



GANESHA ECOSPHERE LTD.

GESL/2019-20/

May 27, 2019

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
Scrip Code: 514167

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
Scrip Symbol: GANECOS

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir/ Ma'am,

In compliance with **SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, please find enclosed herewith Annual Secretarial Compliance Report dated May 25, 2019, for the year ended March 31, 2019, issued by M/s S.K. Gupta & Co., Practicing Company Secretaries, Kanpur.

Please take the above on record and oblige.

Thanking you,

Yours faithfully,
For Ganesha Ecosphere Ltd.

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

Encl: As above

S. K. Gupta & Co.

Company Secretaries

9, Roland Complex,
Upper Floor, 37/17,
Westcott Building,
The Mall,
Kanpur-208001
Telefax:0512- 2315123
Cell - 9415042137

E-mail:sk_gupta1@rediffmail.com

To,
The Board of Directors
Ganesha Ecosphere Limited,
Raipur (Rania), Kalpi Road,
Distt. Kanpur Dehat (U.P.)

Sub: Annual Secretarial Compliance Report

We have been engaged by **Ganesha Ecosphere Limited (CIN: L51109UP1987PLC009090)** (hereinafter referred to as 'the Company') whose Equity shares are listed on National Stock Exchange of India Limited (Symbol: **GANECOS**) and BSE Limited (Security Code: **514167**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report for the Financial year ended 31st March,2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a



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Company Secretaries

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manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed herewith.

For **S.K.Gupta & Co.**
Company Secretaries



(S.K.GUPTA)
Managing Partner
F.C.S -2589
CP-1920

Place: Kanpur
Date: 25th May, 2019

Encl: As above

SECRETARIAL COMPLIANCE REPORT OF GANESHA ECOSPHERE LIMITED
FOR THE YEAR ENDED ON 31st MARCH, 2019

We have examined:

- (a) all the documents and records made available to us and explanation provided by Ganesha Ecosphere Limited ("the Listed entity"),
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
[Not Applicable as there was no reportable event during the period under review];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as there was no reportable event during the period under review];**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not Applicable as there was no reportable event during the period under review];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and Circulars / Guidelines issued thereunder and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars / Guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the Listed entity / its Promoters / Directors / Material Subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and Circulars / Guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
			NIL	

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **[Not Applicable since this report is being issued for**



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the first time and accordingly, no action was required to be taken by the
Company].

For **S.K.Gupta & Co.**
Company Secretaries



(S.K.GUPTA)
Managing Partner
F.C.S -2589
CP-1920

Place: Kanpur
Date: 25th May, 2019