remotely, using an electronic voting system on the date mentioned herein below ("remote e-Voting''). Further, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-Voting will be able to vote at the Meeting.

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

Commencement of remote e-voting:	**From 10:00 A.M. on Wednesday, September 23, 2026**
End of remote e-voting	**: Up to 5:00 P.M. on Friday, September 25, 2026**

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 e-voting at the Annual General Meeting is Saturday, September 19, 2026.

Instructions relating to the process and manner for voting electronically 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 and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI Circular dated 9th December, 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 DP. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 company name or **e-Voting service provider 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 or joining virtual meeting & e-voting during the Meeting.

	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 website wherein you can see e-Voting page. Click on company name 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 or joining virtual meeting & voting during the Meeting. 5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.  .
Individual Shareholders holding securities in demat mode with CDSL	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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will 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 or joining virtual meeting & voting during the meeting. 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 and 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 No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email 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.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	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 name 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 or joining virtual meeting & voting during the meeting.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective 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.co.in or call on: 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 call 022-23058738 or 022-23058542-43

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

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.

   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 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. Password details for the 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'.

(ii) If your email ID is not registered, please follow instructions mentioned below in this notice.

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.co.in 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, read & 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.

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), AADHAR (self-attested scanned copy of Aadhar 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), AADHAR (self-attested scanned copy of Aadhar Card) to **www.ganeshaecoverse.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 and joining virtual meeting for Individual Shareholders holding securities in demat mode.**

c) Alternatively, Shareholder/Members may send a request to evoting@nsdl.co.in 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.

Details on Step 2 is given below:

<u>Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system:</u>

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 and General Meeting is in active status.
2. Select "EVEN" of Ganesha Ecoverse Limited for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.
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.

<u>GENERAL GUIDELINES FOR SHAREHOLDERS</u>

1. Institutional shareholders/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. authorizing its representative(s) to attend and vote at AGM to the Scrutinizer through e-mail to info@hksllp.in. with a copy marked to Company at ganeshaecoverse@gmail.com and to NSDL at 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 022-4886-7000 or send a request at evoting@nsdl.co.in.

4. Members who need assistance before and during the AGM, may contact the following:
   Name & Designation: Ms. Pallavi Mhatre, Deputy Vice President-NSDL
   E-mail ID: evoting@nsdl.co.in or pallavid@nsdl.co.in
   Contact No.: 022 48867000

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM :

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

19. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may gain access by following the process mentioned in **Step 1: Log-in to NSDL e-Voting system**. After successful login, Members should click on the "VC/OAVM link" placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company is displayed.

3. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/ask questions at the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker and may send their questions by sending their request from registered e-mail id- mentioning their name, DP ID and Client ID / Folio number and mobile number, so as to reach the Company's email address ganeshaecoverse@gmail.com at least 48 hours in advance before the date of the AGM. The same will be replied by the Company suitably.

6. Only those Members who have registered themselves as a speaker shall be allowed to express their views/ ask questions during the AGM, depending upon the availability of time.

7. The Company reserves the right to restrict the number of speakers at the AGM.

20. OTHER INSTRUCTIONS:

1. 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. Once a vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

2. The voting rights of the shareholders (for voting through remote e-voting or e-voting at AGM) shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Saturday, September 19, 2026** (i.e. the "Cut-Off Date").

3. 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 AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

4. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after **Friday, 28 August, 2026 i.e. BENPOS date** considered for dispatch of the notice and holding shares as on the cut-off date i.e. Saturday, September 19, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in./ to Company at ganeshaecoverse@gmail.com / its RTA at Bssdelhi@bigshareonline.com. However, if any person is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password for casting vote. If any person forgets his/her password, the password can be reset by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-4886-7000.

5. In case of Individual Shareholders holding shares in demat mode who acquire shares of the Company after **28 August, 2026** , BENPOS date and are holding shares as on the Cut-off Date i.e. Saturday, September 19, 2026, may follow steps mentioned in the Notice of the AGM under **"Step 1: Log-in to NSDL e-Voting system".**

6. Mr. Hemant Kumar Sajnani, Practising Company Secretary (Fellow Membership No. 7348 and Certificate of Practice No.-14214) has been appointed as the Scrutinizer to scrutinize the e-voting process (remote e-voting and e-voting at AGM), in a fair and transparent manner and the Scrutinizer has given his consent for appointment.

