



POWER OF CIRCULARITY

IS
OUR MISSION
AND HAS BEEN
FOR MORE THAN

36

YEARS
AND COUNTING

36th
Annual Report
2024-25



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Forward-looking statement

Certain statements in the Annual Report of Ganesha Ecosphere Limited for FY 2024-25 constitute 'forward-looking statements', which involve known and unknown risks and opportunities, other uncertainties, and important factors that could turn out to be materially different following the publication of actual results. These forward-looking statements speak only as of the date of this document. The Company undertakes no obligation to update publicly, or release any revisions, to these forward-looking statements, to reflect events or circumstances after the date of this document, or to reflect the occurrence of anticipated events. We have tried, wherever possible, to identify such statements by using words such as 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions.



Ganesha at a Glance

3+ Decades

Rich Industry Experience

6

Manufacturing
Facilities

8.5+ billion

Scrap bottles
recycled annually

400+

Customers
across 16+ countries

300+

Supplier
Network Pan India

1,96,440 MTPA

Recycling & Washing Capacity

2,800+

Employees

₹ 211 Crores

EBITDA

1,50,000+ MTPA

PET Waste converted

₹ 1,466 Crores

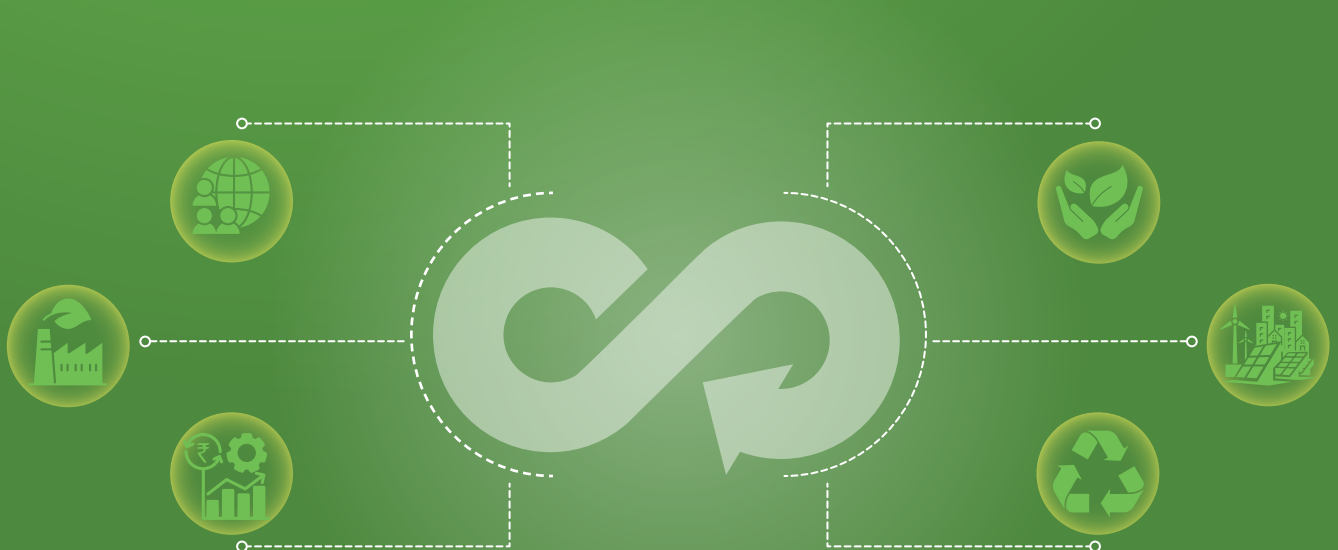
Revenue

500+

Product Variants

₹ 103 Crores


PAT





Power of Circularity

Every ending becomes
the beginning of
something valuable.



Circularity defines how Ganesha Ecosphere creates value from waste. Post-consumer PET is collected through wide-reaching sourcing networks and reintroduced into the system through advanced recycling facilities. The output – rPET fibres, food-grade granules, and engineered yarns – serves high-performance applications across sectors. Every stage of the process is designed to uphold consistency, traceability, and efficiency.

Backward integration strengthens this loop. Raw materials are secured early, recovery rates are improved, and partnerships are built to reinforce supply stability. Products flow back into circulation through trusted client relationships. This model links sustainability with scale and business performance with environmental discipline.

Setting-up of Warangal unit prepares Ganesha to serve future global demand. Company's facilities extend the loop, not break it. Each investment deepens the company's circular foundation.

From collection to creation, every loop completed demonstrates the **"Power of Circularity"** as a driver of growth, trust, and long-term value.



Leading the Change in rPET World





The world is demanding better answers to plastic waste.

The way the world uses plastic is changing. Countries are introducing laws to reduce plastic waste. Global brands are committing to increase the use of recycled materials in their products. Consumers, too, are becoming more conscious of how packaging impacts the environment. In this shift, rPET, has emerged as a critical material. It is safe, traceable, and significantly reduces the need for virgin plastic. However, it takes scale, quality, and credibility to meet the growing global demand – and that is where we are making a real difference.

We are building the scale and trust to meet this moment.

With over 35 years of experience, we have become India's largest PET recycler. Each year, we process over **1,50,000 tons of PET waste**, equivalent to more than **8.5 billion bottles**. We are expanding our rPET capacity through greenfield and brownfield projects to meet the industry demand for quality products.

In India, the rPET opportunity is being shaped by regulation and rising brand action.

India's recycled PET market is growing steadily, driven by demand from FMCG and textile sectors. Leading companies are already using up to 90% rPET in select products. Reports project 9.3% annual growth in rPET demand through 2030, with brands targeting 60% recycled content. Government rules now mandate recycled content through Extended Producer Responsibility (EPR), and large investments are underway.

Source: <https://www.6wresearch.com/industry-report/india-recycled-pet-market>

Our products reflect global quality, local impact, and brand trust.

Through our **Go Rewrite® brand**, we deliver rPET fibre to textile rPET chips, and packaging. Our bottle grade chips are **certified by FSSAI, US FDA, and EFSA**, ensuring the highest levels of safety and consistency. We also maintain a robust supply chain, collecting **450 tons of PET waste daily**, supported by a strong national network and strategic partnerships.

And in doing so, we are reshaping how India and the world build value from waste.

8.5+ billion

PET bottles recycled annually

400+

Customers served across **16+** countries

65%

Revenue target from rPET contribution

**FSSAI, US FDA,
and EFSA**

Certified for food-grade packaging

Letter from the Chairman



The global textile and PET markets are undergoing structural change. Demand for sustainable fibres and recycled inputs is rising across fashion, packaging, and consumer goods. Regulatory frameworks in advanced economies are mandating recycled content in packaging, while brands are pledging higher use of rPET in products.

Dear Shareholders,

I am pleased to present you the Annual Report of Ganesh Ecosphere Limited for FY 2024-25 – a year that marked a defining chapter in our journey. We transitioned from stability to scale, from resilience to resurgence, and from promise to performance where circularity remained central to our progress, shaping both our actions and our vision for the future.

Operational performance

FY 2024-25 was a landmark year in terms of financial delivery as this was not just a year of progress – it was a year of firsts. A year that marked a turning point in our journey, where ambition met execution, and strategy translated into results. For the first time in our history, we crossed key financial milestones that speak volumes about the strength of our business model and the unwavering conviction behind our strategy.

We achieved a Consolidated EBITDA of ₹ 210.58 Crores, reflecting a remarkable 53% growth over the previous year. Our Profit After Tax stood at ₹ 103.12 Crores, a staggering 154% increase year-on-year and the revenue climbed to ₹ 1,465.54 Crores – a 31% rise over FY 2023-24. We also scaled new heights in production, reaching 1.56 lakh tonnes – a 20% increase that showcases our ability to meet rising demand with disciplined execution and strong momentum in the rPET granule business. The legacy rPSF and yarn business faced margin pressures from raw material price volatility and muted textile demand, yet managed to deliver a 21% rise in profits, supported by operational prudence.

Operational excellence remained a constant focus. Standalone plant utilization crossed 100%, supported by efficient inventory and power cost savings in new lines. While competition in rPET is intensifying, our decades-long experience, trusted relationships, and deep sourcing capabilities remain strong differentiators. These initiatives



define the path forward and reinforce our position as a reliable partner in the global circular economy.

Our promoters infused ₹ 112.50 Crores through the conversion of equity warrants – an emphatic vote of confidence in the Company’s long-term growth trajectory. Their commitment strengthens our capital base and supports our scale-up ambitions.

Together, these achievements are more than financial metrics – they are proof that we are building something enduring. We are not just growing; we are evolving, leading, and setting new benchmarks. And as we look ahead, we do so with confidence, knowing that the foundation we’ve laid is strong, and the future we’re shaping is even stronger.

Market realignment

The global textile and PET markets are undergoing structural change. Demand for sustainable fibres and recycled inputs is rising across fashion, packaging, and consumer goods. Regulatory frameworks in advanced economies are mandating recycled content in packaging, while brands are pledging higher use of rPET in products. In India, Extended Producer Responsibility is creating assured demand for recycled polymers, targeting 30% recycled content from April 2025 and 60% by FY 2028-29. This shift is opening a market of more than one million tons of B2B-grade rPET by the end of the decade.

We are well placed to capture this transition. Our established scale, strong collection network, and early investment in food-grade rPET granules



position us as a preferred partner for global brands. With our new capacity coming online, we're better equipped than ever to serve demand pipeline. The external environment, however, remained uneven. Overcapacity in textiles, volatility in scrap bottle prices and higher freight costs pressured margins during the year. Yet, the broader market realignment towards recycled inputs underscores a long runway of growth, with Ganesha positioned at the centre of this shift.

Strategic progress

Product innovation and market diversification continued to shape our growth strategy. We are increasing the share of value-added rPSF products, such as shortcut, antimicrobial, hollow conjugated, and dyed fibres, across sectors including geotextiles, automotive, and home furnishings. Our target is to raise their contribution to 55-60% over the next two years. Export momentum remains strong, helping balance headwinds in domestic textiles.

To reinforce the circular economy, we partnered with Race Eco Chain to expand PET collection and washing infrastructure across India. This initiative not only enhances feedstock availability and traceability but also creates predictable offtake for collectors and aggregators, fostering greater stability in the recycling value chain. On the sourcing front, our strategic investment in RACE Eco Chain ensures steady PET waste supply for future expansion, strengthening the most fragile links of the value chain and enabling EPR compliance with greater confidence and resilience.

Sustainability in action

Responsible growth has always been central to our journey. Our business model is built on recycling post-consumer PET waste and creating value that reduces environmental impact while strengthening the circular economy. The scale of our operations demonstrates this commitment, over 1,50,000 MTPA of PET waste converted during FY 2024-25, equivalent to more than 8.5 billion bottles recycled. Partnerships with global brands such as Coca-Cola on circular packaging and Ultratech Cement for waste-to-energy initiatives further extend our impact beyond operations.

Environmental stewardship goes hand-in-hand with resource efficiency. Our Warangal facility has achieved Zero Liquid Discharge status, recycling nearly 90% of its process water, limiting fresh water use significantly. Rainwater harvesting systems deployed across facilities reinforce this approach. On energy, we continue to transition towards clean power, with 16.53 MWp rooftop solar capacity installed, and 17.43 MW of solar power purchased for captive consumption. Several of our plants today run substantially on renewable energy, supporting

our long-term decarbonization agenda. Solar energy alone accounts for approximately 40% of our total electricity consumption, making it a cornerstone of our renewable strategy.

Our responsibility extends to people and communities. Employees remain the backbone of our progress, supported through regular training, career development, health check-ups, and strong workplace safety practices. Communities around our plants benefit from free ambulance services, dispensaries during FY 2024-25, educational assistance, and skill training centers. By integrating informal workers into our recycling value chain and addressing local energy needs through solar projects, we create livelihoods and enable inclusive growth. Strong governance reinforces these actions, with structured oversight, ethical standards, and a transparent framework that sustains stakeholder trust.

Future vision

The progress achieved during FY 2024-25 gives us clarity to navigate the road ahead. Our business is entering a scale-up phase powered by capacity expansion, product diversification, and deeper global engagement.

On the back of tailwinds in rPET industry with regulatory push, we strive to add sizable capacity expansion and expect a revenue growth of over 20% over next few years. A sharper focus on working capital discipline, stronger cash conversion, and prudent leverage will reinforce resilience, while exports and value-added products continue to strengthen the foundation for sustainable growth under the guiding theme of circularity.

Closing note

We remain focused on building scale with responsibility and discipline. Our strategy is clear, expand capacity, deepen exports, drive value-added products, and advance sustainability. This approach positions us to deliver long-term growth while strengthening our leadership in the industry. The trust of our stakeholders is central to this journey, and we will continue to honor it with consistent performance and responsible practices.

I thank our shareholders, customers, employees, and partners for their continued support. Their confidence gives us strength to execute our plans with conviction and build a business that creates value across generations.

With best regards,

Shyam Sunder Sharmma
Chairman

ABOUT GANESHA ECOSPHERE

Driving the Circular Progress

Our production is centred on recycling PET bottles into key products such as rPSF, rPET granules, and rPET filament yarn and our manufacturing facilities are well equipped to produce these products in the most efficient and sustainable manner.

We have a track record of more than three decades in polyester recycling. We operate at scale, supported by an established supplier network and a strong collection system across India, especially in the northern and southern regions. We mobilize nearly 450 tons of PET bottle waste each day and cater to a diversified client base through repeat business. These strengths reinforce our position as largest players in the PET recycling space in India.



Our Vision

To become a global corporate citizen, committed to recycling every PET bottle, which is thrown into waste, with world-class recycling facilities and to create wealth for our stakeholders through conducting business around social and environmental concerns.



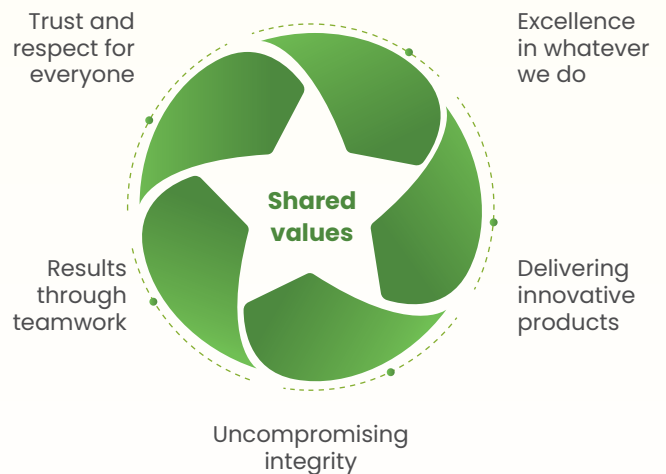
Legacy

Ganesha Ecosphere Limited, India's leading PET recycler, was incorporated in 1987. Led by Mr. Shyam Sunder Sharmma, Chairman and his team of skilled professionals, the Company emerged as the largest producer of rPSF (recycled polyester staple fiber), pioneering the production of rPET fibre and rPET yarn from post-consumer PET bottle scrap.



Our Mission

- To be a high-performance organization by making the best use of resources and empowering people
- To be the preferred choice of our customers by providing world-class customer services
- To maintain high level of quality in our products through innovative research and technology development in our processes, products and applications
- To build relationships with stakeholders based on trust, transparency and ethical business conduct
- To contribute to the cause of making our planet a better place to live in for the present and future generations





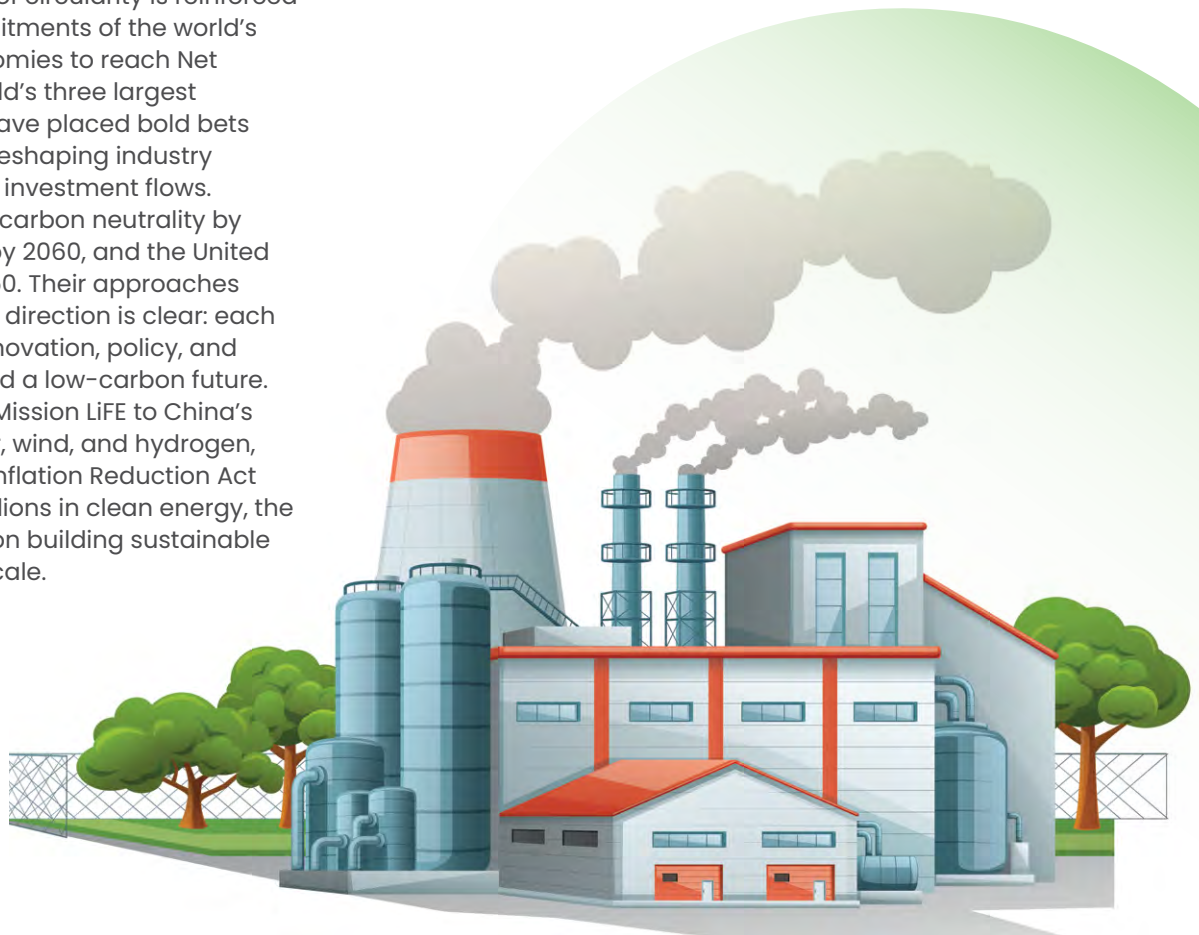
INDUSTRY OVERVIEW

Circular Pathways to Sustainable Growth

The world is at an inflection point where economic growth must coexist with environmental responsibility. Rising consumption, resource scarcity, and mounting waste volumes are putting pressure on traditional linear models of production and use. Circularity, recycling, reusing, and reducing dependence on virgin resources, has emerged as the most sought-after solution. It offers a pathway to lower emissions, reduce waste, conserve resources, and create new economic value. The transition to circular models has become the basis for future resilience and competitiveness.

Global Action on Net Zero

The urgency of circularity is reinforced by the commitments of the world's largest economies to reach Net Zero. The world's three largest economies have placed bold bets on Net Zero, reshaping industry priorities and investment flows. India targets carbon neutrality by 2070, China by 2060, and the United States by 2050. Their approaches differ, but the direction is clear: each is aligning innovation, policy, and capital toward a low-carbon future. From India's Mission LiFE to China's surge in solar, wind, and hydrogen, and the U.S. Inflation Reduction Act mobilizing billions in clean energy, the emphasis is on building sustainable systems at scale.



India's progress to achieve Net Zero by 2070



Grid & Critical Minerals: India needs ~USD 10 trillion in investments by 2070; already achieved 242.8 GW installed power capacity from non-fossil sources as of June 2024

Energy Transition Technologies: Over 60% of coal-based capacity now operates on supercritical/ultra-supercritical technologies, reducing emission intensity

Clean Energy Alternatives: Nuclear contributes 6.8 GW capacity, with projects underway to double this by 2035

Circular & Sustainable Practices: Between 2005 and 2023, India created an additional carbon sink of 2.29 billion tons CO₂e, nearing its NDC target

Source: PIB, PIB1

Mission LiFE & Public Awareness: LiFE initiatives and Green Credit Rules could save USD 440 billion globally by 2030 through reduced consumption and lower prices

China's progress to achieve Net Zero by 2060

Massive Green Investment: China spent 2x more than any other country on the green transition in 2023, commissioning as much solar PV capacity as the entire world did in 2022 and 75% of global wind farm installations.

Global Battery Leader: Chinese companies controlled 60% of the global EV battery market in 2023, with exports growing 30% YoY.

Hydrogen Push: Home to the world's largest green hydrogen project and 40% of global hydrogen refueling stations, supporting a fast-growing fleet of hydrogen vehicles.

Enterprise Commitment: Over 800 large Chinese companies have pledged carbon neutrality by 2050, deploying AI, automation, and sustainable processes across industries.



Innovation at Scale: The world's first zero-carbon factory in Sichuan province uses AI-driven optimization to cut 4,00,000 tons of carbon emissions annually.

Source: weforum.org



United States' progress to achieve Net Zero by 2050



Unprecedented clean energy investment: In 2024, U.S. investment in clean energy reached **USD 300 billion**, a 16% increase from 2023, and approximately **1.6× the 2020 level**

Source: IEA

Inflation reduction act (IRA) impact: The IRA allocates between **USD 369 billion and over USD 780 billion** to clean energy and climate-related projects through tax incentives and green financing

Source: Time

Federal government leading by example: Executive orders mandate that by 2030, the federal government transition to **100% carbon pollution-free electricity**, prioritizing locally supplied clean energy for 24/7 demand

Source: Sustainability.gov

Rapid growth in renewables & storage capacity: By the end of 2024, wind capacity rose to **153.8 GW** (+6.5 GW YoY), solar capacity soared to **128.2 GW** (+38.4 GW), and battery storage jumped to **30.9 GW** (+14.9 GW), with residential solar attachment expected to climb from 14% to **25%**

Source: Deloitte

Net Zero Leaders 2025

According to Forbes, leading global companies have elevated circularity as a strategic lever in their Net Zero journeys. From multinational consumer goods companies shifting entirely to recycled content packaging, to technology firms embedding closed-loop recycling into their supply chains, these leaders demonstrate that sustainability and profitability can advance together. Their investments in renewable energy, recycling technologies, and circular material flows are creating benchmarks for industries worldwide.

Source: Forbes

At the same time, it is also a visible contributor to plastic waste. Recognizing this duality, India has introduced an Extended Producer Responsibility (EPR) framework that sets targets for recycling, recycled content use, and reuse across categories.

For producers and brands, this framework creates both an obligation and an opportunity. It compels companies to integrate recycling into their operations, while also opening avenues to innovate with rPET-based packaging. At a broader level, the EPR rules align India's PET ecosystem with global sustainability trends, positioning recycling not just as compliance, but as a lever for long-term competitiveness.

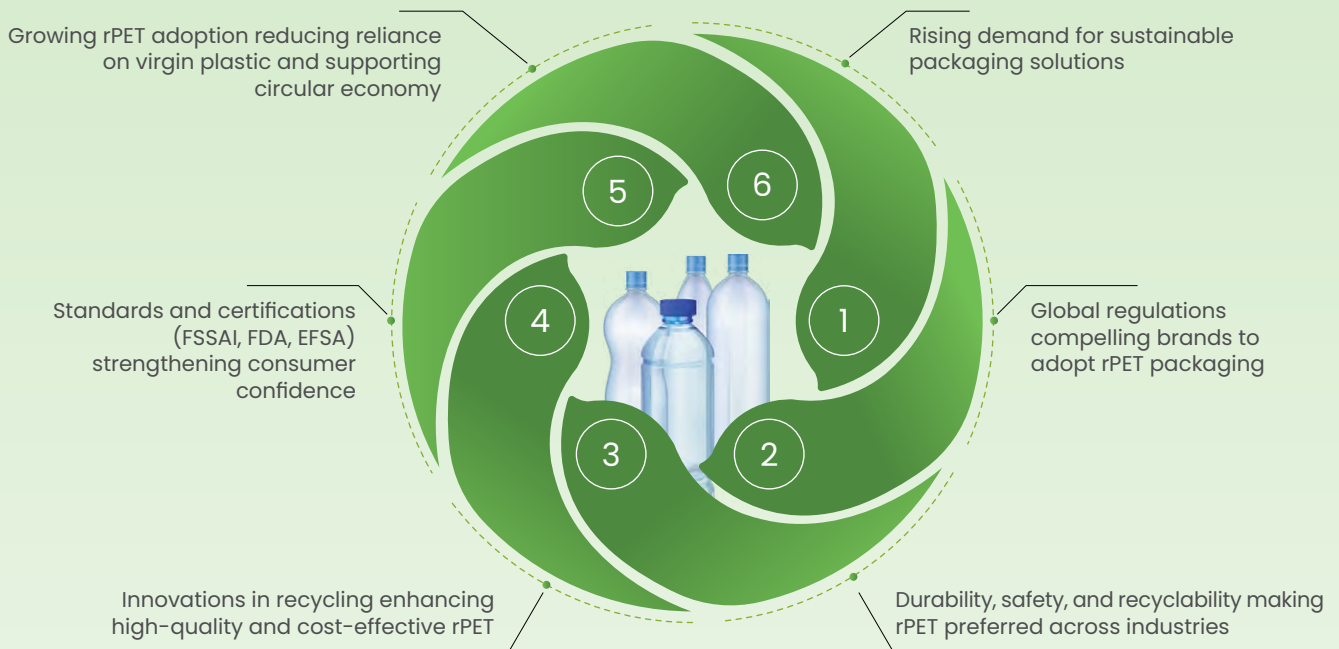
India's PET market and the recycling push

Circularity in plastics, particularly PET, offers a clear illustration of how regulation, consumer demand, and industry innovation are intersecting. PET is one of the most widely used packaging materials due to its versatility and safety.

3.5–4 Lakh tons

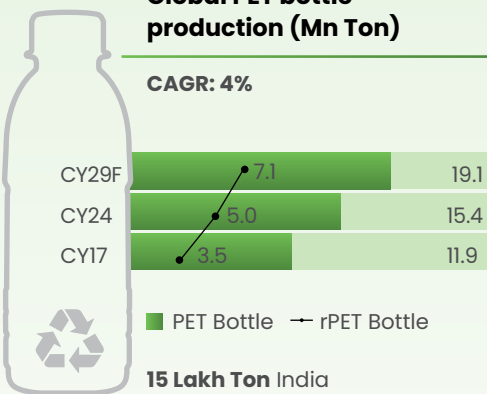
Rising rPET demand projected for FY 2025–26

Key growth drivers for recycled PET



Global PET bottle production (Mn Ton)

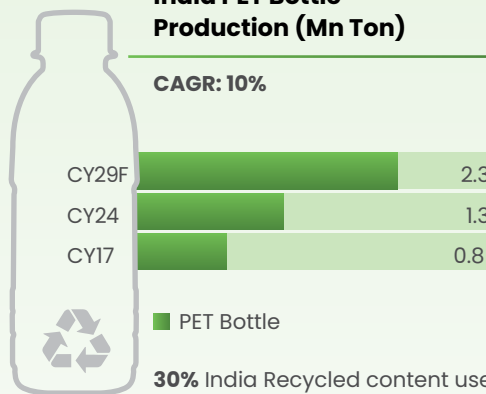
CAGR: 4%



15 Lakh Ton India PET Bottle expected Consumption in CY25

India PET Bottle Production (Mn Ton)

CAGR: 10%



30% India Recycled content use EPR Target in PET bottles in FY26



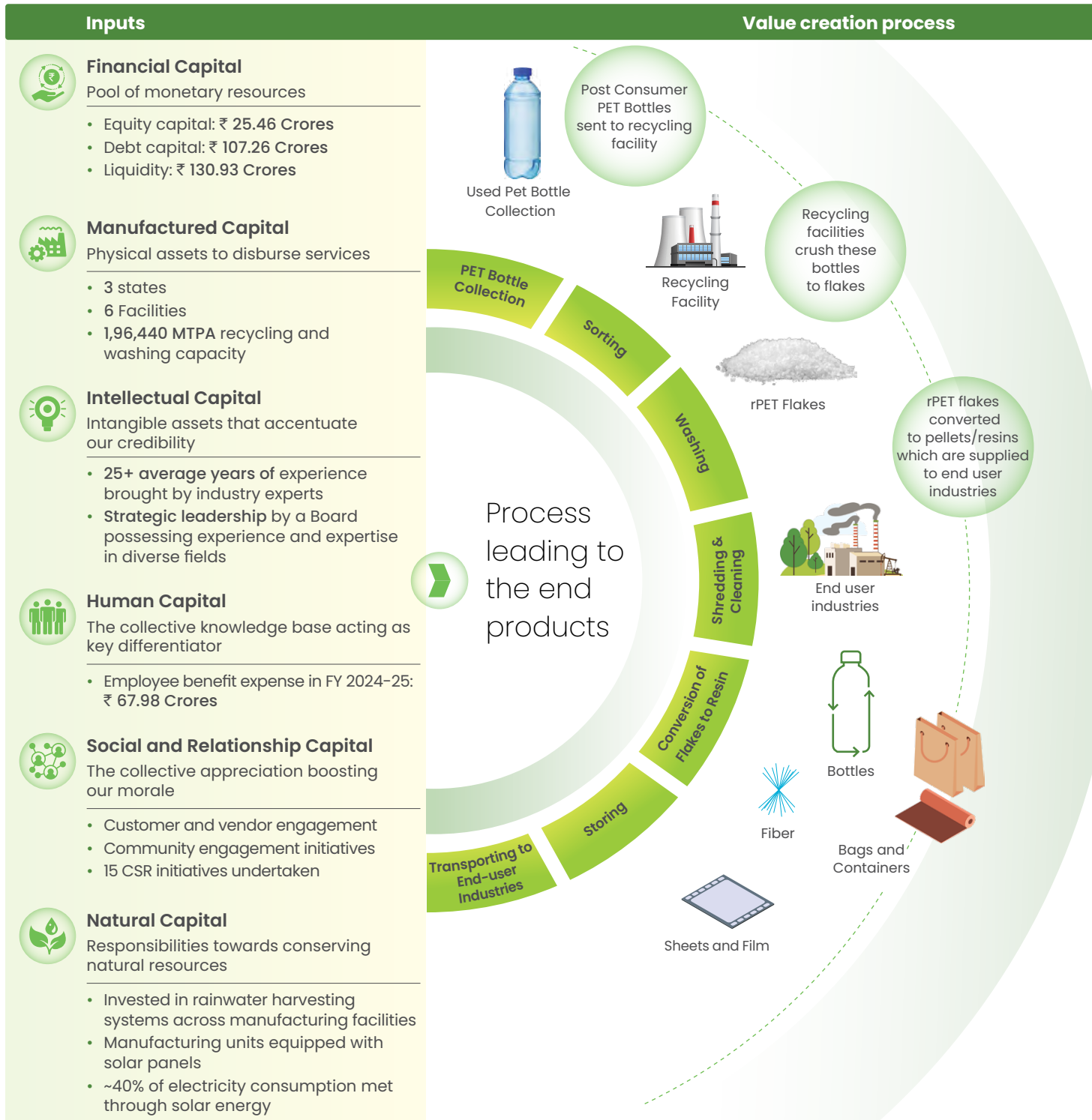
India's EPR rules fueling the recycling demand

EPR Type Category	Recycling Target		Recycling Content Use Target		Reuse Target	
	FY25	FY28	FY26	FY29	FY26	FY29
Rigid Plastics	50%	80%	30%	60%	10%	25%
Flexible Packaging	30%	60%	10%	20%	0%	0%
Multi-Layer Packaging	30%	60%	5%	10%	0%	0%
Compostable Plastic	50%	80%	0%	0%	0%	0%



VALUE CREATION MODEL

Our Circular Approach to Growth





Outputs **UN SDGs impacted**

Strategies into the play

Expand brand partnerships for rPET products to support sustainability goals

Strengthen global presence through events participations and exhibitions

Enhancing rPET granule capacity through greenfield and brownfield expansion.

Grow market share in technical and household textiles

Capture demand in bottle-grade rPET, leverage B2B facility, and scale high-margin products to 65% revenue share

Domain expertise that distinguishes us

Strong collection network

Strong network of 300+ suppliers mobilizing ~450 tons of PET waste daily

Joint ventures/ Partnerships

JV with Race Eco Chain (49:51) to secure PET flakes through a hub-and-spoke sourcing model across nation

Distribution

Six sales offices with reach to 400+ customers in India and 16+ countries.

Creating the ecosystem of waste collection

Pan-India ecosystem of organized vendors for plastic waste collection



- Revenue: ₹ 983.88 Crores
- PAT: ₹ 75.48 Crores
- Earnings per share: ₹ 29.78
- ROCE: 8.89%



- 1,50,000+ MTPA of PET waste converted in FY 2024-25
- 8.5+ Billion of PET bottles recycled in FY 2024-25
- 500+ Product variants



- Strategic leadership by a Board possessing experience and expertise in diverse fields
- Go Rewise brand launched with a commitment for the good of tomorrow



- Total employees associated: 2,800+



- Customers across 16+ countries: 400+
- Supplier Network Pan India: 300+
- Lives touched through CSR activities: 7,000+



- Recycling significant share of India's PET bottle waste
- Commissioned zero liquid discharge facility at Warangal
- Optimized processes for minimum resource consumption
- Harnessing solar power for reducing carbon emissions and promoting a cleaner environment.



MANUFACTURING PRUDENCE

Production Aligned with Our Recycling Mission

At Ganeshha, manufacturing is anchored in efficiency, sustainability, and innovation. Over the years, we have strengthened processes by integrating advanced R&D, super-clean technologies, and sustainable practices across facilities. This approach has enabled us to deliver high-quality, globally benchmarked products while conserving resources and reducing environmental impact.

1,96,440 MTPA

Recycling & Washing Capacity

Manufacturing process



Manufacturing rationale

Our manufacturing philosophy is shaped by a focus on innovation and responsibility. Partnerships with leading technology providers, adoption of internationally recognized recycling processes, and investment in research have enhanced product quality and competitiveness. We address both global quality standards and local challenges, building capabilities that serve diverse customer needs and reinforce our leadership in PET recycling.

Pan India presence



Plant-wise capacity details

Facility	Capacity (TPA)
Kanpur	10,200
rPET Fibre	7,200
Dyed Textured Yarn	3,000
Rudrapur	39,600
rPET Fibre	39,600
Bilaspur & Temra	57,000
rPET Fibre	49,800
rPET Spun Yarn	7,200
Warangal	77,640
rPET Granules	42,000
B2F Chips/Filament yarn	12,240
rPSF	12,600
PPSF	10,800
Nepal	12,000
Washed Flakes	12,000

Best-in-class certifications/ positive opinions

ISO 45001:2018 (OH&S)

ISO 9001:2015

ISO 14001:2015

Global Recycled Standard from CU certifications

Ocean Bound Plastic Certificate

OEKO-TEX Standard 100

Bureau of Indian Standards

SEDEX

Food-grade certifications in Warangal

European Food Safety Authority (EFSA)

FDA

FSSAI



Manufacturing strengths

Global: Recognised by reputed international benchmarks, validating our quality standards

Innovation-led: Experienced subject matter experts drive product development and process superiority

Local: Tailored solutions for processing Indian waste, addressing unique regional challenges

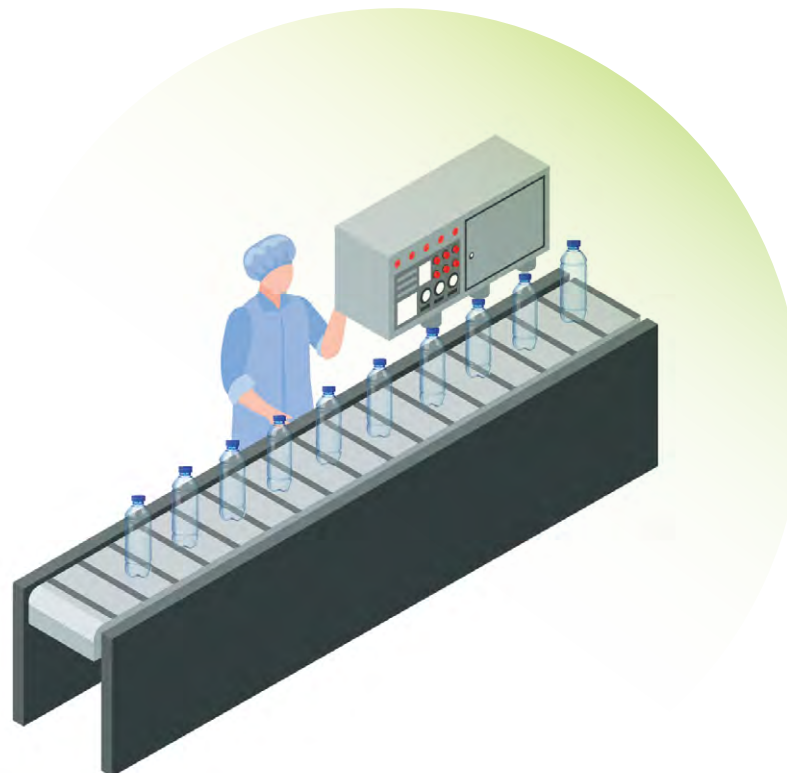
ZLD facility: Zero liquid discharge at Warangal reduces environmental impact and conserves water

Sustainable sourcing: Optimized eco-friendly processes to minimize resource use

Capex plan

Our investments in capacity expansion are driven by the growing demand for recycled polyester and the shift towards sustainable raw materials across industries. As one of the few companies with large-scale B2B capabilities, we are well positioned to capture this opportunity and reinforce our leadership in the rPET value chain.

As part of our long term growth strategy, we strive to enhance rPET granules capacity through a combination of greenfield and brownfield projects.



BRANDING ACTIVITIES

Branding the Circular Advantage

We are India's leading recycler of post-consumer PET waste and we expanded into primary recycling space with launch of our brand Go Rewrite® in FY 2022-23. The brand offers FDA-approved, premium-grade rPET for sustainable packaging and textiles. We are undergoing audits with leading FMCG brands to become India's first supplier of bottle-grade chips. Over 40 brand collaborations are in progress. Go Rewrite® strengthens our premium positioning and reinforces our long-term commitment to innovation, sustainability, and meeting the evolving needs of eco-conscious global customers.



500+

Product variants

400+

Customers served

16+

Countries present in

Go Rewrite – A leap into the next generation of recycling

State-of-the-art technology

- Partnered with best PET recycling technology providers
- Customized & re-designed technology to process Indian waste
- Super-clean technology (approved by Global organizations) to produce rPET resin

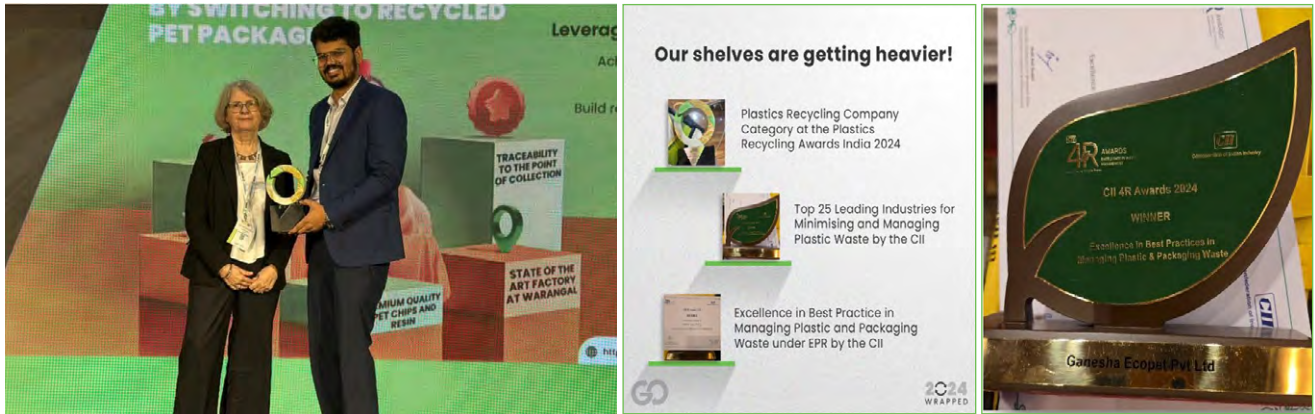
Focus on sustainability

- Optimized processes for minimum resource consumption
- Zero Liquid Discharge facility
- Strong focus on R&D to continuously improve processes & products

Unmatched legacy

- Managed by industry experts with an average of 25+ years' experience
- Large network of suppliers & customers to be leveraged

Branding initiative and visibility of Go Rewise during the year



CII 4R Awards 2024; Top 25 Leading Industries in Plastic Waste Management by CII; Best Plastic Recycling Company at the Plastic Recycling Awards India 2024



Distributed 21,500 recycled PET jackets through Maidaan Saaf, preventing 6,45,000 bottles from ending up in landfills.



Nature appreciation contest for brand visibility under Social Engagement & Awareness Campaign



We're excited to have **partnered with the ICC and Coca Cola** to raise awareness on sustainability with **our flags made from recycled PET**.

Flags made out of rPET at the ICC T20 World Cup 2024

Recycled plastic powers sustainable solutions at mega events

Mahakumbh, Tokyo 2020 Olympics, FIFA World Cup 2022 drive change, writes Yash Sharma

By PSA Desk - March 17, 2025 152



Khumb Mela representational image. iStock

Mega events, given their scale, present both a challenge and an opportunity to advance circular economy solutions – turning waste into valuable resources. As the



Discussing our solutions on Packaging South Asia magazine



Participated in 15+ conferences for visibility & brand growth



Tote-bag campaign – brand building & new product launch



Brand strategy

- **Capture market opportunity:** Address rPET demand in bottle-grade applications with a large B2B facility
- **High value products:** Leverage the Go Rewise brand to create premium products
- **Strengthen client ties:** Become a vendor of choice for leading brands
- **Expand exports:** Maintain global presence via events participation and exhibitions
- **Diversified portfolio:** Grow share in technical and household textiles

Key partnerships

Coca-Cola India

- Go Rewise partnered for its award winning initiative #Maidansaaf Campaign at Mahakumbh- 2025
- Collaboration for ICC T20 Men’s World Cup 2024; showcased national flags, jerseys, and uniforms made from recycled bottles

Clear Premium Water

Go - Rewise teamed up with Clear Premium Water’s transition to 100% rPET bottles for 38th National Games Uttarakhand 2025- advancing the event’s zero waste and green vision.

Diageo India

Go Rewise fuels Diageo India’s shift to plastic neutral packaging with 100% recycled PET bottles for select 180ml premium products.

Race Eco Chain Limited

Collaboration to meet brand-owner demands with full traceability

Products under Go Rewise



	rPET Chips – Bottle Grade	rPET Chips – Textile Grade	rPET Fibres & Yarns
Target customers	Partner with F&B industry for packaging needs	Partner with sustainability focused apparel & textile brands	Partner with sustainability focused apparel & textile brands
Differentiation	Almost virgin-like properties	High customization that delivers better than virgin properties	Specialty product basket to cater to niche sectors
Certifications	USFDA, EFSA & FSSAI approved technology for food-grade packaging	GRS & Oekotex certified rPET chips for high-end textile applications	GRS and Oekotex certified Fibres and Yarns with high consistency and strength

STAKEHOLDER ENGAGEMENT


Building Shared Value with Stakeholders

Our business is built on strong relationships with stakeholders who enable and shape our journey. Engaging with them helps us align priorities, enhance transparency, and create long-term value. We map our interactions to the five dimensions of value creation, ensuring that financial growth is balanced with social, environmental, and governance responsibilities. This allows us to meet stakeholder expectations while advancing our vision of sustainable development.

Vendor

Engagements	Frequency	Capitals impacted
<ul style="list-style-type: none"> Established a strong PET collection network across India, especially North and South Engaged thousands of ragpickers, supporting livelihoods Trained ragpickers to distinguish PET from non-PET, raising plastic awareness about different types of waste and its impact on environment 	<p>Daily</p> <p>Value created</p> <p>~450 tons of PET bottle</p> <p>Waste mobilized each day</p>	 

Shareholder

Engagements	Frequency	Capitals impacted
<ul style="list-style-type: none"> Prioritized governance, operational excellence, cost leadership, and transparency Focused on delivering profitable topline growth 	<p>Quarterly</p> <p>Value created</p> <p>₹ 75.48 Crores</p> <p>Net profit generated</p>	



Manufactured capital



Social & relationship capital



Financial capital



Human capital



Natural capital



Customer

Engagements

- Offered customers a sustainable, high-quality raw material alternative
- Established as a trusted partner in supporting brand sustainability goals

Frequency

Daily

Capitals impacted



Value created

400+
Customers served in India and globally

500+
product variants offered to the customers



Employee

Engagements

- Empowered professionals with expanded roles and responsibilities
- Ensured work-life balance, stable employment, and employee support.

Frequency

Daily

Capitals impacted



Value created

2,800+
contributors creating value across Group



Community

Engagements

- Reduced carbon emissions and landfill waste through operations
- Contributed to healthcare, skill development, livelihood support and child education

Frequency

Periodic

Capitals impacted



Value created

₹ 1.72 Crores
spent in CSR activities



Government

Engagements

- Supported government sustainability targets through business operations
- Fulfilled tax obligations, ensured compliance, and contributed to community development

Frequency

Periodic

Capitals impacted



Value created

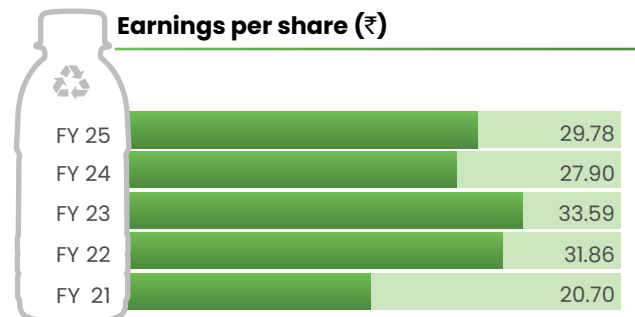
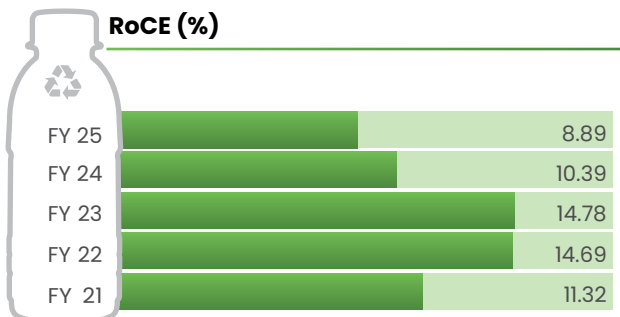
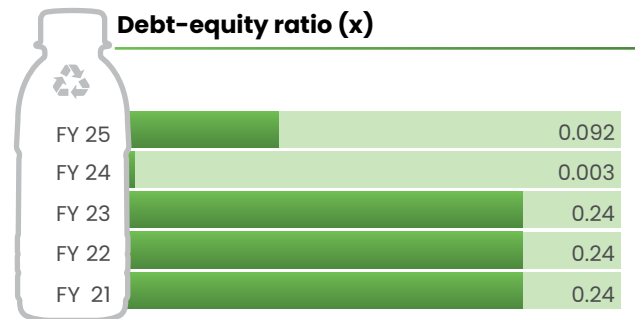
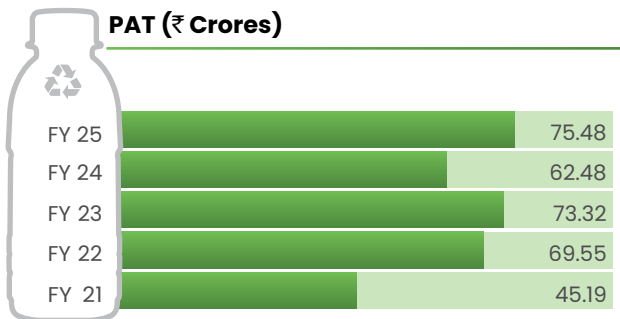
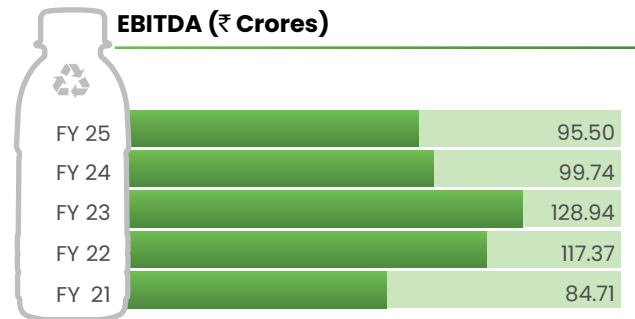
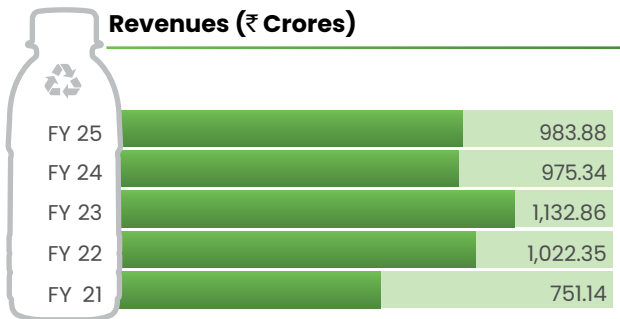
₹ 97.86 Crores
revenue generated from export operations



PERFORMANCE OVERVIEW

Sustaining Momentum in a Dynamic Landscape

The year reflected a balance of opportunities and challenges. Our operations advanced with greater stability, new customer relationships strengthened our market presence, and value-added products gained traction. At the same time, volatility in input costs and sectoral headwinds tested our resilience. Through these dynamics, we continued to reinforce efficiency, operational discipline, and a forward-looking approach that positions us well for the evolving business environment.



