

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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|--|--|--|---|
| Name of the Target Company (TC) | Ganesha Ecosphere Ltd. | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | As per Annexure | | |
| Whether the acquirer belongs to Promoter/Promoter group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited & National Stock Exchange of India Limited | | |
| Details of the acquisition / disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable* | % w.r.t. total diluted share/voting capital of the TC(**) |
| Before the acquisition under consideration, holding of: | | | |
| a) Shares carrying voting rights | 93,20,936 | 57.53 | 48.61 |
| b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | 93,20,936 | 57.53 | 48.61 |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/sold | 6,25,000 | 3.86 | 3.26 |
| b) VRs acquired/sold otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | - | - | - |
| d) Shares encumbered / invoked/released by the acquirer | - | - | - |
| e) Total (a+b+c+d) | 6,25,000 | 3.86 | 3.26 |

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| | | | |
|--|--|-------|-------|
| After the acquisition/sale, holding of | | | |
| a) Shares carrying voting right | 86,95,936 | 53.67 | 45.35 |
| b) Shares encumbered with the acquirer | - | - | - |
| c) VRs otherwise than by shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | - | - | - |
| e) Total (a+b+c+d) | 86,95,936 | 53.67 | 45.35 |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Open Market | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 20 th April, 2015 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | Rs. 16,20,10,000/- divided into 16201000 Equity Shares of Rs. 10/- each. | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs.16,20,10,000/-divided into 16201000 Equity Shares of Rs. 10/- each. | | |
| Total diluted share/voting capital of the TC after the said acquisition | Rs. 19,17,68,770/- divided into 1,91,76,877 [@] Equity Shares of Rs. 10/- each. | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(@) The reference to the Total Diluted Share/ Voting Capital means the total number of Equity shares in the TC assuming full conversion of the outstanding 2,50,000 Warrants and 31,07,500 CCPS convertible into 29,75,877 Equity Shares of Rs. 10/- each of the Target Company.



Signature of the acquirer / seller / Authorised Signatory

Place: *Kanpur*

Date: *21.04.2015*

NAME(S) OF THE ACQUIRER & PERSON ACTING IN CONCERT (PAC) WITH THE ACQUIRER

1. Shyam Sunder Sharmma
2. Vishnu Dutt Khandelwal
3. Sharad Sharma
4. Rajesh Sharma
5. Seema Sharma
6. Sandeep Khandelwal
7. Vimal Sharma
8. Ratna Sharma
9. Shyam Sunder Sharmma HUF
10. Sharad Sharma HUF
11. GPL Finance Ltd.
12. Sandeep Yarns Pvt. Ltd.
13. Vishnu Dutt Khandelwal HUF
14. Rajesh Sharma HUF
15. Nirmal Khandelwal
16. Yash Sharma

DETAILS OF THE SHARES SOLD

| Name of Seller(s) | No. of Shares Sold |
|------------------------|--------------------|
| Shyam Sunder Sharmma | 225000 |
| Sharad Sharma | 200000 |
| Vishnu Dutt Khandelwal | 200000 |
| TOTAL | 625000 |

For and on behalf of Promoter & Promoter Group
of Ganesha Ecosphere Ltd.



(Authorised Signatory)

Place: Kanpur

Date: 21.04.2015