



GANESHA ECOSPHERE LIMITED

GESL/2025-26/

May 30, 2025

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, 2025.

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 29, 2025, for the year ended March 31, 2025, 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

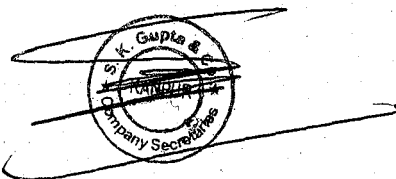
Encl.: As above

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, 2025

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**) having its Registered Office at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.) [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**), 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 (modified vide SEBI Master Circular No. SEBI / HO / CFD / PoD2 / CIR / P / 0155 dated 11th November, 2024), 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,



2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

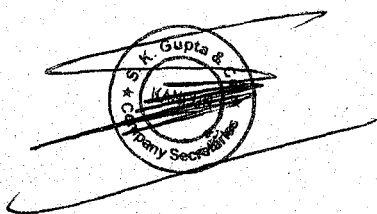
We have examined:

- (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 report,

for the financial year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

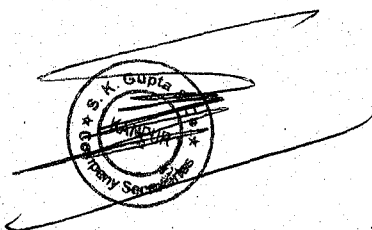
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made there under and the Regulations, Circulars, Guidelines issued there under by the Securities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



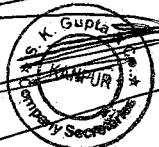
S. K. Gupta & Co.

Company Secretaries

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

(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:

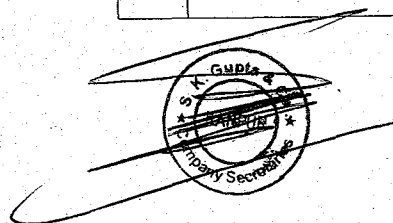
Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount (Rs.)	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 30 read with sub-para 15(a) of Para A of Part A of Schedule III of SEBI	Reg. 30 read with sub-para	Delay in filing of the prior intimation of Schedule of Analyst /	--	--	--	--	There was a delay in filing the prior intimation relating to Schedule of	There was an inadvertent delay in submission of prior	--



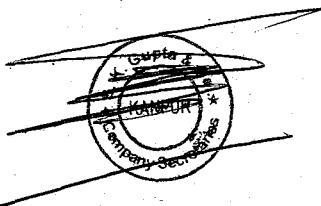
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(Listing Obligations and Disclosure Requirements) Regulations, 2015 - The Listed entity shall give intimation of at least two working days in advance (excluding the date of the intimation and the date of meeting).	15(a) of Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulation	Investor Meet.						Analyst / Investor Meet held on 24.05.2024, 12.08.2024, 22.11.2024 and 25.03.2025 respectively with the Stock Exchange(s) during the financial year.	intimation of Schedule of Analyst / Investor Meet to the stock exchanges due to oversight. However, the Company will ensure that such unintended failure to	
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		tions, 2015.							disclose within the prescribed timelines does not arise in future.	
2.	Regulation 30 read with sub-para 7 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations,	Reg. 30 read with sub-para 7 of Para A of Part A of	Delay in filing of intimation relating to appointment of Senior Management Personnel (SMP) at the Board Meeting held	--	--	--	--	There was a delay in filing of intimation relating to appointment of Shri Harsh Sharma, Vice President as Senior	There was an inadvertent delay in submission of the disclosure to the stock exchange, due to	--