ENVIRONMENTAL

Commitment to Responsible Growth

Environmental stewardship lies at the heart of our operations. We remain committed to responsible sourcing of raw materials, eco-friendly processes, and efficient use of natural resources. Our approach is guided by waste recycling, fuel conservation, and compliance with environmental laws. These collectively reduce our ecological footprint and strengthen our role in building a sustainable circular economy.

Driving circularity

Our core operations create meaningful environmental impact by converting post-consumer PET waste into new resources. We recycle PET waste at scale, reducing the burden of plastic on landfills and ecosystems. We enable industries take concrete steps toward sustainability and strengthen the circular economy model.

40%

of plant's total energy demand is powered by renewable sources

~40%

of electricity consumption fuelled by Solar Energy

15.22 (lakhs) Tonnes

of CO₂ saved through recycling in last one decade

75.11 (lakh) Cubic yards

of landfill space saved in last one decade

Collaboration with pioneering brands like Coca-Cola India

to advance circular packaging

Partnership with Ultratech Cement

to send non-recyclable waste to waste-to-energy plants



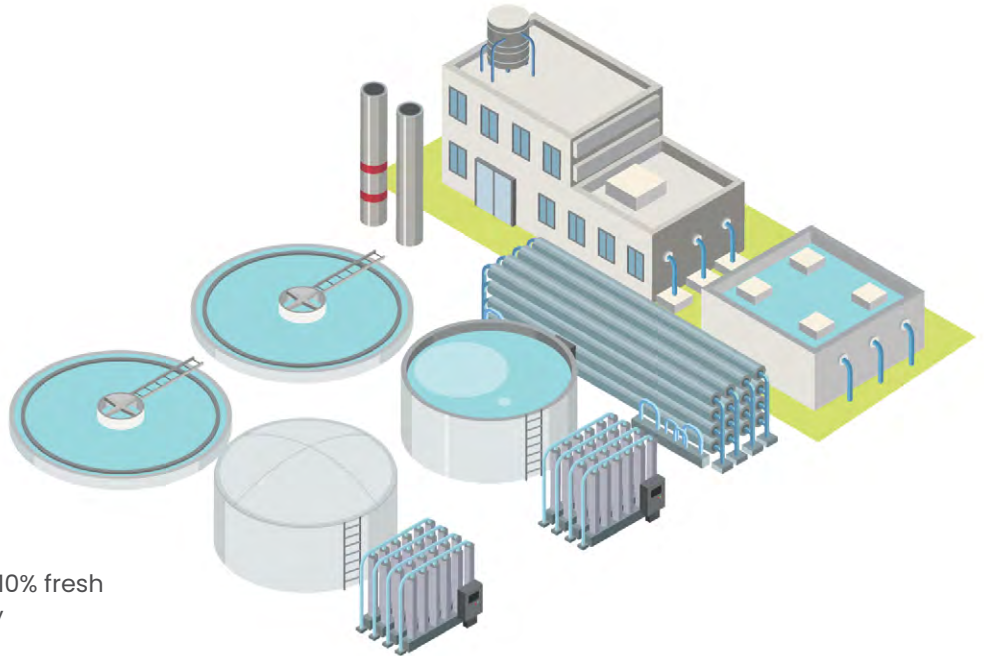


Water stewardship

As a water-intensive business, we prioritize efficient water management across facilities. Our investments in rainwater harvesting and water recycling ensure minimal freshwater dependency. The Warangal facility exemplifies this focus with advanced treatment systems that recycle almost all process water.

~90%

water recycled and reused, only ~10% fresh water needed at Warangal facility



Zero Liquid Discharge

facility at Warangal

Rainwater harvesting

Systems deployed across facilities

Shifting to renewable energy

Energy efficiency and clean energy adoption remain central to our environmental agenda. We have invested in solar infrastructure across plants and partnered with an independent power producer to secure renewable energy for captive use. These initiatives lower dependence on conventional sources while accelerating our journey toward carbon reduction.

16.53 MWp

Rooftop solar installed across facilities

17.43 MW

Solar power purchased for captive consumption

Renewable powered

Facilities in Temra, Rudrapur, Bilaspur, Kanpur, and Warangal

SOCIAL

Commitment to Social Responsibility

Social responsibility is a value woven into our culture and operations. Guided by the principle Sarve Bhavantu Sukhinah Sarve Santu Nir-Aamayaah (“May everyone be happy”), we nurture relationships with employees, customers, vendors, and communities where we operate. Our efforts focus on creating a safe workplace, empowering people, and supporting communities through long-term development initiatives.

₹ **67.98 Crores**
spent towards employee benefits

₹ **1.72 Crores**
spent towards CSR activities

Empowering our workforce

Employees form the backbone of our growth and innovation. We invest consistently in recruitment, retention, and training to enhance operational efficiency. Workplace safety remains a non-negotiable priority, supported by comprehensive training, protocols, and awareness campaigns.





Distribution of

Assistive devices among Old age and Handicap

and helped various oldage homes

Distributed sanitary pads for

1 year to 3700+ ladies

Touched the life of

2000+ students

through assistance to school programs and uniform distribution

Fostering work-life balance

through skill development and cultural activities

Health check-ups

conducted periodically for staff

Annual increments and Regular promotions

undertaken through reward and recognition program

Strengthening relationships

We believe trust and transparency form the basis of strong partnerships. Fair trade practices and consistent quality have helped us emerge as a preferred partner for global brands, enabling them to meet their sustainability commitments through our products. With vendors, we ensure mutually beneficial terms, strengthening long-term relationships.

Supporting local communities

We view communities around our manufacturing sites as stakeholders in our progress. Our initiatives aim to extend the benefits of our growth to the people in need. From providing healthcare to enabling education and skills, our programs are designed to create lasting impact.

Inclusive growth beyond operations

We indirectly support thousands of informal economy workers, including ragpickers, by integrating them into the recycling value chain. Our initiatives provide livelihood support and raise awareness about responsible waste management. Additionally, solar power plants near Bilaspur and Kanpur address energy needs of local communities, reflecting our commitment to inclusive development.

Shaping a sustainable social footprint

Our social initiatives reflect a long-term vision of creating value for people both within and outside the organization. By empowering employees, enabling communities, and strengthening partnerships, we continue to align growth with a positive social impact.

40+ remote villages

near Kanpur Dehat, Rampur, Rudrapur, and Warangal delivered with Free ambulance service

Computer training centre

in Raipur, improving digital literacy among children

Capacity building centre

providing counseling and skill training for drop-out students

8,000+ OPDs

in FY 2024-25 Delivered through Two dispensaries serving ~35 villages

34 students

in FY 2024-25 received Educational assistance

GOVERNANCE

Commitment to Good Governance

Our governance practices form the foundation to building trust and accountability across all stakeholders. Our framework encompasses structured protocols, transparent decision-making processes, and strict adherence to regulations. Rooted in predictability and consistency, this approach reinforces our values while enabling sustainable growth.

8

Directors on the Board

4

Independent Directors

12.5%

Women representation in the Board



Board structure

Our Board provides strategic direction and ensures effective oversight of the Company's governance framework. With a composition that balances independence, diversity, and expertise, the Board plays a critical role in safeguarding stakeholder interests.

Board oversight

Beyond compliance, we focus on building a Board that brings varied perspectives and industry experience to decision-making. Annual performance assessments help evaluate effectiveness, while structured periodical presentations equip members with a deeper understanding of governance and regulatory requirements. Transparent remuneration policies, aligned to performance and responsibility, ensure accountability while supporting long-term value creation.



Committees driving ethical practices

Governance at Ganesha is supported by eight specialized committees focusing on audit, risk management, strategy, and ethics. These bodies promote accountability and ensure effective oversight of critical areas.

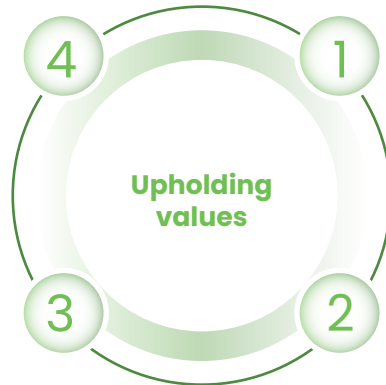
Code of conduct and ethical framework

We maintain the highest standards of integrity through our Code of Conduct (CoC). No violations were reported in the year under review, reflecting our strong culture of compliance. Continuous training programs further embed ethical behavior across the organization.

Customer Privacy:
No complaints regarding breaches of data or privacy



Whistle-Blower Mechanism: Secure reporting channels with assurance of fair and transparent investigation



POSH Policy: Safeguards employees against workplace harassment and discrimination, fully aligned with legal mandates



Anti-Bribery and Corruption: Zero tolerance maintained; no complaints received in the reporting period

Continuous learning

Our governance culture is strengthened through regular training and awareness initiatives. Sessions are conducted periodically on topics such as CoC, POSH, health and safety, EMS, Industrial pollution & protection, and business continuity, equipping employees and workers with the knowledge to act responsibly.



BOARD OF DIRECTORS

The Pillars of Oversight

**Shri Shyam Sunder Sharmma**

Chairman

Shri Shyam Sunder Sharmma, founder of the Company, is 82 years old and a postgraduate in commerce. A first-generation entrepreneur and textile technocrat, he brings over six decades of management experience, including more than 25 years in senior leadership positions across Birla Group companies. He has been associated with the Company since 1989 as Chairman and appointed as Managing Director from 1990. He currently holds the position of Non-Executive Chairman.

**Shri Vishnu Dutt Khandelwal**

Executive Vice-Chairman

Shri Vishnu Dutt Khandelwal, aged 76 years, is a commerce postgraduate with expertise in marketing and financial management. With over five decades of experience in textile yarn trading, he has been serving the Company since inception and was appointed Executive Vice-Chairman in 2008. He oversees marketing and business development.

**Shri Sharad Sharma**

Managing Director & CEO

Shri Sharad Sharma, aged 59 years, is a commerce graduate with more than 38 years of experience in marketing and distribution. Associated with the Company since inception, he joined the Board in 1992 and became Joint Managing Director in 2004. On September 18, 2018, he was elevated to Managing Director & Chief Executive Officer. He leads overall management and operations of the Company.

**Shri Rajesh Sharma**

Joint Managing Director

Shri Rajesh Sharma, aged 59 years, is a commerce graduate with over 35 years of experience in plant administration and operations. A long-standing member since inception, he was appointed Executive Director in 2008 and assumed charge as Joint Managing Director from August 1, 2019. He manages operations of the Rudrapur and Bilaspur units.



Dr. Shobha Chaturvedi

Non-Executive Independent Director

Dr. Shobha Chaturvedi, aged 69 years, holds a Ph.D. in Pollution Abatement from H.B.T.I., Kanpur, along with a Master's degree in Chemistry. She retired as Regional Officer, UP Pollution Control Board, in 2016 after a career spanning more than 28 years. She has been on the Company's Board since September 5, 2019.



Shri Narayanan Subramaniam

Non-Executive Independent Director

Shri Narayanan Subramaniam is a postgraduate from IIM Ahmedabad and a fellow member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India, and a Graduate CMA from the Institute of Cost Accountants of India. A pioneer in private equity since 1997, he has over 30 years of experience in finance, investment management, banking, corporate governance, and strategy. He has served on the boards of leading companies across FMCG, banking, technology, and asset reconstruction, while also mentoring young entrepreneurs. He previously served on the Company's Board from 2014 to 2019 and was reappointed as a Non-Executive Independent Director on August 24, 2023.



Shri Akshay Kumar Gupta

Non-Executive Independent Director

Shri Akshay Kumar Gupta, aged 67 years, is a commerce graduate and seasoned Chartered Accountant. He is the founder partner of Mittal Gupta & Co., Chartered Accountants, Kanpur. With over 44 years of experience, he has held various key positions of ICAI, including Central Council Member, Chairmanship of its Central India Regional Council and chaired several of its key committees.

Beyond his contributions to the profession, Shri Gupta has held influential positions such as Member of the Fiscal Law Committee of the Merchants Chamber of Uttar Pradesh and the Funds Management Committee of IIT Kanpur. He has authored various technical publications, held directorships in several private and public sector companies including Northern Coalfields Limited (PSU). He was appointed to the Board as Non-executive Independent Director w.e.f. September 5, 2024



Shri Jagat Jit Singh

Non-Executive Independent Director

Shri Jagat Jit Singh, aged 61 years, is a commerce graduate and management postgraduate from IIM Ahmedabad with over 38 years of experience in sales and marketing across sectors such as consumer goods, telecom, durables, automobiles, fashion, and financial services. His expertise includes strategy, management consulting, international business, CX, product management, and mentoring senior leaders. He has led multi-cultural teams in omni-channel businesses and is well connected across industries and regions. His client portfolio includes Bajaj Auto, Titan Ltd, Aditya Birla Capital, GlaxoSmithKline Consumer Healthcare, Arrow Shoes, and BSNL.

He was appointed to the Board as Non-executive Independent Director w.e.f. September 5, 2024

Corporate Information

Board of Directors

Shri Shyam Sunder Sharmma

Chairman

Shri Vishnu Dutt Khandelwal

Executive Vice Chairman

Shri Sharad Sharma

Managing Director & CEO

Shri Rajesh Sharma

Joint Managing Director

Dr. Shobha Chaturvedi

Independent Director

Shri Narayanan Subramaniam

Independent Director

Shri Akshay Kumar Gupta

Independent Director

Shri Jagat Jit Singh

Independent Director

Chief Financial Officer

Shri Gopal Agarwal

Company Secretary

Shri Bharat Kumar Sajnani

Auditors

M/s. Narendra Singhania & Co.,
Chartered Accountants,
New Delhi

Bankers

Yes Bank Limited
Federal Bank Limited
Axis Bank Limited

Administrative office

113/216-B, Swaroop Nagar,
Kanpur-208002,
Uttar Pradesh

Email: secretarial@ganeshaecosphere.com

Tel: +91-512-2555505-06

Registered Office

Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat,
Uttar Pradesh – 209304.

Email: gesl@ganeshaecosphere.com

Tel: +91-9198708383

Works

Kanpur Unit

Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat,
Uttar Pradesh – 209304

Rudrapur Unit

Plot No. 6, Sector – 2,
Integrated Industrial
Estate, Pantnagar,
Uttarakhand – 263153

Bilaspur Units

- Khata No. 96 and 97,
Arazi Village Kotha, Ali Nagar,
Pargana and Tehsil Bilaspur,
Distt. Rampur,
Uttar Pradesh – 244923
- Gata No. 112, Village Temra,
Tehsil Bilaspur, Distt. Rampur,
Uttar Pradesh- 244923



Management Discussion and Analysis

Global Economy

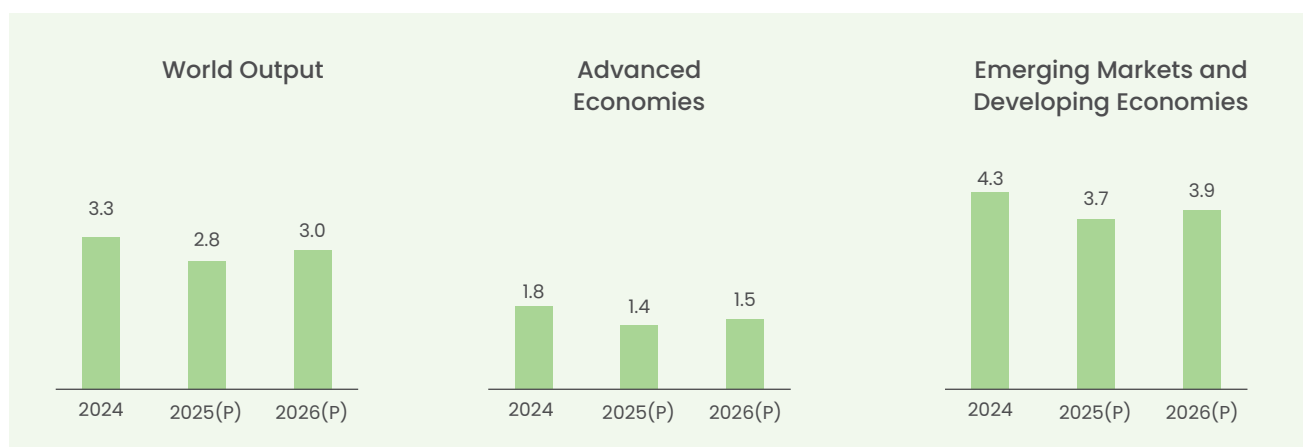
The global economy demonstrated relative stability in 2024, despite a backdrop of persistent challenges related to economic conditions, international relations, and government policies. According to the International Monetary Fund (IMF), global GDP grew by around 3.2% during the year. Growth rates varied significantly across regions, with advanced economies recording slower expansion, while many developing nations—particularly in Asia—sustained steady growth. Notably, India became the world's fourth-largest economy, surpassing Japan, and is projected to reach third place with a GDP of \$7.3 trillion by 2030.

The global economic landscape was further complicated by new uncertainties following China's introduction of DeepSeek and subsequent increases in tariffs on key imports. U.S. tariff increases in 2025, including steep levies on imports from countries such as India, have significantly impacted the global

economy by raising consumer prices and disrupting trade flows. The tariffs have driven an estimated 1.8% rise in U.S. consumer price levels, equivalent to an average loss of about \$ 2,400 in household purchasing power, while also contributing to slower economic growth and higher unemployment domestically. Globally, key trade partners—including Canada, Mexico, China, and India—have faced economic slowdowns, export declines, and strained trade relations. Overall, the tariffs have fuelled inflationary pressures and heightened uncertainty, triggering negative spill overs across international markets and supply chains.. Throughout 2024, several persistent headwinds, including the ongoing Ukraine conflict, disruptions in the Red Sea, continued supply chain bottlenecks, trade disputes, and shifts in investment driven by evolving climate policies, shaped a cautiously stable yet complex global economic landscape.

(Source: *World Economic Outlook, IMF, April 22, 2025*)

Real GDP Growth



P = Projected.

Outlook

The global economy is expected to maintain a steady growth trajectory, with forecasts indicating expansion rates of 2.8% in 2025 and 3.0% in 2026. This positive outlook is supported by balanced recoveries in major economies, underpinned by stable demand conditions and easing inflationary pressures. Key emerging markets are anticipated to play a substantial role in this growth, driven by improvements in industrial output and consumer spending.

In the United States, economic growth is projected to moderate to 1.8% in 2025 and 1.7% in 2026, reflecting adjustments in the labour market and normalisation of household spending. The Eurozone is expected to experience a gradual recovery, with GDP growth rates of 0.8% in 2025 and 1.2% in 2026, mainly due to stronger consumer demand and lower inflation.

Globally, inflation rates are on a downward trend, although certain regions continue to confront persistent price pressures. Worldwide inflation is projected to decline to 4.3% in 2025 and further to 3.6% in 2026. Developed economies are likely to reach their inflation targets more rapidly than others, and monetary policy approaches will remain varied in response to the differing economic landscapes across countries.

(Source: *World Economic Outlook, IMF (April 2025)*)

Indian Economy

India’s economy continued on a stable growth trajectory throughout FY 2024-25, reinforcing its status as a key player in the global economic landscape. According to the National Statistical Office (NSO), real GDP growth was estimated at 6.5% for the year, following a 9.2% increase in the previous fiscal. This performance reflects India’s robust macroeconomic fundamentals, sound policy framework, a dynamic services sector, and strong domestic consumption, all of which contribute to a positive long-term outlook.

India’s economic ranking has steadily advanced, placing it as the world’s fourth-largest economy by nominal GDP—having overtaken Japan—and third-largest by purchasing power parity. Strategic targets are in place to achieve a \$5 trillion economy by FY 2027-28, with a long-term vision extending to \$30 trillion by 2047. Attainment of these ambitious milestones depends on significant infrastructure investment, ongoing reforms, and

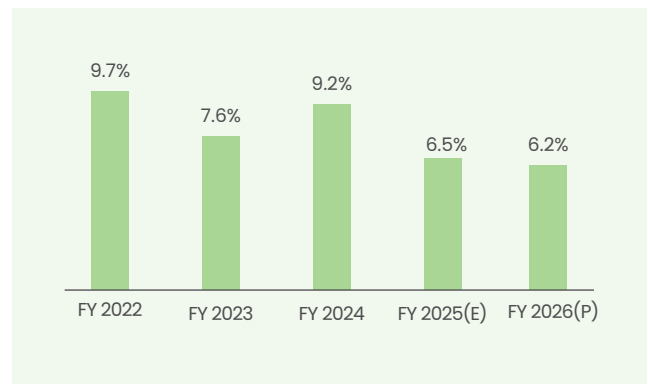


Globally, inflation rates are on a downward trend, although certain regions continue to confront persistent price pressures. Worldwide inflation is projected to decline to 4.3% in 2025 and further to 3.6% in 2026.

accelerated technology adoption. Supporting this agenda, the capital investment outlay for FY 2025-26 has been raised to ₹11.21 lakh crores, amounting to 3.1% of GDP.

The government’s focus on reforms and large-scale allocation toward both physical and digital infrastructure are central to sustaining this momentum and bolstering economic self-reliance. Initiatives such as ‘Make in India 2.0’, measures to improve the ease of doing business, and the Production-Linked Incentive (PLI) scheme aim to strengthen infrastructure, facilitate manufacturing and boost exports—cementing India’s position in the global manufacturing ecosystem. With inflation expected to return to target levels by late 2025, there is scope for a more accommodating monetary policy. Continued infrastructure development, supportive reforms, and programmes like the Pradhan Mantri Garib Kalyan Anna Yojana (PMGKAY) are also set to spur capital formation and support rural demand.

GDP Growth



P - Projected
E - Estimated



Outlook

India's economy is positioned for robust growth, with a projected expansion of 6.2% in FY 2025-26. This outlook is supported by substantial investments in infrastructure, increased private sector capital expenditure, and the continued development of the financial services sector. Ongoing government reforms are expected to provide sustained momentum for the economy.

Several factors underpin this positive forecast, including India's favourable demographic profile, rising capital investments, proactive policy initiatives, and strong consumer demand. Rural expenditure growth, facilitated by easing inflation, also contributes

to the overall economic strength. The government's emphasis on capital spending and prudent fiscal management fosters a conducive environment for investment and consumption alike. Additional support stems from policies aimed at boosting business sentiment and consumer confidence.

The Union Budget for FY 2025-26 outlines a strategy focused on promoting growth while maintaining fiscal discipline. Key measures include enhancing disposable incomes, prioritising infrastructure projects, and encouraging domestic manufacturing. Notably, the increase in the income tax exemption threshold to ₹12.75 lakh per annum is expected to bolster middle-class purchasing power and stimulate consumer spending.

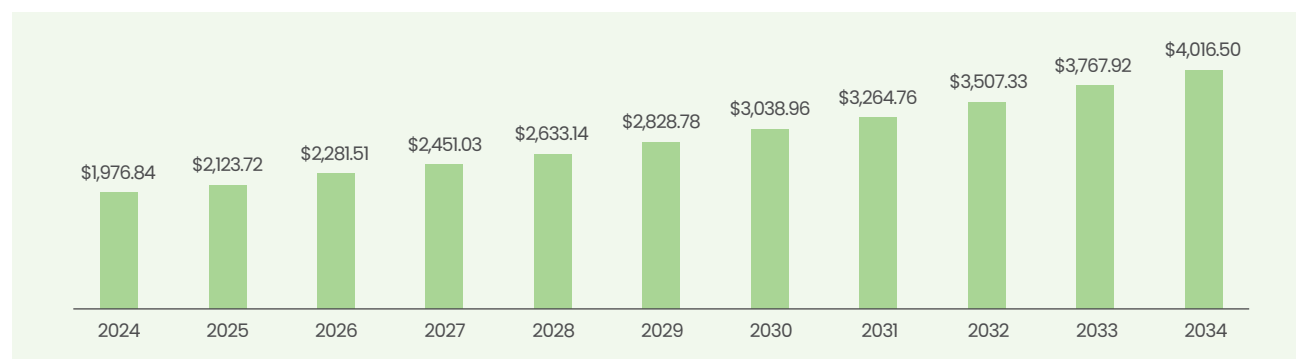
Industrial Overview

Textile and Apparel Industry

Global

The global textile market demonstrated substantial valuation at \$1,976.84 billion in 2024 and is projected to reach \$4,016.50 billion by 2034, indicating a compound annual growth rate (CAGR) of 7.35% from 2025 to 2034. This expansion is primarily propelled by a confluence of factors, including increasing consumer demand for natural fibres, growing eco-consciousness among consumers, and supportive governmental initiatives aimed at developing the textile sector. Further contributing to market growth are advancements in smart clothing technologies, the expanding reach of e-commerce platforms, and evolving fashion trends.

Textile Market size 2024 to 2034 (USD Billion)



Source: <https://www.precedenceresearch.com/textile-market>

Key drivers for this growth encompass the rising demand for materials such as silk and wool, ongoing governmental efforts to promote the textile industry, continuous research and development in fabric manufacturing techniques, and an increasing need for protective clothing. The growing inclination towards online clothes shopping and the expanding utilisation of synthetic and cellulose fibres in various industrial applications also serve to accelerate market expansion.

A significant trend shaping the industry is the heightened awareness and subsequent demand for eco-friendly and sustainable textile products. This shift is leading to the implementation of stricter environmental regulations and the adoption of cleaner production methodologies across the sector. Despite these positive trends, the market faces challenges, notably high production costs stemming from escalating prices of raw materials, labour, and machinery.

Nevertheless, opportunities abound within the industry, particularly with the increasing adoption of smart clothing, also known as e-textiles or smart fabrics. These innovative products integrate embedded systems for monitoring human physiological functions and offer promising applications across sports, entertainment, and mining industries.

From a regional perspective, Asia Pacific commanded the largest market share in 2024, a position driven by the ready availability of raw silk, significant demand for fashionable apparel, and the widespread adoption of e-commerce. Looking ahead, North America is anticipated to emerge as the fastest-growing region, supported by rising per capita income, high living standards, and a sustained demand for durable clothing. Europe is also forecasted to experience considerable growth, stimulated by increasing consumer preference for organic fabrics and advantageous government policies promoting sustainable practices.

(Source: [Precedence Research](#))

Indian

The textile and apparel industry contributes approximately 2.3% to the national GDP, around 13% to industrial output, and nearly 12% of the country's total export earnings. It is also one of the largest employment-generating sectors, providing livelihoods to over 45 million people, both directly and indirectly, across the entire value chain, from cotton cultivation and yarn production to garment manufacturing and retail.

(Source: [PIB](#))

Domestically, the Indian textile and apparel market is anticipated to grow at a strong CAGR of 10%, reaching \$350 billion by 2030, with exports contributing \$100 billion, offering a significant boost to companies with global ambitions. Additionally, the technical textiles sector is poised for substantial expansion, with the global market projected to hit \$309 billion by 2047. Specifically, the Indian medical textiles segment, expected to grow at 15% to reach \$22.45 billion by 2027, which a rising demand in high-value, specialised applications. For companies in the textile industry, this growth trajectory highlights an ideal environment for scaling operations, diversifying product lines, and tapping into both traditional and emerging high-margin markets.

(Source: [IBEF](#), [Indian Textile Journal](#))



However, the MMF sector faces challenges such as fragmentation and higher logistical costs due to a lack of vertical integration.

As of April 2025, cotton prices have seen a slight decrease of approximately 2.01% since the beginning of the year, which could potentially improve profit margins and enhance price competitiveness in both domestic and export markets. However, market projections indicate a phase of stability ahead, with prices expected to range from ₹120-130 per kg throughout the year. This anticipated steadiness is largely due to improved balance in global supply and demand, alongside a more stable macroeconomic outlook.

India's cotton production for the FY 2024-25 season is projected to decrease by 7% Y-o-Y, reaching approximately 30.2 million bales (bales of 170 kg each), primarily due to reduced acreage and crop damage from excessive rainfall. Consequently, cotton imports are expected to rise by 42% to 2.5 million bales, while exports may decline by 37% to 1.8 million bales.

(Source: [The Economic Times](#), [IBEF](#))

The increase in imports is further supported by lower international cotton prices and tariff uncertainties, making imported cotton more cost-effective for Indian buyers.

(Source: [Reuters](#))

India's textile industry is witnessing a strategic shift towards man-made fibres (MMF), aligning with global consumption trends where MMFs constitute approximately 77% of fibre usage. As of March 2025, the Indian government has decided to let its \$23 billion PLI scheme lapse due to underperformance, with no further expansion planned. This decision affects sectors including textiles and MMF.

(Source: [Business Standard](#), [Reuters](#))

However, the MMF sector faces challenges such as fragmentation and higher logistical costs due to a lack of vertical integration. Efforts are underway to develop integrated 'fibre-to-fashion' value chains to enhance competitiveness and meet the rising global demand for MMF-based textiles.

(Source: [Business Standard](#))

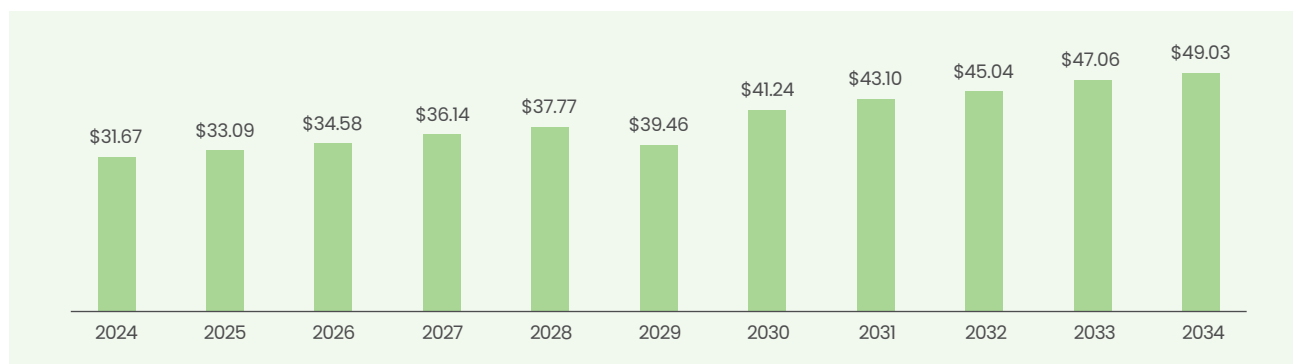


Polyethylene Terephthalate (PET) Market

Global

The global Polyethylene Terephthalate (PET) market is a substantial and growing industry, driven by the versatile properties of PET and its extensive range of applications. Valued at an estimated \$31.67 billion in 2024, the market is projected to expand to approximately \$49.03 billion by 2034, demonstrating a CAGR of 4.47% from 2025 to 2034.

Polyethylene Terephthalate Market size 2024 to 2034 (USD Billion)



Source: <https://www.precedenceresearch.com/polyethylene-terephthalate-market>

The primary factors propelling the growth of the PET market include its increasing adoption in the food and beverage packaging sector. PET's attributes, such as being shatterproof, lightweight, and non-reactive, make it an ideal material for bottled water and carbonated soft drinks. The burgeoning textile industry also plays a significant role, as PET is a key component in producing synthetic fibres like polyester, a demand further amplified by global population growth and the increasing focus on sustainable textiles. Furthermore, rising global PET recycling and collection rates, coupled with growing consumer preference for environmentally conscious and recyclable products, are contributing to market expansion.



The competitive landscape is expected to intensify, prompting companies to focus on developing innovative and cost-effective PET manufacturing technologies to enhance their market standing.

However, the PET market faces notable challenges, primarily stemming from environmental concerns regarding its non-biodegradable nature. This issue necessitates robust waste management and recycling solutions. Stringent environmental regulations and the increasing demand for eco-friendly alternatives, are anticipated to moderate market growth.

Despite these hurdles, new opportunities are emerging. There is a growing demand for lightweight packaging solutions, particularly within the electronics and food industries. The continued expansion of the textile sector, alongside advancements in bio-based PET and technical textiles, presents new avenues for market development. The competitive landscape is expected to intensify, prompting companies to focus on developing innovative and cost-effective PET manufacturing technologies to enhance their market standing. Regionally, the Asia Pacific currently holds the largest market share and is expected to maintain its dominance throughout the forecast period, driven by escalating consumption of packaged food and rising demand for automobile films in countries like China and India.

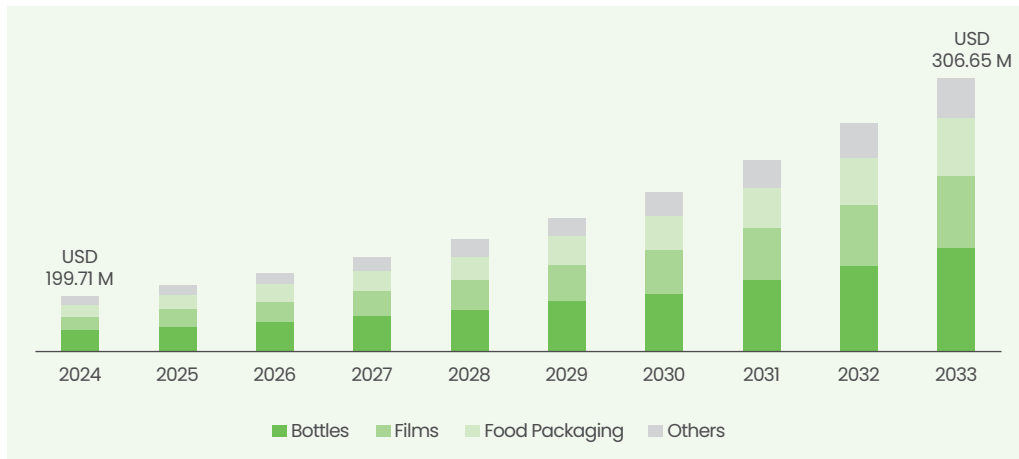
(Source: *Precedence Research*)

Indian

The Indian PET and PBT resins market reached a valuation of \$199.71 million in 2024 and is projected to grow to \$306.65 million by 2033. This growth trajectory is supported by a CAGR of 4.88% from 2025 to 2033. Several key factors are driving this expansion, including the increasing demand from major sectors such as packaging, automotive, and electronics. The market is also benefiting from a rising preference for sustainable and recyclable plastics, as well as supportive government regulations that promote the use of eco-friendly materials.

India PET and PBT Resins Market Forecast

Size, by PET Resins Application, 2024-2033 (USD Million)



4.88%

Market CAGR
(2025-2033)

The growing environmental consciousness among Indian consumers, coupled with stringent government regulations on waste management, is playing a significant role in propelling the demand for sustainable PET resins. This trend is particularly evident in the packaging, FMCG, and textile industries, which are increasingly adopting recycled PET (rPET). The government’s Extended Producer Responsibility (EPR) scheme is a major driver, mandating a minimum percentage of recycled plastic content in packaging and thereby boosting the demand for rPET to surpass one million tons by 2031.

In the automotive and electronics sectors, there is a surge in the adoption of Polybutylene Terephthalate (PBT) resins. This is due to PBT’s superior properties, including high heat resistance, excellent electrical insulation, and lightweight nature. This trend is especially pronounced in the rapidly expanding electric vehicle (EV) market and the electronics manufacturing sector, where high-performance materials are essential. Government policies like the FAME II scheme further incentivize EV adoption and domestic manufacturing, which in turn fuels the demand for PBT-based components. These market dynamics highlight a broader shift towards high-performance, sustainable materials across India’s key industrial sectors.

(Source: [Imarc Group](#))



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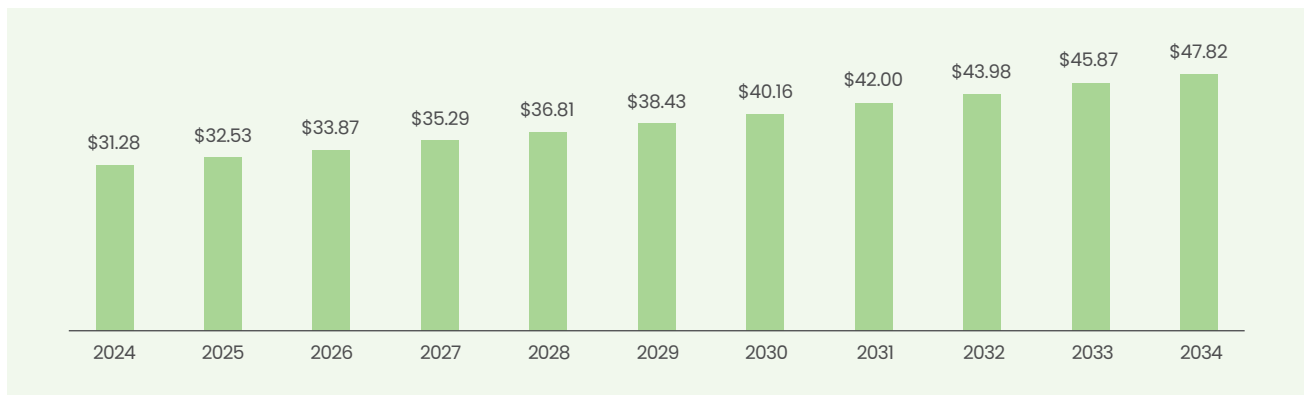


Recycled Polyethylene Terephthalate (rPET) Market

Global

The global market for recycled polyethylene terephthalate (rPET) is poised for significant growth, with a projected increase from \$32.53 billion in 2025 to approximately \$47.82 billion by 2034, representing a CAGR of 4.33% over the forecast period. The Asia Pacific region is the dominant force in this market, holding a revenue share of around 40% and exceeding a valuation of \$12.74 billion in 2024. This growth is largely driven by a global push for sustainability and circular economy initiatives, along with heightened consumer environmental awareness and a rising demand for sustainable product alternatives.

Recycled Polyethylene Terephthalate Market size 2024 to 2034 (USD Billion)



Source: <https://www.precedenceresearch.com/recycled-polyethylene-terephthalate-market>

Key drivers include the increasing use of rPET in the food and beverage industry, where major companies are transitioning to bottles made from 100% recycled materials. Furthermore, supportive government regulations and policies, such as Japan's Container and Packaging Recycling Act and China's 14th Five-Year Plan, are actively promoting resource efficiency and recycling, thereby fostering market expansion.

The market is segmented by product type and end-use, with the fibre segment accounting for the highest sales volume in 2024. In the product type segment, clear rPET holds the largest market share.

Despite its positive trajectory, the rPET market faces challenges. A key hurdle is consumer perception regarding the quality of recycled products, as concerns about contamination and durability can persist. Additionally, the lack of adequate infrastructure for the collection, sorting, and processing of PET waste remains a significant challenge, leading to limited availability of high-quality feedstock and increased operational costs.

These challenges are balanced by emerging opportunities, particularly the rising demand for rPET from the non-food sector. Recent corporate actions, such as the commissioning of new recycling plants and collaborations to advance chemical recycling for non-food PET materials, are also contributing to the market's expansion and highlighting the industry's focus on innovation.

(Source: [Precedence Research](#))

Indian

The Indian recycled polyethylene terephthalate (rPET) bottles market was valued at \$10.67 billion in 2023 and is projected to reach approximately \$17.53 billion by 2030, growing at a CAGR of 7.35% from 2024 to 2030. This growth is a result of increasing environmental consciousness, demand for sustainable packaging, and supportive regulatory frameworks.

Market Attributes	Key Insights
Market Size in 2023	\$ 10.67 Bn
Market Size in 2030	\$ 17.53 Bn
Forecast Period 2024 to 2030 CAGR	7.35%

(Source: [Maximize Market Research](#))

The market's current trajectory is marked by a significant shift towards the adoption of recycled materials, especially within the Fast-Moving Consumer Goods (FMCG) sector. This shift is being driven by factors such as:

Consumer Preference: Heightened concern for environmental conservation is pushing consumer preferences toward eco-friendly packaging. For example, on-pack messaging like "Recycle Me Again" by major beverage companies and the use of recycled PET in apparel for the Indian cricket team have been shown to increase consumer demand for sustainable products by 15-20%.

Government Regulations: The Extended Producer Responsibility (EPR) scheme is a major catalyst, mandating a minimum of 30% recycled plastic content in packaging by April 1, 2025, with a target of 60% by FY30. This regulation is expected to create a demand for approximately 3,50,000MT of B2B-grade rPET by FY26, potentially exceeding 1.1 million tons by FY30.

Industry Innovations & Investments: India has a well-established informal ecosystem for collection and recycling PET bottles, which is now being supported by large-scale investments from recycling companies to expand rPET production. New state-of-the-art facilities, such as the one launched by us at Warangal, are capable of recycling millions of PET bottles daily to produce food-grade rPET resins.

The rPET market in India is segmented by product type and grade:

Product Type: Clear rPET bottles currently dominate the market due to their widespread use in the beverage and personal care industries, where transparency is valued. However, the colored rPET segment is gaining momentum as industries seek differentiated, eco-friendly packaging solutions.

Grade: The food-grade rPET segment is the largest, driven by stringent quality standards and rising demand for safe, hygienic packaging in the food and beverage industry.

While the Indian rPET market is well-positioned for growth, it faces challenges in scaling up infrastructure and formalising its supply chain to meet the growing demand for B2B-grade rPET, which requires significant capital investment and technical expertise. However, the market's readiness to adopt global sustainability trends and a strong push from both corporate and government sectors suggest a promising future.



Company Overview

Ganesh Ecosphere Limited ('GESL' of 'the Company') is a leading Indian company specialising in PET waste recycling, transforming discarded plastic bottles into value-added products. A pioneer in the sector, GESL manufactures Recycled Polyester Staple Fibre (RPSF), Recycled Polyester Spun Yarn (RPSY), and dyed texturised yarn. These materials find wide application in diverse industries, including textiles for clothing and functional fabrics, as well as fillings for home furnishings and toys. The Company stands as the largest PET bottle recycler in India, having processed over 41+ billion PET bottles in the last decade, demonstrating its significant contribution to environmental sustainability and the circular economy.

GESL operates strategically located manufacturing facilities in Kanpur (Uttar Pradesh), Rudrapur

(Uttarakhand), and Bilaspur (Uttar Pradesh), boasting a combined production capacity of 118,800 TPA for RPSF and Yarn. The Company maintains an extensive pan-India network of scrap dealers for efficient raw material sourcing, ensuring a consistent supply of PET waste for its non-chemical recycling processes.

In recent times, Ganesh Ecosphere has undertaken several key initiatives and corporate developments. This includes the set up of Company's longest integrated rPET Chips production facility at Warangal (Telangana) at its wholly-owned subsidiary. Additionally, the Company launched "Go Rewrite" in FY 2022-23 to enhance the plastic recycling loop and introduced rPET bottle grade chips in 2023.

These strategic moves, alongside adherence to regulatory standards, underscore the Company's operational effectiveness and commitment to growth.

Financial Overview

Financial Performance FY 2024-25

Particulars	(₹ in Crore)		
	Mar-25	Mar-24	YoY change
Operational Revenue	983.88	975.34	0.88%
Other Income	33.14	25.76	28.65%
Operating Expenses	888.38	875.60	1.46%
EBITDA	95.50	99.74	~4.25%
EBITDA Margin (%)	9.71	10.23%	-5.08%
Finance Costs	4.78	15.17	-68.49%
Depreciation and Amortisation expenses	23.76	26.66	-10.88%
Profit after Tax	75.48	62.48	20.81%
Net Worth	1159.90	1,089.15	6.50%
Long-term Debt	0.83	2.44	-65.98%
Gross fixed assets (including capital work-in-progress)	541.29	518.04	4.49%
Inventory	233.06	206.01	13.13%
Inventory Days	93	92	-
Receivables	107.77	103.42	4.21%
Market Capitalisation	3946.70	2,496.68	58.08%

Key Financial Ratios

Particulars	Mar-25	FY 24
Debtors' turnover (x)	9.17	9.79
Inventory turnover (x)	4.41	4.48
Interest coverage ratio (x)	21.94	6.52
Current ratio (x)	2.82	6.04
Debt-equity ratio (x) (taking into account both short and long-term borrowings)	0.092	0.003
Operating Profit Margin (%) (EBIT)	10.31	9.87
Net Profit Margin (%)	7.67	6.41
Return on Net Worth (%)	6.71	7.17

Risk Management

The Company has implemented a comprehensive Risk Management Framework designed to identify, assess, and actively manage risks through effective mitigation strategies. The Board, Risk Management Committee, and senior leadership across all levels foster a strong risk-aware culture, embedding risk management into routine business activities. This framework forms a critical component of the organisational structure, steering the execution of strategic plans. The management has identified the following key risks:

Risk Name	Description	Mitigation Strategy
Product Risk	The relevance of the company's products in the market may decline.	The company offers a diverse range of high-quality fibre and yarn products to meet the varied needs of its customers. Growing environmental awareness among consumers and conducive government policies are expected to drive product demand.
Competition Risk	Availability of comparable products, as well as intense competition from existing players and new entrants, could affect profitability.	The company constantly seeks to develop its R&D capabilities to distinguish itself from its competitors and to introduce new products and different variants of existing products based on customer preferences and demand, thereby increasing its margins. The company is an industry leader in the RPSF segment and possesses one of the largest B2B facilities in India in its Group.
Raw Material Risk	Volatility in raw material prices could impact business growth.	The Company possesses a diversified portfolio of 275+ suppliers across India. Our collection network enables the supply of PET waste from various sources, ranging from post-consumer scrap to industrial scrap. Our extensive collection network helped us mobilise an average of 350 Tons of PET waste per day at group level, showcasing our ability to source adequate raw material to feed our production lines.
Quality Risk	Failure to meet product quality standards and inefficient manufacturing processes could hinder business growth.	The company is dedicated to enhancing its quality systems and their effectiveness to reduce the incidence of such risks while simultaneously improving its operational efficiencies. We employ a stringent quality control mechanism at each stage of the manufacturing process to ensure that our finished product conforms to the exact requirements of our customers. With a strong quality control team working on new product development/quality improvement, the focus of our Company continues to be on maintaining high levels of quality.



Risk Name	Description	Mitigation Strategy
Customer Concentration Risk	Over-dependence on key customers could impact profitability if the company fails to retain them.	With a diverse product portfolio comprising superior and eco-friendly products, our products have found wide acceptance in the domestic and overseas markets. We constantly improve our product quality to meet stringent customer requirements. We are able to capitalise on our reputation for quality, consistent performance and customer satisfaction in our existing markets and product verticals to target new customers. Company is dealing with more than 300 customers and our top 5 customer accounts for less than 20% of our revenue.
Forex Risk	Fluctuations in foreign currency exchange rates could affect profitability.	The company manages currency risks by continuously monitoring exposures and prudently managing them within specified margins for each market segment. It hedges the exchange risk through forward contracts and natural hedging to minimise the impact of unfavourable fluctuations.
Regulatory Risk	Evolving regulatory regulations, including application of corporate and tax laws, may adversely affect our business, prospects and results of operations	The Company possesses a robust policy framework that ensures compliance with the relevant laws and regulations. We consistently monitor regulatory changes, staying up-to-date with our compliance and preventing instances of noncompliance and promoting governance.

Human Resources

At the Company, employees play a vital role in driving business growth. As of March 31, 2025, the permanent workforce comprised 2,276 individuals. The Company is dedicated to promoting a safe, transparent, healthy, progressive, and inclusive work environment to enhance employee productivity.

Internal Control Systems and their Adequacy

The internal control and risk management system is structured and applied in accordance with the principles and criteria established in the corporate governance practices of the organisation. It is an integral part of the general organisational structure of the Company and involves a range of personnel who act in a coordinated manner while executing their respective responsibilities. The Board of Directors offers its guidance and strategic supervision to the Executive Directors and management, monitoring and support committees.

Cautionary Statement

The Management Discussion and Analysis may incorporate certain statements deemed forward-looking. These statements are inherently subject to various risks and uncertainties. Actual results could materially deviate from those expressed, as significant factors such as government policies, local political and economic developments, industrial relations, and risks inherent to the Company's growth may influence operations.

Market data and product analysis presented herein are derived from internal Company reports, alongside industry and research publications. However, their accuracy and completeness cannot be guaranteed, nor can their absolute reliability be assured.

Directors' Report

To
The Members of
Ganesha Ecosphere Limited

Your Directors have pleasure in presenting the Thirty-sixth Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2025.