7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those members who are present at the AGM through VC/ OAVM but have not cast their votes by availing the remote e-voting facility.

8. The Scrutinizer shall after the conclusion of voting at the AGM, will scrutinize the votes cast at the Meeting and through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him, within 2 working days of conclusion of the meeting. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: ganeshaecoverse@gmail.com and on the website of NSDL at www.evoting.nsdl.com. The result will simultaneously be communicated to the stock exchange i.e BSE Limited.

9. As required under SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director seeking re-appointment under Item No. 3 of this Notice are as below:

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

Name of Director	**Mr. Sandeep Khandelwal**
DIN	**00379182**
Category/ Designation of Director	Managing Director
Date of Birth (Age in Years)	14 July, 1976 (50)
Date of first appointment on the Board	May 12, 2023
Qualification	MBA (Marketing)
Brief Resume	Mr. Sandeep Khandelwal, is M.B.A. (Marketing) from Institute of Management & Entrepreneurship Development (IMED), He is having experience of over 19 years in trading of Textile Yarns and Fibre. He is presently working as Sr. Vice-President of M/s. Ganesha Ecosphere Limited, a public limited listed company and is responsible for looking after the plant administration and operations.
No. of Years of Experience	19 years
Nature of expertise in specific areas	Having experience of 19 years in trading of Textiles Yarns and Fiber.

Terms and Conditions of re-appointment	Liable to retire by rotation.
Details of Remuneration sought to be paid	No remuneration is proposed to be paid.
Last Remuneration drawn	NIL
Shareholding in the Company (including as Beneficial owner)	1,65,000 Equity Shares of Rs. 10/- each.
Relationship with other Directors and KMP of the Company	Mr. Sandeep Khandelwal, Managing Director of the Company is Son of Mr. Vishnu Dutt Khandelwal.
No. of Board Meetings attended during the year	Four
Directorships held in other companies	➢ GESL SPINNERS LIMITED ➢ GPL FINANCE LIMITED ➢ SANDEEP YARNS PRIVATE LIMITED
Member/Chairman of Committees of other Companies of which he is a director	NIL
Listed entities from which the Director has resigned in the past three years	NIL

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

Item No: 4:

Regulations 23 of the SEBI Listing Regulations, provides that entering into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, require prior approval of the members of the Company.

In terms of Section 185 of the Companies Act, 2013, the Members of the Company vide their Special Resolution passed through postal ballot on 20th February, 2025, have already granted their approval for entering into transaction for granting of unsecured loan.

The Members, at the 22nd AGM held on 30th September, 2025, had granted their approval for entering into related party transactions with respect to grant of loan to GESL Spinners Limited ("GSL"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, upto an aggregate limit of Rs. 25.00 Crore, for a period of 2 years.

In terms of Regulation 23 of SEBI Listing Regulations, the said Members' approval shall be valid up to the date of ensuing AGM.

As the estimated value of the transactions proposed to be entered into with GSL during financial year 2027-28, is expected to cross the above stated "materiality" threshold, the Audit Committee at its meeting held on 3rd August, 2026, has granted its approval for entering into material related party contracts / arrangements / transactions with respect to grant of loan to GSL upto an aggregate limit of Rs. 25.00 Crore. The necessary details for such Related Party Transaction as applicable along with the justification were provided to the Audit Committee. The Audit Committee has also reviewed the certificate from the CEO & CFO of the Company confirming that the proposed Related Party Transaction is in the best interest of the Company and are entered on an arm's length basis.

The Members approval sought for the Material Related Party Transactions with GSL as set out at Item No. 4 shall be valid up to the date of next AGM to be held in the year 2027.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards ('ISF Note') which prescribes on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs').

The information/ details required under ISF note, for approval of material RPT are as follows:

Minimum information to be provided to the Audit Committee and Shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Part A – Minimum information of the proposed RPT		
S. No.	**Particulars of the information**	**Information provided by the management**
A(1). Basic details of the related party		
1.	Name of the related party	GESL Spinners Limited ("GSL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of Spun Yarn (Spinning).

