



# GANESHA ECOSPHERE LIMITED

GESL/2022-23

May 30, 2022

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, 2022.**

Dear Sir/Madam,

In Compliance with **SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, please find enclosed herewith Annual Secretarial Compliance Report dated May 30, 2022, for the year ended March 31, 2022, 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 2021-2022**

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report for the Financial year ended 31<sup>st</sup> March, 2022.

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.



**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:sk\_gupta1@rediffmail.com

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 manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

The Annual Secretarial Compliance Report is enclosed herewith.

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



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

Place: Kanpur  
Date: 30<sup>th</sup> May, 2022

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF GANESHA ECOSPHERE LIMITED**  
**FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2022**

We have examined:

- (a) all the documents and records made available to us and explanations 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 Financial year ended 31st March, 2022 ("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 **[Not Applicable as there was no reportable event during the period under review]**;
- (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 [upto 12<sup>th</sup> August, 2021] and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [with effect from 13<sup>th</sup> August, 2021];
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [upto 15<sup>th</sup> August, 2021] **[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 [upto 15<sup>th</sup> August, 2021] **[Not Applicable as there was no reportable event during the period under review];**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [with effect from 16<sup>th</sup> August, 2021] **Not Applicable as there was no reportable event during the period under review];**
- (i) 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:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued there under, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	<ul style="list-style-type: none"> <li>National Stock Exchange of India Limited ('NSE') issued a Notice No. NSE / LIST-SOP / COMB /</li> </ul>	In response to the Notices issued by





<p>(‘Listing Regulations’)</p> <p>The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website</p>	<p><i>FINES / 0820 dated 20<sup>th</sup> August, 2021 for non-compliance relating to delayed filing of disclosures of related party transactions on a consolidated basis by 1 (one) day under Regulation 23(9) of the Listing Regulations for the Half year ended 31<sup>st</sup> March, 2021 and imposed fine of Rs. 5,000/- (plus applicable GST)</i></p> <ul style="list-style-type: none"> <li>• <i>BSE Limited issued a Notice No. SOP-C Review dated 20<sup>th</sup> August, 2021 in terms of SEBI Circular No. SEBI / HO / CFD / CMD / CIR/ P/ 2020 / 12 dated 22<sup>nd</sup> January, 2020 for non-compliance relating to delayed disclosure for related party transactions on a consolidated basis by 1 (one) day under Regulation 23(9) of the Listing Regulations for the half year ended 31<sup>st</sup> March, 2021 and imposed fine of Rs. 5,000/- (plus applicable GST).</i></li> </ul>	<p>National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) to the Company for non-compliance of Regulation 23(9) of the Listing Regulations relating to delayed submission of disclosure of related party transactions for the half year ended 31<sup>st</sup> March, 2021, the Company had made the payment of fine of Rs. 5400/- (net of taxes) on 02.09.2021 through NEFT</p>
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			<p><i>mode with NSE and BSE.</i></p> <p><i>The Company had also filed a representation through Letter No. GESL / 2021-22 dated 8<sup>th</sup> October, 2021 with NSE and BSE with a request for waiver of penalty levied and also made clarification on the fact that the submission of disclosure was filed in time on 22<sup>nd</sup> June, 2021 which was within 30 days from the date of publication of the Company's</i></p>
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			<i>standalone and consolidated financial results in the newspapers.</i>
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- (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:

<b>Sl. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken e.g. fines, warning letter, debarment, etc.</b>	<b>Observations / remarks of the Practicing Company Secretary, if any.</b>
1.	National Stock Exchange of India Limited (NSE)	Delay of 1 (one) day in filing disclosure of related party transactions on a consolidated basis under	In terms of Notice No. NSE / LIST-SOP / COMB / FINES / 0820 dated 20 <sup>th</sup> August, 2021, NSE imposed a fine of Rs. 5,000/- (plus	The default for non-compliance of Regulation 23(9) of Listing Regulations was settled by the Company on payment of fine of Rs.

		<p>Regulation 23(9) of the Listing Regulations for the half year ended 31<sup>st</sup> March, 2021</p>	<p>applicable GST) on the Company towards delayed filing of disclosure of related party transactions on consolidated basis for the Half year ended 31<sup>st</sup> March, 2021 under Regulation 23(9) of the Listing Regulations.</p>	<p>5400/- (net of taxes) on 02.09.2021 through NEFT.</p> <p>The Company also vide its Letter No. GESL / 2021-22 dated 8<sup>th</sup> October, 2021 furnished a request for waiver of penalty levied and also made clarification on the fact that the submission of disclosure was filed in time on 22<sup>nd</sup> June, 2021 i.e. within 30 days from the date of publication of the Company's standalone and consolidated financial results in the newspaper on 24<sup>th</sup> May, 2021 and requested to take a</p>
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				<i>liberal view in the matter and not to construe as non-compliance of Regulation 23(9) of the Listing Regulations which was taken on record by National Stock Exchange of India Limited.</i>
2.	<i>BSE Limited</i>	<i>Delay of 1 day in filing disclosure of related party transactions on a consolidated basis under Regulation 23(9) of the Listing Regulations for the half year ended 31<sup>st</sup> March, 2021</i>	<i>BSE Limited imposed a fine of Rs. 5,000/- (plus applicable GST) in terms of SEBI Circular No. SEBI / HO / CFD / CMD / CIR/ P/ 2020 / 12 dated 22<sup>nd</sup> January, 2020 for non-compliance in making delayed disclosure for related party transactions on a consolidated basis under Regulation 23(9) of the Listing</i>	<i>The default for non-compliance of Regulation 23(9) of Listing Regulations was settled by the Company on payment of fine of Rs. 5400/- (net of taxes) on 02.09.2021 through NEFT. The Company also vide its Letter No. GESL / 2021-22 dated 8<sup>th</sup> October, 2021 furnished a</i>

			<p><i>Regulations for the half year ended 31<sup>st</sup> March, 2021.</i></p>	<p><i>request for waiver of penalty levied and also made clarification on the fact that the submission of disclosure was filed in time on 22<sup>nd</sup> June, 2021 i.e. within 30 days from the date of publication of the Company's standalone and consolidated financial results in the newspaper on 24<sup>th</sup> May, 2021 and requested to take a liberal view in the matter and not to construe as non-compliance of Regulation 23(9) of the Listing Regulations which was taken on record by BSE Limited.</i></p>
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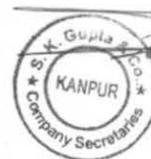
(d) The Listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sl. No.</b>	<b>Observations of the Practicing Company Secretary in previous reports</b>	<b>Observations made in the Secretarial Compliance Report for the Financial year ended .....</b> <b>(The years are to be reported)</b>	<b>Action taken by the Listed entity, if any.</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the Listed entity</b>
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(e) The reporting of clause 6 (A) and 6(B) of the Circular No. CIR / CFD / CMD 1/ 114 / 2019 dated 18th October, 2019 issued by the Securities and Exchange Board of India on 'Resignation of statutory auditors from listed entities and their material subsidiaries' is not applicable during the review period.

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

ICSI Unique Code: P1992UP012800  
Peer Review Certificate No. 1088 / 2021



(S.K.GUPTA)

Managing Partner

F.C.S 2589, C.P 1920

UDIN: F002589D000428168

Place: Kanpur  
Date: 30<sup>th</sup> May, 2022