FINANCIAL RESULTS

The summarized financial results of the Company for the year ended March 31, 2025 as compared to the preceding year are as under:

(₹ in Crore)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
Total income	1017.02	1001.10	1483.48	1137.56
Profit before Finance costs, Depreciation and amortization expense	128.63	125.50	228.51	152.49
Less: Finance costs	4.78	15.17	38.08	44.90
Less: Depreciation and amortization expense	23.76	26.66	54.97	48.68
Profit before Tax	100.09	83.67	135.46	58.91
Share of (loss) of an associate and tax	-	-	(0.04)	-
Tax expense	(24.61)	(21.19)	(32.30)	(18.34)
Profit for the year	75.48	62.48	103.12	40.57
Add: Other comprehensive income	(3.89)	0.07	(3.85)	0.17
Total comprehensive income for the year	71.59	62.55	99.27	40.74
Balance in retained earnings at the beginning of the year	540.78	482.60	505.87	469.49
Profit after Tax available for appropriation	612.37	545.15	605.14	510.23
Dividend paid	(7.60)	(4.37)	(7.59)	(4.36)
Interim Dividend paid	(3.80)	-	(3.80)	-
Balance in retained earnings at the end of the year	600.97	540.78	593.75	505.87

FINANCIAL AND OPERATIONAL PERFORMANCE

The standalone and consolidated financial statements for the financial year ended March 31, 2025, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

The year 2024-25 was a journey of navigating industry challenges while achieving significant milestones along with reinforcing Company's commitment to growth and operational excellence. Operations at subsidiaries' Warangal plant became stabilized during the year and its products particularly, the food grade rPET granules performed well in setting new benchmark in the industry.



With addition of multiple set of new customers and vendors, Company's footprint is expanding across the country. During financial year 2024-25, the Capacity utilization in standalone business was more than 100% and in subsidiaries' Warangal plant was 57%.

On standalone basis, the total income of the Company was ₹1017.02 crore during financial year 2024-25 as against ₹1001.10 crore during financial year 2023-24. The EBITDA stood at ₹95.50 crore as against ₹99.74 crore of the previous financial year. During the year under review, the Company earned Net Profit of ₹75.48 crore as compared to ₹62.48 crore in the financial year 2023-24, reflecting a significant growth of 21%.

This is the first ever time where Group's EBITDA crossed ₹ 200 Crore (growth of 53% over previous financial year) and PAT crossed ₹ 100 Crore (growth of 154% over previous financial year). On consolidated basis, the Company recorded a total income of ₹1483.48 crore during financial year 2024-25 as against ₹1137.56 crore in the previous financial year. The EBITDA stood at ₹210.58 crore as against ₹137.86 crore of the previous financial year. The consolidated net profit for the year was ₹103.12 crore compared to ₹40.57 crore of the previous financial year.

The performance of the Company during the current financial year 2025-26 continues to be encouraging and barring unforeseen circumstances, your Directors expect your Company to achieve better results during the year. A more detailed analysis and current outlook is available in the Management Discussion and Analysis section of this report.

TRANSFER TO RESERVES

During the year under review, the Company transferred an amount of ₹ 0.12 Crore to the 'General Reserve' on account of Employee Stock Option Scheme. Details of the same are provided in Note no. 11 to the standalone financial statements of the Company.

Further, no profits are transferred to general reserve and entire amount of profit for the year forms part of the 'Retained Earnings'.

CREDIT RATING

As on March 31, 2025, the Company had following credit ratings from CARE:

- i. **A+; Stable** : for Long Term Bank Facilities (Fund Based) signifying adequate degree of safety regarding timely servicing of financial obligations. Such facilities carry low credit risk.
- ii. **A1+** : for Short Term Bank Facilities (Non-Fund based) signifying very strong degree of safety regarding timely payment of financial obligations. Such facilities carry lowest credit risk.

DIVIDEND

Based on the Company's performance, your directors are pleased to recommend a final dividend of ₹3.00 per share (i.e. @ 30%) on Equity Shares of ₹10/- each of the Company, involving cash outflow of ₹ 8.04 Crore of the Company's Standalone Net Profit for the financial year 2024-25, as per the present paid up share capital of the Company. The actual cash outflow of dividend will be dependent on the equity share capital of the Company as on the relevant record date/ book closure date. The final dividend is subject to approval of members at the ensuing Annual General Meeting (AGM) and shall be subject to deduction of income tax at source.

During the year under review, the Company had paid an interim dividend of ₹1.50 per share (i.e. @ 15%) on Equity Shares of ₹10/- each of the Company, aggregating to ₹ 3.80 Crore, for the financial year 2024-25.

During the year under review, unpaid dividend for the financial year 2016-17 amounting to ₹0.09 crore being unpaid/unclaimed for more than 7 years from the date it was lying in the unpaid dividend account, had been transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government, in terms of Section 124(5) of the Companies Act, 2013.

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Company has adopted a Dividend Distribution Policy which endeavors for fairness, consistency and sustainability while distributing profits to the shareholders and the same is available on the Company's website at <https://www.ganeshacosphere.com/corporate-governance-policies>.

SHARE CAPITAL

On March 31, 2025, the Company has made an allotment of 1,10,000 fully paid-up equity shares having face value of ₹ 10/- each, at an issue price of ₹ 1,035/- per share (including a premium of ₹ 1,025/- per share), to an entity belonging to Promoter Group, pursuant to the exercise of the right of conversion of 1,10,000 warrants into equity shares, out of 14,49,000 warrants allotted on preferential basis during the previous financial year, under Chapter V of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. The amount of ₹ 8.54 Crore, raised against said allotment, being allotment money of 75% of the issue price (25% was received as upfront money on allotment of warrants), have been utilized in current financial year, in accordance with the objects stated in the offer document.

Further, pursuant to the exercise of the right of conversion of remaining 13,39,000 warrants, the Company has allotted 13,39,000 fully paid-up equity shares, having face value of ₹ 10/- each, at an issue price of ₹ 1,035/- per share (including a premium of ₹ 1,025/- per share), on July 17, 2025.

Consequent to the above allotments, the total Paid-up Equity Share Capital of the Company stands increased to ₹ 26.80 Crore comprising of 2,67,95,984 Equity Shares having face value of ₹ 10/- each.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on March 31, 2025; the Company had following subsidiaries and associates:

Indian wholly owned subsidiaries:

Ganesha Ecopet Private Limited; and
Ganesha Ecotech Private Limited

Overseas wholly owned subsidiary:

Ganesha Overseas Private Limited, in Nepal

Associate/ Joint Venture Company:

Ganesha Recycling Chain Private Limited

On September 10, 2024, the Company had incorporated a Joint Venture Company namely Ganesha Recycling Chain Private Limited in collaboration with Race Eco Chain Limited (RACE), in order to strengthen the Company's raw material supply chain of PET waste and executed a Joint Venture Agreement with RACE for setting up of

washing plants for producing pet flakes through the Joint Venture Company. The Company has 49% shareholding in the Ganesha Recycling Chain Private Limited and as a result it has become an associate of the Company, during the year under review.

A statement containing salient features of the Financial Statements of the subsidiaries & associates/ joint venture companies in the prescribed format in Form AOC-1 as required under first proviso to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 is included in this Report as "**Annexure A**" and forms an integral part of this Report. The said form also highlights performance of the subsidiaries & associates/ joint venture companies and their contribution to the overall performance of the Company during the period under review.

During the year under review, Ganesha Ecotech Private Limited was the material subsidiary of the Company, as per the thresholds laid down under the Listing Regulations and the Company's policy for determining material subsidiaries.

The Company's Policy for determining Material Subsidiaries is available on the Company's website at <https://www.ganeshaecosphere.com/corporate-governance-policies>.

In terms of the provisions of Section 136 of the Companies Act, 2013 read with the SEBI Listing Regulations, the Audited Financial Statements of the subsidiaries are placed on website of the Company and can be accessed at <https://www.ganeshaecosphere.com/subsidiary>. These financial statements are also available for inspection by any member at the Registered Office of the Company. Any member desirous of obtaining a copy of the same may write to the Company.

GANESHA ECOSPHERE EMPLOYEES' STOCK OPTION SCHEME 2021

The Company had adopted and implemented Ganesha Ecosphere Employees' Stock Option Scheme 2021 ("ESOP Scheme") for granting Employee Stock Options ("options") to the eligible employees of the Company and its Subsidiaries. During the year under review, the Company by way of special resolution passed by members through postal ballot approved the amendment in the ESOP Scheme to enable the Ganesha Employees' Welfare Trust ("Trust") to acquire the Equity Shares by way of fresh allotment and to grant of options to the eligible employees of



the Company and its subsidiaries by way of fresh issue of Equity Shares of the Company, along with the existing mode of acquisition by way of secondary acquisition from the market. Besides this certain clauses of the Scheme were also modified to align the language of the Scheme with the re-enacted SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The details of stock options granted/vested/exercised or lapsed during the year are provided in Note no. 41 of the Notes to the Standalone Financial Statements for the year ended March 31, 2025.

The disclosure in compliance with Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, is available on the Company's website at <https://www.ganeshaecosphere.com/latest-information>.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of the SEBI Listing Regulations is provided in a separate section forming part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Shri Abhilash Lal and Shri Pradeep Kumar Goenka ceased to be the Non-Executive Independent Directors of the Company w.e.f. September 4, 2024, upon completion of their second term of 5 consecutive years. The Board expressed their deep appreciation and gratitude to Shri Abhilash Lal and Shri Pradeep Kumar Goenka for their valuable contribution, strategic support and guidance during their respective tenure.

With a view to broad base the Board and to comply with the requirements of the SEBI Listing Regulations with respect to composition of Board and appointment of Independent Directors, Shri Akshay Kumar Gupta (DIN: 00004908) and Shri Jagat Jit Singh (DIN: 10765423), were appointed as Independent Directors of the Company for respective term of 5 (five) consecutive years w.e.f. September 5, 2024.

In the 35th Annual General Meeting (AGM) held during the year under review, Dr. Shobha Chaturvedi (DIN: 08553800) was re-appointed as the Non- Executive Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 5, 2024.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Shri Vishnu Dutt Khandelwal (DIN: 00383507), Executive Vice- Chairman of the Company, retires from the Board by rotation, at the ensuing AGM of the Company and being eligible has offered himself for re-appointment. The Board recommends the proposal of his re-appointment for consideration of the Members at the ensuing AGM of the Company. Brief profile of Shri Vishnu Dutt Khandelwal is provided in the Notice of ensuing AGM.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company had received the declarations u/s 149(7) of the Companies Act, 2013 from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and they have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, all the Independent Directors on the Board of the Company have requisite expertise, experience and possess attributes of integrity.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee of the Company consisted of 4 (four) Directors, out of which 3 (three) Directors are independent. The composition and other details are provided in the Corporate Governance Report of the Company. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, in respect of the financial year ended March 31, 2025, confirm that:

- a) in preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- c) they have taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared Annual Accounts on a 'Going Concern' basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls commensurate with the size of the Company and the nature of its business, with reference to financial statements. Internal Auditors of the Company periodically audit the adequacy and effectiveness of the internal controls laid down by the management. The Audit Committee of the Board of Directors also regularly reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2024-25, the Board of Directors of the Company had met 6 (six) times. The details of the Board meetings held during the year are given under the Corporate Governance Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

ANNUAL RETURN

The copy of Annual Return as required under Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, is placed on the Company's website and can be accessed at <https://ganeshaecosphere.com/admin/UploadedFiles/ContentImages/AnnualReturn/Annualreturn2023-2024.pdf>

LISTING

The Equity Shares of the Company are presently listed at BSE Limited and National Stock Exchange of India Limited and the listing fee, for the financial year 2025-26, for both the Stock Exchanges is paid.

AUDITORS AND AUDITORS' REPORT

a. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, M/s. Narendra Singhania & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 009781N) were re-appointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive years at 33rd AGM of the Company held on September 30, 2022, to hold office till the conclusion of 38th AGM of the Company. The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

As regards Auditors' observation at para (i)(c) of the Annexure -A to their report stating that one of the Company's office building is not held in the name of the Company while the possession and original agreement to sale of the property is in the name of the Company, it is clarified that the title deed registration of such office building located at Faridabad is held up due to some local regulations and the Company is taking necessary action to get the same registered.

The Statutory Auditors' Report for the financial year 2024-25 does not contain any other observation, qualification, reservation, adverse remark or disclaimer.



b. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Board had appointed M/s. S.K. Gupta & Co., Company Secretaries, as Secretarial Auditors of the Company, to undertake Secretarial Audit for the financial year 2024-25. The Secretarial Audit Report for the financial year ended March 31, 2025 is annexed herewith as **"Annexure B"**.

The Secretarial Audit Report for the Financial Year 2024-25 does not contain any qualification, reservation, adverse remark or disclaimer.

Pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations, the Board of Directors of the Company at its meeting held on August 13, 2025, have recommended the appointment of M/s. S.K. Gupta & Co., a peer reviewed firm of Company Secretaries in practice, Kanpur, as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, to conduct the secretarial audit of the Company for the financial years 2025-26 to 2029-30.

The Company has received written consent from M/s. S.K. Gupta & Co., for their appointment as Secretarial Auditors of the Company along with a certificate that they meet the criteria stipulated under Regulation 24(1), 24(1A) and 24(1B) of the SEBI Listing Regulations. Accordingly, the approval of the members for the appointment of M/s. S.K. Gupta & Co., Company Secretaries as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, is being sought at the ensuing AGM. Information about the proposed appointment of M/s. S.K. Gupta & Co., as Secretarial Auditors has been provided in the Notice of ensuing AGM.

Secretarial Audit of Material Unlisted Subsidiary Company

In accordance with the requirements of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Audit Report of M/s Ganesha Ecotech Private Limited, the material unlisted subsidiary of the Company, for the financial year ended March 31, 2025, from a peer reviewed company secretary, is annexed herewith as **Annexure – C**.

The Report does not contain any qualification, reservation, adverse remark or disclaimer.

c. Cost Auditors

Pursuant to the Rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148 (1) of the Companies Act, 2013 in respect of its products and accordingly such accounts and records are made and maintained.

M/s. R. M. Bansal & Co., Cost Accountants (Firm Regn. No.:000022) and M/s. Rakesh Misra & Co., Cost Accountants (Firm Regn. No.: 000249), have been appointed as Cost Auditors of the Company to conduct the audit of the Cost Accounts of the Company in respect of its products 'Yarn' and 'Recycled Polyester Staple Fibre' respectively, for the financial year 2025-26.

As required under the Companies Act, 2013, the resolutions seeking Members' ratification for the remuneration payable to Cost Auditors form part of the Notice convening the AGM.

d. Internal Auditors

Pursuant to the provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014, your Company engaged the services of M/s. Ashok & Ajai, Chartered Accountants, Kanpur, to conduct the Internal Audit of the functions and activities of the Company for the Financial Year 2024-25. Quarterly Internal Audit Reports are placed before the Audit Committee of the Company for its review.

REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or the Board under Section 143(12) of Companies Act, 2013 and Rules framed thereunder.

RELATED PARTY TRANSACTIONS

During the year under review, all transactions entered into with Related Parties were approved/ ratified by the Audit Committee and wherever required, were also approved by the Board of Directors of the Company. Omnibus approval from the Audit Committee was obtained for transactions of repetitive nature. During the financial year 2024-25, the Company had not entered into any contract/ arrangement / transaction with related parties

which could be considered material in accordance with the Company's Related Party Transactions Policy. Further, all related party transactions undertaken during the year were at arms' length basis. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

The related party transactions entered into by the Company during the year under review, are disclosed under Note No. 34 of the Notes to the Standalone Financial Statements for the year ended March 31, 2025.

The Company's Policy on Related Party Transactions was reviewed by the Board and the same is disclosed on the website of the Company at <https://www.ganeshaecosphere.com/corporate-governance-policies>.

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS BY THE COMPANY

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the SEBI Listing Regulations, disclosure on particulars of loans given, investments made, guarantees and/ or securities provided along with the purpose for which the loan or guarantee or security were proposed to be utilized by the recipient are provided in the notes to the Standalone Financial Statements.

WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has adopted Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The details of the policy are explained in the Corporate Governance Report.

The Policy has been posted on the website of the Company and may be accessed at <https://www.ganeshaecosphere.com/corporate-governance-policies>.

NOMINATION AND REMUNERATION POLICY

The Board of Directors of the Company have approved and adopted Nomination, Remuneration and Board Diversity policy in compliance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

Our current Nomination and Remuneration Policy is to have an appropriate mix of Executive and Non-Executive Directors including the independent directors to maintain the diversity and independence of the Board.

The broad parameters covered under the Policy are –Attributes, Qualifications and Remuneration of Executive Directors, Non-Executive Directors including Independent Directors, KMP and Senior Management Personnel. It also covers performance evaluation criteria of the Board, its Committees and individual directors.

The Nomination, Remuneration and Board Diversity Policy of the Company was reviewed and modified to align the same with the amended provisions of the SEBI Listing Regulations and the same is available on the website of the Company at the link <https://www.ganeshaecosphere.com/corporate-governance-policies>. We affirm that the remuneration paid to the Directors is as per the terms laid out in the Policy.

BOARD EVALUATION

The Board of Directors at its meeting held on February 1, 2025, has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act & SEBI Listing Regulations. Performance Evaluation of Independent Directors was done by the entire board, excluding the director being evaluated. The Evaluation Process was conducted through a structured questionnaire prepared after taking into consideration the various aspects laid down under the "Nomination, Remuneration and Board Diversity Policy" of the Company. The Board of Directors expressed satisfaction with the evaluation process.

In a separate meeting of Independent Directors held on March 24, 2025, the Independent Directors of the Company had evaluated the performance of non-independent directors and Board as whole and performance of Chairman of the Company after taking into account the views of Executive Directors and other Non-Executive Directors of the Company. Independent Directors have also assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board and recorded their satisfaction with the flow of information.



RISK MANAGEMENT

Risk management is an ongoing process and embedded in the operating framework of the Company. Risk Management & Strategic Planning Committee (nomenclature changed to Risk Management Committee w.e.f. May 24, 2025) has been entrusted for timely identification, evaluation and mitigation of all types of internal and external risks including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks etc. The Committee is responsible for formulating and reviewing the risk management plan/ policy and ensuring its effectiveness across the organization. The Audit Committee of the Board has an additional oversight in the risk management systems prevailing in the Company.

There are no risks which in the opinion of the Board are of the nature that can threaten the existence of the Company. However, the risks inter-se those are generally dealt in regular course of business and have to be taken care of, are fluctuations in foreign exchange rates and prices of raw material as well as finished products.

The Risk Management Policy of the Company, was reviewed by the Board in view of the changing industry dynamics and evolving complexities and the same can be accessed at the link <https://www.ganeshaecosphere.com/corporate-governance-policies>.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is committed to focus on inclusive growth and improving lives by contributing towards communities around which it operates. In compliance with Section 135 of the Companies Act, 2013, the Company has undertaken CSR activities, projects and programs as provided in the CSR policy of the Company and as identified under Schedule VII to the Companies Act, 2013.

The Composition of CSR Committee along with details of CSR activities undertaken by the Company have been disclosed in the 'Report on CSR activities', set out as "**Annexure D**" and forming an integral part of this Report.

The CSR policy of the Company may be accessed at <https://www.ganeshaecosphere.com/corporate-governance-policies>.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In terms of Regulation 34(2) of SEBI Listing Regulations, a Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and governance perspective is provided in a separate section forming part of the Annual Report.

DEPOSITS

During the year under review, the Company has neither accepted nor renewed any deposit from public in terms of the provisions of Sections 73 and 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

In terms of Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, the Company, during the year, had accepted an amount of ₹29.25 crore as unsecured loan from a Director and the balance outstanding as on March 31, 2025 was ₹3.67 Crore.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year 2024-25 and the date of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which would impact the going concern status of the Company and its future operations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as "**Annexure E**".

PARTICULARS OF EMPLOYEES

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as “Annexure F” and forms an integral part of this Report. The information showing names and other particulars of employees as per Rule 5(2) and 5(3) of the aforesaid Rules forms part of this report. However, as per first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company and others entitled thereto. The said information is available for inspection by members at the registered office of the Company during business hours on all working days upto the date of ensuing AGM. Any member interested in obtaining a copy thereof, may also write to the Company Secretary.

CORPORATE GOVERNANCE

As required under Schedule V to the SEBI Listing Regulations, a separate section on Corporate Governance together with a Certificate from M/s. S. K. Gupta & Co., Practicing Company Secretaries, confirming compliance of the conditions of Corporate Governance, forms an integral part of this Report.

POLICY ON SEXUAL HARASSMENT

Prevention and control of sexual harassment at workplace constitutes an important part of corporate culture while aligning with best practices and improving management processes. The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace with a mechanism of lodging complaints and has constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there

under. No complaints were reported to the Board for sexual harassment of women at work place during the financial year 2024-25. The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the Corporate Governance Report of the Company.

COMPLIANCE OF THE MATERNITY BENEFIT ACT, 1961

Your Company has complied with the applicable provisions of The Maternity Benefit Act, 1961, for female employees.

GENERAL

During the year under review:-

- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
- The Company has not issued any shares (including sweat equity shares) to employees of the Company or its subsidiaries under any scheme.
- There was no revision in the financial statements.
- Neither the Managing Director nor the Whole-time Directors of the Company had received any remuneration or commission from any of the Company's subsidiaries.
- There has been no change in the nature of business of the Company.
- There is no proceeding initiated/ pending against the Company under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one-time settlement with any Bank or Financial Institution.



ACKNOWLEDGEMENTS

Your Directors take this opportunity to place on record appreciation for the co-operation and support extended by various departments of the Central and the State Government(s), Bankers and Business associates.

Your Directors also wish to express their deepest appreciation to the employees at all levels, whose dedicated efforts, co-operation and unending support helped the Company in delivering results

despite the challenges. We are also grateful to all the shareholders, customers, dealers, agents, suppliers and bankers of the Company for reposing continued trust, support and confidence in the management of the Company.

For and on behalf of the Board

(Shyam Sunder Sharma)

Chairman

DIN: 00530921

Place : Kanpur

Date: August 13, 2025

ANNEXURE 'A' TO THE DIRECTORS' REPORT

FORM AOC-1

(Pursuant to first proviso to sub section (3) of Section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(₹ in Lakh)

1	S. No.	1	2	3
2	Name of the subsidiary	Ganesha Ecopet Private Limited	Ganesha Ecotech Private Limited	Ganesha Overseas Private Limited
3	The date since when subsidiary was acquired	Incorporated on 19/11/2019	Incorporated on 17/11/2020	Acquired on 15/07/2021
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 to 31/03/2025	01/04/2024 to 31/03/2025	01/04/2024 to 31/03/2025
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees (INR)	Indian Rupees (INR)	Reporting Currency - Nepalese Rupee Exchange Rate 1 INR = 1.60 Nepalese Rupees
6	Share Capital	11500.00#	11500.00	1,500.00
7	Reserves and Surplus (Other equity)	1304.94	1,009.30	(464.79)
8	Total Assets	74,491.14	36,401.90	4,535.00
9	Total Liabilities	74,491.14	36,401.90	4,535.00
10	Investments	-	-	-
11	Turnover	42714.59	27522.49	3095.54
12	Profit (loss) before taxation	3311.39	309.76	(121.50)
13	Provision for taxation	704.11	92.64	(28.68)
14	Profit (loss) after taxation	2607.28	217.12	(92.82)
15	Proposed dividend	-	-	-
16	Extent of Holding %	100%	100%	100%

#excludes preference share capital as preference shares are treated as financial liability under IND AS 32.



Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate companies and Joint Ventures.

(Amount in ₹ Lakh)

Name of Associate/ Joint Ventures	Ganesha Recycling Chain Private Limited
1 Latest Audited Balance sheet Date	31/03/2025
2 Date on which the Associate or Joint Venture was associated or acquired	Incorporated on 10/09/2024
3 Shares of Associate/ Joint Ventures held by the company on year end.	
i No.	29,40,000 Equity Shares
ii Amount of investments in Associates/ Joint Venture	294.00
iii Extent of Holding %	49%
4 Description of how there is significant influence	Company is holding 49% of total share capital
5 Reason why the associate/ joint venture is not consolidated	not applicable
6 Networth attributable to Shareholding as per latest audited Balance Sheet	590.89
7 Profit/Loss for the year	(9.11)
i Considered in consolidation	(9.11)
ii Not considered in consolidation	-

For and on behalf of the Board of Directors

Sharad Sharma

Managing Director
DIN: 00383178

Shyam Sunder Sharmma

Chairman
DIN: 00530921

Bharat Kumar Sajnani

Company Secretary
FCS: 7344

Gopal Agarwal

Chief Financial Officer
FCA: 075080

ANNEXURE 'B' TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ganesha Ecosphere Limited [CIN: L51109UP1987PLC009090]** (hereinafter called the 'Company') for the Financial Year ended 31st March, 2025. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that in our opinion, the Company has during the Financial year ended on 31st March, 2025 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books and papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder in respect of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable for Foreign Direct Investment and External Commercial Borrowings as there was no reportable event during the financial year under review)**;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable as the Company has not issued and listed any debt securities during the Audit Period)**;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not**



applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Audit period);

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable as the Company has not delisted / proposed to delist its Equity Shares during the year under review);**
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the year under review);** and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis and representation made by the Company and its officers and as identified by the Management, the Company has complied with the provisions of Plastic Waste Management Rules, 2016 specifically applicable to the Company.

We have also examined compliance with the applicable Clauses of the following:

- (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and the General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ('Listing Regulations')

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including Woman Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance except in case of shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting. All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of Audit and review of Internal Auditor's Report, periodical Compliance Reports submitted by respective Departmental heads and taken on record by the Audit Committee / Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines and as informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the Audit Period there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc.:

- (a) During the Audit Period, the Company has made following investments in Wholly Owned Subsidiaries ('WOS') of the Company and other Bodies Corporate:

Sl. No.	Name of Company	Status
1.	Ganesha Ecopet Private Limited, WOS	The Company has made further investment of ₹ 100 Crore in the Equity Share Capital of Ganesha Ecopet Private Limited, a Wholly Owned Subsidiary of the Company by subscription of 10,00,00,000 (Ten Crore) Equity Shares having Face Value of ₹ 10/- each at par, on rights issue basis on 26 th June, 2024.
2.	Ganesha Ecotech Private Limited, Material WOS	The Company has made further investment of ₹ 100 Crore in the Equity Share Capital of Ganesha Ecotech Private Limited, a Wholly Owned Subsidiary of the Company by way of subscription of 10,00,00,000 (Ten Crore) Equity Shares having Face Value of ₹ 10/- each at par, on rights issue basis on 28 th June, 2024. 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
3.	Race Eco Chain Limited A Listed Company in same lines of business	With a view to strengthen the raw material supply chain of PET waste, the Company has made a strategic investment in the Equity Share Capital of Race Eco Chain Limited (CIN: L37100DL1999PLC102506), a listed Company engaged in the business of plastic waste management by subscribing 4,55,000 Equity Shares of ₹ 10/- each at an issue price of ₹ 352/- per share aggregating to ₹ 16,01,60,000/- on 26 th September, 2024 on preferential issue basis.

- (b) During the Audit period, the following changes / developments have taken place in Ganesha Ecopet Private Limited, Wholly Owned Subsidiary of the Company:
- (i) commenced commercial operation of its 3rd production line rPET Chips at its Unit situated at Warangal, Telangana on 1st July, 2024.
 - (ii) The Board of Directors of Ganesha Ecopet Private Limited at its meeting held on 12th November, 2024 have decided to set up a Green Field Project with a capacity of 45,000 tons per annum (TPA) to manufacture rPET chips/Granules in the State of Odisha.
 - (iii) Further, the Board of Directors of Ganesha Ecopet Private Limited at its meeting held on 3rd February, 2025 have decided to increase the size of its expansion plan by another 45,000 TPA, in the following manner:
 - a) setting up of Green Field Project with a capacity of 67,500 TPA in the State of Odisha; and
 - b) expanding the capacity of its Warangal Plant from 42,000 TPA to 64,500 TPA
 - (c) The Board of Directors of the Company at its meeting held on 4th September, 2024 approved the formation of a 'Joint Venture Company' in collaboration with Race Eco Chain Limited (CIN: L37100DL1999PLC102506), a company engaged in the business of plastic waste management, for the purpose of setting up of washing plants for producing pet flakes. Accordingly, a new Joint Venture Company (JV Company) was incorporated under the name and style of 'Ganesha Recycling Chain Private Limited' (CIN: U38210UP2024PTC209197) on 10th September, 2024 wherein the Company has subscribed 29,40,000 Equity Shares at the face value of ₹ 10/- each aggregating to ₹ 2,94,00,000 representing 49% of the voting rights in the said JV Company as a result, Ganesha Recycling Chain Private Limited becomes an Associate of the Company. In this respect, the Company had executed a Joint Venture Agreement on 31st January, 2025 with Race Eco Chain



Private Limited to set up washing plants for producing pet flakes.

(d) The Shareholders' consent was inter-alia obtained through Postal Ballot by e-voting process on 4th December, 2024 for passing of Special Resolutions on the following matters:-

i. amendment in Ganesha Ecosphere Employees' Stock Option Scheme, 2021 inter-alia to change the mode of acquisition of shares of the Company by Ganesha Employees Welfare Trust ('Trust') [including acquisition of shares through fresh allotment] and to allow grant of options to the eligible employees of the Company and its subsidiaries by way of fresh issue of Equity Shares of the Company subject to approval of members of the Company and other changes to be implemented in order to modify the scheme to bring the language of its certain clauses in uniformity with the re-enacted SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

ii. approval to extend the benefit of amendments in the Ganesha Ecosphere Employees' Stock Option Scheme, 2021 ("Scheme") including the grant of Employees Stock Options ("Options") and issue, allot and transfer the Equity Shares ("Shares") thereunder, to the Trust for the benefit of Employees of the Subsidiary Company(ies), in India or outside India, of the Company at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the Scheme.

(e) In terms of the approval granted by the Nomination and Remuneration Committee of the Board at its meeting held on 7th March, 2024 for grant of 39,194 Employee Stock options convertible into equal number of Equity Shares of the Company of face value of ₹ 10/- each at an exercise price of ₹ 543/- per option to the eligible employees of the Company and its Subsidiary Companies under the Ganesha Ecosphere Employees' Stock Option Scheme, 2021, 38,994 Options have been vested on 7th March, 2025 which shall be exercisable within a period of

3 years from the date of the vesting. The options vested are exercisable either through cash payment or through cashless mode. Out of 38,994 Options so vested 2,131 Options were exercised during the year under review.

(f) In terms of Special Resolution passed by the members of the Company through Postal Ballot dated 13th January, 2024 and resolution passed by the Capital Raising Committee of the Board of Directors at its meeting held on 18th January, 2024 in respect of the issuance and allotment of 14,49,000 Fully Convertible Equity Warrants to GPL Finance Limited, a member of Promoter Group, on Preferential basis in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Memorandum and Articles of Association of the Company, the Capital Raising Committee of Board of Directors at its meeting held on 31st March, 2025 has issued and allotted 1,10,000 fully paid up Equity Shares of the Company having face value of ₹ 10/- each at an issue price of ₹ 1035/- per share (including premium of ₹ 1025/- per share), to GPL Finance Limited ("the Allottee"), upon receipt of application form along with requisite balance amount of ₹ 776.25/- per share due thereon (being 75% of the issue price per share), aggregating to ₹ 8,53,87,500/- (Rupees Eight Crore Fifty Three Lakh Eighty Seven Thousand and Five Hundred Only) pursuant to the exercise of the right of conversion of 1,10,000 warrants into Equity Shares by the allottee out of 14,49,000 warrants allotted to the allottee.

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: 13th August, 2025 UDIN: F002589G000995341

Note: This Report to be read with our letter of even date which is marked as **Annexure** and forms an integral part of this Report.

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

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

Auditor's Responsibility

Based on Audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the Auditing Standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company along with explanations where so required.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records and other legal records, legal compliance mechanism and corporate conduct. Further, part of the verification was done on the basis of electronic data provided to us by the Company on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices, we followed provide a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of Statutory Auditor.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis. Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

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: F002589G000995341

Place: Kanpur

Date: 13th August, 2025



ANNEXURE 'C' TO THE DIRECTORS' REPORT FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Ganesh Ecotech Private Limited
(CIN: U37100UP2020PTC138065)
Regd. Office: 113/216-A, Ground Floor
Swaroop Nagar, Kanpur-208002 UP IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GANESHA ECOTECH PRIVATE LIMITED** (hereinafter referred to as the "company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

OPINION

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2025 and made available to me, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable to the company)**

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing. **(Not applicable to the company)**.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the company)**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the company)**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company)**
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the Company)**

I have also examined compliance with the applicable clauses of the following:

- i. The Secretarial Standards issued by the Institute of Company Secretaries of India.

ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii. Plastic Waste Management Rules, 2016.

I report that, during the period under audit and review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above;

I further report that, there were no events / actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company)**
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the company)** and
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the company)**

I further report that;

1. The compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. During the period under review, no changes took place in the composition of board of directors of the company.
3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance of the provisions of the Companies Act, 2013 & secretarial standards and a system exists for seeking and obtaining further

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, based on the information provided and the representation made by the Company, in my opinion, there are adequate systems and processes in the Company which commensurate with the size and operations of the company to monitor and ensure compliance with the provisions of applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc.:

1. The Company has attained the status of a material subsidiary of Ganesha Ecosphere Limited (the parent company) in terms of the provisions of Regulation 16(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. On June 28, 2024, the Company has made an allotment of 10,00,00,000 Equity Shares of face value of ₹10/- each at par aggregating to ₹10,000 Lakh, to parent company. The Equity Shares issued & allotted as aforesaid rank *pari-passu* with the existing equity shares of the Company in all respect.

For Hemant Kumar Sajnani & Associates
Company Secretaries

CS Hemant Kumar Sajnani

Proprietor

M. No. F-7348

CP. No. 14214

Date: 19/05/2025

Place: Kanpur

PR code: 997/2020

UDIN: F007348G000376750

*Note- This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.*



Annexure A'

To,
The Members
Ganesh Ecotech Private Limited
(CIN: U37100UP2020PTC138065)
Regd. Office: 113/216-A, Ground Floor
Swaroop Nagar, Kanpur-208002 UP IN

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

For **Hemant Kumar Sajjani & Associates**
Company Secretaries

CS Hemant Kumar Sajjani
Proprietor
M. No. F-7348
CP. No. 14214
PR code: 997/2020
UDIN: F007348G000376750

Date: 19/05/2025
Place: Kanpur

ANNEXURE 'D' TO THE DIRECTORS' REPORT

Annual Report on CSR Activities for the Financial year ended March 31, 2025

1. Brief outline on CSR Policy of the Company:

In terms of the CSR Policy of the Company, the following areas have been identified:

1. Promoting education at pre-school and school level.
2. Ensuring environmentally sustainable social infrastructure.
3. Promoting health care and sanitation.
4. Eradicating hunger, poverty and malnutrition.
5. Training to promote nationally recognized sports.
6. Rural development.

2. Composition of CSR Committee:

The Corporate Social Responsibility Committee of the Company comprises of 4 (four) directors, out of which 2 (two) directors are Independent. The Composition of CSR committee is as under:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Akshay Kumar Gupta* (Chairman)	Non- Executive Independent Director	0	N.A.
2	Mrs. Shobha Chaturvedi@	Non- Executive Independent Director	0	N.A.
3	Mr. Abhilash Lal#	Non- Executive Independent Director	1	1
4	Mr. Pradeep Kumar Goenka#	Non- Executive Independent Director	1	1
5	Mr. Vishnu Dutt Khandelwal	Promoter Executive Director	1	1
6	Mr. Sharad Sharma	Promoter Executive Director	1	1

* Mr. Akshay Kumar Gupta was appointed on the Board and became a member and chairman of the Committee w.e.f. September 5, 2024.

@ Mrs. Shobha Chaturvedi became a member of the Committee w.e.f. September 5, 2024.

Mr. Abhilash Lal and Mr. Pradeep Kumar Goenka ceased to be the members of the Committee w.e.f. September 4, 2024, upon completion of the respective term of office as Independent Director(s).

3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

Composition of CSR committee: <https://www.ganeshaecosphere.com/board-committee>

CSR Policy : <https://www.ganeshaecosphere.com/corporate-governance-policies>

CSR projects: <https://www.ganeshaecosphere.com/corporate-social-responsibility>



4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

- 5. (a) Average net profit of the Company as per Section 135(5):** ₹ 8596.20 Lakh
(b) Two percent of average net profit of the Company as per Section 135(5): ₹ 171.92 Lakh
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
(d) Amount required to be set off for the financial year, if any: NIL
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 171.92 Lakh (Budget allocated: ₹ 172.00 Lakh)
- 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 1,63,74,142/-
(b) Amount spent in Administrative Overheads: ₹ 8,50,000/-
(c) Amount spent on Impact Assessment, if applicable: Not Applicable
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 1,72,24,142/-
(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
1,72,24,142/-	--	Not Applicable		Not Applicable	

(f) Excess amount for set-off, if any:

S. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per of Section 135(5)	--
(ii)	Total amount spent for the Financial Year	--
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	--
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	--
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	--

7. Details of Unspent CSR amount for the preceding three financial years:

(Amount in ₹)

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135 (6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount spent in the Financial Year	Amount transferred to a fund as specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of Transfer		
1.	2021-22	87,10,807/-	71,05,359/-	71,14,444/-	Not applicable		NIL	-
2.	2022-23	53,21,469/-	53,21,469/-	53,27,197/-	Not applicable		NIL	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable

Sd/-

(Shyam Sunder Sharma)

Chairman

DIN:00530921

Sd/-

(Akshay Kumar Gupta)

Chairman CSR Committee

DIN: 00004908



ANNEXURE 'E' TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2025:

I. CONSERVATION OF ENERGY

(a) the steps taken or impact on conservation of energy:

The Company continues to take important strides in improving its operational performance in all areas while giving due importance to conservation of energy. Apart from making constant efforts in continuing all previous conservation measures and increasing awareness of energy management amongst its employees, the following specific measures have been taken by the Company, during the year under review:

- i) Addition of roof top solar power plant of 0.68 MW to reduce power cost.
- ii) Maintaining Power Factor in main grid to reduce loss of electric energy.
- iii) Monitoring of heat patch at the terminals of Control and Power electrical panels to reduce power loss and decrease breakdown time.
- iv) Installation of panel cooling fans to reduce power loss due to electrical panel heating.
- v) Installation of new controller with necessary wiring modifications in condensate recovery system to reduce loss of steam condensate.
- vi) Replaced faulty ejector valves of machines resulting into power saving.
- vii) Provided UPS supply to VFD to run the boiler screw drive resulting into improvement of boiler running hour.

- viii) Periodical monitoring of capacitor panel to maintain power factor and reduce reactive power.
- ix) Monitoring of heating of motors above 50 KW capacity on daily basis to reduce power loss due to heating and increase the life of motors.
- x) Water consumption reduced by optimizing water flow for process machines. Re-use of water in washing facility process and machines to reduce overall water consumption.
- xi) Use of automatic water level controller in water tanks.
- xii) Installed transparent ventilation system for minimizing use of electricity during day shift.
- xiii) Periodic checking of auto timer installed for street and boundary lights to save power.
- xiv) Scheduled maintenance of plant machines and solar power plants resulting into improved efficiency and saving in energy consumption.
- xv) Creating Awareness amongst Employees for energy conservation and power saving through scheduled training programs.

(b) Steps taken by company for using alternate sources of energy:

The Company is committed to efficiently utilize its resources and ensure minimum consumption in all its processes. The Company is heading towards the use of sustainable and clean energy source across the production facilities by using solar power

from roof-top solar power plants with an installed capacity of 16.53 MWp (including at subsidiaries' plants) in its manufacturing facilities and by partnering with a leading IPP for supply of 17.43 MW solar power for captive consumption. Efforts are continuing to identify other viable opportunities of using alternate sources of energy.

(c) Capital investment on energy conservation equipments:

₹ 242.04 Lakh

II. TECHNOLOGY ABSORPTION

1. Efforts in brief, made towards technology absorption, adaptation and innovation:

The Company remains committed to the journey of continuous technological innovation and advancement to meet the evolving needs of the customers and contribute to a sustainable future. In our philosophy to continuously upgrade ourselves from a technological standpoint, the following efforts have been made:

- a) Product upgradation and customization to meet specific customer's requirement.
- b) Focus on automation to improve process robustness, cost and safety.
- c) Technology absorption from Technical Journals and attending of National and International Exhibitions/ Seminars.
- d) Upgradation of process for cycle time reduction.
- e) Process enhancement to reduce power consumption and waste generation.

2. Benefit derived as a result of the above efforts:

- a) Reduction in power consumption.
- b) Reduction in steam consumption.

- c) Better yield & productivity.
- d) Increased volume of value-added products.
- e) Reduced carbon footprints and environmental protection.
- f) Quality consistency with improved customer satisfaction.

3. In case of Imported Technology (imported during the last three years reckoned from the beginning of Financial Year):

The Company has not imported any technology during the preceding three years.

4. Expenses incurred on Research and Development:

The expenses involved in in-house research and development carried out in a routine manner are insignificant; therefore, the same have not been accounted for separately.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details with regard to Foreign Exchange earnings and out go are as under:

	(₹ in lakh)	
	Financial Year (2024-25)	Financial Year (2023-24)
A) Foreign Exchange earnings (F.O.B. Value)	9,072.47	8,722.21
B) Foreign Exchange outgo	7,579.11	6,388.70

For and on behalf of the Board

(Shyam Sunder Sharma)

Place: Kanpur
Date: August 13, 2025

Chairman
DIN: 00530921



ANNEXURE 'F' TO THE DIRECTORS' REPORT

The information as required under Section 197(12) of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under:

S. No.	Name	Designation	Remuneration in F.Y. 2024-25 (₹ in lakh)	Remuneration in F.Y. 2023-24 (₹ in lakh)	% increase/ (decrease) in remuneration	Ratio of remuneration of each Director to the median remuneration of employees
1.	Mr. Shyam Sunder Sharma	Non- Executive Chairman*	30.52	30.30	0.73	18.72
2.	Mr. Sharad Sharma	Managing Director & CEO	41.40	36.40	13.74	25.40
3.	Mr. Vishnu Dutt Khandelwal	Executive Vice-Chairman	41.32	36.32	13.77	25.35
4.	Mr. Rajesh Sharma	Joint Managing Director	41.40	36.40	13.74	25.40
5.	Mr. Pradeep Kumar Goenka #	Non- Executive/ Independent Director*	4.62	7.50	-@	-@
6.	Mr. Abhilash Lal#	Non- Executive/ Independent Director*	5.45	9.80	-@	-@
7.	Mrs. Shobha Chaturvedi	Non- Executive/ Independent Director*	10.52	7.30	44.11	6.45
8.	Mr. Narayanan Subramaniam	Non- Executive/ Independent Director*	5.67	5.95	(4.70)	3.48
9.	Mr. Akshay Kumar Gupta ^	Non- Executive/ Independent Director*	5.45	-	N.A.	-@
10.	Mr. Jagat Jit Singh ^	Non- Executive/ Independent Director*	5.45	-	N.A.	-@
11.	Mr. Gopal Agarwal	Chief Financial Officer	41.95	34.40	21.95	N.A.
12.	Mr. Bharat Kumar Sajani	Company Secretary	15.21	16.56	(8.15)	N.A.

Note:

* Remuneration to the Non-Executive Directors of the Company includes sitting fees paid for attending Board Meeting(s) /Committee Meeting(s) and commission payable upto 1% of the net profits of the Company, as approved by the shareholders.

Ceased to be the Director(s) of the Company w.e.f. September 4, 2024, upon completion of term of office as Independent Director.

@ Since the remuneration is only for part of the year, % increase/ (decrease) in remuneration and the ratio of remuneration to median remuneration are not comparable and therefore, not stated.

^ Appointed as Independent Director(s) of the Company w.e.f. September 5, 2024.

- ii. During the financial year 2024-25, there was an increase of 8.67% in median remuneration of employees.
- iii. There were 2276 permanent employees on the roll of the Company as on March 31, 2025.
- iv. Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year 2024-25 was 6.01%, whereas the managerial remuneration for the same financial year was increased by 12.84%.
- v. It is hereby affirmed that the remuneration paid during the Financial Year ended March 31, 2025 is as per the remuneration policy of the Company.

For and on behalf of the Board

Place: Kanpur
Date: August 13, 2025

(Shyam Sunder Sharma)

Chairman
DIN: 00530921



Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At GESL, we believe that as we move towards achieving our growth targets, our Corporate Governance processes must adhere to the globally benchmarked standards. Corporate Governance is an integral element of the Company's value system, management ethos and business practices. Our Corporate Governance practices are driven by timely disclosures, transparent accounting policies and high levels of integrity in decision-making. The Company believes that the governance process should ensure that the resources employed must be utilized optimally so as to meet the stakeholders' aspirations and expectations. This is demonstrated in improving shareholder returns and performance focused workenvironment. Our customers have benefited from the high quality products made available to them at reasonable prices. Our employee satisfaction is reflected in the stability of our senior management and substantially high productivity. The Company is committed to contribute to the "Triple Bottom Line" i.e. ensuring the conduct of business around social,

environmental and economic concerns and this is apparently reflected in the Company's area of business. GESL's governance philosophy revolves around trusteeship, transparency, control, accountability and ethical business conduct. The practice of each of these enables the management to direct and control the affairs of the Company in an efficient manner and in creating the right corporate culture towards emerging as a socially responsible corporate citizen.

2. BOARD OF DIRECTORS

A. Composition and category of Board of Directors, attendance at Board Meetings, at last Annual General Meeting and details of Membership of other Boards / Committees:

The Board has an optimum combination of Executive and Non-Executive Directors as per the Corporate Governance requirements. As on March 31, 2025, the Company's Board had 8 (eight) Directors comprising of 3 (three) Executive Directors, 4 (four) Non-Executive Independent Directors (including one women independent director) and 1 (one) Non-Executive Non-Independent Director.

The composition of the Board of Directors and other relevant details as on March 31, 2025 are as under:

S. No.	Name of Director along with DIN	Category	No. of Board Meetings during the year		Whether present at the last Annual General Meeting held on September 10, 2024	No. of Boards / Committees of Indian Public Limited Companies (including Ganesha Ecosphere Limited)			Directorship in Other Listed Entities and Category of Directorship
			Held	Attended		Directorship	Committee (only Audit Committee & Stakeholders Relationship Committee)		
						Member@	Chairperson		
1.	Mr. Shyam Sunder Shamma DIN: 00530921	Promoter Non-Executive Director	6	6	Yes	1	--	--	--
2.	Mr. Vishnu Dutt Khandelwal DIN: 00383507	Promoter Executive Director	6	6	Yes	4	4	1	Ganesha Ecoverse Limited (Promoter Non-Executive Director)

S. No.	Name of Director along with DIN	Category	No. of Board Meetings during the year		Whether present at the last Annual General Meeting held on September 10, 2024	No. of Boards / Committees of Indian Public Limited Companies (including Ganesha Ecosphere Limited)			Directorship in Other Listed Entities and Category of Directorship
			Held	Attended		Directorship	Committee (only Audit Committee & Stakeholders Relationship Committee)		
							Member@	Chairperson	
3.	Mr. Sharad Sharma DIN: 00383178	Promoter Executive Director	6	6	Yes	3	1	--	--
4.	Mr. Rajesh Sharma DIN: 02228607	Promoter Executive Director	6	6	No	3	--	--	--
5.	Mr. Pradeep Kumar Goenka DIN: 00404746*	Non-Executive/Independent Director	4	3	N.A.	N.A.	N.A.	N.A.	N.A.
6.	Mr. Abhilash Lal DIN: 03203177*	Non-Executive/Independent Director	4	4	N.A.	N.A.	N.A.	N.A.	N.A.
7.	Mrs. Shobha Chaturvedi DIN: 08553800	Non-Executive/Independent Director	6	6	No	1	1	1	--
8.	Mr. Narayanan Subramaniam DIN:00166621	Non-Executive/Independent Director	6	3	Yes	5	5	2	<ul style="list-style-type: none"> • City Union Bank Limited (Non-Executive-Independent Director) • Jyothy Labs Limited (Non-Executive-Independent Director) • Expleo Solutions Limited (Non-Executive-Independent Director)
9.	Mr. Akshay Kumar Gupta DIN: 00004908^	Non-Executive/Independent Director	2	2	No	2	2	2	<ul style="list-style-type: none"> • Kanpur Plastipack Limited (Non-Executive-Independent Director)
10.	Mr. Jagat Jit Singh DIN: 10765423^	Non-Executive/Independent Director	2	2	No	1	1	0	--

@ Membership count includes the count in which a Director is Chairperson in a Committee.

* Ceased to be an Independent Director of the Company w.e.f. September 4, 2024, upon completion of term of office.

^ Appointed as Independent Director of the Company w.e.f. September 5, 2024.



The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 (hereinafter referred to as 'Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

B. Relationship between Directors inter-se:

Mr. Sharad Sharma and Mr. Rajesh Sharma are sons of Mr. Shyam Sunder Sharmma and Mr. Vishnu Dutt Khandelwal is brother of Mr. Shyam Sunder Sharmma.

C. Shareholding of Non-Executive Directors:

As on March 31, 2025, the shareholding of Non-Executive Director in the Company is as follows:

Name of the Director	Shareholding as on March 31, 2025
Mr. Shyam Sunder Sharmma	17,91,966 Equity Shares (representing 7.04% of total equity share capital of the Company)

None of the other Non-Executive Directors hold any shares in the Company as on March 31, 2025.

D. Details of Board Meetings held during the year:

The Board met 6 (Six) times during the year and the gap between two consecutive meetings did not exceed 120 days. The necessary quorum was present for all the Board Meetings. The details of the Board Meetings are as under:

S. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	May 23, 2024	8	7
2.	June 1, 2024	8	7
3.	August 10, 2024	8	8
4.	September 4, 2024	8	7
5.	November 12, 2024	8	7
6.	February 1, 2025	8	8

For convenience of all the Board members, the option for participating in the meeting through video conferencing was provided for the above Board meetings.