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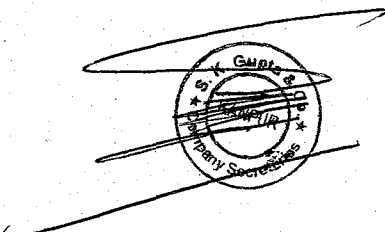
2015	-The	Schedu	on						Management	oversight.	
Listed	entity	le III of	12.11.2024.						Personnel	However,	
shall	intimate	Listing							(SMP) of the	the	
to the	Stock	Regula							Company at	Company	
Exchange,	the	tions.							the Board	will ensure	
appointment	of								Meeting held	that such	
Senior									on	unintended	
Management									12.11.2024.	failure to	
Personnel									The said	disclose	
(SMP) within									disclosure	within the	
30 minutes									should have	prescribed	
from the									been filed	timelines	
conclusion of									with 30	shall not	
the Board									minutes from	arise in	
Meeting.									the	future.	
									conclusion of		



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

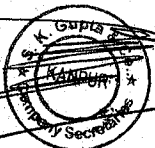
Sl. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2024	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the Listed entity	Remedial actions, if any, taken by the Listed entity	Comments of the PCS on the actions taken by the Listed entity
	NIL	NIL	NIL	NIL	NIL	NIL



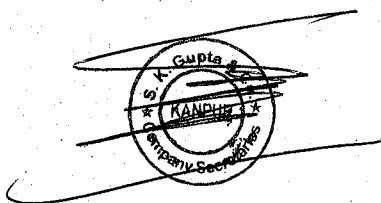
c. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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 Board of Directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been	Yes	--

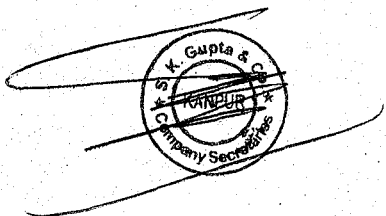
	reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.		
3.	Maintenance and disclosures on Website: • The Listed Entity is maintaining a functional website. • Timely dissemination of the documents / information under a separate section on the website. • Web-links 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.	Disqualification of Director: None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act,	Yes	--



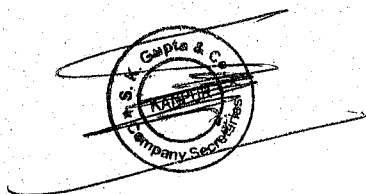
	2013 as confirmed by the listed entity.		
5.	Details related to Subsidiaries of Listed Entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries	Yes	During the review period, Ganesha Ecotech Private Limited, a Wholly Owned Subsidiary of the Listed Entity has attained the status of a material subsidiary in terms of the provisions of Regulation 16(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Listed Entity has three wholly-owned subsidiaries (Indian and Overseas) including one material subsidiary.
6.	Preservation of Documents: The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of	Yes	--



	Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: 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.	Yes	--
8.	Related Party Transactions: (a) The Listed Entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	Yes	The Audit Committee of the Listed Entity has granted prior approval / ratified all related party transactions. (including material related party transactions). Further, during the financial year under review the Company has also taken approval of Shareholders at the Thirty Fifth Annual General Meeting held on 10 th September, 2024 for entering into material



			related party transactions with GESL Spinners Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2 (1) (zb) of the SEBI Listing Regulations, upto an aggregate amount of Rs. 300 Crore for the financial year 2025-26.
9.	Disclosure of events or information: 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.	Yes	Except for the disclosures enumerated under Point No. (a) supra, the Company has been regular in filing the disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the prescribed timelines.
10.	Prohibition of Insider Trading: The Listed Entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--



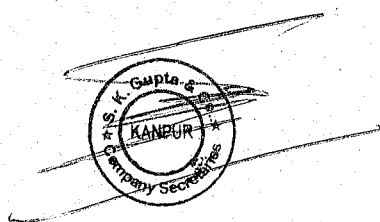
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Listed Entity / its promoters / directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	--
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	During the Review Period there was no resignation / appointment / re-appointment of Statutory Auditors of the Company



13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	--
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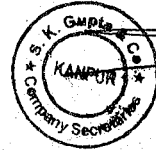
Assumptions & Limitation of scope and Review:

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 certify 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 viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.



6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

Place: Kanpur
Date: 29.05.2025



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: F002589G000493222