



MEHROTRA RAKESH KUMAR & Co.

CHARTERED ACCOUNTANTS

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**To,
The Board of Directors,
GANESHA ECOSPHERE LIMITED**

We have reviewed the accompanying statement of 'Un-audited financial results for the quarter ended 31st December, 2013' of **Ganeshha Ecosphere Limited** (the "Company"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management but have neither been reviewed nor been audited by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

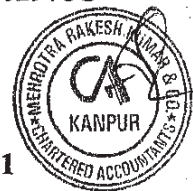
We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared, in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies' (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other recognized accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For Mehrotra Rakesh Kumar & Co.
Chartered Accountants
Firm Registration No. 002978C**


**(Deepak Seth)
Partner**

Membership No.: 073081



Place: Kanpur

Dated: 13 FEB 2014