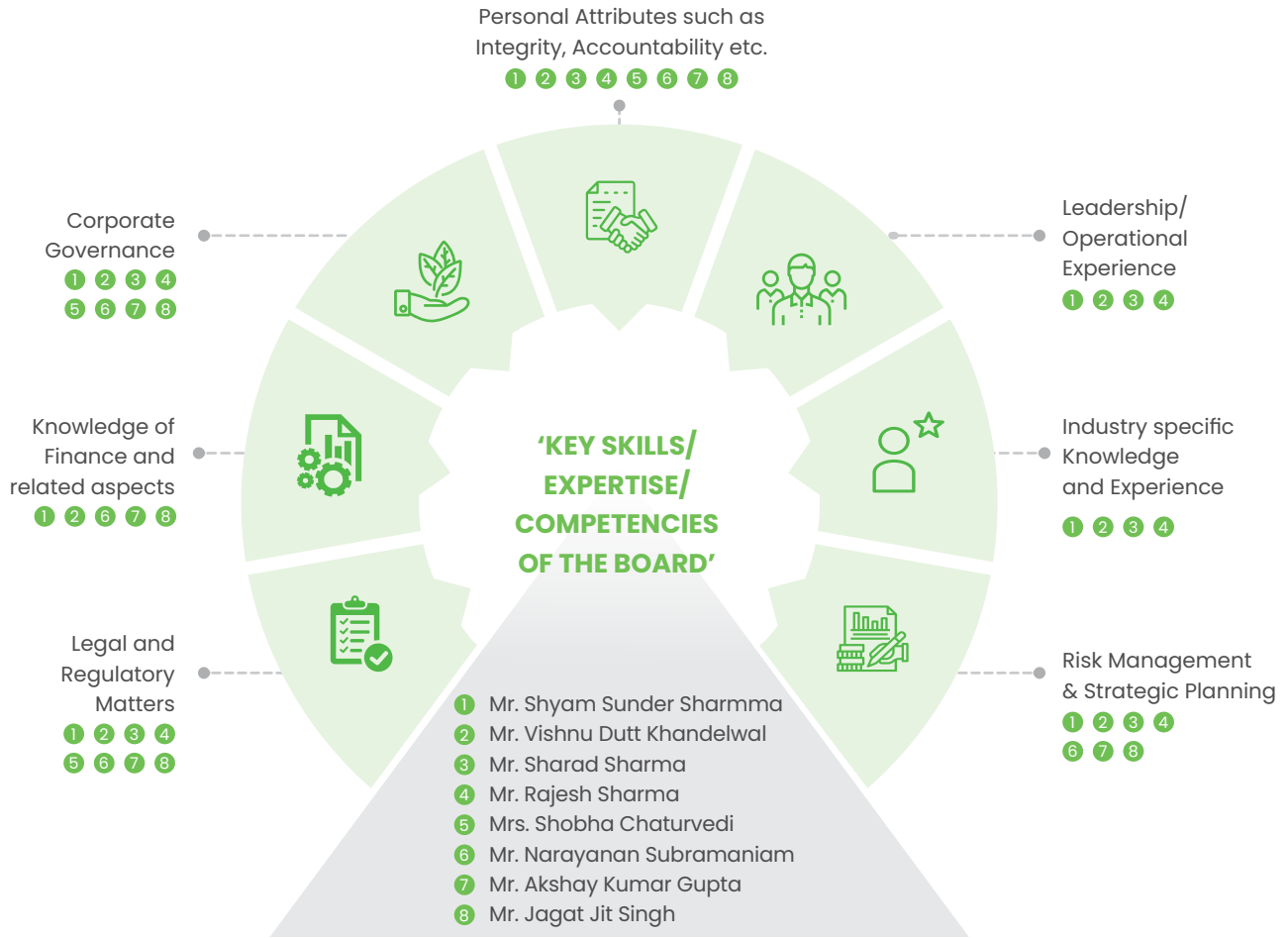
E. Information placed before the Board:

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II to Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant.

F. Key Skills/Expertise/Competencies of the Board:

The list of core skills/ expertise/ competencies identified by the Board of Directors as required in the context of Company's business operations for it to function effectively and those actually available with the Board are as follows:

- Leadership / Operational Experience;
- Industry Specific Knowledge and Experience;
- Risk Management & Strategic Planning;
- Legal and Regulatory Matters;
- Knowledge of Finance and related aspects;
- Corporate Governance; &
- Personal Attributes such as Integrity, Accountability etc.



G. Terms and conditions of appointment of Independent Directors:

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company i.e.

<https://ganeshhaecosphere.com/admin/UploadedFiles/ContentImages/BoardOfDirector/Terms-and-Condition-of-appointment-of-Independent-Directors.pdf>

H. Familiarization Programme for Independent Directors:

The Independent Directors are provided with necessary documents and reports to enable them to familiarise with the Company's procedures and practices. They are also apprised about the business operations, strategies, risks involved and performance of the Company, from time to time. Quarterly updates on relevant statutory changes encompassing important laws are regularly informed to the Directors at the Board and Board Committee meetings.

The details of Familiarization Programme for Independent Directors are available on the Company's website at the following web link:

<https://ganeshhaecosphere.com/familiarization-programmes>

I. Separate Meeting of the Independent Directors:

During the year ended March 31, 2025, 1 (one) meeting of Independent Directors of the Company was held on March 24, 2025. At the meeting, the Independent Directors:

1. Evaluated the performance of Non-Independent Directors and the Board of Directors as a whole;
2. Evaluated performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
3. Evaluated the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.



All Independent Directors attended the meeting through video conferencing.

J. Confirmation by the Board:

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and are independent of the Company's management.

K. Directors and Officers Insurance:

In compliance with the provisions of Regulation 25(10) of the Listing Regulations, the Company has undertaken the Directors and Officers Insurance (D and O Insurance) for all its Directors (including Independent Directors) and Key Managerial Personnel.

L. Code of Conduct:

In compliance with Regulation 17(5) of the Listing Regulations, the Company's Board has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. All Board members and senior management personnel have affirmed compliance with this Code of Conduct in terms of Regulation 26(3) of the Listing Regulations. A declaration to this effect, signed by Mr. Sharad Sharma, Managing Director & Chief Executive Officer of the Company, forms part of this report. Code of Conduct of the Company is available on the website of the Company at <https://www.ganeshaecosphere.com/code-of-conduct>

3. COMMITTEES OF THE BOARD:

As on March 31, 2025, the Company has 7 (seven) Board level Committees:

- A. Audit Committee,
- B. Nomination and Remuneration Committee,
- C. Stakeholders Relationship Committee,
- D. Risk Management & Strategic Planning Committee,
- E. Corporate Social Responsibility Committee,
- F. Management Committee and
- G. Capital Raising Committee

The composition of the Committees of the Board of Directors is available on the website of the Company at <https://www.ganeshaecosphere.com/board-committee>

A. AUDIT COMMITTEE

Composition:

The Company has a duly constituted Audit Committee and its composition is in conformity with requirements of the Act and Listing Regulations.

As on March 31, 2025, the Committee consisted of 4 (four) Directors namely, Mr. Akshay Kumar Gupta (Chairman), Mr. Vishnu Dutt Khandelwal, Mr. Narayanan Subramaniam and Mr. Jagat Jit Singh. Mr. Akshay Kumar Gupta and Mr. Jagat Jit Singh were inducted as the Members of the Committee w. e. f. September 5, 2024 and Mr. Pradeep Kumar Goenka and Mr. Abhilash Lal ceased to be the members of the Committee w.e.f. September 4, 2024, upon completion of their term of office as Independent Directors in the Company.

Consequent to the cessation of Chairmanship of Mr. Pradeep Kumar Goenka in the Audit Committee on September 4, 2024, Mr. Akshay Kumar Gupta, was elected as the regular Chairman of the Committee w.e.f. September 5, 2024.

All the members of the Audit Committee possess requisite qualifications and expertise. Shri Akshay Kumar Gupta, is a commerce graduate and Practicing Chartered Accountant. He is a founder partner of Mittal Gupta & Co., Chartered Accountants, Kanpur and brings a rich professional experience of over 43 years in the field of accounts and audit. Mr. Vishnu Dutt Khandelwal is Post Graduate in Commerce and has rich experience in the field of Accounting and Financial Management. Mr. Narayanan Subramaniam is a post graduate from IIMA, FCA, Grad CMA & FCS and possess extensive experience in accounting and finance related aspects. Mr. Jagat Jit Singh, is a commerce graduate and a postgraduate in management from Indian Institute of Management (IIM), Ahmedabad.

Mr. Bharat Kumar Sajnani, Company Secretary of the Company also acts as Secretary to the Committee.

Terms of Reference:

The terms of reference of the Audit Committee are in conformity with the requirements specified in Regulation 18(3) read with Part C of Schedule II to the Listing Regulations and also comply with the requirements of Section 177 of the Companies Act, 2013.

Brief description of terms of reference:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgement by the management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of related party transactions.
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter- corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
14. Discussion with Internal Auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower Mechanism.
19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.
20. Reviewing the reports of the Company's Cost Auditors.



21. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
22. Reviewing the following information:
 - Management Discussion and Analysis of financial condition and results of operations;
 - Management letter(s) of internal control weaknesses, if any, issued by statutory auditors;
 - Internal Audit Reports relating to internal control weaknesses;
 - Appointment, removal and terms of remuneration of internal auditor and
 - Utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the SEBI (LODR), 2015;
23. To carry out such other functions as mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

Meetings:

During the financial year ended March 31, 2025, 4 (four) Audit Committee Meetings were held on May 23, 2024, August 10, 2024, November 12, 2024 and February 1, 2025. Chief Financial Officer, Internal Auditors, Cost Auditors, Statutory Auditors and other Senior Management Personnel were invited to be present at the Audit Committee Meetings.

Attendance of members in the Audit Committee Meetings are as follows:

S. No.	Name of Director	Category	No. of Committee meetings during the year	
			Held	Attended
1.	Mr. Akshay Kumar Gupta, Chairman *	Non- Executive/ Independent Director	2	2
2.	Mr. Pradeep Kumar Goenka #	Non- Executive/ Independent Director	2	2
3.	Mr. Vishnu Dutt Khandelwal	Promoter Executive Director	4	4
4.	Mr. Abhilash Lal @	Non- Executive/ Independent Director	2	2
5.	Mr. Narayanan Subramaniam	Non- Executive/ Independent Director	4	2
6.	Mr. Jagat Jit Singh^	Non- Executive/ Independent Director	2	2

* Appointed as the Chairman of the Committee w.e.f. September 5, 2024

Ceased to be the Chairman of the Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director.

@ Ceased to be a Member of the Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director.

^ Appointed as the Member of the Committee w.e.f. September 5, 2024

As per the authorization of the Chairman of Audit Committee, Mr. Narayanan Subramaniam, Member of the Audit Committee was present at the last Annual General Meeting held on September 10, 2024.

B. NOMINATION AND REMUNERATION COMMITTEE

Composition:

The Company has a duly constituted Nomination and Remuneration Committee and its composition is in conformity with requirements of the Act and Listing Regulations.

The Nomination and Remuneration Committee of the Board consists of 3 (three) Directors as on March 31, 2025, namely, Mr. Narayanan Subramaniam (Chairman), Mr. Shyam Sunder Sharmma and Mr. Akshay Kumar Gupta. Mr. Akshay Kumar Gupta and Mr. Narayanan Subramaniam were inducted as the Members of the Committee w. e. f. September 5, 2024 and Mr. Pradeep Kumar Goenka and Mr. Abhilash Lal ceased to be the members of the Committee w.e.f. September 4, 2024, upon completion of their second term of office as Independent Directors in the Company.

Consequent to cessation of Chairmanship of Mr. Pradeep Kumar Goenka, on September 4, 2024, Mr. Narayanan Subramaniam, was elected as the regular Chairman of the Committee w.e.f. September 5, 2024.

Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in conformity

with the requirements specified in Regulation 19(4) read with Part D of Schedule II to the Listing Regulations and also comply with the requirements of Section 178 of the Companies Act, 2013.

Brief description of terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board.
3. Devising policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Meetings:

During the financial year ended March 31, 2025, 6 (Six) Nomination and Remuneration Committee Meetings were held on May 23, 2024, August 10, 2024, September 4, 2024, November 12, 2024, February 1, 2025 and February 22, 2025.

Attendance of members in the Nomination and Remuneration Committee Meetings are as follows:

S. No.	Name of Director	Category	No. of Committee meetings during the year	
			Held	Attended
1.	Mr. Naryanan Subramaniam, Chairman*	Non- Executive/ Independent Director	3	2
2.	Mr. Pradeep Kumar Goenka #	Non- Executive/ Independent Director	3	3
3.	Mr. Shyam Sunder Sharmma	Promoter Non- Executive/ Non- Independent Director	6	5
4.	Mr. Akshay Kumar Gupta @	Non- Executive/ Independent Director	3	2
5.	Mr. Abhilash Lal ^	Non- Executive/ Independent Director	3	2

* Inducted as the member and elected as the Chairman of the Committee w.e.f. September 5, 2024.

Ceased to be the Chairman of the Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director.

@ Inducted as the Member of the Committee w.e.f. September 5, 2024.

^ Ceased to be the Member of the Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director.



Remuneration Policy:

The Company has adopted Policy on Nomination, Remuneration and Board Diversity which is available on the website of the Company at the following link

<https://ganeshaecosphere.com/admin/UploadedFiles/ContentImages/PoliciesAttachment/PolicyOnNomination,remunerationAndBoardDiversity.pdf>

Details of Remuneration of Directors for the financial year 2024-25:

i. Executive Directors:

The Company pays remuneration to the Executive Directors by way of salary, perquisites and allowances (fixed component) and performance linked remuneration (variable component). The amount of performance linked remuneration payable to such Directors is determined by the Board.

No performance linked remuneration was payable to the Executive Directors of the Company for the Financial Year 2024-25.

The Details of Remuneration are as follows:

Name of Director	Designation	Salary & Allowances (₹)	Perquisites (₹)	Tenure
Mr. Vishnu Dutt Khandelwal	Executive Vice Chairman	41,00,000/-	32,400/-	5 years (with effect from June 19, 2023)
Mr. Sharad Sharma	Managing Director	41,00,000/-	39,600/-	5 years (with effect from February 1, 2024)
Mr. Rajesh Sharma	Joint Managing Director	41,00,000/-	39,600/-	5 years (with effect from June 19, 2023)

ii. Non-Executive Directors:

Non-Executive Directors (NEDs) of the Company play a crucial role to the independent functioning of the Board. They bring in external and wider perspective to the decision-making by the Board. They provide leadership and strategic guidance, while maintaining objective judgement.

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees and Commission. During financial year 2024-25, NEDs were paid sitting fees at the rate of ₹ 7,500/- per meeting for attending every Board Meeting, Audit Committee Meeting, Risk Management & Strategic Planning Committee Meeting, Capital Raising Committee Meeting and Independent Directors' Meeting.

In the light of the services rendered by the NEDs to the Company, the Members, at the 33rd Annual General Meeting of the Company approved payment of remuneration to NEDs of the Company, by way of commission upto 1% of the net profit of the Company. The distribution of commission amongst the NEDs has been determined by the Board on the basis of their attendance and contribution at the Board and Audit Committee Meetings, subject to the maximum limit of ₹ 10,00,000/- for each NED, except Chairman of the Company (as decided by the Board at its meeting held on August 10, 2024).

In view of valuable contribution and entrepreneurial leadership of Mr. Shyam Sunder Shamma, Chairman of the Company, the Board at its meeting held on May 24, 2025 has decided a remuneration of ₹ 30,00,000/- as commission payable to him for Financial Year 2024-25.

The Details of Sitting Fees Paid and Commission payable to such directors for the year 2024-25 are as follows:

Name of Directors	Sitting Fees (₹)	Commission on the basis of attendance and contribution at the Board and Audit Committee Meetings (₹)	Tenure
Mr. Pradeep Kumar Goenka *	45,000/-	4,16,667/-	N.A.
Mr. Abhilash Lal *	45,000/-	5,00,000/-	N.A.
Mrs. Shobha Chaturvedi \$	52,500/-	10,00,000/-	5 years (from September 5, 2024)
Mr. Narayanan Subramaniam	67,500/-	5,00,000/-	5 years (from August 24, 2023)
Mr. Akshay Kumar Gupta @	45,000/-	5,00,000/-	5 years (from September 5, 2024)
Mr. Jagat Jit Singh @	45,000/-	5,00,000/-	5 years (from September 5, 2024)
Mr. Shyam Sunder Sharmma	52,500/-	30,00,000/-	N.A.

* Ceased to be the director(s) of the Company w.e.f. September 4, 2024, upon completion of term of office as Independent Director.

\$ Mrs. Shobha Chaturvedi is not a member of the Audit Committee, her commission has been calculated on the basis of her attendance and contribution at the Board Meetings only.

@ Appointed as Independent Director(s) of the Company w.e.f. September 5, 2024.

Apart from the sitting fees and commission as mentioned above, the non-executive directors had no other pecuniary relationship or transaction with the Company.

The Company has not granted stock options to any Director of the Company. Further, there is no provision for notice period and payment of severance fees for the Directors.

Performance evaluation criteria for Independent Directors:

The performance of Independent Directors was evaluated by the entire Board on the basis of the criteria laid down under the "Nomination, Remuneration and Board Diversity Policy" of the Company.

Particulars of senior management including the changes therein since the close of the previous financial year:

S.No.	Name of the Personnel	Designation
1.	Shri B.P. Sultania	Joint President
2.	Shri Gopal Agarwal	Chief Financial Officer
3.	Shri Bharat Kumar Sajnani	Company Secretary
4.	Shri R.K. Khandelwal	Sr. Vice-President
5.	Shri Sandeep Khandelwal	Sr. Vice-President
6.	Shri Prashant Khandelwal	Sr. Vice-President
7.	Shri N.K. Sharma	Vice-President (Commercial)
8.	Shri Rajesh Gupta	Vice-President (Marketing)
9.	Shri K.K. Jain	Vice-President (Administration & Legal)
10.	Shri Sanjiv Kumar Dua	Vice-President
11.	Shri Harsh Sharma	Vice-President (appointed w.e.f. November 1, 2024)



C. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition:

The Company has a duly constituted Stakeholders Relationship Committee and its composition is in conformity with requirements of the Listing Regulations.

The Stakeholders Relationship Committee of the Board comprises of 3 (three) Directors as on March 31, 2025, namely, Mrs. Shobha Chaturvedi (Chairperson), Mr. Vishnu Dutt Khandelwal and Mr. Sharad Sharma, as members of the Committee.

Consequent to cessation of Chairmanship of Mr. Pradeep Kumar Goenka, on September 4, 2024, Mrs. Shobha Chaturvedi, was elected as the regular Chairperson of the Committee w.e.f. September 5, 2024.

Terms of Reference:

The terms of reference of Stakeholders Relationship Committee inter-alia include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Company's Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Issuance of certificates of securities upon split/ consolidation/ renewal/ re-materialisation thereof and issuance of duplicate certificates of securities.

The Committee also oversees the working of Registrar and Share Transfer Agent of the Company.

Meetings:

During the financial year ended March 31, 2025, 17 (Seventeen) Stakeholders Relationship Committee Meetings were held on April 25, 2024, May 14, 2024, June 10, 2024, June 27, 2024, July 8, 2024, August 6, 2024, August 20, 2024, September 20, 2024, October 7, 2024, October 28, 2024, November 19, 2024, December 12, 2024, December 30, 2024, January 22, 2025, February 12, 2025, March 12, 2025 and March 28, 2025.

Attendance of members in the Stakeholders Relationship Committee Meetings are as follows:

S. No.	Name of Director	Category	No. of Committee meetings during the year	
			Held	Attended
1.	Mrs. Shobha Chaturvedi, Chairperson *	Non-Executive/ Independent Director	10	10
2.	Mr. Pradeep Kumar Goenka #	Non-Executive/ Independent Director	7	7
3.	Mr. Vishnu Dutt Khandelwal	Promoter Executive Director	17	10
4.	Mr. Sharad Sharma	Promoter Executive Director	17	15

* Inducted as the member and elected as the Chairperson of Stakeholders Relationship Committee w.e.f. September 5, 2024

Ceased to be Chairman of Stakeholders Relationship Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director.

As per the authorization of the Chairperson of Stakeholders Relationship Committee, Mr. Sharad Sharma, Member of the Stakeholders Relationship Committee was present at the last Annual General Meeting held on September 10, 2024.

Investor Grievance Redressal:

As on March 31, 2025, no investor complaints were pending with Company or its Registrar and Share Transfer Agent (RTA).

The details relating to Number of complaints received and resolved to the satisfaction of investors during the financial year ended March 31, 2025, are as under:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
-	12	12	-

Compliance Officer:

Compliance Officer of the Company: Mr. Bharat Kumar Sajnani, Company Secretary.

D. RISK MANAGEMENT & STRATEGIC PLANNING COMMITTEE
Composition:

The Company has a duly constituted Risk Management & Strategic Planning Committee (RMSPC) and its composition is in conformity with requirements of the Listing Regulations.

The RMSPC of the Board comprises of 5 (five) Directors as on March 31, 2025 namely, Mr. Narayanan Subramaniam (Chairperson), Mr. Shyam Sunder Sharmma Mr. Vishnu Dutt Khandelwal, Mr. Sharad Sharma and Mr. Jagat Jit Singh, as members of the Committee.

Mr. Narayanan Subramaniam was elected as the Chairman of the Committee w.e.f. September 5, 2024. Mr. Pradeep Kumar Goenka and Mr. Abhilash Lal ceased to be the Members of the Committee w.e.f. September 4, 2024.

Terms of Reference:

The terms of reference of Risk Management & Strategic Planning Committee inter-alia include the following:

- (1) To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related

risks), information, cyber security risks or any other risk as may be determined by the Committee.

- (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
- (c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities;
- (6) To assist the Board in fulfilling its oversight responsibilities relating to the medium and long-term strategic direction and development.
- (7) To assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks;
- (8) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- (9) To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- (10) To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

Meetings:

During the financial year ended March 31, 2025, 2 (two) meetings of the Risk Management & Strategic Planning Committee were held on August 10, 2024 & March 4, 2025.



Attendance of members in the Risk Management & Strategic Planning Committee Meetings are as follows:

S. No.	Name of Director	Category	No. of Committee meetings during the year	
			Held	Attended
1.	Mr. Narayanan Subramaniam, Chairperson*	Non-Executive/ Independent Director	2	2
2.	Mr. Shyam Sunder Sharmma	Promoter Non-Executive/ Non-Independent Director	2	1
3.	Mr. Vishnu Dutt Khandelwal	Promoter Executive Director	2	0
4.	Mr. Sharad Sharma	Promoter Executive Director	2	1
5.	Mr. Pradeep Kumar Goenka @	Non-Executive/ Independent Director	1	1
6.	Mr. Abhilash Lal@	Non-Executive/ Independent Director	1	0
7.	Mr. Jagat Jit Singh \$	Non-Executive/ Independent Director	1	1

* Elected as the Chairman of Committee w.e.f. September 5, 2024.

@ Ceased to be the Member of the Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director.

\$ Inducted as the Member of Committee w.e.f. September 5, 2024

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition:

The Company has a duly constituted Corporate Social Responsibility (CSR) Committee in line with provisions of the Section 135 of the Act. The Corporate Social Responsibility (CSR) Committee of the Board comprises of 4 (four) Directors as on March 31, 2025 namely, Mr. Akshay Kumar Gupta (Chairman), Mr. Vishnu Dutt Khandelwal, Mr. Sharad Sharma and Mrs. Shobha Chaturvedi as members of the Committee. Mr. Abhilash Lal and Mr. Pradeep Kumar Goenka ceased to be the members of the Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director and Mr. Akshay Kumar Gupta and Mrs. Shobha Chaturvedi were inducted as the Members of the Committee w. e. f. September 5, 2024.

Consequent to cessation of Chairmanship of Mr. Pradeep Kumar Goenka, on September 4, 2024, Mr. Akshay Kumar Gupta, was elected as the regular Chairman of the Committee w.e.f. September 5, 2024.

Terms of Reference:

Terms of Reference of the Committee inter alia include the following:

- (1) To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- (2) To formulate and recommend the CSR annual action plan and any modification(s)/ alteration(s) thereto during the financial year, for approval of the Board from time to time, in accordance with the Company's CSR policy and provisions of applicable laws;
- (3) To review and recommend the amount of expenditure to be incurred on the CSR activities;
- (4) To monitor the CSR policy of the Company from time to time;
- (5) To institute a transparent monitoring mechanism for implementation of the CSR projects/programs/ activities undertaken by the Company;

- (6) To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

Meetings:

During the financial year ended March 31, 2025, 1 (One) Corporate Social Responsibility Committee Meeting was held on May 23, 2024.

F. MANAGEMENT COMMITTEE**Composition:**

The Management Committee of the Board comprises of 3 (three) directors as on March 31, 2025 namely, Mr. Shyam Sunder Sharmma (Chairperson), Mr. Vishnu Dutt Khandelwal and Mr. Sharad Sharma as members of the Committee. Mr. Pradeep Kumar Goenka ceased to be the member of the Committee w.e.f. September 4, 2024, upon completion of term of office as Independent Director of the Company.

Terms of Reference:

Terms of Reference of the Committee inter alia include the following:

- a) To review banking arrangements and cash management,
- b) To exercise all powers to borrow money (otherwise than by issue of debentures), and take necessary actions connected therewith, including refinancing for optimization of borrowing costs,
- c) To approve opening/ closing and operation of Bank Accounts,
- d) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable,
- e) To delegate authorities & operational powers from time to time to the executives/ authorised persons.
- f) To review regularly and make recommendations about changes to the charter of the Committee.

Meetings:

During the financial year ended March 31, 2025, 3 (three) Management Committee Meetings were held on July 1, 2024, September 24, 2024 and February 14, 2025.

G. CAPITAL RAISING COMMITTEE**Composition:**

The Capital Raising Committee of the Board comprises of 4 (four) Directors as on March 31, 2025 namely, Mr. Vishnu Dutt Khandelwal (Chairman), Mr. Sharad Sharma, Mr. Narayanan Subramaniam and Mr. Akshay Kumar Gupta as members of the Committee. Mr. Akshay Kumar Gupta was inducted as the Member of the Committee w.e.f. September 5, 2024 and Mr. Abhilash Lal ceased to be the Member of the Committee w.e.f. September 4, 2024 upon completion of term of office as Independent Director.

Terms of Reference:

Terms of Reference of the Committee inter alia include the following:

1. To analyze various options for infusion of capital;
2. To decide on the actual size, mode(s), no. of tranches, timing, pricing including discount/ premium, if any, reservation to employees, customers, existing shareholders and / or any other persons as decided by the Board and as provided under SEBI Regulations subject to applicable Rules and Regulations and GOI and RBI approval;
3. To decide all other terms and conditions of the Issue and to accept any amendment(s), modification(s), variation(s) or alteration(s) thereto;
4. To appoint and enter into arrangement with the Book Running Lead Managers ("BRLMs"), escrow agent, legal counsel and any other agencies or persons or intermediaries to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the placement agreement with the BRLMs;
5. To open and operate bank account(s) of the Company in terms of the escrow agreement and to authorize one or more officers of the



- Company to execute all documents/ deeds as may be necessary in this regard;
6. To authorize any concerned persons on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Issue;
 7. To seek, if required, the consent of the third parties such as the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in connection with the issue, if any;
 8. To determine and finalize the Issue opening and Issue closing date, the Issue Price, in consultation with the BRLMs, and to do all such acts and thing as may be necessary and expedient for, and incidental and ancillary to, the Issue;
 9. To allot the equity shares/other securities pursuant to the Issue and to do all such acts and things as may be necessary to give effect such allotment;
 10. To make applications to the Stock Exchange(s) for listing of the equity shares/ other securities of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchange(s) and to take all such other actions as may be necessary in connection with obtaining such listing;
 11. To do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in its absolute discretion, deem necessary or desirable for the Issue, in consultation with the BRLMs;
 12. To settle all questions, difficulties, or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion deem fit;
 13. To take such action, give such directions, as may be necessary or desirable as regards to the Issue and to do all such acts, matters, deeds and things, including but not limited to the allotment of shares against the valid applications received in the Issue, as are in the best interest of the Company;
 14. To execute and deliver any and all other documents or instruments and doing or causing to be done any and all act or things as the Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Committee shall be conclusive evidence of the authority of the Committee in so doing.
 15. To delegate any of the powers mentioned hereinabove at point no. 1 to 13, to any of the Director(s) of the Company.

Meetings:

During the financial year ended March 31, 2025, 1 (one) Capital Raising Committee Meeting was held on March 31, 2025.

4. GENERAL BODY MEETINGS

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Year	Date of Meeting	Time	Place	Particulars of Special Resolutions passed at the Meeting
2024	September 10, 2024	10:00 A.M.	Venue: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)- 209304.	1) Re-appointment of Dr. Shobha Chaturvedi (DIN: 08553800), as an Independent Director of the Company.
2023	September 21, 2023	12:00 Noon	Venue: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)- 209304.	1) Appointment of a Director in place of Mr. Shyam Sunder Sharmma (DIN: 00530921), aged 80 years, who retires by rotation and being eligible, offers himself for re-appointment. 2) Appointment of Mr. Narayanan Subramaniam (DIN: 00166621), as an Independent Director of the Company. 3) Re-appointment of Mr. Sharad Sharma (DIN: 00383178) as Managing Director of the Company.
2022	September 30, 2022	9:30 A.M.	Venue: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)- 209304.	1) Payment of Remuneration to the Directors of the Company (other than Managing or Whole Time Director). 2) Re-appointment of Mr. Vishnu Dutt Khandelwal (DIN: 00383507) as Whole Time Director, designated as Executive Vice-Chairman of the Company. 3) Re-appointment of Mr. Rajesh Sharma (DIN: 02228607) as Joint Managing Director of the Company. 4) Alteration of the Objects Clause in the Memorandum of Association of the Company.

No Extraordinary General Meeting of the members was held during FY 2024-25.

Postal Ballot:

During the year under review, the Company completed process of one postal ballot as per the provisions of Sections 108 and 110 of the Companies Act, 2013, read with the rules made thereunder.

The Board of Directors had appointed Mr. S.K. Gupta, Practicing Company Secretary (Fellow Membership No. 2589 and Certificate of Practice No. 1920) as Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (Fellow Membership No. 5639 and Certificate of Practice No. 5352) as an Alternate Scrutinizer, for scrutinizing the Postal Ballot through remote e-voting process in a fair and transparent manner.

In terms of the requirements specified in the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020 and No. 39/ 2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 September 25, 2023 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government



of India, the Postal Ballot Notice accompanied with detailed instructions kit to enable the Members to understand the procedure and manner for e-voting was sent in electronic mode only.

Members were allowed to vote only through remote e-voting and for this the Company had engaged the services of National Securities Depository Limited (NSDL) to enable the Members to cast their votes electronically.

The voting results along with the Scrutinizer's Report were displayed at the Registered Office and Corporate Office of the Company and was simultaneously communicated to the Stock Exchanges besides being hosted on the website of the Company viz. www.ganeshaecosphere.com and NSDL viz. www.evoting.nsdl.com.

The following Resolutions were duly passed with requisite majority on Wednesday, December 4, 2024 and announced on Friday, December 6, 2024. The details of results of Postal Ballot are as under:

S. No.	Particulars of Special Resolutions	No. and % of Total Votes polled to Paid Up Share Capital	No. and % of votes in favour	No. and % of votes against
1.	Approval for Appointment of Shri Jagat Jit Singh (DIN: 10765423) as an Independent Director of the Company.	1,78,88,268 (70.57%)	1,53,03,507 (85.55%)	25,84,761 (14.45%)
2.	Approval for Appointment of Shri Akshay Kumar Gupta (DIN: 00004908) as an Independent Director of the Company.	1,78,88,268 (70.57%)	1,72,61,391 (96.50%)	6,26,877 (3.50%)
3.	Approval to amend the Ganesha Ecosphere Employees' Stock Option Scheme 2021.	1,78,88,268 (70.57%)	1,55,16,569 (86.74%)	23,71,699 (13.26%)
4.	Approval to extend the benefit of amendments in Ganesha Ecosphere Employees' Stock Option Scheme 2021 to the Employees of Subsidiary Company(ies) (in India or outside India) of the Company.	1,78,88,268 (70.57%)	1,55,16,420 (86.74%)	23,71,848 (13.26%)

None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a special resolution through postal ballot.

5. MEANS OF COMMUNICATION

The quarterly, half yearly and annual financial results ("Financial Results") of the Company are submitted to the Stock Exchanges and published in 'Business Standard'(All Editions) in English and Hindi newspapers.

The Financial Results and Annual Report of the Company, official news releases and presentations made to Institutional Investors and Analysts are submitted to the stock exchanges, within the prescribed timelines. These documents can be accessed at the official website of the BSE Limited (i.e. www.bseindia.com) and National Stock Exchange of India Limited (i.e. www.nseindia.com), respectively, and are also available on the Company's official website i.e. www.ganeshaecosphere.com.

The 'Management Discussion and Analysis Report' is given separately forming part of the Annual Report.

6. GENERAL SHAREHOLDERS' INFORMATION

A. Corporate Identification Number (CIN):	L51109UP1987PLC009090	
B. Annual General Meeting:	Date: September 27, 2025 Time: 12:15 P.M. Venue: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat.	
C. Calendar for financial year ended March 31, 2026:	Particulars of Quarter	On or before*
	First Quarter Results	August 14, 2025
	Second Quarter Results	November 14, 2025
	Third Quarter Results	February 14, 2026
	Fourth Quarter & Annual Results	May 30, 2026
<i>*or such other date as may be extended by SEBI.</i>		
D. Date of Book Closure:	From September 21, 2025 to September 27, 2025 (both days inclusive).	
E. Dividend Payment Date:	On and after October 1, 2025	
F. Listing on Stock Exchanges:	The Company's Equity Shares are listed at following Stock Exchanges: <ul style="list-style-type: none"> • BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400 001 • National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 The Annual Listing Fee to these stock exchanges has been paid up-to-date. 	
G. Stock Codes – Equity Shares:	<ul style="list-style-type: none"> • BSE Limited, Mumbai: 514167 • National Stock Exchange of India Limited: GANECOS 	

H. Registrar and Share Transfer Agent (RTA):

Skyline Financial Services Pvt. Ltd.
 D-153/A, First Floor,
 Okhla Industrial Area, Phase-I,
 New Delhi-110020
 Tel: 011- 40450193-97, 011- 26812682,
 E-mail: admin@skylinerta.com
compliances@skylinerta.com
 Website: www.skylinerta.com

I. Share Transfer System:

The Board of Directors of the Company have delegated the power of approval of transmission, transposition, dematerialization and other related matters to M/s. Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company, subject to review by Stakeholders Relationship Committee of the Board on quarterly basis.

The shareholders may note that SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, Members are advised to dematerialize the physical shares held by them.

In order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI has allowed a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer shall be issued only in demat mode.



J Distribution of Share Holding as on March 31, 2025:

No. of Shares	Shareholders		Shareholding	
	Number	% of total	Number	% of total
1- 500	60,674	97.30	28,20,764	11.08
501 - 1000	880	1.41	6,47,402	2.54
1001 - 2000	371	0.59	5,44,316	2.14
2001 - 3000	145	0.23	3,57,295	1.40
3001 - 4000	61	0.10	2,11,050	0.83
4001 - 5000	46	0.07	2,09,183	0.82
5001 - 10000	74	0.12	5,32,284	2.09
10001 and Above	107	0.17	2,01,34,690	79.09
Total	62,358	100.00	2,54,56,984*	100.00

Shareholding Pattern as on March 31, 2025:

S. No.	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a Percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	21	92,00,052	36.14
(2)	Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	21	92,00,052	36.14
(B)	Public Shareholding			
(1)	Institutions	89	82,77,016	32.51
(2)	Non-Institutions	62,247	79,42,853	31.20
	Total Public Shareholding	62,336	1,62,19,869	63.71
(C)	Non-Promoter- Non Public Shareholding			
(1)	Shares underlying DRs	-	-	-
(2)	Shares held by Employee Trusts	1	37,063	0.15
	Total Non-Promoter- Non Public Shareholding	1	37,063	0.15
	Total (A+B+C)	62,358	2,54,56,984*	100.00

* The Company has allotted 1,10,000 Fully Paid up Equity Shares having face value of ₹ 10/- each, to GPL Finance Limited (the warrant holder) on March 31, 2025, pursuant to the exercise of the right of conversion of 1,10,000 warrants into equity shares (out of 14,49,000 warrants held) by the warrant holder. With this allotment, the total share capital (No. of shares) of the Company stood increased to 2,54,56,984 shares. However, the shares were credited to the Demat account of the GPL Finance Limited after March 31, 2025.

K. Dematerialisation of shares and liquidity:

ISIN Code- Equity Shares: INE 845 D01014

As on March 31, 2025, 98.96 % of the total Equity Shares of the Company have been dematerialised. Trading in Equity Shares of the Company is permitted only in dematerialised form w.e.f. January 1, 2002 as per the notification issued by Securities and Exchange Board of India (SEBI).

Further, SEBI has also made it mandatory for listed companies to issue shares/ securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/ sub-division/ splitting/ consolidation of securities, transmission/ transposition of securities etc. Accordingly, shareholders are advised to open their demat account with any Depository

Participant (DP) having registration with SEBI or seek guidance on demat procedure from Company's RTA to avoid any inconvenience at later stage.

L. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

Out of the 14,49,000 fully convertible Equity warrants ("Warrants") allotted on January 18, 2024, 1,10,000 warrants were exercised and converted into 1,10,000 equity shares of the Company of face value of ₹ 10/- each, by the Promoter Group entity on March 31, 2025.

With the aforesaid allotment, the paid-up Equity Share Capital of the Company stands increased from ₹ 2534.70 Lakh comprising of 2,53,46,984 Equity Shares of ₹ 10/- each to ₹ 2545.70 Lakh comprising of 2,54,56,984 Equity Shares of ₹ 10/- each of the Company, as on March 31, 2025.

As on March 31, 2025, there were 13,39,000 outstanding warrants to be converted into equivalent number of equity shares of the Company. The last date of conversion was July 17, 2025 (i.e. 18 months from the date of allotment).

N. Plant Location:

- | | |
|----------------------------|---|
| 1. Kanpur Unit : | Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat, Uttar Pradesh- 209304. |
| 2. Rudrapur Unit : | Plot No. 6, Sector-2, Integrated Industrial Estate, Pantnagar, Uttarakhand-263153. |
| 3. Bilaspur Units : | a) Khata No. 96 and 97, Arazi Village Kotha, Ali Nagar, Pargana and Tehsil Bilaspur, Distt. Rampur, Uttar Pradesh-244923.
b) Gata No. 112, Village Temra, Tehsil Bilaspur, Distt. Rampur Uttar Pradesh-244923. |

O. Address for Correspondence:

With the Registrar and Share Transfer Agent:

Skyline Financial Services Pvt. Ltd.
D-153/A, First Floor,
Okhla Industrial Area, Phase-I,
New Delhi-110020
Tel: 011- 40450193-97, 011- 26812682
E-mail: admin@skylinerta.com
compliances@skylinerta.com

With the Company:

The Company Secretary,
Ganesha Ecosphere Limited
113/216-B, First Floor,
Swaroop Nagar, Kanpur- 208002.
Tel: 0512-2555505-06
E-mail: secretarial@ganeshaecosphere.com
bharat@ganeshaecosphere.com

P. E-mail for Investors:

The Company has designated complaints@ganeshaecosphere.com as email address especially for investor grievance(s).



Q. Nomination Facility:

As per the provisions of Section 72 of the Act and circular(s) issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are required to register the same by submitting Form No. SH-13 with Company or its RTA. If a member desires to opt out or cancel the earlier nomination & record the fresh nomination, he/ she may submit the same in Form ISR-3/ SH-14 as the case may be.

The said formats can be downloaded from Company's website at <http://www.ganeshaecosphere.com/formats-for-shareholders-correspondence>

The Members holding shares in demat mode are requested to submit their nomination mandate with their Depository participant.

R. Dates for Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF):

During the financial year 2024-25, pursuant to Section 124 of the Companies Act, 2013, dividend for the financial year 2016-17

amounting to ₹ 9.66 Lakh which remained unpaid / unclaimed for a period of seven years from the date it was lying in the unpaid dividend account, has been transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government.

The dividend for following years, which remains unclaimed for seven years from the date it is lying in the unpaid dividend account, will be transferred to the IEPF in accordance with the schedule given below. Shareholders who have not claimed their dividend are requested to immediately lodge their claim with the Company or its Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited. The details of dividends specified below are available on the website of the Company at link www.ganeshaecosphere.com/unclaimed-dividends/.

Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company. However, shareholders may claim their unclaimed amount as per the procedures/ guidelines issued by the Ministry of Corporate Affairs (MCA). For details, investors can visit the website of IEPF Authority viz. www.iepf.gov.in.

The due dates for transfer of unclaimed dividend(s) to IEPF for subsequent years are given below:

Financial Year	Dividend Per Share (₹)	Date of Declaration	Due Date for transfer to IEPF
2017-18	1.50	September 15, 2018	October 16, 2025
2018-19	2.00	September 5, 2019	October 7, 2026
2019-20	2.00	September 22, 2020	October 26, 2027
2020-21	2.00	September 4, 2021	October 6, 2028
2021-22	2.00	September 30, 2022	November 1, 2029
2022-23	2.00	September 21, 2023	October 23, 2030
2023-24	3.00	September 10, 2024	October 11, 2031
2024-25 (Interim Dividend)	1.50	November 12, 2024	December 17, 2031

Mandatory Transfer of Shares to Demat Account of Investor Education and Protection Fund Authority (IEPFA):

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) all shares in respect of which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen

till the rightful owner claims the shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules.

During the financial year, 26,498 Equity Shares of the Company were transferred to the IEPFA. Relevant details of such shares are available on the website of the Company <https://www.ganeshhaecosphere.com/unclaimed-dividends>

7. DISCLOSURES

A. Related Party Transactions:

During the financial year, all transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of Listing Regulations, were placed before the Audit Committee and also before the Board for approval, wherever required. All related party transactions undertaken during the year were at arms' length basis. Omnibus approval from the Audit Committee was obtained on annual basis for transactions which are of repetitive nature. None of the transactions with any of the related parties were in conflict with the interests of the Company. During the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the Company's Related Party Transactions Policy. However, the Company has obtained approval of the Members in its 35th Annual General Meeting for entering into material related party contracts/ arrangements/ transactions, relating to sale or purchase of goods and rendering and/ or availing of the services, at arm's length and in ordinary course of business, during the financial year 2025-26, with GESL Spinners Private Limited, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Company's Policy on Related Party Transactions is disclosed on the website of the Company at the link <https://ganeshhaecosphere.com/admin/UploadedFiles/ContentImages/PoliciesAttachment/related-party-transaction.pdf>

[com/admin/UploadedFiles/ContentImages/PoliciesAttachment/related-party-transaction.pdf](https://ganeshhaecosphere.com/admin/UploadedFiles/ContentImages/PoliciesAttachment/related-party-transaction.pdf)

B. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authorities on matters relating to Capital Markets during the last three years:

None

C. Vigil Mechanism /Whistle Blower Policy:

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, actual or suspected fraud, violation of Code of Conduct or legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc. The vigil mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

The Policy has been posted on the website of the Company and may be accessed at the link <https://ganeshhaecosphere.com/admin/UploadedFiles/ContentImages/PoliciesAttachment/whistle-blower-policy.pdf>

D. Adoption of Mandatory and Non-Mandatory Requirements:

The Company has complied with all mandatory requirements of Listing Regulations. However, the Company has not adopted the non-mandatory requirements.

E. Policy for determining 'material' subsidiaries:

The Board of Directors of the Company has approved a Policy for determining Material Subsidiaries which is in line with the Listing Regulations. As on March 31, 2025, the Company had one material subsidiary



namely Ganesha Ecotech Private Limited, as per the thresholds laid down under the Listing Regulations.

The Company's Policy for determining Material Subsidiaries is disclosed on the website of the Company at the link <https://ganeshaecosphere.com/admin/UploadedFiles/ContentImages/PoliciesAttachment/Policy-for-determining-Material-Subsidiaries.pdf>

F. Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A).

During the financial year, the Company has made an allotment of 1,10,000 fully paid-up equity shares having face value of ₹ 10/- each, at an issue price of ₹ 1,035/- per share (including a premium of ₹ 1,025/- per share), to an entity belonging to Promoter Group, pursuant to the exercise of the right of conversion of warrants into equity shares, under Chapter V of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. The amount of ₹ 8,53,87,500/-, raised against said allotment, being allotment money of 75% of the issue price (25% was received as upfront money on allotment of warrants), have been utilized in current financial year, in accordance with the objects stated in the offer document.

Further, the issue proceeds amounting to ₹ 350.00 Crore raised through issue and allotment of 35,17,587 Equity Shares to eligible qualified institutional buyers by way of Qualified Institutions Placement (QIP)

J. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a)	Number of Complaints filed during the financial year	NIL
b)	Number of Complaints disposed of during the financial year	NIL
c)	Number of Complaints pending at the end of the financial year	NIL

during the previous year 2023-24, have been fully utilized by the Company during the year ended March 31, 2025, for the purpose stated under "Objects of the Issue" in the offer document pertaining to the Issue.

There is no deviation(s) or variation(s) in the utilization of net proceeds of the Preferential Issue & QIP.

G. Certificate from a Company Secretary in Practice:

A Certificate from M/s. S. K. Gupta & Co., Practicing Company Secretaries, Kanpur, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or such other statutory authority, is annexed herewith as a part of this report.

H. Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the financial year:

During the financial year, there have been no instances when the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required.

I. Total fees for all services paid by the Company to the statutory auditor:

Details relating to fees paid to the Statutory Auditors are given in Note 23 to the Standalone Financial Statements of the Company.

K. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

The details of the material subsidiary of the Company namely Ganesha Ecotech Private Limited are as follows:

Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of the Statutory Auditors	Date of appointment of the Statutory Auditors
Ganesha Ecotech Private Limited	November 17, 2020	Kanpur, Uttar Pradesh	M/s. D Seth And Co	July 19, 2025

K. Disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

During the year under review, the Company and its subsidiaries have not given any Loans and advances in the nature of loans to any firms/companies in which directors are interested.

L. Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations:

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

M. Disclosure of certain types of agreements binding listed entities - Information disclosed under clause 5A of Para A of Part A of Schedule III of SEBI (LODR), 2015:

There is no such agreement.

8. CEO AND CFO CERTIFICATION:

The Chief Executive Officer and the Chief Financial Officer of the Company provide annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. They also provide quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

DECLARATION

Pursuant to Regulation 26(3) of Listing Regulations, I, Sharad Sharma, Managing Director & Chief Executive Officer of Ganesha Ecosphere Limited, declare that all Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct for the financial year 2024-25.

Place : Kanpur
Date : August 13, 2025

(Sharad Sharma)
Managing Director & Chief Executive Officer
DIN: 00383178



CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C, Clause (10) (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Ganesha Ecosphere Limited,
Raipur Rania Kalpi Road,
Kanpur Dehat – 209304 (U.P.)

We have examined the following documents:

- i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents'),

as submitted by the Directors of **Ganesha Ecosphere Limited** ('the Company') bearing **CIN: L51109UP1987PLC009090** and having its Registered Office at Raipur Rania Kalpi Road, Kanpur Dehat-209304 (U.P.) to the Board of Directors of the Company ('the Board') for the Financial years 2024-25 and 2025-26 and relevant registers, records, forms and returns maintained by the Company and as made available to us for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. We have considered non-disqualification to include non-debarment by Regulatory / Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Ensuring the eligibility for appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including Director Identification Number (DIN) status at the MCA Portal (www.mca.gov.in), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial year ended 31st March, 2025, has been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Sl. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment*	Date of Cessation
1.	Shri Shyam Sunder Sharmma	00530921	19.06.1989	--
2.	Shri Rajesh Sharma	02228607	19.06.2008	--
3.	Shri Vishnu Dutt Khandelwal	00383507	30.10.1987	--
4.	Shri Sharad Sharma	00383178	30.10.1987	--
5.	Shri Pradeep Kumar Goenka	00404746	29.07.2006	04.09.2024**
6.	Shri Abhilash Lal	03203177	29.09.2014	04.09.2024**
7.	Smt. Shobha Chaturvedi	08553800	05.09.2019	--
8.	Shri Narayanan Subramaniam	00166621	24.08.2023	--
9.	Shri Akshay Kumar Gupta	00004908	05.09.2024 #	--
10.	Shri Jagatjit Singh	10765423	05.09.2024 #	--

* The date of appointment is as per the Authorised Signatories details displayed on MCA Portal.

** Ceased to be Independent Directors of the Company on completion of the second consecutive term of 5 years.

#Appointed as Non-Executive Independent Directors of the Company with effect from 5th September, 2024.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report for the financial year ended 31st March, 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: F002589G000995405

Place: Kanpur

Date: 13.08.2025



CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,
Ganesha Ecosphere Limited,
Raipur Rania Kalpi Road,
Kanpur Dehat – 209304 (U.P.)

