



GANESHA ECOSPHERE LIMITED

GESL/2024-25/

May 29, 2024

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, 2024.

Dear Sir/Madam,

In Compliance with **Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI and BSE/ NSE**, please find enclosed herewith Annual Secretarial Compliance Report dated May 27, 2024, for the year ended March 31, 2024, issued by M/s. S.K. Gupta & Co., Practicing Company Secretaries, Kanpur.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully
For Ganesha Ecosphere Limited

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

Encl.: As above

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

**Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st
March, 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Ganesha Ecosphere Limited (CIN: L51109UP1987PLC009090) (hereinafter referred to as the 'Listed Entity') whose Equity shares are listed on National Stock Exchange of India Limited (Symbol: GANECOS) and BSE Limited (Security Code: 514167), having its Registered Office at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.) in terms of Regulation 24A of the 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, BSE Circular No. 20230316-14 dated 16th March, 2023 and NSE Circular Ref No. NSE / CML / 2023 / 21 dated 16th March, 2023 as amended. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide our observations thereon.

Based on our verification of the Listed Entity's books, papers, minutes books, forms and returns filed and other records maintained by the Listed Entity and also the information provided by the Listed Entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the Listed Entity has, during the review period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:



S. K. Gupta & Co.

Company Secretaries

9, Roland Complex,
Upper Floor, 37/17,
Westcott Building,
The Mall,
Kanpur-208001(U.P.)
Cell - 9415042137
9415504016
E-mail:skgupta1903@gmail.com

We, M/s. S.K. Gupta & Co., Company Secretaries having our office at 9, Upper Floor, Roland Complex, 37/17, Westcott Building, The Mall, Kanpur – 208001 (U.P.), 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 report,

for the financial year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:

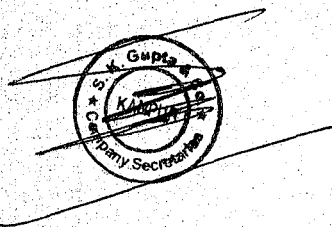
- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, Circulars, Guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), Rules made there under and the Regulations, Circulars, Guidelines issued there under by the Securities 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 (Buy-back 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 and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not Applicable as there was no reportable event during the period under review]**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

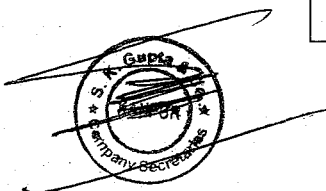


I (a) The Listed Entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount (Rs.)	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

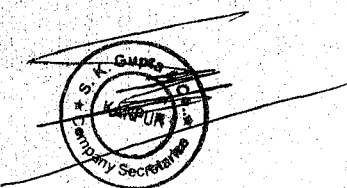
Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount (Rs.)	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL



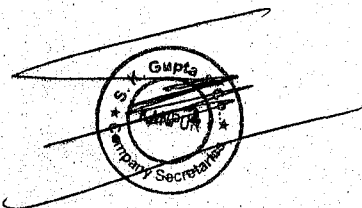
II. Compliances related to resignation / appointment / re-appointment of statutory auditors of the listed entities and their material subsidiaries as per SEBI Circular No. CIR / CFD / CMD 1 / 114 / 2019 dated 18th October, 2019 rescinded by SEBI Master Circular No. SEBI / HO / CFD / PoD2 / CIR / P / 2023 / 120 dated 11th July, 2023: **Not Applicable on the listed entity during the Review Period**

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sl. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	The 'Listed Entity' has generally complied with Secretarial Standards with respect to the Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of	Yes	--



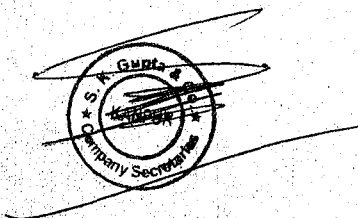
	<p>Board of Directors of the listed entities.</p> <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI. 		
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed Entity is maintaining a functional website. Timely dissemination of the documents / information under a separate section on the website. Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	--



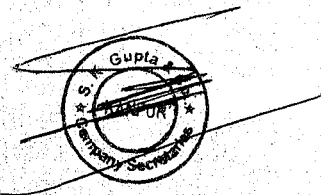
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	--
5.	<p>Details related to Subsidiaries of Listed Entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	<p>The Listed Entity does not have any material subsidiary company. However, the Listed Entity is having three wholly-owned subsidiaries (Indian and Overseas).</p>
6.	<p>Preservation of Documents:</p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	--



7.	<p>Performance Evaluation:</p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	--
8.	<p>Related Party Transactions:</p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The Listed Entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	<p>The Audit Committee of the Listed Entity has granted prior approval / ratified all related party transactions. (including material related party transactions).</p> <p>Further, during the financial year under review the Company has also taken approval of Shareholders at the Thirty Fourth Annual General Meeting held on 21st September, 2023 for entering into material related party transactions with GESL Spinners Private Limited, a related party of the Company</p>



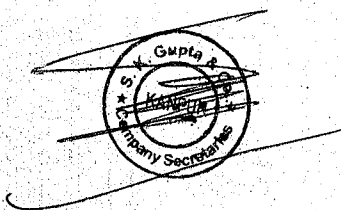
			within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of the SEBI Listing Regulations.
9.	<p>Disclosure of events or information:</p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--
10.	<p>Prohibition of Insider Trading:</p> <p>The Listed Entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the Listed Entity / its promoters / directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures</p>	Yes	--



	issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	--

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Listed Entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future



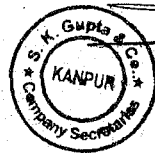
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viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

For **S.K. Gupta & Co.**
Company Secretaries
ICSI Unique Code: P1992UP012800
Peer Review Certificate No. 1088 / 2021

Place: Kanpur
Date: 27.05.2024



(S.K.GUPTA)
Managing Partner
F.C.S 2589, C.P 1920
UDIN: F002589F000460431