A(2). Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	GSL is associate Company of the Company in which the Company holds 44.39%. Shri Vishnu Dutt Khandelwal and Shri Sandeep Khandelwal, Promoters/Directors of the Company also hold directorship in GSL. and they along-with their relatives hold 10.22% stake in GSL. Shareholding of the related party in the Company/ subsidiary- Nil

A(3). Details of previous transactions with the Related Party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last financial year.	**Sr. No.**	**Nature of Transactions**	**F.Y. 2025-26 (Rs. in Crore)**
		1	Unsecured Loan given	4.10
		2	Interest Income	0.38
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Sr. No.**	**Nature of Transactions**	**F.Y. 2026-27 (till 30/06/2026) (Rs. in Crore)**
		1	Unsecured Loan given	0.30

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No Default
A(4). Amount of the proposed transactions		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 25.00 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	YES
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	6909.89 %
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	N.A.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the	21.58%

	immediately preceding financial year, if available.	
6.	Financial performance of the related party for the immediately preceding financial year: **Particulars** / **FY 2025-26 (Crores)** Turnover: 115.86 Profit/Loss after Tax: (14.54) Net Worth: 34.21	
A(5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Grantof unsecured loan of ₹ 25.00 crores
2.	Details of the proposed transaction	The Company proposed to grant loan of ₹ 25.00 crores on following terms: - Rate of Interest: 9% p.a. - Tenure/ repayment schedule: Repayable after 2 years, with a provision of pre-payment, based upon requirement/ availability of funds. - Nature: Unsecured Loan The loan will be utilised by GESL Spinners Limited for its principle business activities.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	2 years
4.	Whether omnibus approval is being sought?	YES

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate Value of upto ₹ 25.00 Crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The loan is being given to cater to the fund requirement of the GSL, the Associate company. The transaction would be in the interest of the Company due to following factors: 1. Proposed merger of the Company with GSL. 2. Strategic investment already made by the Company in GSL, in alignment with Company’s core textile business. 3. Arms’ length nature of the transaction
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Shri Vishnu Dutt Khandelwal and Shri Sandeep Khandelwal, Promoters/Directors of the Company also hold directorship in GSL. and they along-with their relatives hold 10.22% stake in GSL.
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The transactions do not contemplate any valuation and would be carried out at arm’s length basis.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.

Registered Office: Gata No. 192 & 196, Village Temra, Tehsil-Bilaspur, District Rampur, Uttar Pradesh

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

Website: www.ganeshaecoverse.com

Part B – Additional Information for specific type of RPT		
S. No.	**Particulars of the information**	**Information provided by the management**
B(2). Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	N.A.
	a. Nature of indebtedness	N.A.
	b. Total cost of borrowing	N.A.
	c. Tenure	N.A.
	d. Other details	N.A.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.50% p.a.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9.00% p.a.
5.	Maturity / due date	2 (Two) years from the date of disbursement
6.	Repayment schedule & terms	i. The Loan shall be repaid within a period of 2 (Two) years from the date of disbursement. ii. The repayment period may be extended subject to renewal ofloan agreements with mutual consent of both the parties.

		iii. Repayment period may also be accelerated subject to the availability of cash flow with the borrower and mutual consent of both the parties.
7.	Whether secured or unsecured?	unsecured
8.	If secured, the nature of security & security coverage ratio	N.A.
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The loan will be utilised by GESL Spinners Limited for its principle business activities.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Members may note that pursuant to the provisions of the SEBI Listing Regulations, all related parties of the Company (whether such related party is a party to the above mentioned transactions or not) shall not vote to approve these Resolutions.

Except Mr. Vishnu Dutt Khandelwal, Mr. Sandeep Khandelwal and their relatives being the director(s) and/ or shareholder(s) of GSL, 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 Ordinary Resolution set out at Item No. 4 of the Notice except to the extent of their shareholding in the Company, if any.

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

Date: 31st August, 2026 | **By Order of the Board**

Registered Office: Gata No. 192 & 196, Village Temra,
Tehsil-Bilaspur, District Rampur,
Uttar Pradesh

Sd/-
(Anshuman Singh)
Company Secretary
ACS: 71651