We have examined the compliance of the conditions of the Corporate Governance by **Ganesha Ecosphere Limited** (“the Company”) for the Financial Year ended 31st March, 2025, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI Listing Regulations”].

The compliance of the conditions of the Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of the opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management and considering the relaxation granted by the Ministry of Corporate Affairs (‘MCA’) and Securities and Exchange Board of India (‘SEBI’) from time to time, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned “SEBI Listing Regulations” as applicable during the Financial year ended 31st March, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.K. Gupta & Co.

Company Secretaries

ICSI Unique Code: P1992UP012800

Peer Review Certificate No. 1088 / 2021

Place: Kanpur
Date: 13.08.2025

(S.K.GUPTA)

Managing Partner

F.C.S 2589, C.P 1920

UDIN: F002589G000995515

Business Responsibility and Sustainability Report

[Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

Serial no.	Particulars	Response
1.	Corporate identity Number (CIN) of the Listed Entity	L51109UP1987PLC009090
2.	Name of the Listed Entity	Ganesha Ecosphere Limited
3.	Year of incorporation	1987
4.	Registered office address	Village Raipur Rania, Kalpi Road, Kanpur Dehat, Uttar Pradesh- 209304
5.	Corporate address	113/216 B, First Floor, Swaroop Nagar, Kanpur, Uttar Pradesh- 208002
6.	E-mail	secretarial@ganeshaecosphere.com
7.	Telephone	0512- 2555505-06
8.	Website	www.ganeshaecosphere.com
9.	Financial year for which reporting is being done	2024-2025
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited; and National Stock Exchange of India Limited
11.	Paid-up Capital	₹ 25,45,69,840 (Divided into 2,54,56,984 equity shares of ₹ 10 each)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Kamal Kumar Jain Designation: Vice-President (Admin & Legal) Email: legal@ganeshaecosphere.com Telephone: 0512-2555505-06
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosure under this report is on standalone basis, unless otherwise specified.
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. PRODUCTS/SERVICES

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Manufacturing of Recycled Polyester Staple Fibre, Spun Yarn and Dyed Texturized Yarn	98.73


17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S.No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Polyester Staple Fibre	20302	85.00
2.	Spun Yarn	13114	11.35
3.	Dyed Texturized Yarn	20303	2.37

III. OPERATIONS
18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of offices	Total
National	4	3	7
International	0	0	0

19. Markets served by the entity:
a) Number of locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	16

b) Contribution of exports:

What is the contribution of exports as a percentage of the total turnover of the entity?	10.10
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c) Type of Customers

A brief on types of customers	The Company's customer base includes a diverse set of industries including OEMs to automobile industry, spinning mills, geo-textiles, medical and packaging, textiles and non-woven applications. Main customers are B2B clients. Our products find application in the manufacture of textiles (T-Shirts, body warmers etc.), functional textiles (non-woven air filter fabric, geo textiles, carpets, car upholstery) and fillings (for pillows, duvets, toys) etc.
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IV. EMPLOYEES
20. Details at the end of the year of Financial year:
a) Employees and workers (including differently abled):

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	533	520	97.56	13	2.44
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	533	520	97.56	13	2.44
Workers						
1.	Permanent (F)	1743	1296	74.35	447	25.65
2.	Other than Permanent (G)	190	190	100.00	0	0
3.	Total workers (F + G)	1933	1486	76.88	447	23.12

b) Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently Abled Employees						
1.	Permanent (D)	Nil	Nil	-	Nil	-
2.	Other than Permanent (E)	Nil	Nil	-	Nil	-
3.	Total employees (D + E)	Nil	Nil	-	Nil	-
Differently Abled Workers						
1.	Permanent (F)	Nil	Nil	-	Nil	-
2.	Other than Permanent (G)	Nil	Nil	-	Nil	-
3.	Total workers (F + G)	Nil	Nil	-	Nil	-

21. Participation/Inclusion/Representation of women:

Category	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.50
Key Management Personnel	2*	0	-

*excluding the members of the Board.

22. Turnover rate for permanent employees and workers:

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	13.55	10.00	13.49	13.72	14.29	13.73	11.88	0	11.88
Permanent Workers	29.26	53.08	34.94	19.60	35.86	22.19	41.83	40.85	41.62

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)
23. Names of holding / subsidiary / associate companies / joint ventures:

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Ganesha Ecopet Private Limited	Subsidiary	100 %	No
2.	Ganesha Ecotech Private Limited	Subsidiary	100 %	No
3.	Ganesha Overseas Private Limited	Subsidiary	100 %	No
4.	Ganesha Recycling Chain Private Limited	Associate/ Joint Venture	49%	No



VI. CORPORATE SOCIAL RESPONSIBILITY (CSR) DETAILS

24.

S. No.	Requirement	Response
i)	Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
ii)	Turnover (₹ in Lakh)	96,874.08
iii)	Net worth (₹ in Lakh)	1,15,989.72

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. **Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
		Communities	Yes	Nil	Nil	-	Nil
Investors (other than shareholders)	Yes	Nil	Nil	-	Nil	Nil	-
Shareholders	Yes	12	Nil	Resolved during the year	19	Nil	Resolved during the year
Employees and workers	Yes	Nil	Nil	-	Nil	Nil	-
Customers	Yes	Nil	Nil	-	Nil	Nil	-
Value Chain Partners	Yes	Nil	Nil	-	Nil	Nil	-
Other (please specify)	-	-	-	-	-	-	-

The policy can be accessed at <https://ganeshaecosphere.com/corporate-governance-policies>

26. Overview of the entity's material responsible business conduct issues:

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Energy Consumption	Risk and Opportunity	<p>Risk: The Company's PET-to-polyester fibre conversion processes are inherently energy-intensive, requiring substantial thermal and electrical inputs for melting, extruding, and spinning operations. Rising energy costs pose direct threats to operational margins in the recycling sector.</p> <p>Opportunity: The predictable, continuous nature of the Company's manufacturing operations creates favourable conditions for renewable energy integration, particularly solar installations, which can provide stable, long-term cost advantages while enhancing the sustainability profile of recycled products demanded by eco-conscious brands.</p>	<p>The Company has implemented a multi-pronged energy optimization strategy encompassing:</p> <p>(i) deployment of solar photovoltaic systems to reduce grid dependency, (ii) installation of energy-efficient machinery and heat recovery systems to minimize thermal losses, (iii) use of biomass in boiler and Thermopack applications, and (iv) exploration of power purchase agreements for renewable energy procurement to hedge against fossil fuel price volatility.</p>	<p>Negative: Energy cost inflation directly impacts per-unit production costs, with increases in energy prices potentially reducing gross margins moderately given energy's significant share of total production costs.</p> <p>Positive: Solar energy adoption can significantly reduce electricity costs over the long term, translating to considerable annual savings while creating carbon credit revenue opportunities.</p>
2	Waste Management	Opportunity	<p>The Company operates within a circular economy framework where post-consumer PET waste represents both primary raw material and environmental solution. India's Extended Producer Responsibility (EPR) regulations and corporate sustainability commitments create expanding demand for verified PET waste processing capabilities.</p>	-	<p>Positive: Waste processing margins improve significantly with scale, generating healthy gross margins on waste management services. Additional revenue streams from EPR credits and waste diversion certificates can contribute to overall profitability.</p>



S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			The Company's "Go Rewrite" initiative positions it to capture value from the entire plastic waste ecosystem, from collection through end-product manufacturing, addressing the critical gap between substantial waste generation and limited recycling capacity in India.		
3	Materials Sourcing & Efficiency	Risk	The Company's dependence on post-consumer PET waste as primary feedstock creates supply chain vulnerabilities inherent to the informal waste economy. Competition from other recyclers, seasonal variations in waste generation, quality inconsistencies, and potential policy changes affecting waste export/import.	The Company mitigates sourcing risks through: <ul style="list-style-type: none"> (i) an extensive PET waste collection network, ensuring cost-effective material acquisition; (ii) establishment of strategic inventory buffers to manage supply volatility. 	Negative: Supply disruptions or substantial price increases in PET waste could moderately reduce gross margins. Raw material costs represent a significant majority of total production costs, making the Company highly sensitive to input price volatility.
4	Business Model Resilience	Opportunity	The Company's integrated waste-to-yarn model provides strategic flexibility in responding to evolving regulatory frameworks, including India's Plastic Waste Management Rules, circular economy mandates, and international sustainability standards. The textile industry's shift towards use of recycled content creates stable demand visibility as brands increasingly commit to substantial recycled polyester adoption.	-	Positive: Diversified product portfolio and market presence can generate consistent revenue growth annually while significantly reducing earnings volatility. Premium positioning in sustainable textiles can command meaningful price premiums over conventional recycled fibres, potentially increasing EBITDA margins.

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			<p>The Company's ability to produce both commodity and specialized recycled fibres allows market positioning adjustments based on demand patterns and margin opportunities.</p>		
5	Growing Demand for Sustainable Products	Opportunity	<p>Global textile brands are increasingly mandating recycled content in their supply chains, driven by consumer preferences, regulatory requirements, and corporate sustainability commitments. The Company's established position in high-quality recycled polyester staple fibre production, combined with certifications and traceability capabilities, enables it to capture premium market segments where sustainability credentials translate directly into pricing power and volume growth opportunities.</p>	-	<p>Positive: Access to premium sustainable textile markets can generate higher realizations compared to commodity recycled fibres, potentially increasing annual revenues significantly. Brand partnerships and long-term contracts provide revenue visibility and reduce market volatility, supporting strong annual growth in the sustainable products segment.</p>

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1.	a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Particulars of the Policies	Anti-corruption or anti-bribery policy, Ethical Policy	Supplier Code of conduct and Policy on Producer Responsibility	Social policy, Complaint Policy	Stakeholder Management Policy	Human Rights Policy and Social Policy	Environmental Policy	Policy on Responsible Advocacy	Corporate Social Responsibility Policy	Cyber Security and Data Privacy Policy
	b) Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
		All policies have been approved by the Risk Management Committee of the Board (nomenclature changed from Risk Management & Strategic Planning Committee w.e.f. May 24, 2025).								
	c) Web Link of the Policies, if available	https://ganeshaecosphere.com/corporate-governance-policies								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	No								
4.	Name of the national and international codes / certifications/ labels / standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<ul style="list-style-type: none"> • ISO 9001:2015 (Quality Management System) • ISO 14001:2015 (Environmental Management System) • ISO 45001:2018 (Occupational Health & Safety Management System) • OEKO-TEX Standard 100 • Global recycled standard • Bureau of Indian Standards (BIS) • Ocean Bound Plastic (OBP) • Sedex 4 Pillar 								

S. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Objectives and targets for Environmental Management System (EMS), Occupational Health and Safety (OHS) and Quality Management System (QMS) are being driven at individual factory locations (in accordance with the year-on-year targets set as per corresponding ISOs), while there are no formal specific commitments, goals and targets at the Company level. The Company is in the process of re-evaluating its materiality and consequently will be formalising targets at the Company level.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met	The Company is in the process of re-evaluating its materiality and consequently will be formalising targets at the Company level. Performance against the same will be disclosed by the Company in subsequent years.								

Governance, leadership and oversight

7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	<p>As the Director responsible for business responsibility, I am delighted to share our organization’s strides in tackling significant environmental, social, and governance (ESG) challenges. Being a plastic waste recycler, we recognise our accountability towards the environment, society and the communities we serve.</p> <p>At Ganesh Ecosphere (Company as well as Group level), our commitment to circularity is inseparable from our commitment to strong ESG performance. Over the past year, we have embedded resource efficiency, product stewardship, and responsible governance deeper into our operating model, treating ESG not as a compliance checkbox, but as the engine that powers reliable quality, resilient growth and long-term value creation. These strides are visible across how we source, process and deliver recycled PET, and how we engage our people and communities.</p> <p>Ganesh Ecosphere advanced its circular-packaging mission with meaningful, on-ground execution. We commissioned an additional rPET chips line at Warangal expanding bottle-to-bottle capacity, materially improving the availability of food-grade rPET for brands in India and abroad. This strengthens supply reliability, reduces dependence on virgin plastics, and deepens our product stewardship—translating sustainability intent into everyday manufacturing discipline.</p> <p>Our progress earned external validation. A credit rating upgrade from CARE Ratings reflects stronger governance, risk management, and financial resilience—critical for funding circular growth responsibly. Recognition for “Go Rewise by Ganesh Ecosphere” at a leading plastics-recycling awards platform further underscores our innovation in bottle-to-bottle systems and our focus on verifiable quality for food-grade applications.</p> <p>Taken together, these milestones position Ganesh as an ESG visionary: we are not only expanding low-carbon, circular capacity, but also professionalizing the supply chain that feeds it, aligning commercial execution with policy signals and customer commitments. Our approach—capacity plus ecosystem plus credibility—creates investor-grade traceability, dependable quality for converters and brand owners, and shared value for collection partners and communities. This is how we intend to lead: by making</p>								
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S. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		circularity reliable, scalable, and beneficial for every stakeholder connected to us. - Sharad Sharma, (Managing Director) DIN:00383178								
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	Risk Management Committee is responsible for implementation and oversight of the Business Responsibility policy(ies) with overall supervision of the Board.								
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details	Risk Management Committee has been tasked with decision-making authority on all aspects related to sustainability issues. Composition of Risk Management Committee:								
		Name			Designation			Role		
		Mr. Narayanan Subramaniam DIN: 00166621			Non- Executive Independent Director			Chairman		
		Mr. Shyam Sunder Sharmma DIN: 00530921			Non-Executive Chairman			Member		
		Mr. Vishnu Dutt Khandelwal DIN: 00383507			Executive Vice Chairman			Member		
		Mr. Sharad Sharma DIN: 00383178			Managing Director & CEO			Member		
		Mr. Jagat Jit Singh DIN: 10765423			Non- Executive Independent Director			Member		

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)																	
		P1	P2	P3	P4	P5	P6	P7	P8	P9									
Performance against above policies and follow up action	Risk Management Committee										Annually								
	BR Head											Quarterly							
Compliance with statutory requirements of relevance to the principles and, rectification of any non-compliances	The Company complies with all the statutory requirements of the NGRBC principles to the extent applicable and review is undertaken by the Risk Management Committee.											Annually							

2. Independent assessment/ evaluation of the working of its policies by an external agency:

Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes, Tirkha Consultants & Advisors LLP.									

3. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the principles and core element with key processes and decisions. The Company has disclosed all mandatory disclosures under the BRSR framework. The Company is in the process of disclosing leadership indicators from upcoming financial years.

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE



ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	Updates relating to regulatory changes are given to the Board of Directors & KMP. The topics include:	100%
Key Managerial Personnel	(as part of Board Meetings)	<ul style="list-style-type: none"> Corporate Governance; Companies Act & SEBI Listing Regulations; Business Process Improvements; Code of Conduct; Director's Independence criterion; Insider Trading Regulations. 	100%
Employees other than BOD and KMPs	36	<ul style="list-style-type: none"> Awareness programmes on the Company Policies and Grievance Handling mechanism; ICC Training Health & Safety Training Fire Drill Training Awareness training on quality management; 	98.66%



Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Workers	35	<ul style="list-style-type: none"> • Training on the Company's Policies, Grievance Handling, Anti Sexual Harassment, Discrimination, Discipline & Employment Rules; • Refresher Training on Pay Roll System, Workers Right & Benefits • Health and safety, GRS, environmental management systems, Industrial pollution & protection; • Good housekeeping system; • Hazardous & non- hazardous waste, chemical waste handling. • Fire Drill Training • Chemical Safety Training • Machine Handling Training • Safety Refresher Training 	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:

MONETARY					
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement			NIL		
Compounding fee					
NON-MONETARY					
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment					
Punishment			NIL		

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Not applicable.

4. Anti-corruption or Anti-bribery policy:

Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has developed a comprehensive Anti-Corruption or Anti-Bribery Policy. The Policy serves as a testament to the Company's unwavering dedication towards upholding the ethical standards in all its business dealings.

The Policy can be accessed at the given link:

<https://ganeshaecosphere.com/corporate-governance-policies>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. Corrective Actions:

Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest

Not applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured):

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Number of days of accounts payables	33	37



9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties:

Parameter	Metrics	FY 2024-25	FY 2023-24
		(Current Financial Year)	(Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	--	--
	b. Number of trading houses where purchases are made from	--	--
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	--	--
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	--	--
	b. Number of dealers / distributors to whom sales are made	--	--
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	--	--
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	8.25	9.76
	b. Sales (Sales to related parties / Total Sales)	5.19	1.44
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	92.96	99.99
	d. Investments (Investments in related parties / Total Investments made)	90.52	81.84

PRINCIPLE

2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE



ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively:

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	100.00	100.00	The Company's allocation of 100% R&D expenditure towards environmental and social improvement is justified by its exclusive focus on PET waste recycling. The Company's R&D initiatives demonstrate systematic technological innovation for environmental enhancement. Key projects include advanced impurity removal systems, automated colour sorting technology and custom polymer separation solutions that improve recycled output quality while reducing waste generation. Additional innovations such as metal removal systems, wrapper separation technology, and advanced scrapping equipment maximize material recovery rates and support zero-waste objectives, directly contributing to enhanced environmental performance and circular economy goals.
Capex	19.61	4.19	Efforts are taken to reduce the environmental impact by the installation of rooftop solar, energy efficient pumps, etc.

2. Sustainable sourcing:

a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)	Yes, the Company integrates environmental and social considerations into its procurement practices, ensuring that sourcing decisions align with sustainable principles. We undergo SEDEX 4 Pillar Audits (third-party audits) every year, where sustainable and ethical sourcing is an area that is covered under the audit. Raw materials are primarily sourced domestically via road transport, with a strong emphasis on engaging vendors and service providers who follow generally accepted Environment, Health, and Safety (EHS) standards. Continuous efforts are made to enhance safety during transportation, improve logistics efficiency to further minimize climate impact.
b. If yes, what percentage of inputs were sourced sustainably?	We are in the process of cataloguing our procurement into different categories of sourcing, including sustainability sourcing. We will provide the quantitative metrics on sustainable sourcing in the subsequent disclosures.



3. Processes in place to reclaim products for reuse, recycle and safe disposal of products at the end of life:

Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

With recycling of plastic waste into useful products, the Company delivers measurable benefits to businesses, the environment, and communities.

Plastics (including packaging): The modus operandi of the Company is B2B. The Company supplies its finished products to large textile manufacturing firms. We actively engage with our clients on sustainable application of our products (their raw material). The fate of our product reaches its end-of-life post-consumption by retail customers (mainly apparel). The composition of these end-of-life apparel products is such that it encourages upcycling.

E-waste: Our products at their end-of-life are not classified as E-waste.

Hazardous waste: Our products at their end-of-life are not classified as hazardous waste.

Other waste: Not Applicable

4. Extended Producer Responsibility (EPR) plan:

Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

The Company is registered as plastic waste processor under Extended Producer Responsibility (EPR) regulations.

PRINCIPLE

3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS



ESSENTIAL INDICATORS

1. A. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	520	520	100.00	520	100.00	0	-	0	-	0	-
Female	13	13	100.00	13	100.00	13	100.00	0	-	13	100.00
Total	533	533	100.00	533	100.00	13	2.44	0	-	13	2.44
Other than Permanent employees											
Male	Nil	-	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-	-
Total	Nil	-	-	-	-	-	-	-	-	-	-

B) Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	1296	1296	100.00	1296	100.00	0	-	0	-	0	-
Female	447	447	100.00	447	100.00	447	100.00	0	-	447	100.00
Total	1743	1743	100.00	1743	100.00	447	25.65	0	-	447	25.65
Other than Permanent workers											
Male	190	190	100.00	190	100.00	0	-	0	-	0	-
Female	0	0	-	0	-	0	-	0	-	0	-
Total	190	190	100.00	190	100.00	0	-	0	-	0	-

Note: All workers are covered under ESI.

C) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) -

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the company	0.27	0.14

2. Details of retirement benefits, for Current FY and Previous Financial Year:

Benefits	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	59.47	80.55	Yes	59.62	76.90	Yes
Gratuity	100.00	100.00	-	100.00	100.00	-
ESI	25.89	89.71	Yes	38.08	88.15	Yes
Others, please specify	-	-	-	-	-	-

3. Accessibility of workplaces:

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. The Company ensures that all offices and premises are accessible to employees, including persons with disabilities, in accordance with the Rights of Persons with Disabilities Act, 2016. We regularly review infrastructure including entrances, work areas and restrooms and implement improvements based on employee feedback to enhance accessibility and safety.



4. Equal Opportunity Policy:

Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes. The Company's Social Policy promotes an inclusive workplace and ensures equal opportunity for all, in compliance with the Rights of Persons with Disabilities Act, 2016. The policy outlines our commitment to non-discrimination, diversity and accessibility and can be accessed at:

<https://ganeshaecosphere.com/corporate-governance-policies>

5. Return to work and Retention rates of permanent employees and workers that took parental leave:

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes. The Company has a formal grievance redressed mechanism to ensure timely and fair resolution of employee concerns. Issues can be reported through reporting managers or the HR department and all grievances are recorded in a dedicated register to ensure accountability and closure. A Whistle Blower Policy enables directors and employees to confidentially report unethical conduct, fraud, or violations of the Code of Conduct, with adequate safeguards to protect against retaliation.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the entity:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total	533	Nil	Nil	520	Nil	Nil
Permanent Employees						
Male	520	Nil	Nil	513	Nil	Nil
Female	13	Nil	Nil	7	Nil	Nil
Total	1743	Nil	Nil	1857	Nil	Nil
Permanent Workers						
Male	1296	Nil	Nil	1445	Nil	Nil
Female	447	Nil	Nil	412	Nil	Nil

8. Details of training given to employees and workers:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	On Health and safety		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	520	520	100.00	444	85.38	513	448	87.33	400	77.97
Female	13	12	92.31	10	76.92	7	4	57.14	5	71.43
Total	533	532	99.81	454	85.18	520	452	86.92	405	77.88
Workers										
Male	1296	1296	100.00	1161	89.58	1445	1290	89.27	1270	87.89
Female	447	447	100.00	364	81.43	412	300	72.82	320	77.67
Total	1743	1743	100.00	1525	87.49	1857	1590	85.62	1590	85.62

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	520	520	100.00	513	513	100.00
Female	13	13	100.00	7	7	100.00
Total	533	533	100.00	520	520	100.00
Workers						
Male	1296	1296	100.00	1445	1445	100.00
Female	447	447	100.00	412	412	100.00
Total	1743	1743	100.00	1857	1857	100.00

10. Health and safety management system:

S. no	Particulars	Response
a.	Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?	Yes, an Occupational Health and Safety Management System has been implemented which includes ISO 45001:2018 (OHSAS) and ISO 14001:2015 (EMS) certifications. The same extends to the entire organization.
b.	What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	<p>The Company recognizes identifying work-related hazards and assessing risks is critical for ensuring the safety and well-being of employees.</p> <p>The Company identifies and assesses work-related hazards on both routine and non-routine bases through periodic HIRA workshops at site/department level, which include SOP hazard reviews to validate steps, hazards, and controls. These are complemented by electrical safety audits and random load inspections with sampling audits to verify control effectiveness and surface emerging risks. For non-routine activities, a formal Permit-to-Work system is applied with pre-job risk screens for hot work, confined space entry and work at height; Work-in-Progress boards are used to display active permits, key hazards, and required controls for real-time visibility and supervision.</p>



	Furthermore, work-related hazards are avoided and mitigated through conduct of unit-wise trainings and periodic review of processes to ensure safety at workplace.
c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)	Yes, the Company has processes in place for workers to report work-related hazards and to remove themselves from such risks. These processes include clear reporting channels and procedures for employees to report hazards, near-misses, and incidents, as well as the provision of training and resources to enable workers to identify and report potential hazards.
d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)	The Company offers its employees access to a range of non-occupational medical and healthcare services. These services encompass 24/7 ambulance availability, the establishment of dispensaries across various units and routine health check-ups.

11. Details of safety related incidents:

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
		(Current Financial Year)	(Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	0.64	0.61*
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	03	03
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

*Reassessed and rectified this value in consultation with third-party advisors.

12. Measures to ensure a safe and healthy workplace:

Describe the measures taken by the entity to ensure a safe and healthy workplace.	The Company prioritizes the health and safety of employees, clients, and visitors and has implemented various policies & procedures that comply with relevant regulations and standards. These measures include regular risk assessments, providing appropriate training and personal protective equipment, strict protocols for management of hazardous materials, regular cleaning and disinfection and encouraging employees to report any safety-related concerns. The Company will continue to review and improve its policies and procedures to maintain the highest standards of health and safety.
---	--

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	(Current Financial Year)			(Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	--	--	--	2	0	All complaints were resolved
Health & Safety	--	--	--	--	--	--

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. Corrective Actions:

Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions. No significant risks or concerns were highlighted in the assessment.

PRINCIPLE 4 BUSINESSSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS



ESSENTIAL INDICATORS:

1. Identification of stakeholders group:

Describe the processes for identifying key stakeholder groups of the entity

The Company identifies key stakeholder groups through a structured process guided by the following attributes:

- **Dependency** – groups or individuals who are directly or indirectly dependent on the Company’s activities, products/services or on whom the Company is dependent in order to operate.
- **Responsibility** – groups or individuals to whom the Company has, or in the future may have, legal, commercial, operational or ethical/moral responsibilities.
- **Attention** – groups or individuals who need immediate attention from the Company about financial, wider economic, social or environmental issues.
- **Influence** – groups or individuals who can have an impact on the Company or a stakeholder’s strategic or operational decision-making.

Applying these attributes, and through structured engagements with internal representatives, the Company determines its key stakeholder groups.



2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders/ Investors	No	<ul style="list-style-type: none"> Annual General Meeting & Shareholder meetings Emails, Stock Exchange (SE) intimations, Annual report & media releases etc. 	Quarterly	Dividends, profitability and financial stability, growth prospects
Customers	No	<ul style="list-style-type: none"> Customer feedback, Grievance redressal mechanism, Brochures and catalogues 	Daily	Product – related information, Grievance Redressal, Customer feedback
Employees and workers	No	<ul style="list-style-type: none"> Regular performance review and feedback. Programmes catered around overall wellbeing. Emails, Notice- Board & Meetings 	Daily	Employee concerns, communication, and feedback mechanisms
Government/ Regulatory Authorities	No	<ul style="list-style-type: none"> E-mails and letters. Regulatory filings. 	Periodically	Regulatory compliance, workforce development, employment policies, and skill-building initiatives.
Community	No	<ul style="list-style-type: none"> Collaboration with non-governmental organisations (NGOs). CSR and sustainability initiatives. 	Periodically	Water and natural resource management, community development, education/ skill development, livelihood support, and sustainability reporting.
Professionals/ Consultants	No	<ul style="list-style-type: none"> Emails. Need based meetings. Periodical Reports. 	Quarterly and requirement basis	Compliance to legal requirements, advice on business, legal, tax and other issues.

PRINCIPLE
5
BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS:
1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	533	503	94.37	520	514	98.85
Other than permanent	0	0	-	0	0	-
Total Employees	533	503	94.37	520	514	98.85
Workers						
Permanent	1743	1716	98.45	1857	1445	77.81
Other than permanent	190	190	100.00	164	164	100.00
Total Workers	1933	1906	98.60	2021	1609	79.61

2. Details of minimum wages paid to employees and workers:

Category	FY 2024-25 (Current Financial Year)				FY 2023-24 (Previous Financial Year)					
	Total (A)	Equal to Minimum Wage No.(B)	More than Minimum Wage No. (C)	%(B/A) No. (C/A)	Total (D)	Equal to Minimum Wage No. (E)	More than Minimum Wage No.(F)	%(E/D) No. (F/D)		
Employees										
Permanent										
Male	520	0	-	520	100.00	513	0	-	513	100.00
Female	13	0	-	13	100.00	7	0	-	7	100.00
Other than Permanent										
Male	0	0	-	0	-	0	0	-	0	-
Female	0	0	-	0	-	0	0	-	0	-

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	%(B/A)	No.(C)	%(C/A)		No.(E)	%(E/D)	No.(F)	%(F/D)
	Workers									
Permanent										
Male	1296	285	21.99	1011	78.01	1445	274	18.96	1171	81.04
Female	447	175	39.15	272	60.85	412	149	36.17	263	63.83
Other than Permanent										
Male	190	148	77.89	42	22.11	164	164	100.00	0	-
Female	0	0	-	0	-	0	0	-	0	-

3. Details of remuneration/salary/wages:

a. Median remuneration/wages:

Category	Male		Female	
	Number	Median remuneration/salary/wages of respective category (₹ in lakh)	Number	Median remuneration/salary/wages of respective category (₹ in lakh)
Board of Directors (BoD)	7	30.53	1	7.53
Key Managerial Personnel	2	28.58	-	-
Employees other than BoD and KMP	518	3.60	13	3.12
Workers	1296	1.49	447	1.37

b. Gross wages paid to females as % of total wages paid by the entity:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Gross wages paid to females as % of total wages	11.55	7.89

4. Focal point for addressing human rights:

Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Mr. Kamal Kumar Jain currently serving as the Vice- President (Admin & Legal) has been designated as the person responsible for addressing all aspects and practices related to Human Rights.

5. Internal mechanisms in place to redress grievances related to human rights issues:

Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has implemented internal mechanisms to address human rights grievances. The Company has established a confidential and accessible complaint system that allows individuals to report any concerns regarding human rights violations. These complaints are thoroughly investigated and necessary remedial actions (if any) are taken to address the grievances.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour/ Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

7. Complaints filed under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Particulars	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/ workers	Not applicable	Not applicable
Complaints on POSH upheld	Not applicable	Not applicable

8. Prevention of discrimination and harassment cases:
Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company prevents adverse consequences to complainants through a strict anti-retaliation framework that includes explicit safeguards against counter-complaints or defamation misuse intended to intimidate. All complaints are handled under confidentiality protocols with information shared strictly on a need-to-know basis at each stage of intake, investigation, and decision-making. Witnesses and any individuals assisting the investigation receive equivalent protections to the complainant. Investigations are time-bound and conducted impartially by trained members with documented reasoning. Complainants have the right to be accompanied by an advisor or representative during proceedings. Together, these measures enable reporting without fear of retaliation or other adverse consequences.

9. Human rights requirements forming part of your business agreements and contracts:
Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, wherever, there is a requirement of the business arrangement, the suitable conditions related to human rights requirement are incorporated in such contract/agreement.



10. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	NA

11. Corrective Actions to address significant risks / concerns arising from the assessments:

Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No significant risks have been identified during the assessment.

PRINCIPLE

6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT



ESSENTIAL INDICATORS:

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24* (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	122,604.82 GJ	115,141.99 GJ
Total fuel consumption (B)	253,256.90 GJ	275,328.01 GJ
Energy consumption through other sources (C)	--	--
Total energy consumed from renewable sources (A+B+C)	375,861.72 GJ	390,470.00 GJ
From non-renewable sources		
Total electricity consumption (D)	187,290.74 GJ	196,710.93 GJ
Total fuel consumption (E)	348,535.80 GJ	390,884.31 GJ
Energy consumption through other sources (F)	8,326.75 GJ	6,313.52 GJ
Total energy consumed from non-renewable sources (D+E+F)	544,153.29 GJ	593,908.76 GJ
Total energy consumed (A+B+C+D+E+F)	920,015.01 GJ	984,378.76 GJ

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24* (Previous Financial Year)
Energy intensity per rupee of turnover [Total energy consumed/ Revenue from operations in INR Lakh]	9.35	10.09
Energy intensity# per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total energy consumed/ Revenue from operations in INR Lakh adjusted for PPP] #using PPP index 20.66 & 22.4 - (IMF website)	193.19	226.08
Energy intensity in terms of physical output (Total Energy consumed / Production - GJ/ MT)	8.21	8.71
Energy intensity (optional) – the relevant metric may be selected by the entity	--	--

*We have reassessed and rectified these values in consultation with third-party advisors

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Tirkha Consultants & Advisors LLP have undertaken the independent assessment.

2. Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India:

This particular section is not applicable, as the Company has not been identified as designated consumer under Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	207,274.5	214,053.80
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	207,274.58	214,053.80
Total volume of water consumption (in kilolitres)	207,274.58	214,053.80
Water intensity per rupee of turnover (Total water consumption / Revenue from operations in INR Lakh)	2.11	2.19
Water intensity* per rupee of turnover adjusted for purchasing Power Parity (PPP) [Total water consumption /Revenue from operations in INR Lakh adjusted for PPP] *using PPP index 20.66 & 22.4 - (IMF website)	43.52	49.16



Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water intensity in terms of physical output [Total water consumption / Production - (KL / MT)]	1.85	1.89
Water intensity (optional) – the relevant metric may be selected by the entity	--	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Tirkha Consultants & Advisors LLP have undertaken the independent assessment.

4. Provide the following details related to water discharged:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24* (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	--	--
- With treatment – through ETP/STP (Primary, Secondary & Tertiary)	130,619	143,210
(ii) To Groundwater		
- No treatment	--	--
- With treatment – please specify level of treatment	--	--
(iii) To Seawater		
- No treatment	--	--
- With treatment – please specify level of treatment	--	--
(iv) Sent to third-parties		
- No treatment	--	--
- With treatment – please specify level of treatment	--	--
(v) Others		
- No treatment	--	--
- With treatment – please specify level of treatment	--	--
Total water discharged (in kilolitres)	130,619	143,210

**We have reassessed and rectified these values in consultation with third-party advisors*

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Tirkha Consultants & Advisors LLP have undertaken the independent assessment.

5. Mechanism for Zero Liquid Discharge:

Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.	The Company is endeavouring towards the implementation of a Zero Liquid Discharge (ZLD) framework within its water management systems. In alignment with its commitment to water stewardship and resource efficiency, proactive measures have been adopted to prevent potential contamination of water bodies and ensure sustainable water use across operations. Effluent Treatment Plants (ETPs) and Sewage Treatment Plants (STPs) are installed at each facility, employing multi-stage treatment processes to manage both process effluents and domestic wastewater. Treated water is subsequently recirculated for industrial applications, leading to a significant reduction in freshwater withdrawal. Each unit is equipped with advanced treatment infrastructure and integrated pollution control systems. Through these initiatives, the Company continues to demonstrate leadership in industrial water conservation and strengthen resilience towards long-term water risks in the regions where it operates.
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6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25 (Current Financial Year)	FY 2023-24* (Previous Financial Year)
NOx	Tonnes	41.59	34.12
SOx	Tonnes	56.34	57.50
Particulate matter (PM)	Tonnes	80.67	97.83
Persistent organic pollutants (POP)	NA	-	-
Volatile organic compounds (VOC)	NA	-	-
Hazardous air pollutants (HAP)	NA	-	-
Others – please specify	NA	-	-

*Previous Year's values have been assessed and disclosed this year in consultation with third-party advisors.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Tirkha Consultants & Advisors LLP have undertaken the independent assessment.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 1 emissions* (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	33,310.00	46,124.24
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	39,503.86	46,244.46



Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations in INR Lakh)	-	0.74	0.95
Total Scope 1 and Scope 2 emission intensity# per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations in INR Lakh adjusted for PPP) #using PPP index 20.66 & 22.4 - (IMF website)	-	15.29	21.21
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	0.65	0.82
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity	-	-	-

*During FY 2024-25, the Company emitted 19785.38 MT of biogenic CO₂, which is being reported separately and excluded from Scope 1 totals. These arise from sustainably sourced biofuels (i.e. Biomass, firewood, charcoal).

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Tirkha Consultants & Advisors LLP have undertaken the independent assessment.

8. Project related to reducing Green House Gas emission:

Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.	The Company continues to prioritise the reduction of greenhouse gas emissions as part of its sustainability strategy. During the reporting year, energy-efficient technologies were further integrated into operations, and the use of renewable energy sources, including solar power installations, was expanded. These initiatives contribute to lowering the Company's GHG emission intensity, mitigating environmental risks linked to energy consumption and achieving cost efficiencies over the long term.
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9. Provide details related to waste management by the entity:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24* (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	0
E-waste (B)	0.09	0.45
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24* (Previous Financial Year)
Battery waste (E)	5.79	0
Radioactive waste (F)	NA	NA
Other Hazardous waste- (Sludge, contaminated cloth, filter, empty barrel & burned/ skimmed oil) (G)	32.48	36.90
Other Non-hazardous waste generated (H). (Canteen and Municipal waste) (Break-up by composition i.e. by materials relevant to the sector)	170.29	178.53
Total (A+B+C+D+E+F+G+H)	208.65	215.88
Waste intensity per rupee of turnover [Total waste generated/ Revenue from operations in ₹ Lakh]	0.0021	0.0022
Waste intensity* per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations in ₹ Lakh adjusted for PPP) #using PPP index 20.66 & 22.4 - (IMF website)	0.0438	0.0496
Waste intensity in terms of physical output (Total Waste in MT / Total Production in MT)	0.0019	0.0019
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	170.29	178.53
(iii) Other disposal operations	38.36	37.35
Total	208.65	215.88

*We have reassessed and rectified these values in consultation with third-party advisors

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Tirkha Consultants & Advisors LLP have undertaken the independent assessment



10. Waste management practices adopted in the establishment:

Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company adopts a circular approach to waste management, with PET plastic recycling at the core of its operations. Processes are designed to ensure that PET waste handled is 100% recyclable, resulting in negligible residual waste. All incoming materials undergo screening to confirm recyclability and any by-products generated during processing are systematically reprocessed.

No hazardous or toxic chemicals are used in PET plastic processing, reflecting both the inherent nature of operations and the Company's commitment to safe and environmentally responsible manufacturing practices.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details:

S. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
-			

The Company does not have any offices or operational sites in the vicinity of any ecologically sensitive area.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Considering the nature of the Business, this particular section is not applicable to the Company.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances:

Yes

PRINCIPLE

7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT



ESSENTIAL INDICATORS:

1. A) Affiliations with trade and industry chambers/ associations:

Number of affiliations with trade and industry chambers/ associations.

The Company is affiliated with Seven trade and industry chambers/associations.

B) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1.	Confederation of Indian Industry (CII)	National
2.	Indian Industries Association (IIA)	National
3.	All India Plastics Manufactures' Association (AIPMA)	National
4.	The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC)	National
5.	Pet Packaging Association for Clean Environment (PACE)	National
6.	Federation of Indian Export Organisations	National
7.	Kumaun Garhwal Chamber of Commerce and Industry	State

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities:

Not applicable.

PRINCIPLE

8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT



ESSENTIAL INDICATORS:

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
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Not applicable as there were no projects for the reporting year that required undertaking an SIA under the applicable laws.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
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Not applicable as there were no projects that required Rehabilitation and Resettlement (R&R)



3. Community redressal mechanism:

Describe the mechanisms to receive and redress grievances of the community.

The Company's grievance redressal mechanisms are tailored to suit the specific requirements of each location. The Company engages closely with the community in areas such as education, sustainable infrastructure, healthcare, and skill development, and actively captures and addresses community concerns. The mechanism includes regular beneficiary consultations and multiple feedback channels maintained by the CSR team to record, track, and resolve issues. (if any). All grievances are reviewed promptly and appropriate corrective actions are taken as necessary. To date, no significant grievances have been reported.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Category	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	0.37	0.31
Directly from within India	89.35	90.65

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent /on contract basis) in the following locations, as % of total wage cost:

Location	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Rural	37.99	38.27
Semi-Urban	-	-
Urban	32.29	31.30
Metropolitan	29.72	30.43

Note: Locations have been categorized as per RBI Classification System – rural/semi-urban/urban/metropolitan.

PRINCIPLE

9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER



ESSENTIAL INDICATORS:

1. Consumer Complaints and feedback:

Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has well-defined mechanisms for receiving and addressing customer complaints and feedback. The Marketing and Sales Department oversees this process and can be approached via email as well as other communication channels. Each complaint is reviewed to assess its validity and nature, following which appropriate action is initiated. In cases such as the supply of incorrectly coloured recycled material or other supply-related discrepancies, prompt corrective measures are taken to ensure resolution. While quality-related complaints are infrequent, the Company accords them as high priority and works towards swift and effective closure.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	As the Company operates primarily as a B2B business engaging with dealers and wholesalers, its products do not carry information on environmental and social parameters, including safe and responsible usage, recycling, or safe disposal. Accordingly, the turnover percentage for such products is 0%. However, we are in the process of addressing this aspect of labelling during the current year.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

Category	FY 2024-25 (Current Financial Year)		Remarks	FY 2023-24 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
	Data privacy	Nil		Nil	-	
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other	Nil	Nil	-	Nil	Nil	-

4. Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for recall
Voluntary recalls	Nil	-
Forced recalls	Nil	-

5. Cyber security policy:

Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web-link of the policy.

The Company has a Cyber Security Policy that establishes the framework for managing cyber security and mitigating risks related to data privacy. The policy covers protection of information systems, networks, and data; defines roles and responsibilities; and outlines incident response procedures. It mandates compliance by all employees, contractors, and interns, including safeguarding confidential data, securing devices, following safe email practices, managing passwords securely, ensuring safe data transfer, and reporting any suspected breaches. The IT team is responsible for implementing security measures, providing training, and investigating incidents.

The same can be accessed at : <https://ganeshaecosphere.com/corporate-governance-policies>

**6. Corrective Actions:**

Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services

Not Applicable

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches: **Nil**
- b. Percentage of data breaches involving personally identifiable information of customers: **Not applicable.**
- c. Impact, if any, of the data breaches: **Not applicable.**

Independent Auditor’s Report

To
The Members Of
Ganeshha Ecosphere Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Ganeshha Ecosphere Limited** (“the Company”), which comprise the balance sheet as at March 31, 2025, and the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards (‘Ind AS’) specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at March 31, 2025, and its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the “Auditor’s Responsibilities for the Audit of the Standalone Financial Statements” section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India (‘ICAI’) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matter	How our audit addressed the key audit matter
<p>Revenue Recognition (as described in note 2.d of the standalone financial statements)</p> <p>Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.</p>	<p>Our audit procedures with regard to revenue recognition included testing controls, automated and manual, around dispatches/deliveries, inventory reconciliations and circularization of receivable balances, testing of cut-offs and performing analytical review procedures.</p>
<p>Evaluation of pending litigations (as described in note 30.2 of the standalone financial statements)</p>	



Key Audit Matter	How our audit addressed the key audit matter
<p>The Company has pending litigations for demand in dispute under various statutes which involves significant judgment to determine the possible outcome of these disputes.</p>	<p>We have obtained the details of litigations under various statutes for the year ended March 31, 2025 from the management.</p> <p>We have reviewed the management's underlying assumptions in estimating the provisions in respect to the disputed matters and the possible outcome of the disputes.</p> <p>We have also reviewed the legal precedence, where available, and other documents provided for review by the management in evaluating its position in these matters.</p> <p>We have also reviewed the assumptions made by the management as at March 31, 2025 and evaluated whether any change was required on account of information and updates made available during the year.</p>

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone

financial statements that give a true and fair view of the state of affairs (financial position), profit (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the standalone financial statements by the Directors of the Company, as aforesaid.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity dealt with by this report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in auditor's report in accordance with the requirements of Section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its director's during the year is in accordance with the provisions of Section 197 of the Act read with Schedule V to the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. the Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - refer note 30.2;
- ii. the Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025;
- iv. (a) the management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified

- in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries - refer note 46.0;
- (b) the management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries - refer note 46.0;
- (c) based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement;
- v. The dividend (including interim dividend) declared or paid during the year by the Company is in compliance with Section 123 of the Act.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For Narendra Singhania & Co.
Chartered Accountants
Firm Reg No. 009781N**

**Narendra Singhania
Partner
Membership No.: 087931**

Place: New Delhi
Date: May 24, 2025

UDIN – 25087931BMJHPW1144



Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date to the Members of Ganesha Ecosphere Limited ("the Company") on the standalone financial statements as of and for the year ended March 31, 2025)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and right of use assets on the basis of available information.
- B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the property, plant and equipment are physically verified by the management, according to a phased

programme designed to cover all the items over a period of three years, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. Pursuant to the programme, a portion of property, plant and equipment has been physically verified by the management during the year and as informed to us, no material discrepancies were noticed on such physical verification.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) as disclosed in the standalone financial statements and included in the property, plant and equipment are held in the name of the Company except the following:

Description of item of property	Gross carrying value (₹ in Lakh)	Held in the name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in the name of the Company
Office Building	277.84	Vatika IT Parks Private Limited	No	March 18, 2023	The possession and original agreement to sale of the property is in the name of the Company. Title deed registration is held up due to some local regulations.

- (d) The Company has not revalued its property, plant and equipment (including right of use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year, or

are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended) and rules made thereunder.

- (ii) (a) As explained to us, the physical verification of inventory, except goods in transit, has

been conducted at reasonable intervals by the management during the year and, in our opinion, the coverage and procedure of such verification by management is appropriate having regard to the size of the Company & nature of its operations. Written confirmations have been obtained for stock held with third parties at the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verifications of inventories.

- (b) The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks in which there are no differences when compared with the unaudited books of accounts of the respective quarters.
- (iii) The Company has made investments and granted unsecured loans, and guarantees to its wholly owned subsidiaries, associates and other parties. However, the Company has not provided any advances in the nature of loans or security to any other party during the year.
- a) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to such loans, guarantees and securities to subsidiaries and other party are as per the table given below:

(₹ in Lakh)

Particulars	Loans	Guarantees
Aggregate amount granted/provided during the year:		
- subsidiaries	31,134.47	39,770.34
- others	2,073.97	-
Balance outstanding as at the balance sheet date:		
- subsidiaries	22,310.91	39,770.34
- others	1,805.93	-

- b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided and the terms and conditions of the grant of all loans and guarantees provided (including in earlier years) are, prima facie, not prejudicial to the interest of the Company.
- c) The schedule of repayment of principal and payment of interest on the above loans has been stipulated and the repayments are regular.
- d) There were no overdue amounts remaining outstanding as at the balance sheet date in respect of the above loans.
- e) There were no loans granted which has fallen due during the year and which have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f) The Company has not granted any loans which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect to the loans given, investments made and guarantee provided by it during the year.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (vi) Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148 (1) of the Act in respect of its products. We have broadly reviewed the same



and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.

- (vii) (a) According to the information and explanations given to us, and the records of the Company examined by us, in our opinion, the Company has generally been regular in depositing with the appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees state insurance, income-tax, duty of customs and other material statutory dues applicable to it. Further, no undisputed

amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the records of the Company, and as per the information and explanations given to us, there are no dues of provident fund, employees state insurance, duty of customs and goods and services tax, which have not been deposited on account of any dispute. The particulars of dues of income-tax, goods and services tax and value added tax as at March 31, 2025, which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of the Dues	Amount of demand (₹ in Lakh)	Amount paid (₹ in Lakh)	Period to which the amount relates	Forum where dispute is pending
Integrated Goods and Service Tax Act, 2017	Goods and Service Tax	188.96	9.45	Financial Year 2020-21	Additional Commissioner, Moradabad, Uttar Pradesh
Integrated Goods and Service Tax Act, 2017	Goods and Service Tax	40.69	1.51	Financial Year 2019-20	Appeal to file GST tribunal
Customs Act, 1962	Custom Duty	203.96	14.54	Financial Year 2017-18 and 2018-19	Customs, Excise & Service Tax Appellate Tribunal, Prayagraj
Integrated Goods and Service Tax Act, 2017	Goods and Service Tax	9.86	0.00	Financial Year 2020-21	Joint Commissioner (Appeal), Dehradun, Uttarakhand
Integrated Goods and Service Tax Act, 2017	Goods and Service Tax	58.25	0.00	Financial Year 2023-24	Additional Commissioner Gr-2 (Appeal-2), Kanpur, Uttar Pradesh

- (viii) According to the information and explanations given to us, and based on our examination of the records of the Company, there are no transactions which have not been recorded in the books of account and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- (ix) (a) Based on our audit procedures, and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

- (b) Based on our audit procedures, and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

- (d) Based on our audit procedures, and according to the information and explanations given to us and on an overall

examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company during the year.

- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.
- (f) Based on our audit procedures, and according to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associates.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under Clause 3(x)(a) of the said Order is not applicable to the Company during the year.
- (b) The Company has made an allotment of 1,10,000 fully Paid up Equity Shares to an entity belonging to promoter and promoter group of the Company pursuant to the exercise of the right of conversion of 1,10,000 warrants into Equity Shares, out of 14,49,000 warrants allotted on preferential basis during the previous financial year and according to the information and explanation given to us and based on our examination of records, the Company has complied with the requirement of section 42 and section 62 of the Companies Act 2013. (refer note 44.0). The amount of ₹ 853.88 Lakh, raised against said allotment, being allotment money of 75% of the issue price (25% was received as upfront money on allotment of warrants), was unutilized till March 31, 2025.

The Company has not made any preferential allotment or private placement of convertible debentures during the year.

- (xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair

view of the standalone financial statements and according to the information and explanations given to us, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year.

- (b) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given to us, we report that no report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given to us, there are no whistle-blower complaints received by the Company during the year.
- (xii) In our opinion, and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the said Order are not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) The reports of the internal auditor for the period under audit have been considered by us.
- (xv) According to the information and explanations given to us, and based on our examination of the records of the Company, the Company



has not entered into non-cash transactions with its Directors or persons connected with them covered under Section 192 of the Act. Accordingly, the reporting under Clause 3(xv) of the said Order is not applicable to the Company during the year.

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi)(a) of the said Order are not applicable to the Company.
- (b) The Company has not conducted any non-banking financial/housing finance activities during the year.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of Clause 3(xvi)(c) of the said Order are not applicable to the Company.
- (d) According to the information and explanations given to us, there is one Core Investment Company as a part of the Group.
- (xvii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, the reporting under Clause 3(xviii) of the said Order is not applicable to the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of financial ratios (refer note 40.0), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial

statements, our knowledge of the Board of Directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company (refer note 32.0).

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of standalone financial statements.

**For Narendra Singhania & Co.
Chartered Accountants
Firm Reg No. 009781N**

**Narendra Singhania
Partner
Membership No.: 087931**

Place: New Delhi
Date: May 24, 2025

UDIN – 25087931BMJHPW1144

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2(f) under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date to the Members of Ganesha Ecosphere Limited on the standalone financial statements as of and for the year ended March 31, 2025)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Ganesha Ecosphere Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls

over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3)



provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information, and according to the explanations given to us, the

Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Narendra Singhania & Co.
Chartered Accountants
Firm Reg No. 009781N**

**Narendra Singhania
Partner
Membership No.: 087931**

Place: New Delhi

Date: May 24, 2025

UDIN – 25087931BMJHPW1144

Standalone Balance Sheet

as at March 31, 2025

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3.1	23,566.88	24,779.52
(b) Capital work-in-progress	3.2	1,277.60	38.93
(c) Right of use assets (ROU)	3.3	116.91	118.52
(d) Intangible assets	4.1	36.37	17.48
(e) Intangible assets under development	4.2	30.00	-
(f) Financial assets:			
(i) Investment in subsidiaries	5.1	35,494.97	15,095.21
(ii) Investment in others	5.2	2,038.00	592.62
(iii) Loans	5.3	19,711.79	25,817.32
(iv) Others	5.4	610.53	587.64
(g) Other non-current assets	6.0	120.26	61.38
	Sub-total	83,003.31	67,108.62
(2) Current assets			
(a) Inventories	7.0	23,306.05	20,600.65
(b) Financial assets:			
(i) Investments	8.1	2,004.41	2,756.48
(ii) Trade receivables	8.2	10,776.58	10,342.45
(iii) Cash and cash equivalents	8.3	10,866.76	3,877.34
(iv) Bank balances other than (iii) above	8.4	222.03	10,497.34
(v) Loans	8.5	4,509.13	3,552.00
(vi) Others	8.6	857.43	385.51
(c) Other current assets	9.0	3,346.91	1,831.93
	Sub-total	55,889.30	53,843.70
	TOTAL ASSETS	138,892.61	120,952.32
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	10.0	2,545.70	2,534.70
(b) Other equity	11.0	113,444.02	106,380.52
	Sub-total	115,989.72	108,915.22
(2) Liabilities			
(2A) Non-current liabilities			
(a) Financial liabilities:			
(i) Borrowings	12.0	83.17	243.97
(b) Deferred tax liabilities (net)	18.0	1,726.50	1,861.84
(c) Government grants	13.2	408.41	374.27
(d) Provisions	16.1	849.02	648.77
	Sub-total	3,067.10	3,128.85
(2B) Current liabilities			
(a) Financial liabilities:			
(i) Borrowings	12.0	10,642.97	56.02
(ii) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	14.1	29.53	5.64
Total outstanding dues of creditors other than micro enterprises and small enterprises	14.1	5,492.71	5,117.89
(iii) Other financial liabilities	14.2	2,551.01	2,665.83
(b) Government grants	13.1	50.53	53.88
(c) Other current liabilities	15.0	462.85	422.82
(d) Provisions	16.2	464.65	505.81
(e) Current tax liabilities (net)	17.0	141.54	80.36
	Sub-total	19,835.79	8,908.25
	TOTAL EQUITY AND LIABILITIES	138,892.61	120,952.32
Material accounting policies	2.0		
The accompanying notes are an integral part of these financial statements.			

As per our report of even date attached

For Narendra Singhania & Co.
Chartered Accountants
Firm Reg. No. 009781N
Narendra Singhania
Partner
Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors
Sharad Sharma

Managing Director

DIN: 00383178

Bharat Kumar Sajjani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080



Standalone Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I INCOME			
Revenue from operations	19.0	98,387.91	97,534.03
Other income	20.0	3,314.13	2,575.72
Total income		101,702.04	100,109.75
II EXPENSES			
Cost of materials consumed		64,656.71	62,602.72
Purchases of stock-in-trade		686.33	1,756.51
Changes in inventories of finished goods, stock-in-trade and work-in-progress	21.0	(751.37)	(791.61)
Employee benefits expenses	22.0	6,798.62	6,194.23
Finance costs	25.0	478.48	1,516.92
Depreciation and amortization expense	24.0	2,376.40	2,665.99
Other expenses	23.0	17,447.34	17,798.09
Total expenses		91,692.51	91,742.85
III Profit before tax (I-II)		10,009.53	8,366.90
IV Tax expense:	26.0		
Current tax		2,527.48	2,098.28
Deferred tax (credit)/charge		(66.02)	21.09
Total tax expense		2,461.46	2,119.37
V Profit for the year (III-IV)		7,548.07	6,247.53
VI Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement (loss)/gain on defined benefit obligations		(7.99)	9.65
Re-measurement (loss) on financial instrument (Equity)		(450.23)	-
Less: Income-tax relating to above items	26.1	69.32	(2.43)
		(388.90)	7.22
VII Total comprehensive income for the year (V+VI)		7,159.17	6,254.75
VIII Earnings per share			
Basic (face value of ₹ 10 per equity share)	28.0	29.78	27.90
Diluted (face value of ₹ 10 per equity share)		29.15	27.90
Material accounting policies	2.0		
The accompanying notes are an integral part of these financial statements.			

As per our report of even date attached

For Narendra Singhania & Co.

Chartered Accountants

Firm Reg. No. 009781N

Narendra Singhania

Partner

Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors

Sharad Sharma

Managing Director

DIN: 00383178

Bharat Kumar Sajnani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080

Standalone Cash Flow Statement

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
A. Cash flow from operating activities:			
Profit before tax as per statement of profit and loss		10,009.53	8,366.90
Adjustments for:			
Depreciation and amortization expense		2,376.40	2,665.99
Share based payment expenses		202.07	14.86
Profit on sale/discard of property, plant and equipment (net)		(13.66)	(17.98)
Allowance for doubtful trade receivables and advances (net)		8.37	(6.62)
Liabilities no longer required written back		(1.02)	(2.79)
Loss on foreign currency fluctuations and translations (net)		0.24	4.45
Interest expense		416.08	1,435.73
Interest income		(2,739.22)	(1,951.87)
Loss/(profit) on sale of investments		32.07	(92.85)
Fair value gain on preference shares		(399.76)	(379.10)
Dividend on preference shares		(65.00)	(65.00)
Amortization of Government grants		(54.68)	(54.81)
Operating profit before working capital changes		9,771.42	9,916.91
Movements in working capital:			
Increase in trade receivables		(454.58)	(1,135.15)
(Increase)/decrease in other receivables and prepayments		(1,625.34)	1,810.96
(Increase)/decrease in inventories		(2,705.37)	1,490.11
Increase/(decrease) in trade payables		397.97	(1,328.28)
Decrease in other payables		(122.13)	(630.70)
Increase in provisions		151.09	96.15
Cash generated from operations		5,413.06	10,220.00
Direct taxes paid (net of refunds)		(2,466.31)	(1,669.88)
Net cash flow generated from operating activities (A)		2,946.75	8,550.12
B. Cash flow from investing activities			
Purchase of property, plant and equipment		(2,356.71)	(806.00)
Purchase of intangible assets		(61.26)	(2.40)
Proceeds from sale of property, plant and equipment		66.70	35.65
Investment in subsidiaries		(20,000.00)	-
Investment in others		(1,895.60)	-
Proceeds from sale of investments		720.00	2,195.33
Loan repaid by/(given to) subsidiaries (net)		6,837.98	(18,623.89)
Loan repaid by other related parties		11.07	-



Standalone Cash Flow Statement

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
Loan to body corporates		(1,600.00)	-
Fixed deposits made		(6,044.63)	(10,131.68)
Fixed deposits matured		16,364.54	45.28
Interest received		2,275.26	2,023.07
Net cash flow used in investing activities (B)		(5,682.65)	(25,264.64)
C. Cash flow from financing activities			
Proceeds from issue of share capital (including share premium thereon net of issue expenses)		853.87	33,997.07
Proceeds from equity warrants application money		-	3,750.00
Repayment of non-current borrowings (other than related parties)		(30.18)	(2,274.19)
Proceeds from/(repayment of) current borrowings (net) (other than related parties)		10,017.47	(12,906.81)
Proceeds from/(repayment of) borrowings to related parties (net)		414.30	(225.00)
Dividend paid to equity shareholders		(1,140.61)	(436.59)
Interest paid		(389.53)	(1,424.76)
Net cash flow generated from financing activities (C)		9,725.32	20,479.72
Net increase in cash and cash equivalents (A+B+C)		6,989.42	3,765.20
Cash and cash equivalents at the beginning of the year		3,877.34	112.14
Cash and cash equivalents at the end of the year	8.3	10,866.76	3,877.34
Notes:			
The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7, 'Statement of Cash Flows'.			
Material accounting policies	2.0		
The accompanying notes are an integral part of these financial statements.			

As per our report of even date attached

For Narendra Singhania & Co.

Chartered Accountants

Firm Reg. No. 009781N

Narendra Singhania

Partner

Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors

Sharad Sharma

Managing Director

DIN: 00383178

Bharat Kumar Sajnani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080

Standalone Statement of Changes in Equity

for the year ended March 31, 2025

A. Equity share capital

	(₹ in Lakh)
As at April 1, 2023	2,182.94
Changes in equity share capital during the year	351.76
As at March 31, 2024	2,534.70
Changes in equity share capital during the year (refer note 44.0)	11.00
As at March 31, 2025	2,545.70

B. Other equity

Particulars	Reserves and surplus							Total
	Capital redemption reserve	Capital reserve	Share based payment reserve	Securities premium	Convertible share warrants	General reserve	Retained earnings	
Balance as at April 1, 2023	450.00	225.28	-	13,952.72	-	264.13	48,260.06	63,152.19
Allotment of equity shares	-	-	-	34,648.23	-	-	-	34,648.23
Application money against issue of convertible share warrants	-	-	-	-	3,750.00	-	-	3,750.00
Share based payment expense (refer note 41.0)	-	-	14.86	-	-	-	-	14.86
Share issue expenses	-	-	-	(1,002.92)	-	-	-	(1,002.92)
Profit for the year	-	-	-	-	-	-	6,247.53	6,247.53
Other comprehensive income for the year	-	-	-	-	-	-	7.22	7.22
Total comprehensive income for the year	-	-	-	-	-	-	6,254.75	6,254.75
Dividend paid	-	-	-	-	-	-	(436.59)	(436.59)
Balance as at March 31, 2024	450.00	225.28	14.86	47,598.03	3,750.00	264.13	54,078.22	106,380.52
Allotment of equity shares (refer Note 44.0)	-	-	-	1,127.50	-	-	-	1,127.50
Share based payment expense (refer note 41.0)	-	-	202.07	-	-	-	-	202.07
Share options exercised during the year	-	-	(11.79)	-	-	11.79	-	-
Issue of shares upon conversion of warrants	-	-	-	-	(284.63)	-	-	(284.63)
Profit for the year	-	-	-	-	-	-	7,548.07	7,548.07
Other comprehensive loss for the year	-	-	-	-	-	-	(388.90)	(388.90)
Total comprehensive income for the year	-	-	-	-	-	-	7,159.17	7,159.17
Dividend paid	-	-	-	-	-	-	(760.41)	(760.41)
Interim dividend paid	-	-	-	-	-	-	(380.20)	(380.20)
Balance as at March 31, 2025	450.00	225.28	205.14	48,725.53	3,465.37	275.92	60,096.78	113,444.02

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Narendra Singhania & Co.
Chartered Accountants
Firm Reg. No. 009781N
Narendra Singhania
Partner
Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors
Sharad Sharma

Managing Director

DIN: 00383178

Bharat Kumar Sajnani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

1.0 Corporate information

Ganesh Ecosphere Limited ("the Company") is a public limited company, incorporated and domiciled in India, listed on the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited. The address of the registered office is Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.). The Company is a leading PET Waste recycling company in India and is mainly engaged in the manufacturing of Recycled Polyester Staple Fibre (RPSF), Spun Yarn and Dyed Texturised Yarn.

the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current and non-current classification of assets and liabilities.

2.0 Summary of Material Accounting Policies

a) Basis of preparation

(i) Compliance with Indian Accounting Standards

These Standalone financial statements have been prepared in accordance with the Indian Accounting Standards ('IND AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI).

The accounting policies have been applied consistently to all the periods presented in the financial statements.

(ii) Historical cost convention

The financial statements have been prepared on an accrual basis under historical cost convention with the exception of certain financial assets and liabilities that are required to be carried at fair values at the end of each reporting period by Ind AS.

(iii) Current versus non-current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criterion set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.

b) Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions, based upon the best knowledge of current events and actions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the reported amounts of incomes and expenses during the reported period. Actual results may differ from those estimates. Any difference between the actual results and the estimates are recognized in the period in which the results are known/ materialised.

c) Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee ('₹'), which is Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognized in the statement of profit and loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

recognized in the statement of profit and loss. Exchange differences, in respect of foreign currency borrowings taken for acquiring qualifying assets included in property, plant and equipment, to the extent it is an adjustment to interest cost, has been capitalized. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2017 which are related to the acquisition of qualifying assets are adjusted in the carrying cost of such assets.

d) Revenue recognition

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services.

The specific criterion for each of the Company's activities has been stated below:

(i) Sale of goods

Revenue is recognized upon transfer of control of promised goods to customers (i.e. when performance obligation is satisfied) for an amount that reflects the consideration which the Company expects to receive in exchange for those products. The Company does not expect to have any contracts where the period between the transfer of promised goods to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the value of money.

Revenue is measured based on transaction price, which is the consideration, adjusted for trade discounts such as cash discounts, volume discounts or any other price concession as may be agreed with the customers. Revenues also excludes Goods and Services Tax (GST) or any other tax collected from customers.

(ii) Job work receipts

Revenue from job work is recognized at the time of dispatch of material.

(iii) Export incentives

Export incentives under various schemes are accounted for in the year of export.

(iv) Recycling credits income

Income is recognized in the year in which the certificate is issued or when there is virtual certainty to realize the credits in subsequent period.

(v) Interest income

Interest income is recognized on time proportion accrual basis using the applicable/ effective interest rate.

(vi) Insurance claims

Insurance claims are accounted only when there is reasonable certainty of its ultimate collection. Insurance claim receivable is recognized as a separate asset, but only when the ultimate recovery is reasonably certain.

(vii) Dividend income on preference shares

Dividend income on investment in preference shares of subsidiary company is recognized on a time proportion accrual basis using the applicable coupon rate.

e) Government grants

Government grant/subsidies are measured at amounts receivable from the government and are recognized as income when there is a reasonable assurance that the subsidy will be received, amount is fairly ascertainable and all attached conditions will be complied with. When the subsidy relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, which are intended to be compensated, are expensed and it is classified under other operating income.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the statement of profit and loss on a straight line basis over the expected lives of related assets and are presented within other income.

Export Promotion Capital Goods ('EPCG') scheme allows import of certain capital goods at zero/ concessional duty subject to an export obligation for the duty saved. The duty saved on capital goods under EPCG scheme is treated as a Government grant and is recognised as income spread equally over the expected useful life of the related asset.

In case of interest free/ concessional loan provided by Government, the loan or assistance is initially recognised and measured at fair value and the Government grant is measured as the difference between the initial fair value of the loan and the proceeds received. The loan or assistance is subsequently measured as per the accounting policy applicable to financial liabilities.

f) Taxes

(i) Current income-tax

Current income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

(ii) Deferred income-tax

Deferred income-tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income-tax is determined using tax rates (and laws) that

have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income-tax assets are realised or the deferred income-tax liabilities are settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to off set current tax assets and liabilities. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

g) Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use and a sale is considered as highly probable. Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Asset classified as held for sale are presented separately in the Balance Sheet. Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

h) Property, plant and equipment (including Capital work-in-progress)

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Property, plant and equipment which are not ready for their intended use are disclosed under capital work-in-progress. Expenditure during construction period (including borrowing cost relating to borrowed funds for construction or acquisition of property, plant and equipment) incurred on projects/ assets, including trial run expenses (net of revenue) are treated as pre-operative expenses, pending allocation to the assets, and are included under capital work-in-progress. These expenses are apportioned to related property, plant and equipment on commencement of commercial production. Capital work-in-progress is stated at the amount expended up to the date of the balance sheet.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided on Written Down Value Method ('WDV') except in respect of buildings and plant & equipment of Kanpur Unit and Temra (Bilaspur) Unit, where depreciation is provided on Straight Line Method ('SLM').

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believes that the useful life of assets are same as those prescribed in Schedule II to the Act, except for certain plant & equipment, wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II to the Act.

Useful life considered for calculation of depreciation for various assets class are as follows:

Assets	Useful life
Buildings	30 – 60 years
Roads (capitalised under buildings)	10 years
Continuous process plant (plant & equipment)	18 years
Rooftop solar panels (part of plant & equipment)	10 years
Other plant & equipment	5-15 years
Furniture and fixtures	5-10 years
Office equipment (including computers, computers equipment and servers)	3-10 years
Vehicles	6-10 years



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

Residual value of tangible assets is considered to be not more than 5% of the cost of the asset.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

i) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairments, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use. Intangible assets which are not ready for their intended use are disclosed as intangible assets under development and are stated at the amount expended up to the date of the balance sheet.

The Company amortizes computer software and technical know-how using the straight line method over the period of 5 years.

The amortization period and the amortization method for an intangible asset are reviewed at each financial year end and adjusted prospectively, if appropriate.

j) Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of profit and loss over the period of the borrowings using the effective interest method.

k) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets, which takes substantial period of time to get ready for its intended use, are capitalized. All other interest and borrowing costs are charged to the statement of profit and loss. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

l) Lease

The Company assesses at contract inception whether a contract is, or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases (that do not contain purchase option) and leases of low value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use Assets (ROU Assets)

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date on which the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation/amortization and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated/ amortized on a straight-line basis over the shorter of the lease term and estimated useful lives of the assets, as estimated by the management. Leasehold land has been amortized over the lease term of 90 years.

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

(ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payment less any lease incentives receivable, variable lease payments that depend on an index or a rate and amounts expected to be paid under residual value guarantees. Variable lease payments that do not depend on an index or a rate are recognized as expense (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate is implicit in the lease not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The lease payments on short-term leases and lease of low-value assets are recognized as expense on a straight-line basis over the lease term.

m) Inventories

(i) Measurement of Inventory

Inventories of raw material, stores & spares, work-in-progress, finished goods and stock-in-trade (including goods-in-transit) are stated at cost or net realizable value,

whichever is lower. Waste & scrap is valued at net realizable value.

(ii) Cost of Inventories

Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

The cost of purchase of inventories comprise the purchase price, import duties and other non-recoverable taxes, and transport, handling and other costs directly attributable to the acquisition of inventory items. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase.

The cost of conversion of inventories include costs directly related to the units of production and a systematic allocation of fixed and variable production overheads that are incurred in converting material into finished goods.

Cost of inventories is ascertained on the 'weighted average' basis except stock-in-trade, where cost is ascertained on first-in-first-out (FIFO) basis.

(iii) Net realizable value

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Net realizable value is ascertained for each item of inventories with reference to the selling prices of related finished products. Estimate of net realizable value of finished goods and stock-in-trade are based on the most reliable evidence, available at the time the estimates are made, of the amount the inventories are expected to realize. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after the end of the period to the extent that such events



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

confirm conditions existing at the end of the period. Materials and other supplies held for use in the production of the inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

Amount of write down of the inventories below cost is recognized as an expense as and when the event occurs.

n) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, if any, are recognized in the statement of profit and loss. Non-financial assets that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

o) Provisions and contingent liabilities

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events

but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resource is remote.

Provisions and contingent liabilities are reviewed at each balance sheet date.

p) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service, are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Other long-term employee benefit

The liabilities for earned leave, that are not expected to be settled wholly within 12 months, are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund, family pension fund and employee's state insurance

employee's state insurance are made to the funds administered by the Government of India, and are recognized as an expense when employees have rendered service entitling them to the contributions.

(a) *Gratuity obligations*

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefits expenses in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(b) *Defined contribution plans*

Defined contribution plans such as contributions to provident fund, family pension fund and

(iv) *Employee share based payments*

The Company operates equity settled share-based plan for the employees (referred to as employee stock option scheme (ESOS). ESOS granted to the employees are measured at fair value of the stock options at the grant date. Such fair value of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity shares that will eventually vest, with a corresponding increase in other equity (share based payment reserve). At the end of each reporting period, Company revises its estimate of number of equity shares expected to vest. The impact of the revision of the original estimates, if any, is recognized in the Statement of profit and loss such that cumulative expense reflects the revision estimate, with a corresponding adjustment to the share based payment reserve.

The fair value of employee stock options is measured using the Black-Scholes model. Measurement inputs include share price on grant date, exercise price of the option, expected volatility (based on weighted average historical volatility), expected life of the options, expected dividends and the risk free interest rate (based on government bonds).

q) *Cash and cash equivalents*

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash at banks and on hand, bank overdrafts and short-term deposits with an original maturities of three months or less, which are subject to an insignificant risk of changes in value.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

r) Investment in subsidiaries

A subsidiary is an entity controlled by the Company.

Non-current investment in equity shares of subsidiaries is recognized at cost, unless there are indications of a permanent diminution in the value of investment, as per Ind AS 27. The cost comprises price paid to acquire investment and directly attributable cost. Non-current investments in preference shares and compulsory convertible debentures of subsidiaries is recognized at fair value through profit and loss.

s) Investment in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. An associate is an entity over which the Company has significant influence.

The investment in joint ventures and associates are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

t) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed to statement of profit and loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date on which the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement of financial assets depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. For the purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

of cumulative gains and losses upon derecognition (equity instruments); and

- Financial assets at fair value through profit or loss

Financial assets at amortized cost (debt instruments)

A 'financial asset' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

Financial assets at FVTOCI (debt instrument)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets designated at fair value through OCI (equity instruments)

In the case of equity instruments which are not held for trading and where the Company has taken irrevocable election to present the subsequent changes in fair value in other comprehensive income, these elected investments are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Equity instruments through other comprehensive income' under the head 'Other Equity'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. The Company makes such election on an instrument -by-instrument basis.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

Company may transfer the cumulative gain or loss within equity.

Dividends are recognized as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Financial assets at FVTPL (equity instruments)

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

In case of equity instruments which are held for trading are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in statement of profit and loss.

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognized in the statement of profit

and loss when the right of payment has been established.

Investment in Subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

Investment in joint ventures and associates

Investment in joint ventures and associates is carried at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables, the Company follows "simplified approach for recognition of impairment loss. The application of simplified approach does not require the Company to track changes in credit risk.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 'Financial instruments'.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities at amortized cost (Loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

u) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders of

the Company by the weighted average number of equity shares outstanding during the year.

(ii) Diluted earnings per share

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders of the Company and weighted average number of equity shares outstanding during the year are adjusted for the effect of all potentially dilutive equity shares.

v) Recent pronouncements

Ministry of Corporate Affairs ('MCA') notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has amended/notified certain accounting standards, which are effective for annual reporting period beginning on or after April 1, 2024. MCA vide notification dated September 9, 2024 and September 28, 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and the Companies (Indian Accounting Standards) Third Amendment Rules, 2024 respectively:

Ind AS 117 - Insurance Contracts, this new standard enacted for insurance contracts. Said enactment does not have any impact on the financial statements of the Company; and

Ind AS 116 - Leases, Amendment relates to subsequent accounting for seller-lessee in respect of the sale and lease back transactions accounted for as sale under Ind AS 115- Revenue from Contracts with customers. The amendment does not have any impact on the financial statements of the Company.

Notes to the Standalone Financial Statements

as at March 31, 2025

3.1 Property, plant and equipment

(₹ in Lakh)

Particulars	Freehold land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Total
Gross block							
As at April 1, 2023	1,256.61	9,720.20	37,979.80	130.91	378.86	478.69	49,945.07
Additions	-	866.64	684.12	6.19	51.94	51.26	1,660.15
Disposals	-	-	(253.42)	-	(1.44)	(47.26)	(302.12)
As at March 31, 2024	1,256.61	10,586.84	38,410.50	137.10	429.36	482.69	51,303.10
Additions	-	13.17	1,002.52	0.87	93.32	92.94	1,202.82
Disposals	-	-	(73.30)	-	-	(74.10)	(147.40)
As at March 31, 2025	1,256.61	10,600.01	39,339.72	137.97	522.68	501.53	52,358.52
Accumulated depreciation							
As at April 1, 2023	-	3,597.60	19,872.42	107.24	290.58	307.08	24,174.92
Charge for the year	-	311.90	2,206.30	6.21	44.49	64.21	2,633.11
Disposals	-	-	(238.97)	-	(1.37)	(44.11)	(284.45)
As at March 31, 2024	-	3,909.50	21,839.75	113.45	333.70	327.18	26,523.58
Charge for the year	-	312.71	1,920.59	5.67	63.95	59.50	2,362.42
Disposals	-	-	(26.53)	-	-	(67.83)	(94.36)
As at March 31, 2025	-	4,222.21	23,733.81	119.12	397.65	318.85	28,791.64
Net block							
As at March 31, 2024	1,256.61	6,677.34	16,570.75	23.65	95.66	155.51	24,779.52
As at March 31, 2025	1,256.61	6,377.80	15,605.91	18.85	125.03	182.68	23,566.88

3.2 Capital work-in-progress (CWIP)

(₹ in Lakh)

CWIP ageing schedule	Amount of CWIP for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Projects in progress	-	38.93	-	-	38.93
As at March 31, 2025					
Projects in progress	1,277.60	-	-	-	1,277.60



Notes to the Standalone Financial Statements

as at March 31, 2025

3.3 Right of use assets (ROU)

(₹ in Lakh)

Leasehold land	
Gross block	
As at April 1, 2023	126.59
Additions	-
Disposals	-
As at March 31, 2024	126.59
Additions	-
Disposals	-
As at March 31, 2025	126.59
Accumulated amortization	
As at April 1, 2023	6.45
Charge for the year	1.62
Disposals	-
As at March 31, 2024	8.07
Charge for the year	1.61
Disposals	-
As at March 31, 2025	9.68
Net block as at March 31, 2024	118.52
Net block as at March 31, 2025	116.91

3.4 Refer note 30.1(a) for contractual commitment for the acquisition of property, plant and equipment.

3.5 There is no impairment loss during the year ending March 31, 2025 and March 31, 2024.

3.6 All the title deeds for the immovable properties are in the name of the Company except the following:

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value (₹ in Lakh)	Held in the name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in the name of the Company
Property, plant and equipment	Office building	277.84	Vatika IT Parks Private Limited	No	March 18, 2023	The possession and original agreement to sale of the property is in the name of the Company. Title deed registration is held up due to some local regulations.

3.7 Capital work-in-progress does not include any project which is overdue or has exceeded its cost compared to its original plan.

3.8 There is no project which has temporarily been suspended.

Notes to the Standalone Financial Statements

as at March 31, 2025

4.1 Intangible assets

Particulars	(₹ in Lakh)		
	Technical Knowhow	Software	Total
Gross block			
As at April 1, 2023	14.63	318.43	333.06
Additions	-	2.40	2.40
Disposals	-	-	-
As at March 31, 2024	14.63	320.83	335.46
Additions	-	31.26	31.26
Disposals	-	-	-
As at March 31, 2025	14.63	352.09	366.72
Accumulated amortization			
As at April 1, 2023	14.63	272.09	286.72
Amortization for the year	-	31.26	31.26
Disposals	-	-	-
As at March 31, 2024	14.63	303.35	317.98
Amortization for the year	-	12.37	12.37
Disposals	-	-	-
As at March 31, 2025	14.63	315.72	330.35
Net block			
As at March 31, 2024	-	17.48	17.48
As at March 31, 2025	-	36.37	36.37

4.2 Intangible assets under development

Particulars	(₹ in Lakh)				Total
	Ageing schedule for Intangible assets under development				
	Amount of CWIP for the period				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Projects in progress		-	-	-	-
As at March 31, 2025					
Projects in progress	30.00	-	-	-	30.00

4.3 There is no impairment loss during the year ending March 31, 2025 and March 31, 2024.

4.4 Refer note 30.1(a) for contractual commitment for the acquisition of intangible assets.

4.5 Intangible assets under development does not include any project which is overdue or has exceeded its cost compared to its original plan.

4.6 There is no project which has temporarily been suspended.



Notes to the Standalone Financial Statements

as at March 31, 2025

5.0 Non-current financial assets

5.1 Investment in subsidiaries*

(₹ in Lakh)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
Investment in equity instrument of subsidiary companies (unquoted, valued at cost)				
In equity shares of ₹10 each fully paid up of Ganesha Ecopet Private Limited	115,000,000	11,500.00	15,000,000	1,500.00
In equity shares of ₹10 each fully paid up of Ganesha Ecotech Private Limited	115,000,000	11,500.00	15,000,000	1,500.00
In equity shares of Nepali rupee 100 each fully paid up of Ganesha Overseas Private Limited	2,400,000	1,495.74	2,400,000	1,495.74
Investment in preference shares of subsidiary company (unquoted, valued at fair value through profit and loss)				
In 1% preference shares of ₹100 each fully paid up of Ganesha Ecopet Private Limited	6,500,000	7,699.23	6,500,000	7,299.47
Investment in compulsory convertible debentures of subsidiary company (unquoted, valued at cost)				
In zero coupon compulsory convertible debentures of ₹100 each fully paid of Ganesha Ecotech Private Limited	3,300,000	3,300.00	3,300,000	3,300.00
Total		35,494.97		15,095.21

* Aggregate amount of unquoted investments in subsidiaries ₹ 35,494.97 Lakh (March 31, 2024: ₹ 15,095.21 Lakh). There is no impairment loss in the value of investment.

5.2 Investment in Others*

(₹ in Lakh)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
5.2 Investment in equity instrument of associate company (a) (unquoted, valued at cost)				
In equity shares of ₹10 each fully paid up of Ganesha Recycling Chain Private Limited	2,940,000	294.00	-	-
Sub-total		294.00		-
5.2 Investment in equity instruments of others companies (b) (valued at fair value through other comprehensive income)				
(i) Investment in equity instrument of others (quoted)				
In equity shares of ₹10 each fully paid up of Race Eco Chain Limited	455,000	1,151.38	-	-

Notes to the Standalone Financial Statements

as at March 31, 2025

5.0 Non-current financial assets (contd.)

(₹ in Lakh)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
(ii) Investment in equity instrument of others (unquoted)				
In equity shares of ₹10 each fully paid up of Amplus R.J. Solar Private Limited (under solar power purchase arrangement for captive consumption)	5,926,200	592.62	5,926,200	592.62
Sub-total		1,744.00		592.62
Total		2,038.00		592.62
Aggregate market value of quoted investments		1,151.38		-
Aggregate carrying value of unquoted investments		886.62		592.62

*There is no impairment loss in the value of investment.

5.3 Loans

(₹ in Lakh)

Particulars	As at March 31, 2025		As at March 31, 2024	
Loans to related parties				
Loan to subsidiaries*				
- Ganesha Ecopet Private Limited	15,645.46		16,318.01	
(Maximum amount outstanding during the year ₹ 22,540.46 Lakh (March 31, 2024: ₹ 17,868.01 Lakh))				
- Ganesha Ecotech Private Limited	2,180.45	17,825.91	9,280.87	25,598.88
(Maximum amount outstanding during the year ₹ 3,070.45 Lakh (March 31, 2024: ₹ 12,480.87 Lakh))				
Loan to Ganesha Employees Welfare Trust ^		205.93		217.00
(Maximum amount outstanding during the year ₹ 467.00 Lakh (March 31, 2024: 217.00 Lakh))				
Loans to others				
Loan to a body corporate (given for meeting business requirement)		1,600.00		-
(Maximum amount outstanding during the year ₹ 1,600.00 Lakh (March 31, 2024: ₹ Nil))				
Loans to employees		79.95		1.44
Total		19,711.79		25,817.32



Notes to the Standalone Financial Statements

as at March 31, 2025

5.0 Non-current financial assets (contd.)

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Break-up:		
Loans considered good - secured	-	-
Loans considered good - unsecured	19,711.79	25,817.32
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
	19,711.79	25,817.32
Less: Allowance for doubtful loans	-	-
Total	19,711.79	25,817.32

* Loans have been given for setting up of projects and meeting business requirements.

^ Loan has been given for buying equity shares of the Company under Employees Stock Option Scheme.

Refer note 36.0 for information about credit risk and market risk of loans.

5.4 Others

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Bank deposits with remaining maturity of more than twelve months*	10.90	53.01
Security deposits	395.95	395.95
Accrued dividend on preference shares	203.68	138.68
Total	610.53	587.64

*held under lien with banks against letter of credits & bank guarantees and with power distribution boards in lieu of security deposits amounting to ₹ 7.94 Lakh (March 31, 2024: ₹ 53.01 Lakh).

6.0 Other non-current assets

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital advances	90.82	42.11
Prepaid expenses	29.44	19.27
Total	120.26	61.38

Notes to the Standalone Financial Statements

as at March 31, 2025

7.0 Inventories

(at lower of cost and net realisable value)

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Raw materials	9,044.68	7,027.06
Raw materials (in-transit)	8.42	16.92
Work-in-progress	1,433.20	1,131.86
Finished goods	9,948.33	8,910.48
Finished goods (in-transit)	771.76	900.00
Stock-in-trade	292.55	716.68
Stock-in-trade (in-transit)	0.22	35.67
Stores and spares	1,806.89	1,861.98
Total	23,306.05	20,600.65

Cost of inventories amounting to ₹ 497.15 Lakh (March 31, 2024: ₹ 523.23 Lakh) in respect of write-downs of inventory to net realisable value has been expensed out in the statement of profit and loss.

8.0 Current financial assets

8.1 Investments

(carried at fair value through profit and loss)

Particulars	(₹ in Lakh)			
	As at March 31, 2025		As at March 31, 2024	
	No. of Units	Amount	No. of Units	Amount
Investment in bonds (unquoted):				
7.74% SBI Series I Perpetual Bond (units of ₹ 10,00,000 each)	40.000	401.71	40.000	401.71
9.50% UBI Series XX Perpetual Bond (units of ₹ 10,00,000 each)	30.000	308.57	30.000	308.57
8.50% SBI Series II Perpetual Bond (units of ₹ 10,00,000 each)	-	-	22.000	229.72
9.55% Canara Bank Perpetual Bond (units of ₹ 10,00,000 each)	-	-	50.000	522.35
8.50% Canara Bank Series III Perpetual Bond (units of ₹ 10,00,000 each)	50.000	510.35	50.000	510.35
9.04% Bank of India Series VI Perpetual Bond (units of ₹ 10,00,000 each)	50.000	509.56	50.000	509.56
8.30% Canara Bank Series II Perpetual Bond (units of ₹ 10,00,000 each)	27.000	274.22	27.000	274.22
Total		2,004.41		2,756.48

Refer note 35.0 and 36.0 for information about fair value measurement, credit risk and market risk of investments.



Notes to the Standalone Financial Statements

as at March 31, 2025

8.0 Current financial assets (contd.)

8.2 Trade receivables

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Trade receivables	10,873.31	10,430.81
Less: Allowance for doubtful trade receivables	(96.73)	(88.36)
Total	10,776.58	10,342.45
Break-up:		
Receivables considered good - secured	826.44	1,049.18
Receivables considered good - unsecured	9,950.14	9,293.27
Receivables which have significant increase in credit risk	-	-
Receivables - credit impaired	-	-
Receivables considered doubtful - unsecured	96.73	88.36
	10,873.31	10,430.81
Less: Allowance for doubtful trade receivables	(96.73)	(88.36)
Total	10,776.58	10,342.45

Notes:

- Trade receivable represents the amount of consideration, in exchange for goods or services transferred to the customers, that is unconditional. There are no contract assets and contract liabilities.
- No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Trade receivable of ₹ 240.94 Lakh (March 31, 2024: 699.01 Lakh) is due from a private company in which some directors of the Company are interested as director/member.
- Trade receivables include ₹ 13.33 Lakh (March 31, 2024: ₹ Nil) due from a subsidiary company.
- Refer note 35.0 & 36.0 for information about fair value measurement, credit risk and market risk of trade receivables.
- Refer note 38.0 for ageing schedule of trade receivables.

8.3 Cash and cash equivalents

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Balances with banks:		
- On current accounts	1,156.64	868.23
- Deposits with original maturity of less than three months	9,700.00	3,000.00
Cash on hand	10.12	9.11
Total	10,866.76	3,877.34

Notes to the Standalone Financial Statements

as at March 31, 2025

8.0 Current financial assets (contd.)

8.4 Bank balances other than cash and cash equivalents

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Unclaimed dividend (Earmarked)	53.67	51.18
Deposits with remaining maturity of less than twelve months*	168.36	10,446.16
Total	222.03	10,497.34

*held under lien with banks against letter of credits and with power distribution boards in lieu of security deposits amounting to ₹ 141.62 Lakh (March 31, 2024: ₹ 111.65 Lakh)

8.5 Loans

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
	Loans to related parties	
Loans to subsidiaries*		
- Ganesha Ecopet Private Limited^	3,595.00	1,550.00
- Ganesha Ecotech Private Limited^	890.00	4,485.00
	2,000.00	3,550.00
Loans to others		
Loans to employees	24.13	2.00
Total	4,509.13	3,552.00
Break-up:		
Loans considered good - secured	-	-
Loans considered good - unsecured	4,509.13	3,552.00
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total	4,509.13	3,552.00
Less: Allowance for doubtful loans	-	-
Total	4,509.13	3,552.00

* Loans have been given for meeting business requirements.

^ For maximum amount outstanding during the year, please refer Note 5.3 above.

Refer note 36.0 for information about credit risk and market risk of loans.

8.6 Other financial assets

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Unsecured, considered good		
Interest receivable on fixed deposits and others	825.03	361.08
Security deposits	23.98	24.43
Mark to market of derivative financial instruments	8.42	-
Total	857.43	385.51



Notes to the Standalone Financial Statements

as at March 31, 2025

9.0 Other current assets

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Advances to suppliers	1,390.14	405.57
Advances to employees and others	40.72	20.46
Prepaid expenses	295.76	257.67
Balances with Government authorities	915.07	626.75
Export incentives receivable	133.43	253.97
Pet recycling credits in hand	571.79	267.51
Sub-total	3,346.91	1,831.93
Unsecured, considered doubtful		
Advances to suppliers	26.34	26.34
Less: Allowance for doubtful advances	(26.34)	(26.34)
Sub-total	-	-
Total	3,346.91	1,831.93

10.0 Share capital

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
3,40,00,000 (March 31, 2024: 3,40,00,000) equity shares of ₹ 10 each	3,400.00	3,400.00
21,50,000 (March 31, 2024: 21,50,000) preference shares of ₹100 each	2,150.00	2,150.00
Total	5,550.00	5,550.00
Issued, subscribed and fully paid up		
2,54,56,984 (March 31, 2024: 2,53,46,984) equity shares of ₹ 10 each	2,545.70	2,534.70
Total	2,545.70	2,534.70

Notes:

i) Reconciliation of number of shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2025 (Nos.)	As at March 31, 2024 (Nos.)
Equity shares		
As at the beginning of the year	25,346,984	21,829,397
Add: Shares issued during the year (refer note 44.0)	110,000	3,517,587
As at the end of the year	25,456,984	25,346,984

Notes to the Standalone Financial Statements

as at March 31, 2025

10.0 Share capital (contd.)

ii) The rights, preferences and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

iii) Shares in the Company held by each shareholder holding more than five per cent:

Name of the shareholders	As at March 31, 2025		As at March 31, 2024	
	Nos.	% holding	Nos.	% holding
Equity shares of ₹ 10/- each fully paid up				
SBI Mutual Fund	2,388,917	9.38	2,421,731	9.55
GPL Finance Limited	2,323,809	9.13	2,213,809	8.73
Shyam Sunder Sharmma	1,791,966	7.04	1,938,927	7.65
DSP Mutual Fund	1,427,129	5.61	1,765,462	6.97

iv) Shares held by the promoters at the end of the year:

Name of the Promoters	As at March 31, 2025			As at March 31, 2024		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Shyam Sunder Sharmma	1,791,966	7.04	(7.58)	1,938,927	7.65	-
Rajesh Sharma	1,095,529	4.30	-	1,095,529	4.32	-
Sharad Sharma	875,583	3.44	-	875,583	3.45	-
Vishnu Dutt Khandelwal	720,200	2.83	-	720,200	2.84	-
Vimal Sharma	491,738	1.93	-	491,738	1.94	-
Seema Sharma	303,560	1.19	-	303,560	1.20	-
Ratna Sharma	267,871	1.05	-	267,871	1.06	-
Shyam Sunder Sharmma HUF	107,000	0.42	-	107,000	0.42	-
Sandeep Khandelwal	204,501	0.80	-	204,501	0.81	-
Yash Sharma	132,445	0.52	-	132,445	0.52	-
Sharad Sharma HUF	94,731	0.37	-	94,731	0.37	-
Nirmal Khandelwal	46,875	0.18	-	46,875	0.18	-
Vishnu Dutt Khandelwal HUF	41,940	0.16	-	41,940	0.17	-
Rajesh Sharma HUF	23,250	0.09	-	23,250	0.09	-
Harsh Sharma	117,498	0.46	-	117,498	0.46	-
Hemant Sharma	77,568	0.30	-	77,568	0.31	-
Charu Khandelwal	21,449	0.08	-	21,449	0.08	-
Naveen Sharma	10,002	0.04	-	10,002	0.04	-
Kunjika Kaushal	6,237	0.02	-	6,237	0.02	-
GPL Finance Ltd.	2,323,809	9.13	4.97	2,213,809	8.73	-
Sandeep Yarns Pvt Ltd	446,300	1.75	-	446,300	1.76	-
Total	9,200,052	36.10		9,237,013	36.44	

v) The Company has neither issued shares for a consideration other than cash/ bonus shares nor bought back any shares during the period of five years immediately preceding the reporting date.



Notes to the Standalone Financial Statements

as at March 31, 2025

11.0 Other equity

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital redemption reserve	450.00	450.00
Capital reserve	225.28	225.28
Share based payment reserve	205.14	14.86
Securities premium	48,725.53	47,598.03
Application money against convertible share warrants	3,465.37	3,750.00
General reserve	275.92	264.13
Retained earnings	60,096.78	54,078.22
Total	113,444.02	106,380.52
(a) Capital redemption reserve		
Opening balance	450.00	450.00
Adjustment during the year	-	-
Closing balance	450.00	450.00
(b) Capital reserve		
Opening balance	225.28	225.28
Adjustment during the year	-	-
Closing balance	225.28	225.28
(c) Share based payment reserve		
Opening balance	14.86	-
Share based payment expenses (refer note 41.0)	202.07	14.86
Share options exercised during the year	(11.79)	-
Closing balance	205.14	14.86
(d) Securities premium		
Opening balance	47,598.03	13,952.72
Received during the year	1,127.50	34,648.23
Share issue expense incurred	-	(1,002.92)
Closing balance	48,725.53	47,598.03
(e) Application money against convertible share warrants		
Opening balance	3,750.00	-
Issue of convertible share warrants during the year	-	3,750.00
Issue of shares upon conversion of warrants (refer note 44.0)	(284.63)	-
Closing balance	3,465.37	3,750.00
(f) General reserve		
Opening balance	264.13	264.13
Addition for share options exercised during the year	11.79	-
Closing balance	275.92	264.13

Notes to the Standalone Financial Statements

as at March 31, 2025

11.0 Other equity (contd.)

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
(g) Retained earnings		
Opening balance	54,078.22	48,260.06
Adjustment during the year:		
Net profit for the year	7,548.07	6,247.53
Other comprehensive income (net) for the year	(388.90)	7.22
Dividend paid	(760.41)	(436.59)
Interim dividend paid	(380.20)	-
Closing balance	60,096.78	54,078.22
Total (a to g)	113,444.02	106,380.52

Nature and purpose of reserves

Capital redemption reserve

Capital redemption reserve was created for redemption of preference share capital and it is a non-distributable reserve.

Capital reserve

Capital reserve represent capital subsidy received and amount received on forfeiture of shares of the Company. Capital reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Share based payment reserve

Share based payment reserve represents the fair value of the stock options granted by the Company under the Employees Stock Option Plan accumulated over the vesting period. 2,131 options have been exercised during the year. The remaining reserve will be utilised on exercise of the remaining options already granted by the Company.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Application money against convertible share warrants

The Company had allotted 14,49,000 convertible share warrants during the financial year 2023-24 to a promoter group company upon receipt of upfront payment being 25% of total consideration receivable. During the year, Company has allotted 1,10,000 equity shares upon conversion of 1,10,000 share warrants and remaining application money represents 25% upfront payment for remaining share warrants.

General reserve

General reserve is used to transfer profits from retained earnings for general purposes. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.



Notes to the Standalone Financial Statements

as at March 31, 2025

12.0 Borrowings

(₹ in Lakh)

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Non-current borrowings				
Term loans (secured):				
- from banks	-	-	-	0.76
- from State Government (refer footnote (iv) below)	83.17	243.97	182.70	26.76
Total	83.17	243.97	182.70	27.52
Current borrowings				
Working capital loans from banks				
- Rupee loans (secured)			10,017.47	-
Current maturities of long-term borrowings				
Loans repayable on demand (unsecured):				
- from directors			367.00	-
- from related parties & others			75.80	28.50
Total			10,642.97	56.02

Notes:

- i) Refer note 12.1 for the details of effective interest rate, repayment terms and security details for the borrowings.
- ii) The carrying amount of financial and non financial assets as security for secured borrowings is disclosed in note 27.0.
- iii) Refer note 36.0 for liquidity risk.
- iv) Loans discounted to their present value using the average interest rate on borrowings and the differential loan amount has been disclosed as government grant.
- v) The Company has filed quarterly statements of current assets with the banks that are in agreement with the books of accounts.

vi) Net debt reconciliation:

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Current and non-current borrowings (including current maturities)	10,726.14	299.99
Less: Cash and cash equivalents	(10,866.76)	(3,877.34)
Interest payable	11.77	9.77
Net debt	(128.85)	(3,567.58)

Notes to the Standalone Financial Statements

as at March 31, 2025

12.0 Borrowings (contd.)

(₹ in Lakh)

Particulars	Current and non-current borrowings (including current maturities)	Cash and cash equivalents	Interest payable	Total
Net debt as at April 1, 2023	15,682.42	(112.14)	22.36	15,592.64
Cash flows	(15,406.00)	(3,765.20)	-	(19,171.20)
Other non-cash movements:				
- fair value adjustments	23.57	-	(23.57)	-
Interest expense	-	-	1,435.74	1,435.74
Interest paid	-	-	(1,424.76)	(1,424.76)
Net debt as at March 31, 2024	299.99	(3,877.34)	9.77	(3,567.58)
Cash flows	10,401.59	(6,989.42)	-	3,412.17
Other non-cash movements:				
- fair value adjustments	24.56	-	(24.56)	-
Interest expense	-	-	416.08	416.08
Interest paid	-	-	(389.52)	(389.52)
Net debt as at March 31, 2025	10,726.14	(10,866.76)	11.77	(128.85)

12.1 a) Nature of security and terms of repayment for non-current borrowings (including their current maturities):

	Nature of security	Terms of repayment
1	Term loan from bank, balance outstanding amounting to ₹ Nil (March 31, 2024: ₹ 0.56 Lakh), was secured by way of first charge, on pari passu basis, on entire property, plant and equipment (present and future), including equitable mortgage of entire properties of the Company. The loan was further secured by way of extension of pari passu second charge on current assets of the Company, fixed deposit receipt of ₹ Nil (March 31, 2024: ₹ 211.00 Lakh) and personal guarantees of some of the executive directors of the Company and others.	Fully repaid during the year.
2	Term loan from bank, balance outstanding amounting to ₹ Nil (March 31, 2024: ₹ 0.20 Lakh), was secured by way of first charge, on pari passu basis, on entire property, plant and equipment (present and future), including equitable mortgage of entire properties of the Company. The loan was further secured by way of extension of pari passu second charge on current assets of the Company, fixed deposit receipt of ₹ Nil (March 31, 2024: ₹ 211 Lakh) and personal guarantees of some of the executive directors of the Company and others.	Fully repaid during the year.
3	Loan from U.P. Government, balance outstanding amounting to ₹ 111.72 Lakh (March 31, 2024: ₹ 111.72 Lakh), is secured by way of bank guarantee of equivalent amount.	Repayable in March, 2029. The loan is interest free.



Notes to the Standalone Financial Statements

as at March 31, 2025

12.0 Borrowings (contd.)

4	Loan from U.P. Government, balance outstanding amounting to Nil (March 31, 2024: ₹ 29.42 Lakh), was secured by way of bank guarantee of equivalent amount.	Fully repaid during the year.
5	Loan from U.P. Government, balance outstanding amounting to ₹ 194.90 Lakh (March 31, 2024: ₹ 194.90 Lakh), is secured by way of bank guarantee of equivalent amount.	Repayable in December 2025. The loan is interest free.

12.1 b) Nature of security and terms of repayment for current borrowings:

	Nature of security	Terms of repayment
1	Working capital loans from banks, balance outstanding amounting to ₹ 10,017.47 Lakh (March 31, 2024: Nil) are secured by hypothecation of current assets of the Company (both present and future), ranking pari passu inter-se.	Repayable on demand. Rate of interest is ranging from 8.00% to 9.55% p.a. over the tenure of the loans. (March 31, 2024: Rate of interest ranging from 7.80% to 9.45% p.a.)
2	Unsecured loans from directors and other related parties amounting to ₹ 442.80 Lakh (March 31, 2024: ₹ 28.50 Lakh).	Repayable on demand. Rate of interest is ranging from 7.50% to 8.00% p.a. over the tenure of the loans (March 31, 2024: 7.50% p.a.).

12.2 The Company has not defaulted on any loans payable during the year and has satisfied all debt covenants prescribed in terms of the loans.

13.0 Government grants

(₹ in Lakh)

Particulars		
	As at March 31, 2025	As at March 31, 2024
At the beginning of the year	428.15	481.12
Received during the year*	85.47	1.84
Released to the statement of profit and loss	(54.68)	(54.81)
At the end of the year	Total	458.94
13.1 Current		428.15
13.2 Non-current		
		50.53
		408.41
		53.88
		374.27

*There is unfulfilled export commitments of ₹ 1,019.13 Lakh (March 31, 2024: ₹ 79.16 Lakh) as at the balance sheet date related to government grant received under the EPCG Scheme.

Notes to the Standalone Financial Statements

as at March 31, 2025

14.1 Trade payables

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	29.53	5.64
- Total outstanding dues of creditors other than micro enterprises and small enterprises	5,492.71	5,117.89
Total	5,522.24	5,123.53

Note:

- a). Refer note 36.0 for information about liquidity risk and market risk of trade payables.
 b). Refer note.39.0 for ageing schedule of trade payables.

c). Dues to micro and small enterprises*:

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows:

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
a) The principal amount remaining unpaid to any supplier at the end of the year	29.53	5.64
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

*Disclosure of payable to vendors as defined under the MSMED Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on request made by the Company.



Notes to the Standalone Financial Statements

as at March 31, 2025

14.2 Other current financial liabilities

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Creditors for capital expenditure	48.01	-
Interest accrued	11.77	9.77
Unclaimed dividends*	53.67	51.18
Mark to market of derivative financial instruments	-	4.42
Other payables	2,437.56	2,600.46
Total	2,551.01	2,665.83

*During the year, the Company has transferred ₹ 9.66 Lakh (March 31, 2024: ₹ 10.10 Lakh) to Investor Education and Protection Fund towards unclaimed dividend and there are no overdue amounts as at the balance sheet date.

15.0 Other current liabilities

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Advances from customers	217.37	249.60
Statutory dues payables	245.48	173.22
Total	462.85	422.82

16.0 Provisions

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Employee benefits		
16.1 Non-current		
Leave obligations	113.68	84.49
Gratuity (refer note 29.1)	735.34	564.28
Total	849.02	648.77
16.2 Current		
Leave obligations	70.31	76.39
Gratuity (refer note 29.1)	304.05	347.69
Other provisions	90.29	81.73
Total	464.65	505.81

Notes to the Standalone Financial Statements

as at March 31, 2025

17.0 Current tax liabilities (net)

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Income-tax	141.54	80.36
Total	141.54	80.36

18.0 Deferred tax liabilities (net)

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	(386.08)	(346.21)
Deferred tax liabilities	2,112.58	2,208.05
Total	1,726.50	1,861.84

18.1 Movement of deferred tax liabilities (net)

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Deferred tax liabilities (net)		
As at the beginning of the year	1,861.84	1,838.32
(Credit)/charge to statement of profit and loss*	(135.34)	23.52
Total	1,726.50	1,861.84

*Deferred tax credit on remeasurement of defined benefit obligation and financial instrument (Equity) of ₹ 69.32 Lakh has been adjusted to other comprehensive income (March 31, 2024: Charge of ₹ 2.43 Lakh).

18.2 Components of deferred tax (assets)/liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Deferred tax liability		
Property, plant and equipment	2,060.85	1,971.94
Others	51.73	236.11
Sub-total	2,112.58	2,208.05
Deferred tax asset		
Expenses allowed in the year of payment	(355.10)	(317.34)
Provision for doubtful trade receivables and advances	(30.98)	(28.87)
Sub-total	(386.08)	(346.21)
Deferred tax liabilities (net)	Total	1,726.50
		1,861.84



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

19.0 Revenue from operations

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products		
Finished goods (including process waste)	95,639.55	93,251.04
Stock-in-trade	1,234.53	2,379.75
Sub-total	96,874.08	95,630.79
Other operating revenues		
Sale of waste and scrap	297.13	288.27
Job work receipts	20.18	11.96
Insurance claims received	15.24	58.25
Export incentives	320.20	318.89
Recovery of bad & doubtful debts already provided for	4.58	6.93
Income from pet recycling credits	836.49	967.64
Liabilities no longer required written back	1.02	2.79
Others	18.99	248.51
Sub-total	1,513.83	1,903.24
Total	98,387.91	97,534.03

The Company offers, performance based discounts and other discounts as per the prevailing trade practices at the time of sale. A sale invoice is the de facto contract agreement with the Customers. Any credit notes for discounts issued thereafter are reduced from gross sales and net sales is shown in the statement of profit and loss. Details of the revenue from contracts with customers as it appears in the invoices raised on them and credit notes issued thereafter are as under:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Revenue from contracts with Customers	96,939.49	95,707.16
Less:		
b. Performance and price discounts	(30.26)	(28.08)
c. Other discounts	(35.15)	(48.29)
Revenue from sale of products	Total	
	96,874.08	95,630.79

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

20.0 Other income

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income	2,739.22	1,951.87
Government grants	54.68	54.81
Gain on foreign currency fluctuations and translations (net)	34.21	6.99
Profit on sale of investments	-	92.85
Fair value gain on preference shares	399.76	379.10
Dividend on preference shares (accrued)	65.00	65.00
Profit on sale/discard of property, plant and equipment (net)	13.66	17.98
Miscellaneous income	7.60	7.12
Total	3,314.13	2,575.72

21.0 Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the end of the year*		
Finished goods	10,720.09	9,810.48
Stock-in-trade	292.77	752.35
Work-in-progress	1,433.20	1,131.86
Sub-total	12,446.06	11,694.69
Inventories at the beginning of the year*		
Finished goods	9,810.48	8,748.99
Stock-in-trade	752.35	1,238.83
Work-in-progress	1,131.86	915.26
Sub-total	11,694.69	10,903.08
Total	(751.37)	(791.61)

*including goods-in-transit.

22.0 Employee benefits expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	6,010.54	5,594.07
Contribution to provident and other funds (refer note 29.2)	295.69	329.78
Gratuity expense (refer note 29.1)	165.90	147.78
Staff welfare expenses	124.42	107.74
Share based payment expenses (refer note 41.0)	202.07	14.86
Total	6,798.62	6,194.23



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

23.0 Other expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Manufacturing expenses		
Consumption of stores and spares	2,574.79	2,598.37
Power and fuel	8,257.12	8,859.80
Repairs and maintenance		
- Plant and machinery	559.04	504.28
- Buildings	149.37	125.84
Sub-total	11,540.32	12,088.29
Administrative expenses		
Rent (refer note 31.0)	137.13	133.78
Rates and taxes	33.13	16.13
Insurance	228.92	275.30
Repairs and maintenance - others	127.47	123.11
CSR expenditure (refer note 32.0)	172.24	155.05
Travelling and conveyance	220.41	243.33
Communication costs	46.06	45.63
Printing and stationery	50.29	47.91
Legal and professional fee	104.88	59.22
Cost auditors' remuneration	1.40	1.20
Directors' sitting fee	3.53	2.45
Payment to auditor (refer details below)	29.65	26.46
Allowances for doubtful trade receivables and advances	12.95	0.31
Loss on sale of investments	32.07	-
Miscellaneous expenses	162.21	173.75
Vehicle running and maintenance	102.96	102.14
Commission to non-executive directors	64.17	60.25
Security service charges	189.25	173.44
Sub-total	1,718.72	1,639.46
Selling expenses		
Freight and forwarding charges	3,597.55	3,517.81
Other selling and distribution expenses	590.75	552.53
Sub-total	4,188.30	4,070.34
Total	17,447.34	17,798.09

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

23.0 Other expenses (contd.)

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Break up of payment to auditor:		
As auditor:		
- Audit fee	19.30	17.50
- Tax audit fee	3.00	2.75
- Limited review fee	6.30	5.75
In other capacity		
- Other services (certification fee)*	1.05	0.35
- Reimbursement of expenses	-	0.11
Total	29.65	26.46

*Certification fee of ₹ Nil (March 31, 2024: ₹ 18.05 Lakh) paid to Auditors in respect of raising equity capital through QIP has been adjusted against security premium.

24.0 Depreciation and amortization expense

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on property, plant and equipment	2,362.42	2,633.11
Amortization of intangible assets	12.37	31.26
Amortization of ROU assets	1.61	1.62
Total	2,376.40	2,665.99

25.0 Finance costs

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest	416.08	1,435.73
Other borrowing costs (including bank charges)	62.40	81.19
Total	478.48	1,516.92



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

26.0 Tax expense

26.1 The major components of income-tax expense are as under:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A) Profit and loss section		
Current tax		
In respect of current year	2,502.96	2,091.06
In respect of earlier years	24.52	7.22
Sub-total	2,527.48	2,098.28
Deferred tax		
Relating to origination and reversal of temporary differences	(66.02)	21.09
Sub-total	(66.02)	21.09
Income tax expense reported in the statement of profit and loss	Total	
	2,461.46	2,119.37
B) Other comprehensive income ('OCI') section		
Deferred tax related to items recognized in OCI during the year:		
Re-measurement loss/(gain) on defined benefit obligations	2.01	(2.43)
Re-measurement loss on financial instrument (Equity)	67.31	-
Income-tax credit/(charged) to OCI	Total	
	69.32	(2.43)

26.2 Reconciliation of tax expense and the accounting profit multiplied by applying the statutory income-tax rate to the profit before tax is as under:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Accounting profit before income-tax	9,551.32	8,376.55
Enacted income-tax rate applicable to the Company	25.168%	25.168%
Current tax expense on profit before tax at the enacted income-tax rate	2,403.88	2,108.21
Adjustments in respect of current income-tax of earlier years	24.52	7.22
Permanent disallowances	45.31	43.11
Difference due to change in rate of tax	(73.26)	(36.07)
Others	61.01	(3.10)
Total income-tax expense	2,461.46	2,119.37
Effective tax rate consequent to reconciliation items shown above	25.771%	25.301%

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

27.0 Assets pledged as security

The carrying amount of assets pledged as security for current and non-current borrowings are:

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
First charge		
Non-current assets		
Property, plant and equipment	-	24,779.52
Capital work-in-progress	-	38.93
Right of use assets	-	118.52
Non-current financial assets	-	26,266.28
Other non-current assets	-	61.38
Total non-current assets pledged as security	-	51,264.63
Second charge		
Current assets		
Financial assets		
Trade receivables	10,776.58	10,342.45
Cash and cash equivalents	10,866.76	3,877.34
Bank balances	168.36	10,446.16
Others	5,366.56	3,937.51
Non financial assets		
Inventories	23,306.05	20,600.65
Others	3,346.91	1,831.93
Total current assets pledged as security	53,831.22	51,036.04
Total assets pledged as security	53,831.22	102,300.67

28.0 Earnings per share

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Earning per share has been computed as under:		
Profit for the year (₹ in Lakh)	7,548.07	6,247.53
Weighted average number of equity shares outstanding (Numbers)	25,347,285	22,396,440
Potential diluted shares	542,167	-
Earnings per share (₹) - Basic (face value of ₹ 10 per share)	29.78	27.90
Earnings per share (₹) - Diluted (face value of ₹ 10 per share)	29.15	27.90



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

29.0 Gratuity and other post-employment benefit plans

29.1 Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the numbers of years of services. The gratuity plan is an unfunded plan.

Movement in the present value of the defined benefit obligation for gratuity are as follows:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening defined benefit obligation	911.97	835.72
Current service cost	101.15	87.61
Interest expense	64.75	60.17
Benefits paid	(46.47)	(61.88)
Actuarial losses/(gains) arising from changes in demographic assumptions	18.53	(1.90)
Actuarial losses arising from changes in financial assumptions	16.75	1.90
Actuarial gains arising from experience adjustments	(27.29)	(9.65)
Closing defined benefit obligation	1,039.39	911.97

Net liability recognized in balance sheet:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Present value of defined benefit obligation	1,039.39	911.97
Fair value of plan assets	-	-
Funded status (deficit)	(1,039.39)	(911.97)
Net liability recognized in balance sheet	1,039.39	911.97
Break-up of defined benefit obligation		
Current liability	304.05	347.69
Non-current liability	735.34	564.28
Total	1,039.39	911.97

Net defined benefit expense recognized in employee benefit expenses in the statement of profit and loss:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	101.15	87.61
Net interest cost	64.75	60.17
Total	165.90	147.78

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

29.0 Gratuity and other post-employment benefit plans (contd.)

Remeasurement loss / (gain) recognized in other comprehensive income:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial losses/(gains) arising from changes in demographic assumptions	18.53	(1.90)
Actuarial losses arising from changes in financial assumptions	16.75	1.90
Actuarial gains arising from experience adjustments	(27.29)	(9.65)
Total	7.99	(9.65)

The principal assumptions used in determining gratuity as shown below:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50%	7.10%
Salary escalation rate	7.00%	7.00%
Withdrawal rate (upto 58 years)	30.00%	40.00%
Withdrawal rate (above 58 years)	10.00%	10.00%
Mortality	Published rates under the Indian Assured Lives Mortality (2012-14) Ultimate table	Published rates under the Indian Assured Lives Mortality (2012-14) Ultimate table

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the key assumptions is as under:

(₹ in Lakh)

Particulars	Year	Change in assumption	Change due to increase in assumption	Change due to decrease in assumption
Discount rate	March 31, 2025	1.00%	(27.60)	29.26
	March 31, 2024	1.00%	(18.57)	19.50
Salary escalation rate	March 31, 2025	1.00%	26.86	(25.86)
	March 31, 2024	1.00%	18.14	(17.70)
Mortality rate	March 31, 2025	1.00%	negligible	negligible
	March 31, 2024	1.00%		

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period. There is no change in the method of valuation for the prior periods.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

29.0 Gratuity and other post-employment benefit plans (contd.)

Maturity profile of demand of defined benefit obligation is as under:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Within 1 year	300.39	346.33
1 - 2 Year	204.11	207.10
2 - 3 Year	155.81	127.72
3 - 4 Year	115.15	84.09
4 - 5 Year	83.33	56.83
Above 5 years	180.60	89.90
Total	1,039.39	911.97

Fair value and changes in fair value of plan assets during the year ended March 31, 2025:

- Gratuity obligations are not funded.
- As per the policy of the Company, no gratuity is payable to the executive directors of the Company.
- The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

29.2 Defined contribution plans

The Company also has certain defined contribution plans, such as provident fund, family pension fund and employee's state insurance for benefit of employees. Contributions are made to funds administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognized during the year towards contribution to defined contribution plans is ₹ 295.69 Lakh (March 31, 2024: ₹ 329.78 Lakh).

29.3 Leave obligation

The Company provides for leave obligations based on actuarial valuation carried at the year end using the projected unit credit method.

30.0 Commitments and contingencies (to the extent not provided for)

30.1 Commitments

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
a) Estimated amount of contracts remaining to be executed on capital account (net of advances)	493.95	57.16
b) Corporate guarantees given to banks for securing the amounts lent by them to the subsidiary companies	39,770.34	39,063.65
c) Undertaking given by the Company to fulfil quantified exports in respect of capital goods imported under the Export Promotion Capital Goods Scheme of the Government of India.	1,019.13	79.16
Total	41,283.42	39,199.97

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

30.0 Commitments and contingencies (to the extent not provided for) (contd.)

30.2 Contingent liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
a) Matters with tax authorities		
- Income-tax matters	-	35.92
- GST matters	501.72	627.57
- VAT matters	-	1.25
b) Demand as environmental compensation has been raised by Uttarakhand Pollution Control Board ('UPCB') on its Rudrapur Unit in pursuance of a general order of Hon'ble National Green Tribunal ('NGT') dated November 14, 2019 ('Order'). On appeal, Hon'ble Supreme Court vide its order dated February 25, 2022 remanded back the matter to NGT with certain directions. NGT has given directions and basis for levying the penalties, vide its order dated August 29, 2022, to concerned pollution control boards. We have neither received any revocation order nor received any fresh demand from Uttarakhand Pollution Control Board after the aforesaid Order of NGT.	100.00	100.00
c) Bills discounted under letters of credit and outstanding	141.27	319.30
d) Claims against the Company not acknowledged as debt (interest thereon not ascertainable at present)	41.44	57.54
Total	784.43	1,141.58

31.0 Leases - short term leases

The Company has certain operating leases primarily consisting of leases for office premises, guest houses and warehouses having different lease terms. Such leases are generally with the option of renewal against increased rent and premature termination clause. Rental expense recorded for short-term leases and low value asset leases is ₹ 137.13 Lakh for the year ended March 31, 2025 (March 31, 2024: ₹ 133.78 Lakh).

The Company has taken certain land on long term lease for factory purposes (disclosed under "Right of use assets"). Since entire lease payments have been prepaid, the Company does not have any future lease liability towards the same.

For details pertaining to the carrying value of right of use asset and amortization charged thereon during the year, refer note 3.3 of the financial statements.

The Company does not have any lease liability and thus there are no liquidity risks.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

32.0 Details of corporate social responsibility (CSR) expenditure

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Gross amount required to be spent by the Company during the year	172.24	155.05
Amount spent during the year on:		
a. Promoting education	56.58	92.03
b. Promoting healthcare including preventive healthcare	76.70	38.10
c. Rural development	5.61	-
d. Ensuring environmental sustainability	10.88	10.17
e. Training to promote nationally recognized sports	1.94	-
f. Setting up of old age home	5.53	-
g. Contribution to Prime Minister's National Relief Fund	6.50	7.00
h. Administrative overheads	8.50	7.75
Total	172.24	155.05
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	Not Applicable	Not Applicable
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	-	-

Note: The Company has not incurred any expenditure on construction/acquisition of any asset.

33.0 Segment information

33.1 Primary segment (by business segment):

Ind AS 108 establishes standards for the way that the Company report information about operating segments and related disclosures about products and services, geographic areas and major customers. The Company's operations comprises of only one segment i.e. sale of polyester staple fibre and polyester yarn which are mainly having similar risks and returns. Based on the "management approach" as defined in Ind AS 108, the management also reviews and measure the operating results taking the whole business as one segment (synthetic textile). In view of the same, separate primary segment information is not required to be given as per the requirements of Ind AS 108 on "Operating Segments".

33.2 Secondary segment (by geographical demarcation):

Considering the nature of the business in which the Company operates, the Company deals with various customers in multiple geographies. The details of segment revenue based on geographical demarcation is as under:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from sale of products		
- India	87,088.30	86,494.09
- Outside India	9,785.78	9,136.70
Total	96,874.08	95,630.79

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

34.0 Related party disclosures

Name of related parties and nature of relationship:

34.1 Subsidiaries	
Ganesha Ecopet Private Limited	Wholly owned subsidiary, incorporated in India
Ganesha Ecotech Private Limited	Wholly owned subsidiary, incorporated in India
Ganesha Overseas Private Limited	Wholly owned subsidiary, incorporated in Nepal

34.2 Associates	
Ganesha Recycling Chain Private Limited	49% ownership, incorporated in India (w.e.f. September 10, 2024)

34.3 A. Key management personnel	
Shri Shyam Sunder Sharmma	Non-Executive Chairman
Shri Vishnu Dutt Khandelwal	Executive Vice Chairman
Shri Sharad Sharma	Managing Director
Shri Rajesh Sharma	Joint Managing Director
Shri Surendra Kumar Kabra	Independent Director (ceased to be a director due to his death on June 01, 2023)
Shri Pradeep Kumar Goenka	Independent Director (till September 04, 2024)
Shri Abhilash Lal	Independent Director (till September 04, 2024)
Smt. Shobha Chaturvedi	Independent Director
Shri Narayanan Subramaniam	Independent Director (w.e.f. August 24, 2023)
Shri Akshay Gupta	Independent Director (w.e.f. September 5, 2024)
Shri Jagat Jit Singh	Independent Director (w.e.f. September 5, 2024)
Shri Gopal Agarwal	Chief Financial Officer
Shri Bharat Kumar Sajnani	Company Secretary & Compliance Officer

B. Relatives of key management personnel	
Shri Sandeep Khandelwal	Son of Shri Vishnu Dutt Khandelwal
Shri Harsh Sharma	Son of Shri Rajesh Sharma

C. Entities controlled by key management personnel or their relatives	
Sandeep Yarns Private Limited	
GPL Finance Limited	
GESL Spinners Private Limited	
Ganesha Ecoverse Limited	



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

34.0 Related party disclosures (contd.)

D. Entities over which key management personnel are able to exercise significant influence

Ganesh Employees' Welfare Trust

Ganesh Memorial Trust

34.4 Summary of transactions during the year

(₹ in Lakh)

Particulars	Year ended	Subsidiaries	Associates	Key management personnel	Relatives of key management personnel	Entities controlled by key management personnel or their relatives	Entities over which key management personnel are able to exercise significant influence
Investment in share capital	March 31, 2025	20,000.00	294.00	-	-	-	-
	March 31, 2024	-	-	-	-	-	-
Unsecured loan given	March 31, 2025	16,462.02	-	-	-	-	256.97
	March 31, 2024	21,323.88	-	-	-	-	-
Unsecured loan repaid	March 31, 2025	23,300.00	-	-	-	-	268.04
	March 31, 2024	2,700.00	-	-	-	-	-
Interest income	March 31, 2025	1,802.11	-	-	-	-	-
	March 31, 2024	1,390.69	-	-	-	-	-
Accrued dividend and fair value gain on preference shares	March 31, 2025	464.76	-	-	-	-	-
	March 31, 2024	444.10	-	-	-	-	-
Expenses incurred on reimbursable basis	March 31, 2025	3.09	-	-	-	-	-
	March 31, 2024	0.33	-	-	-	-	-
Sale of capital goods, products, general stores, raw materials and management services	March 31, 2025	1,349.16	-	-	-	3,766.75	-
	March 31, 2024	152.54	-	-	-	1,266.90	-
Purchase of goods (including job work charges)	March 31, 2025	5,148.18	-	-	-	575.35	-
	March 31, 2024	5,902.32	-	-	-	495.13	-
Transfer of employees superannuation benefits on transfer of employees to subsidiaries	March 31, 2025	0.07	-	-	-	-	-
	March 31, 2024	-	-	-	-	-	-
Managerial remuneration	March 31, 2025	-	-	124.12	-	-	-
	March 31, 2024	-	-	109.12	-	-	-
Commission and sitting fee	March 31, 2025	-	-	67.69	-	-	-
	March 31, 2024	-	-	62.70	-	-	-
Salary and allowances	March 31, 2025	-	-	57.16	39.04	-	-
	March 31, 2024	-	-	50.96	31.54	-	-
Interest paid	March 31, 2025	-	-	34.14	-	0.46	-
	March 31, 2024	-	-	8.76	-	2.22	-

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

34.0 Related party disclosures (contd.)

(₹ in Lakh)

Particulars	Year ended	Subsidiaries	Associates	Key management personnel	Relatives of key management personnel	Entities controlled by key management personnel or their relatives	Entities over which key management personnel are able to exercise significant influence
Contribution to trust for CSR Expenditure	March 31, 2025	-	-	-	-	-	62.20
	March 31, 2024	-	-	-	-	-	69.68
Unsecured loan accepted	March 31, 2025	-	-	2,925.00	-	10.80	-
	March 31, 2024	-	-	206.00	-	7.50	-
Unsecured loan repaid	March 31, 2025	-	-	2,558.00	-	28.50	-
	March 31, 2024	-	-	391.50	-	9.00	-
Subscription money received towards equity share capital/ equity share warrants	March 31, 2025	-	-	-	-	853.88	-
	March 31, 2024	-	-	-	-	3,750.00	-
IGST charged on corporate guarantee	March 31, 2025	12.20	-	-	-	-	-
	March 31, 2024	-	-	-	-	-	-
Amount outstanding at balance sheet date							
Unsecured loan payable	March 31, 2025	-	-	367.00	-	10.80	-
	March 31, 2024	-	-	-	-	28.50	-
Unsecured loan receivable	March 31, 2025	22,310.91	-	-	-	-	205.93
	March 31, 2024	29,148.88	-	-	-	-	217.00
Amounts payable	March 31, 2025	2.34	-	29.15	3.48	0.19	-
	March 31, 2024	106.40	-	87.27	1.49	21.04	-
Amounts receivable	March 31, 2025	1,073.86	-	-	-	240.94	-
	March 31, 2024	302.67	-	-	-	699.01	-
Outstanding corporate guarantees to banks (refer note 43.0(ii))	March 31, 2025	39,770.34	-	-	-	-	-
	March 31, 2024	39,063.65	-	-	-	-	-

34.5 No amount has been written off or written back during the year in respect of debts due from or to related parties.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

35.0 Financial instruments

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values

- The fair values of derivatives such as forward/ derivative contracts are on mark to market basis as per bank.
- The Company has adopted effective interest rate for calculating interest expense. Processing fees and transaction costs relating to each loan has been considered for calculating effective interest rate. The fair values of non-current borrowings are classified as level 3 in the fair value hierarchy due to the use of unobservable inputs including own credit risk.
- Loans, investments (other than quoted investments in market) and other non-current financial assets are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken into account for expected losses of these receivables. The fair value of loans, investments and other non-current financial assets has been considered as equal to their carrying amount. These fair values are classified as level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
- The fair value of investments, which are quoted in market, are on mark to market basis.
- Fair values of cash and cash equivalents, trade receivables, bank balances, current investments, current loans, other current financial assets, trade payables, current borrowings and other financial liabilities are considered to be the same as their carrying amount due to short-term maturities of these instruments.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Financial assets

(₹ in Lakh)

Particulars	Note reference as mentioned above	Fair value hierarchy	As at March 31, 2025		As at March 31, 2024	
			Carrying amount	Fair value	Carrying amount	Fair value
1. Financial assets designated at fair value through profit and loss (FVTPL)						
Current investments	E	Level 2	2,004.41	2,004.41	2,756.48	2,756.48
Investment in subsidiaries (non-current)	C	Level 3	7,699.23	7,699.23	7,299.47	7,299.47
2. Financial assets designated at fair value through other comprehensive income (FVTOCI)						

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

35.0 Financial instruments (contd.)

(₹ in Lakh)

Particulars	Note reference as mentioned above	Fair value hierarchy	As at March 31, 2025		As at March 31, 2024	
			Carrying amount	Fair value	Carrying amount	Fair value
Other investments (unquoted)	C	Level 3	592.62	592.62	592.62	592.62
Other investments (quoted)	D	Level 1	1,151.38	1,151.38	-	-
3. Financial assets designated at amortized cost						
a) Trade receivables	E	Level 3	10,776.58	10,776.58	10,342.45	10,342.45
b) Cash and cash equivalents	E	Level 3	10,866.76	10,866.76	3,877.34	3,877.34
c) Other bank balances other than (b) above	E	Level 3	222.03	222.03	10,497.34	10,497.34
d) Loans	C, E	Level 3	24,220.92	24,220.92	29,369.32	29,369.32
e) Investment in subsidiaries	C	Level 3	27,795.74	27,795.74	7,795.74	7,795.74
f) Investment in associate	C	Level 3	294.00	294.00	-	-
g) Other financial assets	C, D, E	Level 3	1,467.96	1,467.96	973.15	973.15
Total			87,091.63	87,091.63	73,503.91	73,503.91

(₹ in Lakh)

Particulars	Note reference as mentioned above	Fair value hierarchy	As at March 31, 2025		As at March 31, 2024	
			Carrying amount	Fair value	Carrying amount	Fair value
1. Financial liabilities designated at fair value through profit and loss						
Mark to market of derivative financial instruments	A	Level 2	-	-	4.42	4.42
2. Financial liabilities designated at fair value through other comprehensive income						
3. Financial liabilities designated at amortized cost						
a) Borrowings	B, E	Level 3	10,726.14	10,726.14	299.99	299.99
b) Trade payables	E	Level 3	5,522.24	5,522.24	5,123.53	5,123.53
c) Other financial liabilities	E	Level 3	2,551.01	2,551.01	2,661.41	2,661.41
Total			18,799.39	18,799.39	8,089.35	8,089.35

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

36.0 Financial risk management

The Company realizes that risks are inherent and integral aspect of any business. The primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's senior management oversees the management of these risks.

The Company has exposure to the following risks (arising from financial instruments):

- Credit risk
- Liquidity risk
- Market risk

A. Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk mainly from trade receivables, loans given and other financial assets.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition.

Trade receivables are typically unsecured and derived from revenue earned from customers located in India and abroad. Credit risk is managed by the Company through customer assessment, credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company measures the expected credit loss of trade receivables based on historical trend, industry practice and the business environment in which the entity operates. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables, loans given and other financial assets.

The allowance for lifetime expected credit loss on trade receivables is as under:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Allowance for expected credit loss		
Opening balance	88.36	89.55
Impairment loss recognized (net of reversals)	8.37	(1.19)
Closing balance	96.73	88.36

Loans given and other financial assets are considered to be of good quality and there is no significant credit risk.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

36.0 Financial risk management (contd.)

i) Financing arrangements

The Company believes that it has sufficient working capital to meet its current requirements. Accordingly, no liquidity risk is perceived. Further, the Company is having cash credit facilities from banks of ₹ 14,750.00 Lakh (March 31, 2024: ₹ 19,150.00 Lakh), repayable on demand which carry floating rate of interest.

ii) Contractual maturities of financial liabilities

(₹ in Lakh)					
As at March 31, 2025	0-1 years	1-2 years	2-5 years	More than 5 years	Total
Non-current borrowings (including current maturities)	182.70	-	83.17	-	265.87
Current borrowings	10,460.27	-	-	-	10,460.27
Trade payables	5,522.24	-	-	-	5,522.24
Other financial liabilities	2,551.01	-	-	-	2,551.01
Total	18,716.22	-	83.17	-	18,799.39
As at March 31, 2024	0-1 years	1-2 years	2-5 years	More than 5 years	Total
Non-current borrowings (including current maturities)"	27.52	166.71	77.26	-	271.49
Current borrowings	28.50	-	-	-	28.50
Trade payables	5,123.53	-	-	-	5,123.53
Other financial liabilities	2,665.83	-	-	-	2,665.83
Total	7,845.38	166.71	77.26	-	8,089.35

C. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of fluctuation in market prices. These comprise three types of risk i.e., currency rate, interest rate and other price related risks. Financial instruments affected by market risk include borrowings, loans given, deposits, foreign currency receivables and payables and derivative financial instruments such as forward contracts. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Regular interaction with bankers, intermediaries and the market participants help us to mitigate such risk.

i) Foreign currency risk

The Company is exposed to foreign currency risk through operating and financing activities in foreign currency. The Company uses derivative financial instruments, such as foreign currency sale and purchase forward contracts and currency and interest rate swap contracts, to reduce foreign currency risk exposure and follows its risk management policies.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

36.0 Financial risk management (contd.)

Derivative financial instruments outstanding as at the reporting date

(₹ in Lakh)

Particulars	As at	
	March 31, 2025	March 31, 2024
Nominal value of forward contracts		
Forward contracts to sell USD	414.36	1,205.91
Forward contracts to sell EURO	256.41	-
	670.77	1,205.91

Foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

The currency profile of financial assets and financial liabilities (unhedged foreign currency exposure) as at the balance sheet date is as under:

(₹ in Lakh)

Particulars	As at March 31, 2025				As at March 31, 2024		
	USD	EURO	GBP	Total	USD	EURO	Total
Financial assets							
Trade receivables	313.42	138.56	14.11	466.09	-	33.18	33.18
Financial liabilities							
Trade and other payables	(59.93)	(8.04)	-	(67.97)	(98.22)	(12.67)	(110.89)
Net assets/(liabilities)	253.49	130.52	14.11	398.12	(98.22)	20.51	(77.71)

Foreign currency risk sensitivity

1% increase and decrease in foreign exchanges rate will have the following impact on profit before tax:

(₹ in Lakh)

Particulars	As at March 31, 2025		As at March 31, 2024	
	1% increase	1% decrease	1% increase	1% decrease
USD	2.53	(2.53)	(0.98)	0.98
EURO	1.31	(1.31)	0.21	(0.21)
GBP	0.14	(0.14)	-	-
Increase / (decrease) in profit before tax	3.98	(3.98)	(0.78)	0.78

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

36.0 Financial risk management (contd.)

ii) Interest rate risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligation at floating interest rates.

Exposure to interest rate risk:

Particulars	As at March 31, 2025		As at March 31, 2024	
	(₹ in Lakh)	% of total	(₹ in Lakh)	% of total
Fixed rate borrowings	708.67	6.61%	299.23	99.75%
Variable rate borrowings	10,017.47	93.39%	0.76	0.25%
Total	10,726.14	100.00%	299.99	100.00%

Note: The above amounts include current maturities of non-current borrowings

Interest rate sensitivity on variable rate borrowings

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for whole of the year.

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
50 basis points increase would decrease the profit before tax by	(50.09)	(0.00)
50 basis points decrease would increase the profit before tax by	50.09	0.00

37.0 Capital risk management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor's, creditor's and market's confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure in consonance with its long term strategic plans.

The gearing ratio at the end of the reporting period is as under:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Current and non-current borrowings (including current maturities)	10,726.14	299.99
Debt (A)	10,726.14	299.99
Total equity (B)	115,989.72	108,915.22
Equity and debt (C = A+B)	126,715.86	109,215.21
Gearing ratio (A/C)	8.46%	0.27%



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

38.0 Trade receivables ageing schedule

a. As at March 31, 2025

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	8,009.09	2,596.68	136.59	34.22	-	-	10,776.58
- considered doubtful	-	-	-	-	12.95	83.78	96.73
	8,009.09	2,596.68	136.59	34.22	12.95	83.78	10,873.31
Less: Allowance for doubtful debts							(96.73)
Total							10,776.58

b. As at March 31, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	7,081.59	3,077.67	154.79	28.40	-	-	10,342.45
- considered doubtful	-	-	-	-	33.89	54.47	88.36
	7,081.59	3,077.67	154.79	28.40	33.89	54.47	10,430.81
Less: Allowance for doubtful debts							(88.36)
Total							10,342.45

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

39.0 Trade payables ageing schedule

a. As at March 31, 2025

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	29.53	-	-	-	-	29.53
ii) Other than MSME	683.43	4,758.21	33.34	2.92	14.81	5,492.71
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - other than MSME	-	-	-	-	-	-
Total	712.96	4,758.21	33.34	2.92	14.81	5,522.24

b. As at March 31, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	0.15	5.49	-	-	-	5.64
ii) Other than MSME	945.49	4,139.07	3.41	29.92	-	5,117.89
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - other than MSME	-	-	-	-	-	-
Total	945.64	4,144.56	3.41	29.92	-	5,123.53

40.0 Analytical ratios

Ratios	Numerator	Denominator	FY 2024-25	FY 2023-24	% variance	Reason for variance
a. Current ratio	Current assets	Current liabilities	2.82	6.04	-53%	Basis increase in short term borrowings
b. Debt-equity ratio	Total debt	Total equity	0.092	0.003	3257%	Basis increase in short term borrowings
c. Debt-service coverage ratio	Profit after tax + depreciation and amortization + finance costs	Finance costs + repayment of non-current borrowings	20.45	2.60	687%	Basis increase in profits and lower repayment liability
d. Return on equity	Profit after tax	Average total equity	6.71%	7.17%	-6%	



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

40.0 Analytical ratios (contd.)

Ratios	Numerator	Denominator	FY 2024-25	FY 2023-24	% variance	Reason for variance
e. Inventory turnover ratio	Sale of products	Average inventory	4.41	4.48	-2%	
f. Trade receivables turnover ratio	Sale of products	Average trade receivables	9.17	9.79	-6%	
g. Trade payables turnover ratio	Consumption of materials#	Average trade payables	12.89	11.68	10%	
h. Net capital turnover ratio	Revenue from operations	Net working capital (Current assets - current liabilities)	2.73	2.17	26%	Basis decrease in net working capital due to increase in short term borrowings
i. Net profit ratio	Profit after tax	Revenue from operations	7.67%	6.41%	20%	
j. Return on capital employed	Profit before tax and exceptional items + finance costs	Average capital employed (total equity + total borrowings)	8.89%	10.39%	-14%	
k. Return on investment	Income from treasury investments	Average funds invested in treasury investments	6.43%	5.83%	10%	

Cost of materials consumed + Purchases of stock-in-trade + manufacturing expenses (excluding power & fuel)

41.0 Ganesha Ecosphere Employees' Stock Option Scheme-2021

The Company had introduced Ganesha Ecosphere Employees' Stock Option Scheme 2021 ("ESOP Scheme") to provide Employee Stock Options ("options") to all the eligible employees of the Company and its subsidiaries. The ESOP Scheme is administered by the Nomination and Remuneration Committee (NRC) of the Company and implemented through Ganesha Employees' Welfare Trust ("Trust"). The Trust had acquired 39,194 Equity Shares of the Company, in aggregate, from the secondary market under the ESOP Scheme.

The NRC at its meeting held on March 7, 2024 had granted 39,194 options to the eligible employees of the Company and its Subsidiaries. Each option granted under the scheme entitles the holder to one equity share of the Company at an exercise price of ₹ 543/- per share. Options granted under the Scheme shall be exercisable within 3 years from the date of vesting. No fresh options were granted during the financial year ended March 31, 2025.

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

41.0 Ganesha Ecosphere Employees' Stock Option Scheme-2021 (contd.)

The movement in options granted are as below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Outstanding at the beginning of the year	39,194	-
Options granted during the year	-	39,194
Options forfeited/ lapsed during the year	(200)	-
Options vested during the year	38,994	-
Options exercised during the year	(2,131)	-
Options expired during the year	-	-
Outstanding at the end of the year	36,863	39,194
Options exercisable at the end of the year	36,863	-
Weighted average exercise price per option (₹)	543.00	543.00
Weighted average share price for options exercised (₹)	1,620.80	-

Fair value measurement

The weighted average remaining contractual life of the options outstanding as of March 31, 2025 is 1.50 years.

The fair value of the options was estimated on the date of grant (during financial year ended March 31, 2024) using the Black-Scholes Model with the following inputs/ assumptions:

Particulars	ESOP Scheme 2021
Date of grant	March 7, 2024
No of options granted	39,194
Vesting period	1 year
Dividend yield (%)	0.55
Volatility rate (%)	35.10
Risk free rate (%)	6.93
Expected life of options (years)	2.50
Weighted average fair value of options per share (₹)	553.48
Market Price at the time of grant of option (₹)	1,010.85

Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions during the year recognised in profit or loss as part of employee benefit expense is ₹ 202.07 Lakh (March 31, 2024 ₹ 14.86 Lakh).

42.0 The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, no instance of audit trail feature being tampered with was noted in respect of accounting software and the audit trail has been preserved by the Company as per the statutory requirement for record retention.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

43.0 Disclosures as per Section 186(4) of the Companies Act, 2013

The details of the loans, guarantees and investments under Section 186 of the Companies Act, 2013 are as follows:

- (i) Details of investments made and loans given are provided under the respective heads.
- (ii) The Company has given corporate guarantees of ₹ 39,770.34 Lakh (March 31, 2024: ₹ 39,063.65 Lakh) to various banks for securing the amounts lent by them to Subsidiaries of the Company.

44.0 On March 31, 2025, the Company has made an allotment of 1,10,000 Fully Paid-up Equity Shares having face value of ₹ 10/- each, at an issue price of ₹ 1,035/- per share (including a premium of ₹ 1,025/- per share), to the Promoter Group, pursuant to the exercise of the right of conversion of 1,10,000 warrants into equity shares, out of 14,49,000 warrants earlier allotted on preferential basis under Chapter V of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. On January 18, 2024, the Company has made an allotment of 14,49,000 Fully Convertible Equity Warrants at an issue price of ₹ 1,035/- (including a premium of ₹ 1,025/-) per Equity Share aggregating to approx. ₹ 150 Crore, on receipt of an upfront amount of ₹37.50 Crore, to a member belonging to Promoter and Promoter Group of the Company, on Preferential Basis under Chapter V of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended. The warrants so issued and allotted shall be convertible within a period of 18 months from the date of allotment of Warrants.

Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

45.0 Dividend paid and proposed

Particulars	(₹ in Lakh)	
	FY 2024-25	FY 2023-24
Dividend declared and paid during the year		
a) Final dividend for the year ended March 31, 2024: ₹ 3.00 per equity share (March 31, 2023: ₹ 2.00 per equity share)	760.41	436.59
b) Interim dividend paid for the year ended March 31, 2025: ₹ 1.50 per equity share (March 31, 2024: ₹ Nil)	380.20	-
Total	1140.61	436.59
Proposed dividend on equity shares*		
a) Final dividend for the year ended March 31, 2025: ₹ 3.00 per equity share (March 31, 2024: ₹ 3.00 per equity share)	763.71	760.41

*Proposed dividends on equity shares are subject to approval of the shareholders of the Company at the ensuing annual general meeting and hence is not recognised as a liability as at March 31, 2025. The actual dividend amount will be dependent on the share capital outstanding on the relevant record date/book closure.

46.0 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and the Rules made thereunder.
- (ii) The Company does not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



Notes to the Standalone Financial Statements

for the year ended on March 31, 2025

- (vii) The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income tax Act, 1961).
- (viii) The Company is regular in paying its dues and has not been declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (ix) The Company is in compliance with the number of layers for its holding in downstream companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restrictions on number of Layers) Rules, 2017.
- (x) The Company has not entered into any scheme of arrangement, during the year, which has any impact on financial results or position of the Company.
- (xi) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) or intangible assets during the year.
- (xii) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.
- (xiii) The Company has used the borrowings from banks for the purpose for which it was taken.

47.0 Previous year figures have been regrouped/ rearranged, wherever considered necessary to conform to current year's classification.

As per our report of even date attached

For Narendra Singhania & Co.

Chartered Accountants

Firm Reg. No. 009781N

Narendra Singhania

Partner

Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors

Sharad Sharma

Managing Director

DIN: 003883178

Bharat Kumar Sajjani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080

Independent Auditor’s Report

To
The Members Of
Ganeshha Ecosphere Limited

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Ganeshha Ecosphere Limited** (“the Parent”) and its subsidiaries (the Parent and its subsidiaries together referred to as “the Group”) and its associates comprising of the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate audited financial statements of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards (‘Ind AS’) specified under Section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group as at March 31, 2025, their consolidated profit (consolidated financial performance including other comprehensive income),

their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their report referred to in “Other Matter” paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition (as described in note 2.e of the consolidated financial statements) Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.	Our audit procedures with regard to revenue recognition included testing controls, automated and manual, around dispatches/deliveries, inventory reconciliations and circularization of receivable balances, testing of cut-offs and performing analytical review procedures.



Key Audit Matter	How our audit addressed the key audit matter
<p>Evaluation of pending litigations (as described in note 30.2 of the consolidated financial statements)</p> <p>The Group has pending litigations for demand in dispute under various statutes which involves significant judgment to determine the possible outcome of these disputes.</p>	<p>We have obtained the details of litigations under various statutes for the year ended March 31, 2025 from the management.</p> <p>We have reviewed the management's underlying assumptions in estimating the provisions in respect to the disputed matters and the possible outcome of the disputes. We have also reviewed the legal precedence, where available, and other documents provided for review by the management in evaluating its position in these matters.</p> <p>We have also reviewed the assumptions made by the management as at March 31, 2025 and evaluated whether any change was required on account of information and updates made available during the year.</p>

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these

consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit (consolidated financial performance including other comprehensive income), consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going

concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance of the Parent with a statement that we have complied



with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance of the Parent, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a) We did not audit the financial statement of two subsidiaries included in the Statement, whose financial statement (before eliminating inter-company transactions) reflect total assets of ₹ 1,10,735.48 lakhs as at March 31, 2025 and total revenue of ₹ 72,669.40 lakhs, total net profit after tax of ₹ 2,824.40 lakhs, total comprehensive income of ₹ 2,828.58 lakhs and cash inflow (net) of ₹ 254.44 lakhs for the year ended on that date, as considered in the Statement. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(3)(i) of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of other auditors.
- b) We also did not audit the financial statements of a subsidiary included in the Statement which is located outside India, whose financial statement (before eliminating inter-company transaction) reflect total assets of ₹ 4,523.65 lakhs as at March 31, 2025 and total revenue of ₹ 3,216.03 lakhs, net loss after tax of ₹ 92.82 lakhs, total comprehensive loss of ₹ 92.82 lakhs and cash inflow (net) of ₹ 21.27 lakhs for the year ended on that date, as considered in the Statement. These financial statements have been audited by other auditors whose report has been

furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of aforesaid subsidiary and our report in terms of section 143(3)(i) of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of other auditor.

- c) We also did not audit the financial statement of a Trust controlled by the Parent included in the Statement, whose financial statement (before eliminating inter-company transaction) reflect total assets of ₹ 208.74 lakhs as at March 31, 2025 and total revenue of ₹ Nil, total net profit after tax of ₹ 1.68 lakhs, total comprehensive profit of ₹ 1.68 lakhs and cash inflow (net) of ₹ 1.86 lakhs for the year ended on that date, as considered in the Statement. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of aforesaid trust and our report in terms of section 143(3)(i) of the Act, in so far as it relates to the aforesaid trust, is based solely on the report of other auditor.
- d) We also did not audit the financial statement of an associate whose share of loss of ₹ 4.50 lakhs as at March 31, 2025 and total comprehensive loss of ₹ 4.50 lakhs for the year ended on that date, as considered in the Statement. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of aforesaid trust and our report in terms of section 143(3)(i) of the Act, in so far as it relates to the aforesaid associates, is based solely on the report of other auditor.

Our opinion on the Statements is not modified in respect of other matters paragraph stated in points (a), (b), (c) and (d) above with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

- As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports

issued till date by us and by the respective other auditors as mentioned in Other Matters paragraph above, of companies included in the consolidated financial statements for the year ended March 31, 2025 and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective order report of such companies.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, as noted in the 'Other Matters' paragraph, we report to the extent applicable, that:

- (a) We/ the other auditors whose reports we have relied upon, have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and report of other auditors.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this report are in agreement with the books of accounts maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Parent as on March 31, 2025 taken on record by the Board of Directors of the Parent and the reports of the other auditors, who are appointed under Section 139 of the Act, of its subsidiaries incorporated in India, none of the directors of the Parent and its subsidiaries

incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Parent and its subsidiaries incorporated in India, refer to our separate report in "Annexure A" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in auditor's report in accordance with the requirements of Section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/ provided by the Parent to its directors during the year is in accordance with the provisions of Section 197 of the Act read with Schedule V to the Act. Further, as per the reports of the other auditors of the subsidiaries incorporated in India, no managerial remuneration has been paid by the subsidiaries during the year ended March 31, 2025.

- (h) With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries as noted in the "Other Matters" paragraph:
 - i.) the Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements - refer note 30.2;
 - ii.) the Group has made provision, as required under the applicable law or Ind AS, for material foreseeable losses,



- if any, on long-term contracts including derivative contracts;
- iii.) there has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group during the year ended March 31, 2025.
- iv.) (a) the respective managements of the Parent and its subsidiaries incorporated in India and the other auditors of such subsidiaries whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries – refer note 47.0;
- (b) the respective managements of the Parent and its subsidiaries incorporated in India and the other auditors of such subsidiaries whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, no funds have been received by the Group from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries – refer note 47.0;
- (c) based on such audit procedures performed by us and that performed by the other auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) above contain any material mis-statement.
- v.) The dividend (including interim dividend) declared or paid during the year by the parent company is in compliance with Section 123 of the Act.
- vi.) Based on our examination which included test checks, the Group has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software. Additionally, the audit trail has been preserved by the Group as per the statutory requirements for record retention.
- For **Narendra Singhania & Co.**
Chartered Accountants
Firm Reg No. 009781N
- Narendra Singhania**
Partner
Membership No.: 087931
- Place: New Delhi
 Date: May 24, 2025
 UDIN – 25087931BMJHPX3304

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1(f) under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date to the Members of Ganesha Ecosphere Limited on the consolidated financial statements as of and for the year ended March 31, 2025)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Ganesha Ecosphere Limited** ("the Parent") and its subsidiaries incorporated in India (the Parent and its subsidiaries together referred to as "the Group") as of March 31, 2025 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors or management of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its subsidiaries incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued and the Standards on Auditing prescribed under Section

143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting of the Parent and its subsidiaries incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures



that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information, and according to the explanations given to us, and based on the consideration of the reports of other auditors of subsidiaries incorporated in India, the Parent and its subsidiaries incorporated in India have, in all material respects, adequate internal financial controls system over financial reporting and such

internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, insofar as it relates to two subsidiaries incorporated in India, and an associate company of the Parent, are based on the corresponding reports of such other auditors, whose reports have been furnished to us by the management.

Our opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting, of the Parent, its subsidiaries incorporated in India and an associate company, are not modified in respect of the above matter with respect to our reliance on the work done and the reports of the such other auditors.

For **Narendra Singhania & Co.**
Chartered Accountants
Firm Reg No. 009781N

Narendra Singhania
Partner
Membership No.: 087931

Place: New Delhi
Date: May 24, 2025

UDIN: 25087931BMJHPX3304

Consolidated Balance Sheet

as at March 31, 2025

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3.1	91,505.58	76,919.63
(b) Capital work-in-progress	3.2	5,096.65	7,108.11
(c) Investment Property	3.3	947.36	947.36
(d) Right of use assets (ROU)	3.4	116.91	118.52
(e) Goodwill		13.46	13.46
(f) Intangible assets	4.1	40.76	23.38
(g) Intangible assets under development	4.2	30.00	-
(h) Financial assets:			
(i) Investments	5.1	2,033.50	592.62
(ii) Loans	5.2	1,679.95	1.44
(iii) Others	5.3	831.75	613.40
(i) Other non-current assets	6.0	6,540.80	3,476.52
Sub-total		1,08,836.72	89,814.44
(2) Current assets			
(a) Inventories	7.0	35,541.24	30,135.22
(b) Financial assets:			
(i) Investments	8.1	2,004.41	2,756.48
(ii) Trade receivables	8.2	17,157.48	13,797.69
(iii) Cash and cash equivalents	8.3	11,608.31	4,341.32
(iv) Bank balances other than (iii) above	8.4	565.98	10,978.08
(v) Loans	8.5	24.13	2.00
(vi) Others	8.6	414.55	244.33
(c) Other current assets	9.0	17,267.29	10,321.34
Sub-total		84,583.39	72,576.46
TOTAL ASSETS		1,93,420.11	1,62,390.90
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	10.0	2,545.70	2,534.70
(b) Other equity	11.0	1,12,521.77	1,02,676.85
Sub-total		1,15,067.47	1,05,211.55
(2) Liabilities			
(2A) Non-current liabilities			
(a) Financial liabilities:			
(i) Borrowings	12.0	36,837.10	37,131.47
(b) Deferred tax liabilities (net)	18.0	2,130.94	1,497.51
(c) Government grants	13.2	4,860.65	2,268.51
(d) Provisions	16.1	912.88	700.50
Sub-total		44,741.57	41,597.99
(2B) Current liabilities			
(a) Financial liabilities:			
(i) Borrowings	12.0	18,777.99	2,747.56
(ii) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	14.1	112.99	24.82
Total outstanding dues of creditors other than micro enterprises and small enterprises	14.1	7,956.27	7,434.23
(iii) Other financial liabilities	14.2	5,141.06	4,182.78
(b) Government grants	13.1	332.96	145.75
(c) Other current liabilities	15.0	750.64	505.23
(d) Provisions	16.2	496.98	522.25
(e) Current tax liabilities (net)	17.0	42.18	18.74
Sub-total		33,611.07	15,581.36
TOTAL EQUITY AND LIABILITIES		1,93,420.11	1,62,390.90
Material accounting policies	2.0		
The accompanying notes are an integral part of these financial statements.			

As per our report of even date attached

For Narendra Singhania & Co.
Chartered Accountants
Firm Reg. No. 009781N
Narendra Singhania
Partner
Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors
Sharad Sharma

Managing Director

DIN: 00383178

Bharat Kumar Sajjani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080



Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I INCOME			
Revenue from operations	19.0	1,46,554.02	1,12,292.70
Other income	20.0	1,793.87	1,463.00
Total income		1,48,347.89	1,13,755.70
II EXPENSES			
Cost of materials consumed		90,416.41	70,537.91
Purchases of stock-in-trade		505.07	1,278.24
Changes in inventories of finished goods, stock-in-trade and work-in-progress	21.0	382.17	(2,721.60)
Employee benefits expenses	22.0	8,821.27	7,502.94
Finance costs	25.0	3,808.54	4,490.04
Depreciation and amortization expense	24.0	5,496.89	4,868.20
Other expenses	23.0	25,371.54	21,909.08
Total expenses		1,34,801.89	1,07,864.81
III Profit before share of profit/(loss) of an associate and tax (I-II)		13,546.00	5,890.89
IV Share of loss of an associate and tax		(4.50)	-
V Profit before tax (III+IV)		13,541.50	5,890.89
VI Tax expense	26.0		
Current tax		2,527.63	2,098.33
Deferred tax charge/ (credit)		701.90	(264.61)
Total tax expense		3,229.53	1,833.72
VII Profit for the year (V-VI)		10,311.97	4,057.17
VIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement (loss)/gain on defined benefit obligations		(2.95)	20.89
Re-measurement loss on financial instrument (Equity)		(450.23)	-
Less: Income-tax relating to above item	26.0	68.46	(4.36)
		(384.72)	16.53
IX Total comprehensive income for the year (VII+VIII)		9,927.25	4,073.70
X Earnings per share			
Basic (face value of ₹ 10 per equity share)	28.0	40.74	18.15
Diluted (face value of ₹ 10 per equity share)		39.89	18.15
Material accounting policies	2.0		

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached

For Narendra Singhania & Co.

Chartered Accountants

Firm Reg. No. 009781N

Narendra Singhania

Partner

Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors

Sharad Sharma

Managing Director

DIN: 00383178

Bharat Kumar Sajnani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080

Consolidated Cash Flow Statement

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
A. Cash flow from operating activities:			
Profit before tax as per statement of profit and loss		13,541.50	5,890.89
Adjustments for:			
Share of loss of an associate		4.50	-
Depreciation and amortization expense		5,496.89	4,868.20
Share based payment expenses		202.07	14.86
Gain on sale/ discard of property, plant and equipment (net)		(12.50)	(19.78)
Allowance for doubtful trade receivables and advances		58.86	(3.12)
Liabilities no longer required written back		(30.25)	(39.55)
Loss on foreign currency fluctuations and translations (net)		12.24	4.20
Interest expense		3,661.90	4,386.13
Interest income		(1,406.65)	(1,028.59)
Lease rental charges from investment property		(20.00)	(20.00)
Loss/ (profit) on sale of investments		32.07	(92.85)
Amortization of Government grants		(313.38)	(123.72)
Operating profit before working capital changes		21,227.25	13,836.67
Movements in working capital:			
Increase in trade receivables		(3,394.95)	(1,843.10)
Increase in other receivables and prepayments		(7,401.37)	(3,477.51)
Increase in inventories		(5,405.99)	(2,088.84)
Increase/ (decrease) in trade payables		600.70	(370.87)
Increase/ (decrease) in other payables		818.21	(117.48)
Increase in provisions		184.15	115.33
Cash generated from operations		6,628.00	6,054.20
Direct taxes paid (net of refunds)		(2,504.20)	(1,705.98)
Net cash flow generated from operating activities (A)		4,123.80	4,348.22
B. Cash flow from investing activities			
Purchase of property, plant and equipment		(20,775.78)	(15,667.79)
Purchase of intangible assets		(61.72)	(6.15)
Proceeds from sale of property, plant and equipment		96.20	79.78
Investment in others		(1,895.70)	-
Proceeds from sale of investments		731.67	2,195.33
Loan to body corporate		(1,600.00)	-
Fixed deposits made		(6,386.76)	(10,639.38)
Fixed deposits matured		16,871.40	45.28
Interest received		473.07	1,257.59
Lease rental charges from investment property		20.00	20.00
Net cash flow used in investing activities (B)		(12,527.62)	(22,715.34)



Consolidated Cash Flow Statement

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
C. Cash flow from financing activities			
Proceeds from issue of share capital (including share premium thereon net of issue expenses)		853.87	33,997.07
Proceeds from equity warrants application money		-	3,750.00
Recognition of Capital Subsidy from State Government of Telangana		3,000.00	-
Proceeds from non-current borrowings (other than related parties)		8,763.52	15,288.48
Repayment of non-current borrowings (other than related parties)		(8,155.15)	(9,286.33)
Proceeds from / (repayment of) current borrowings (net) (other than related parties)		14,680.54	(16,485.97)
Proceeds from / (repayment of) borrowings to related parties (net)		414.30	(225.00)
Dividend paid to equity shareholders		(1,138.85)	(435.81)
Interest paid		(2,747.42)	(4,320.72)
Net cash flow generated from financing activities (C)		15,670.81	22,281.72
Net increase in cash and cash equivalents (A+B+C)		7,266.99	3,914.60
Cash and cash equivalents at the beginning of the year		4,341.32	426.72
Cash and cash equivalents at the end of the year	8.3	11,608.31	4,341.32
Notes:			
The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7, 'Statement of Cash Flows'.			
Material accounting policies	2.0		
The accompanying notes are an integral part of these financial statements.			

As per our report of even date attached

For Narendra Singhanian & Co.

Chartered Accountants

Firm Reg. No. 009781N

Narendra Singhanian

Partner

Membership No.: 087931

For and on behalf of the Board of Directors

Sharad Sharma

Managing Director

DIN: 00383178

Shyam Sunder Sharma

Chairman

DIN: 00530921

Bharat Kumar Sajani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Gopal Agarwal

Chief Financial Officer

FCA: 075080

Place: New Delhi

Date: May 24, 2025

Consolidated Statement of Changes in Equity

for the year ended March 31, 2025

A. Equity share capital

	(₹ in Lakh)
As at April 1, 2023	2,182.94
Changes in equity share capital during the year	351.76
As at March 31, 2024	2,534.70
Changes in equity share capital during the year (refer note 43.0)	11.00
As at March 31, 2025	2,545.70

B. Other equity

Particulars	Reserves and surplus								Total
	Capital redemption reserve	Capital reserve	Share based payment reserve	Securities premium	Convertible share warrants	Treasury Shares	General reserve	Retained earnings	
Balance as at April 1, 2023	450.00	225.28	-	13,952.72	-	(212.54)	264.13	46,949.20	61,628.79
Allotment of equity shares	-	-	-	34,648.23	-	-	-	-	34,648.23
Application money against issue of convertible share warrants	-	-	-	-	3,750.00	-	-	-	3,750.00
Share based payment expense (refer note 42.0)	-	-	14.86	-	-	-	-	-	14.86
Share issue expenses	-	-	-	(1,002.92)	-	-	-	-	(1,002.92)
Profit for the year	-	-	-	-	-	-	-	4,057.17	4,057.17
Other comprehensive income for the year	-	-	-	-	-	-	-	16.53	16.53
Total comprehensive income for the year	-	-	-	-	-	-	-	4,073.70	4,073.70
Dividend paid	-	-	-	-	-	-	-	(435.81)	(435.81)
Balance as at March 31, 2024	450.00	225.28	14.86	47,598.03	3,750.00	(212.54)	264.13	50,587.09	1,02,676.85
Allotment of equity shares (refer note 43.0)	-	-	-	1,127.50	-	-	-	-	1,127.50
Share based payment expense (refer note 42.0)	-	-	202.07	-	-	-	-	-	202.07
Share options exercised during the year	-	-	(11.79)	-	-	11.57	11.79	-	11.57
Issue of shares upon conversion of warrants	-	-	-	-	(284.63)	-	-	-	(284.63)
Profits for the year	-	-	-	-	-	-	-	10,311.97	10,311.97
Other comprehensive loss for the year	-	-	-	-	-	-	-	(384.72)	(384.72)
Total comprehensive income for the year	-	-	-	-	-	-	-	9,927.25	9,927.25
Dividend paid	-	-	-	-	-	-	-	(759.23)	(759.23)
Interim dividend paid	-	-	-	-	-	-	-	(379.61)	(379.61)
Balance as at March 31, 2025	450.00	225.28	205.14	48,725.53	3,465.37	(200.97)	275.92	59,375.50	1,12,521.77

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Narendra Singhania & Co.
Chartered Accountants
Firm Reg. No. 009781N
Narendra Singhania
Partner
Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors
Sharad Sharma

Managing Director

DIN: 00383178

Bharat Kumar Sajjani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Shyam Sunder Sharma

Chairman

DIN: 00530921

Gopal Agarwal

Chief Financial Officer

FCA: 075080



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

1.0 Corporate information

Ganesha Ecosphere Limited (“the holding/ the parent company”) is a public limited company, incorporated and domiciled in India, listed on the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited. The address of the registered office of holding company is Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.). The holding company is a leading PET Waste Recycling Group in India and is engaged in the manufacturing of Recycled Polyester Staple Fibre (RPSF), Polypropylene Staple Fibre, Recycled bottle and filament grade Chips, Recycled FDY, Recycled Spun Yarn and Dyed Texturised Yarn.

The consolidated financial statements as at March 31, 2025 relate to:

Holding company - Ganesha Ecosphere Limited

Subsidiaries – a) Ganesha Ecopet Private Limited

b) Ganesha Ecotech Private Limited

c) Ganesha Overseas Private Limited, Nepal

(the holding company holds 100% shareholding of these subsidiaries)

Associate/ Joint venture – Ganesha Recycling Chain Private Limited (49% shareholding held by the holding company).

Entity controlled by the holding company- Ganesha Employees’ Welfare Trust.

(Above entities are collectively referred to as ‘The Group’).

2.0 Summary of Material Accounting Policies

a) Basis of preparation

(i) Compliance with Indian Accounting Standards

These consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (‘IND AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act and guidelines issued

by the Securities and Exchange Boards of India (SEBI).

The accounting policies have been applied consistently to all the periods presented in the consolidated financial statements.

(ii) Historical cost convention

The consolidated financial statements have been prepared on an accrual basis under historical cost convention, except certain financial assets and liabilities that are measured at fair values at the end of each reporting period by Ind AS.

(iii) Current versus non-current classification

All the assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criterion set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Group has ascertained its operating cycle to be 12 months for the purpose of current and non-current classification of assets and liabilities.

(iv) Rounding of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.

b) Principles of consolidation

Subsidiaries

(i) Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its power and involvement with the investee and has the ability to affect those returns through its power over the investee entity.

(ii) The financial statements of the subsidiaries used for the purpose of consolidation are

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

drawn up to same reporting date as that of the holding company.

- (iii) The financial statements of the holding company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, income, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- (iv) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- (v) The carrying amount of the parent's investment in subsidiaries is off set (eliminated against the parent's portion of equity in subsidiaries).

Associates and joint ventures

- (i) The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit and loss of the associate or joint venture.

c) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions, based upon the best knowledge of current events and actions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the reported amounts of incomes and expenses during the reported period. Actual results may differ from those estimates. Any difference between the actual results and the estimates are recognized in the period in which the results are known/ materialised.

d) Foreign currency translation

(i) Functional and presentation currency

The consolidated financial statements are presented in Indian rupee ('₹'), which is Group's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognized in the statement of profit and loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the statement of profit and loss. Exchange differences, in respect of foreign currency borrowings taken for acquiring qualifying assets included in property, plant and equipment, to the extent it is an adjustment to interest cost, has been capitalized. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2017 which are related to the acquisition of qualifying assets are adjusted in the carrying cost of such assets.

e) Revenue recognition

The Group derives revenues primarily from sale of manufactured goods, traded goods and related services.

The specific criterion for each of the Group 's activities has been stated below:

(i) Sale of goods

Revenue is recognized upon transfer of control of promised goods to customers (i.e. when performance obligation is satisfied) for an amount that reflects the consideration which the Group expects to receive in exchange for those products. The Group does not expect to have any contracts where the period between the transfer of promised goods to the customer



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the value of money.

Revenue is measured based on transaction price, which is the consideration, adjusted for trade discounts such as cash discounts, volume discounts or any other price concession as may be agreed with the customers. Revenues also excludes Goods and Services Tax (GST) or any other tax collected from customers.

(ii) Job work receipts

Revenue from job work is recognized at the time of dispatch of material.

(iii) Export incentives

Export incentives under various schemes are accounted in the year of export.

(iv) Recycling credits income

Income is recognized in the year in which the certificate is issued or when there is virtual certainty to realize the credits in subsequent period.

(v) Interest income

Interest income is recognized on time proportion accrual basis using the applicable/ effective interest rate.

(vi) Insurance claims

Insurance claims are accounted only when there is reasonable certainty of its ultimate collection. Insurance claim receivable is recognized as a separate asset, but only when the ultimate recovery is reasonably certain.

(vii) Lease rental

Lease rental income is recognized on time proportion accrual basis.

f) Government grants

Government grant/subsidies are measured at amounts receivable from the government and are recognized as income when there is a

reasonable assurance that the subsidy will be received, amount is fairly ascertainable and all attached conditions will be complied with. When the subsidy relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, which are intended to be compensated, are expensed and it is classified under other operating income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the statement of profit and loss on a straight line basis over the expected lives of related assets and are presented within other income.

Export Promotion Capital Goods ('EPCG') scheme allows import of certain capital goods at zero/ concessional duty subject to an export obligation for the duty saved. The duty saved on capital goods under EPCG scheme is treated as a Government grant and is recognised as income spread equally over the expected useful life of the related asset.

In case of interest free/ concessional loan provided by Government, the loan or assistance is initially recognised and measured at fair value and the Government grant is measured as the difference between the initial fair value of the loan and the proceeds received. The loan or assistance is subsequently measured as per the accounting policy applicable to financial liabilities.

g) Taxes

(i) Current income-tax

Current income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

(ii) Deferred income-tax

Deferred income-tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

amount in the consolidated financial statements. Deferred income-tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income-tax assets are realised or the deferred income-tax liabilities are settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are off set where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

h) Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale

transaction rather than through continuing use and a sale is considered as highly probable. Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Asset classified as held for sale are presented separately in the Balance Sheet. Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

i) Property, plant and equipment

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Property, plant and equipment which are not ready for their intended use are disclosed under capital work-in-progress. Expenditure during construction period (including borrowing cost relating to borrowed funds for construction or acquisition of property, plant and equipment) incurred on projects/ assets, including trial run expenses (net of revenue) are treated as pre-operative expenses, pending allocation to the assets, and are included under capital work-in-progress. These expenses are apportioned to related property, plant and equipment on commencement of commercial production. Capital work-in-progress is stated at the amount expended up to the date of the balance sheet.



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for the year ended on March 31, 2025

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided on Written Down Value Method ('WDV') except in respect of followings, where depreciation is provided on Straight Line Method ('SLM'):

- a) Buildings and plant & equipment of Kanpur Unit and Temra (Bilaspur) Unit of holding company;
- b) Buildings and plant & equipment in subsidiary companies.

The Group depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and the Group believes that the useful life of assets are same as those prescribed in Schedule II to the Act, except for certain plant & equipment, wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II to the Act.

Useful life considered for calculation of depreciation for various assets class are as follows:

Assets	Useful life
Buildings	30 – 60 years
Roads (capitalised under buildings)	10 years
Continuous process plant (plant & equipment)	18 years
Rooftop solar panels (part of plant & equipment)	10 years
Other plant & equipment	5-15 years
Furniture and fixtures	5-10 years
Office equipment (including computers, computers equipment and servers)	3-10 years
Vehicles	6-10 years

Residual value of tangible assets is considered to be not more than 5% of the cost of the asset.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

j) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairments, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use. Intangible assets which are not ready for their intended use are disclosed as intangible assets under development and are stated at the amount expended up to the date of the balance sheet.

The Group amortizes computer software and technical know-how using the straight line method over the period of 5 years.

The amortization period and the amortization method for an intangible asset are reviewed at each financial year end and adjusted prospectively, if appropriate.

k) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. The cost of the investment property comprises its purchase price and any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at cost less accumulated

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depreciation and accumulated impairment losses, if any.

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

Any gain or loss on disposal of an investment property is recognised in the Statement of profit and loss.

The fair value of investment property is disclosed in the notes accompanying these financial statements. Fair values are determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

l) Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of profit and loss over the period of the borrowings using the effective interest method.

m) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets, which takes substantial period of time to get ready for its intended use, are capitalized. All other interest and borrowing costs are charged to the statement of profit and loss. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

n) Lease

The Group assesses at contract inception whether a contract is, or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases (that do not contain

purchase option) and leases of low value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use Assets (ROU Assets)

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date on which the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation/ amortization and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated/ amortized on a straight-line basis over the shorter of the lease term and estimated useful lives of the assets, as estimated by the management. Leasehold land has been amortized over the lease term of 90 years.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payment less any lease incentives receivable, variable lease payments that depend on an index or a rate and amounts expected to be paid under residual value guarantees. Variable lease payments that do not depend on an index or a rate are recognized as expense (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate is implicit in the lease not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Lease payments on short-term leases and lease of low-value assets are recognized as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a systematic basis as per the lease terms.

o) Inventories

(i) Measurement of Inventory

Inventories of raw material, stores & spares, work-in-progress, finished goods and stock-in-trade (including goods-in-transit) are stated at cost or net realizable value, whichever is lower. Waste & scrap is valued at net realizable value.

(ii) Cost of Inventories

Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

The cost of purchase of inventories comprise the purchase price, import duties and other non-recoverable taxes, and transport, handling and other costs directly attributable to the acquisition of inventory items. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase.

The cost of conversion of inventories include costs directly related to the units

of production and a systematic allocation of fixed and variable production overheads that are incurred in converting material into finished goods.

Cost of inventories is ascertained on the 'weighted average' basis except stock-in-trade, where cost is ascertained on first-in-first-out (FIFO) basis.

(iii) Net realizable value

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Net realizable value is ascertained for each item of inventories with reference to the selling prices of related finished products. Estimates of net realizable value of finished goods and stock-in-trade are based on the most reliable evidence, available at the time the estimates are made, of the amount the inventories are expected to realize. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after the end of the period to the extent that such events confirm conditions existing at the end of the period. Materials and other supplies held for use in the production of the inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

Amount of write down of the inventories below cost is recognized as an expense as and when the event occurs.

p) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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Impairment losses, if any, are recognized in the statement of profit and loss. Non-financial assets that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

q) Provisions and contingent liabilities

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements unless the probability of outflow of resource is remote.

Provisions and contingent liabilities are reviewed at each balance sheet date.

r) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service, are recognised in

respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Other long-term employee benefit

The liabilities for earned leave, that are not expected to be settled wholly within 12 months, are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the consolidated statement of profit and loss.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund, family pension fund, and employee's state insurance

(a) Gratuity obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government



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bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefits expenses in the consolidated statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the consolidated balance sheet.

(b) *Defined contribution plans*

Defined contribution plans such as contributions to provident fund, family pension fund and employee's state insurance are made to the funds administered by the Government of India, and are recognized as an expense when employees have rendered service entitling them to the contributions.

(iv) **Employee share based payments**

The Group operates equity settled share-based plan for the employees (referred to as employee stock option scheme (ESOS)). ESOS granted to the employees are measured at fair value of the stock options at the grant date. Such fair value of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of equity shares that will eventually vest, with a corresponding increase in other equity (share based payment reserve). At the end of each reporting period, Group revises its estimate of number of equity shares expected to vest. The impact of the revision of the original estimates, if any, is recognized in the Statement of profit and loss such that

cumulative expense reflects the revision estimate, with a corresponding adjustment to the share based payment reserve.

The fair value of employee stock options is measured using the Black-Scholes model. Measurement inputs include share price on grant date, exercise price of the option, expected volatility (based on weighted average historical volatility), expected life of the options, expected dividends and the risk free interest rate (based on government bonds).

s) **Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash at banks and on hand, bank overdrafts and short-term deposits with an original maturities of three months or less, which are subject to an insignificant risk of changes in value.

t) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) **Financial assets**

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

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All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed to statement of profit and loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date on which the Group commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement of financial assets depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. For the purposes of subsequent measurement, financial assets are classified in four categories:

- a) Financial assets at amortized cost (debt instruments)
- b) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- d) Financial assets at fair value through profit or loss

Financial assets at amortized cost (debt instruments)

A 'financial asset' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal

and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

Financial assets at FVTOCI (debt instrument)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets designated at fair value through OCI (equity instruments)

In the case of equity instruments which are not held for trading and where the Group has taken irrevocable election to present the subsequent changes in fair value in other comprehensive income, these



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elected investments are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Equity instruments through other comprehensive income' under the head 'Other Equity'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. The Group makes such election on an instrument -by-instrument basis.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Dividends are recognized as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Financial assets at FVTPL (equity instruments)

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

In case of equity instruments which are held for trading are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in statement of profit and loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognized in the statement of profit and loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, trade

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receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables, the Group follows "simplified approach for recognition of impairment loss. The application of simplified approach does not require the Group to track changes in credit risk.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a

practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 'Financial instruments'.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities at amortized cost (Loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

in statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

u) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the year.

(ii) Diluted earnings per share

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders of the Group and weighted average number of equity shares outstanding during the year

are adjusted for the effect of all potentially dilutive equity shares.

v) Treasury shares

The Parent Company has created an employees benefit trust (trust) for providing share-based payment to employees of the Group. The Parent Company uses Trust as a vehicle for distributing shares to employees under the 'Ganesh Ecosphere Employees' Stock Option Scheme – 2021'. The Trust buys the equity shares of Parent Company from secondary market, for issuance to the employees on exercise of the granted stock options. The parent Company provides interest free loan for such purchase of equity shares. Financial statements of Trust is included in the consolidated financial statements of the Group and shares held by Trust on reporting date are treated as treasury shares. The treasury shares are recognized at cost and deducted from other equity. No gain or loss is recognized in the statement of profit or loss on the purchase, sale, issue or cancellation of treasury shares.

w) Recent pronouncements

Ministry of Corporate Affairs ('MCA') notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has amended/notified certain accounting standards, which are effective for annual reporting period beginning on or after April 1, 2024. MCA vide notification dated September 9, 2024 and September 28, 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and the Companies (Indian Accounting Standards) Third Amendment Rules, 2024 respectively:

Ind AS 117 – Insurance Contracts, this new standard enacted for insurance contracts. Said enactment does not have any impact on the financial statements of the Company; and

Ind AS 116 – Leases, Amendment relates to subsequent accounting for seller-lessee in respect of the sale and lease back transactions accounted for as sale under Ind AS 115– Revenue from Contracts with customers. The amendment does not have any impact on the financial statements of the Company.

Notes to the Consolidated Financial Statements

as at March 31, 2025

3.1 Property, plant and equipment

(₹ in Lakh)

Particulars	Freehold land	Buildings	Plant & equipment	Furniture & fixtures	Office equipment	Vehicles	Total
Gross block							
As at April 1, 2023	4,136.21	12,978.16	57,330.94	143.29	571.23	602.75	75,762.58
Additions	199.66	7,963.57	23,183.56	21.86	87.35	64.60	31,520.60
Disposals/adjustments*	-	-	(1,163.21)	-	(1.44)	(47.26)	(1,211.91)
As at March 31, 2024	4,335.87	20,941.73	79,351.29	165.15	657.14	620.09	1,06,071.27
Additions	395.19	4,229.47	15,286.43	8.12	119.23	105.94	20,144.38
Disposals	-	-	(98.17)	-	-	(74.10)	(172.27)
As at March 31, 2025	4,731.06	25,171.20	94,539.55	173.27	776.37	651.93	1,26,043.38
Accumulated depreciation							
As at April 1, 2023	-	3,616.94	20,153.91	109.81	374.41	346.65	24,601.72
Charge for the year	-	576.17	4,058.08	9.73	97.18	92.60	4,833.76
Disposals	-	-	(238.36)	-	(1.37)	(44.11)	(283.84)
As at March 31, 2024	-	4,193.11	23,973.63	119.54	470.22	395.14	29,151.64
Charge for the year	-	692.56	4,583.61	12.81	108.59	83.37	5,480.94
Disposals	-	-	(26.95)	-	-	(67.83)	(94.78)
As at March 31, 2025	-	4,885.67	28,530.29	132.35	578.81	410.68	34,537.80
Net block							
As at March 31, 2024	4,335.87	16,748.62	55,377.66	45.61	186.92	224.95	76,919.63
As at March 31, 2025	4,731.06	20,285.53	66,009.26	40.92	197.56	241.25	91,505.58

* includes adjustment of ₹ 869.29 Lakh during March 31, 2024 towards interest and power subsidy receivable under industrial promotion scheme of Telangana State Government.

3.2 Capital work-in-progress (CWIP)

(₹ in Lakh)

CWIP ageing schedule	Amount of CWIP for a period of					Total
	Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
Project in progress* (including borrowing costs of ₹ 431.55 lakh)	5,753.24	1,354.87	-	-	-	7,108.11
As at March 31, 2025						
Project in progress* (including borrowing costs of ₹ 183.81 lakh)	5,096.65	-	-	-	-	5,096.65



Notes to the Consolidated Financial Statements

as at March 31, 2025

3.3 Investment Property (Freehold Land)

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Gross carrying amount as at beginning of the year	947.36	947.36
Addition during the year	-	-
Disposals during the year	-	-
Net carrying amount as at end of the year	947.36	947.36

Notes:

- Title deeds of investment property are in the name of the Group.
- Land has been given on operating lease of 29 years (refer note 41.0) and is under mortgage, by deposit of title deeds, to the lenders of the lessee as per the terms of the lease.
- No borrowing cost has been capitalized and no impairment loss has been recognized in respect of the above investment property.
- Fair value of investment property is ₹ 1,230 Lakh (March 31, 2024: ₹ 1,230 Lakh)
- The amount recognized in the statement of profit & loss in respect of the investment property is as under:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rental Income from investment property	20.00	20.00
Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income	-	-
Profit arising from investment properties	20.00	20.00

3.4 Right of use assets (ROU)

(₹ in Lakh)

Leasehold land	
Gross block:	
As at April 1, 2023	126.59
Additions	-
Disposals	-
As at March 31, 2024	126.59
Additions	-
Disposals	-
As at March 31, 2025	126.59

Notes to the Consolidated Financial Statements

as at March 31, 2025

(₹ in Lakh)

Accumulated amortization	
As at April 1, 2023	6.45
Charge for the year	1.62
Disposals	-
As at March 31, 2024	8.07
Charge for the year	1.61
Disposals	-
As at March 31, 2025	9.68
Net Block	
As at March 31, 2024	118.52
As at March 31, 2025	116.91

- 3.5** Refer note 13.1 and 27.0 for charge of property, plant and equipment, capital work-in-progress and intangible assets as security of borrowings from banks.
- 3.6** Refer note 30.1 (a) for contractual commitment for the acquisition of property, plant and equipment.
- 3.7** There is no impairment loss during the year ending March 31, 2025 and March 31, 2024.
- 3.8** All the title deeds of the immovable properties are held in the name of the Group except the following:

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value (₹ in Lakh)	Held in the name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in the name of the Company
Property, plant and equipment	Office building	277.84	Vatika IT Parks Private Limited	No	March 18, 2023	The possession and original agreement to sale of the property is in the name of the Company. Title deed registration is held up due to some local regulations.

- 3.9** Capital work-in-progress does not include any project which is overdue or has exceeded its cost compared to its original plan.
- 3.10** There is no project which has temporarily been suspended.
- 3.11** Group has capitalized borrowing cost of ₹ 1,214.65 Lakh (March 31, 2024: ₹ 3418.79 Lakh) during the year.



Notes to the Consolidated Financial Statements

as at March 31, 2025

4.1 Intangible assets

(₹ in Lakh)

Particulars	Technical Knowhow	Software	Total
Gross block			
As at April 1, 2023	14.63	324.82	339.45
Additions	-	6.15	6.15
Disposals	-	-	-
As at March 31, 2024	14.63	330.97	345.60
Additions	-	31.72	31.72
Disposals	-	-	-
As at March 31, 2025	14.63	362.69	377.32
Accumulated amortization			
As at April 1, 2023	14.63	274.77	289.40
Amortization for the year	-	32.82	32.82
Disposals	-	-	-
As at March 31, 2024	14.63	307.59	322.22
Amortization for the year	-	14.34	14.34
Disposals	-	-	-
As at March 31, 2025	14.63	321.93	336.56
Net block			
As at March 31, 2024	-	23.38	23.38
As at March 31, 2025	-	40.76	40.76

4.2 Intangible assets under development

(₹ in Lakh)

Ageing schedule for Intangible assets under development					
Particulars	Amount of CWIP for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Projects in progress	-	-	-	-	-
As at March 31, 2025					
Projects in progress	30.00	-	-	-	30.00

4.3 There is no impairment loss during the year ending March 31, 2025 and March 31, 2024.

4.4 Refer note 30.1(a) for contractual commitment for the acquisition of intangible assets.

4.5 Intangible assets under development does not include any project which is overdue or has exceeded its cost compared to its original plan.

4.6 There is no project which has temporarily been suspended.

Notes to the Consolidated Financial Statements

as at March 31, 2025

5.0 Non-current financial assets

5.1 Investment in equity*

Particulars	(₹ in Lakh)			
	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
5.1 (a) Investment in equity instrument of associate company using equity method (unquoted, valued at cost)				
In equity shares of ₹ 10 each fully paid up of Ganesha Recycling Chain Private Limited	29,40,000	289.50	-	-
Sub-total		289.50		-
5.1 (b) Investment in equity instrument in other companies (valued at fair value through other comprehensive income)				
(i) Investment in equity instruments of others (quoted)				
In equity shares of ₹ 10 each fully paid up of Race Eco Chain Limited	4,55,000	1,151.38	-	-
(ii) Investment in equity instrument of others (unquoted)				
In equity shares of ₹ 10 each fully paid up of Amplus R.J. Solar Private Limited	59,26,200	592.62	59,26,200	592.62
Sub-total		1,744.00		592.62
Total		2,033.50		592.62
Aggregate market value of quoted investments		1,151.38		-
Aggregate carrying value of unquoted investments		882.12		592.62

* There is no impairment loss in the value of investment.

5.2 Loans

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Loans to others		
Loan to a body corporate (given for meeting business requirement) (Maximum amount outstanding during the year ₹ 1,600.00 Lakh (March 31, 2024: ₹ Nil))	1,600.00	-
Loans to employees	79.95	1.44
Total	1,679.95	1.44
Break-up:		
Loans considered good - secured	-	-
Loans considered good - unsecured	1,679.95	1.44
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total	1,679.95	1.44
Less: Allowance for doubtful loans	-	-
Total	1,679.95	1.44

Refer note 35.0 for information about credit risk and market risk of loans.



Notes to the Consolidated Financial Statements

as at March 31, 2025

5.0 Non-current financial assets (contd.)

5.3 Others

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Bank deposits with remaining maturity of more than twelve months*	11.80	81.85
Security deposits	819.95	531.55
Total	831.75	613.40

*held under lien with banks against letter of credits & bank guarantees and with power distribution boards in lieu of security deposits amounting to ₹ 8.84 lakh (March 31, 2024: ₹ 81.85 Lakh).

6.0 Other non-current assets

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Capital advances	6,497.26	3,442.91
Prepaid expenses	43.54	33.61
Total	6,540.80	3,476.52

7.0 Inventories

(at lower of cost and net realisable value)

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Raw materials	13,479.08	9,085.12
Raw materials (in-transit)	36.00	16.92
Work-in-progress	1,515.85	1,258.76
Finished goods	15,667.93	15,559.19
Finished goods (in-transit)	1,702.76	1,056.51
Stock-in-trade	297.25	716.68
Stock-in-trade (in-transit)	0.22	35.67
Stores and spares	2,842.15	2,406.37
Total	35,541.24	30,135.22

Note: Cost of inventories amounting to ₹ 497.15 Lakh (March 31, 2024: ₹ 523.23 Lakh) in respect of write-downs of inventory to net realisable value has been expensed out in the statement of profit and loss.

Notes to the Consolidated Financial Statements

as at March 31, 2025

8.0 Current financial assets

8.1 Investments

(carried at fair value through profit and loss)

(₹ in Lakh)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Units	Amount	No. of Units	Amount
Investment in bonds (unquoted):				
7.74% SBI Series I Perpetual Bond (units of ₹ 10,00,000 each)	40.000	401.71	40.000	401.71
9.50% UBI Series XX Perpetual Bond (units of ₹ 10,00,000 each)	30.000	308.57	30.000	308.57
8.50% SBI Series II Perpetual Bond (units of ₹ 10,00,000 each)	-	-	22.000	229.72
9.55% Canara Bank Perpetual Bond (units of ₹ 10,00,000 each)	-	-	50.000	522.35
8.50% Canara Bank Series III Perpetual Bond (units of ₹ 10,00,000 each)	50.000	510.35	50.000	510.35
9.04% Bank of India Series VI Perpetual Bond (units of ₹ 10,00,000 each)	50.000	509.56	50.000	509.56
8.30% Canara Bank Series II Perpetual Bond (units of ₹ 10,00,000 each)	27.000	274.22	27.000	274.22
Total		2,004.41		2,756.48

Refer note 34.0 and 35.0 for information about fair value measurement, credit risk and market risk of investments.

8.2 Trade receivables

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Trade receivables	17,265.70	13,886.05
Less: Allowance for doubtful trade receivables	(108.22)	(88.36)
Total	17,157.48	13,797.69
Break-up:		
Receivables considered good - secured	826.44	1,049.18
Receivables considered good - unsecured	16,331.04	12,748.51
Receivables which have significant increase in credit risk	-	-
Receivables - credit impaired	-	-
Receivables considered doubtful - unsecured	108.22	88.36
	17,265.70	13,886.05
Less: Allowance for doubtful trade receivables	(108.22)	(88.36)
Total	17,157.48	13,797.69



Notes to the Consolidated Financial Statements

as at March 31, 2025

8.0 Current financial assets (contd.)

Notes:

- 1) Trade receivable represents the amount of consideration, in exchange for goods or services transferred to the customers, that is unconditional. There are no contract assets and contract liabilities.
- 2) No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person. Trade receivables of ₹ 240.94 Lakh (March 31, 2024: ₹ 700.71 Lakh) are due from a private company in which some directors of parent company are interested as director/ member.
- 3) Refer note 34.0 & 35.0 for information about fair value measurement, credit risk and market risk of trade receivables.
- 4) Refer note 38.0 for ageing schedule of trade receivables.

8.3 Cash and cash equivalents

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- On current accounts	1,894.86	929.61
- Deposits with original maturity of less than three months	9,700.00	3,400.00
Cash on hand	13.45	11.71
Total	11,608.31	4,341.32

8.4 Bank balances other than cash and cash equivalents

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Unclaimed dividend (earmarked)	53.67	51.18
Deposits with original maturity of more than three months*	512.31	10,926.90
Total	565.98	10,978.08

*held under lien with banks against letter of credits & financial covenants and with power distribution boards in lieu of security deposits amounting to ₹ 485.57 Lakh (March 31, 2024: ₹ 590.51 Lakh)

Notes to the Consolidated Financial Statements

as at March 31, 2025

8.0 Current financial assets (contd.)

8.5 Loans

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Loans to employees	24.13	2.00
Total	24.13	2.00
Break-up:		
Loans considered good - secured	-	-
Loans considered good - unsecured	24.13	2.00
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total	24.13	2.00
Less: Allowance for doubtful loans	-	-
Total	24.13	2.00

Note: Refer note 35.0 for information about credit risk and market risk of loans.

8.6 Other financial assets

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Interest receivable on fixed deposits and others	377.69	213.74
Security deposits	28.44	28.89
Mark to market of derivative financial instruments	8.42	-
Receivable against statutory dues (related party)	-	1.70
Total	414.55	244.33

9.0 Other current assets

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Advances to suppliers	1,073.08	669.47
Advance to employee (related party)	3.75	-
Advances to employee (other than related party)	43.49	21.41
Prepaid expenses	478.50	357.66
Balances with Government authorities	5,079.98	4,562.71
Insurance claim receivable	194.44	-
Government incentives receivable	9,531.01	4,123.08
Export incentives receivable	211.19	265.53
Pet recycling credits in hand	651.85	321.48
Sub-total	17,267.29	10,321.34
Unsecured, considered doubtful		
Advances to suppliers	68.84	29.84
Less: Allowance for doubtful advances	(68.84)	(29.84)
Sub-total	-	-
Total	17,267.29	10,321.34



Notes to the Consolidated Financial Statements

as at March 31, 2025

10.0 Share capital

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Authorised		
3,40,00,000 (March 31, 2024: 3,40,00,000) equity shares of ₹ 10 each	3,400.00	3,400.00
21,50,000 (March 31, 2024: 21,50,000) preference shares of ₹100 each	2,150.00	2,150.00
Total	5,550.00	5,550.00
Issued, subscribed and fully paid up		
2,54,56,984 (March 31, 2024: 2,53,46,984) equity shares of ₹ 10 each	2,545.70	2,534.70
Total	2,545.70	2,534.70

Notes:

i) Reconciliation of number of shares outstanding at the beginning and at the end of the year:

Particulars	As at	As at
	March 31, 2025	March 31, 2024
	(Nos.)	(Nos.)
Equity shares		
As at the beginning of the year	2,53,46,984	21,829,397
Add: Shares issued during the year (refer note 43.0)	1,10,000	3,517,587
As at the end of the year	2,54,56,984	25,346,984

ii) The rights, preferences and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Group has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the group, after distribution of all preferential amounts, in proportion to their shareholding.

iii) Shares in the Company held by each shareholder holding more than five per cent:

Name of the Shareholders	As at March 31, 2025		As at March 31, 2024	
	Nos.	% holding	Nos.	% holding
Equity shares of ₹ 10/- each fully paid up				
SBI Mutual Fund	23,88,917	9.38	24,21,731	9.55
GPL Finance Limited	23,23,809	9.13	22,13,809	8.73
Shyam Sunder Sharmma	17,91,966	7.04	19,38,927	7.65
DSP Mutual Fund	14,27,129	5.61	17,65,462	6.97

Notes to the Consolidated Financial Statements

as at March 31, 2025

10.0 Share capital (contd.)

iv) Shares held by the promoters at the end of the year:

Name of the Promoters	As at March 31, 2025			As at March 31, 2024		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Shyam Sunder Sharmma	17,91,966	7.04	(7.58)	19,38,927	7.65	-
Rajesh Sharma	10,95,529	4.30	-	10,95,529	4.32	-
Sharad Sharma	8,75,583	3.44	-	8,75,583	3.45	-
Vishnu Dutt Khandelwal	7,20,200	2.83	-	7,20,200	2.84	-
Vimal Sharma	4,91,738	1.93	-	4,91,738	1.94	-
Seema Sharma	3,03,560	1.19	-	3,03,560	1.20	-
Ratna Sharma	2,67,871	1.05	-	2,67,871	1.06	-
Shyam Sunder Sharmma HUF	1,07,000	0.42	-	1,07,000	0.42	-
Sandeep Khandelwal	2,04,501	0.80	-	2,04,501	0.81	-
Yash Sharma	1,32,445	0.52	-	1,32,445	0.52	-
Sharad Sharma HUF	94,731	0.37	-	94,731	0.37	-
Nirmal Khandelwal	46,875	0.18	-	46,875	0.18	-
Vishnu Dutt Khandelwal HUF	41,940	0.16	-	41,940	0.17	-
Rajesh Sharma HUF	23,250	0.09	-	23,250	0.09	-
Harsh Sharma	1,17,498	0.46	-	1,17,498	0.46	-
Hemant Sharma	77,568	0.30	-	77,568	0.31	-
Charu Khandelwal	21,449	0.08	-	21,449	0.08	-
Naveen Sharma	10,002	0.04	-	10,002	0.04	-
Kunjika Kaushal	6,237	0.02	-	6,237	0.02	-
GPL Finance Ltd.	23,23,809	9.13	4.97	22,13,809	8.73	-
Sandeep Yarns Pvt Ltd	4,46,300	1.75	-	4,46,300	1.76	-
Total	92,00,052	36.10		92,37,013	36.44	

- v) The Group has neither issued shares for a consideration other than cash/ bonus shares nor bought back any shares during the period of five years immediately preceding the reporting date.

11.0 Other equity

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Capital redemption reserve	450.00	450.00
Capital reserve	225.28	225.28
Share based payment reserve	205.14	14.86
Securities premium	48,725.53	47,598.03
Application money against convertible share warrants	3,465.37	3,750.00
Treasury Shares	(200.97)	(212.54)
General reserve	275.92	264.13
Retained earnings	59,375.50	50,587.09
Total	1,12,521.77	1,02,676.85



Notes to the Consolidated Financial Statements

as at March 31, 2025

11.0 Other equity (contd.)

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Capital redemption reserve		
Opening balance	450.00	450.00
Adjustment during the year	-	-
Closing balance	450.00	450.00
(b) Capital reserve		
Opening balance	225.28	225.28
Adjustment during the year	-	-
Closing balance	225.28	225.28
(c) Share based payment reserve		
Opening balance	14.86	-
Share based payment expenses (refer note 42.0)	202.07	14.86
Share options exercised during the year	(11.79)	-
Closing balance	205.14	14.86
(d) Securities premium		
Opening balance	47,598.03	13,952.72
Received during the year	1,127.50	34,648.23
Share issue expense incurred	-	(1,002.92)
Closing balance	48,725.53	47,598.03
(e) Application money against convertible share warrants		
Opening balance	3,750.00	-
Issue of convertible share warrants during the year	-	3,750.00
Issue of shares upon conversion of warrants (refer note 43.0)	(284.63)	-
Closing balance	3,465.37	3,750.00
(f) Treasury Shares		
Opening balance	(212.54)	(212.54)
Shares purchased during the year	-	-
Grant exercised/ sold during the year	11.57	-
Closing balance	(200.97)	(212.54)
(g) General reserve		
Opening balance	264.13	264.13
Adjustment for share options exercised during the year	11.79	-
Closing balance	275.92	264.13
(h) Retained earnings		
Opening balance	50,587.09	46,949.20
Adjustment during the year:		
Net profit for the year	10,311.97	4,057.17
Other comprehensive (loss)/ income (net) for the year	(384.72)	16.53
Dividend paid	(759.23)	(435.81)
Interim Dividend paid	(379.61)	-
Closing balance	59,375.50	50,587.09
Total (a to h)	1,12,521.77	1,02,676.85

Notes to the Consolidated Financial Statements

as at March 31, 2025

11.0 Other equity (contd.)

Nature and purpose of reserves

Capital redemption reserve

Capital redemption reserve was created for redemption of preference share capital and it is a non-distributable reserve.

Capital reserve

Capital reserve represent capital subsidy received and amount received on forfeiture of shares of the parent company. Capital reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Share based payment reserve

Share based payment reserve represents the fair value of the stock options granted by the parent company under the Employees Stock Option Plan accumulated over the vesting period. 2,131 options has been exercised during the year. The remaining reserve will be utilised on exercise of the remaining options already granted by the parent company.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Application money against convertible share warrants

Parent company had allotted 14,49,000 convertible share warrants during the financial year 2023-24 to a promoter group company upon receipt of upfront payment being 25% of total consideration receivable. During the year, parent company has allotted 1,10,000 equity shares upon conversion of 1,10,000 share warrants and remaining application money represents 25% upfront payment for remaining share warrants.

Treasury shares

Treasury shares represents cost incurred by the parent company to purchase its own equity shares from secondary market through the Group's ESOP Trust for issuing the shares to the eligible employees on exercise of stock options granted under the Employees' Stock Option Scheme, 2021.

General reserve

General reserve is used to transfer profits from retained earnings for general purposes. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.



Notes to the Consolidated Financial Statements

as at March 31, 2025

12.0 Borrowings

(₹ in Lakh)

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Non-current borrowings				
Term loans (secured):				
- from banks	36,753.93	36,887.50	2,519.97	1,740.31
- from State Government (refer footnote (iv) below)	83.17	243.97	182.70	26.76
Total	36,837.10	37,131.47	2,702.67	1,767.07
Current borrowings				
Working capital loans from banks				
- Rupee loans (secured)			15,632.52	951.99
Current maturities of long-term borrowings			2,702.67	1,767.07
Loans repayable on demand (unsecured):				
- from directors			367.00	-
- from related parties & others			75.80	28.50
Total			18,777.99	2,747.56

Notes:

- i) Refer note 12.1 for the details of effective interest rate, repayment terms and security details for the borrowings.
- ii) The carrying amount of financial and non financial assets as security for secured borrowings is disclosed in note 27.0.
- iii) Refer note 35.0 for liquidity risk.
- iv) Loans discounted to their present value using the average interest rate on borrowings and the differential loan amount has been disclosed as government grant.

v) Net debt reconciliation:

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Current and non-current borrowings (including current maturities)	55,615.09	39,879.03
Less: Cash and cash equivalents	(11,608.31)	(4,341.32)
Interest payable	304.00	86.97
Net debt	44,310.78	35,624.68

Notes to the Consolidated Financial Statements

as at March 31, 2025

12.0 Borrowings (contd.)

(₹ in Lakh)				
Particulars	Current and non-current borrowings (including current maturities)	Cash and cash equivalents	Interest payable	Total
Net debt as at April 1, 2023	50,546.35	(426.72)	184.09	50,303.72
Cash flows	(10,708.82)	(3,914.60)	-	(14,623.42)
Other non-cash movements:				
- fair value adjustments	23.57	-	(23.57)	-
Interest expense (including borrowing cost capitalized)	17.93	-	5,187.67	5,205.60
Interest paid	-	-	(5,261.22)	(5,261.22)
Net debt as at March 31, 2024	39,879.03	(4,341.32)	86.97	35,624.68
Cash flows	15,703.21	(7,266.99)	-	8,436.22
Other non-cash movements:				
- fair value adjustments	24.56	-	(24.56)	(0.00)
Interest expense (including borrowing cost capitalized)	8.29	-	4,309.39	4,317.68
Interest paid	-	-	(4,067.80)	(4,067.80)
Net debt as at March 31, 2025	55,615.09	(11,608.31)	304.00	44,310.78

12.1 a) Nature of security and terms of repayment for non-current borrowings (including their current maturities):

	Nature of security	Terms of repayment
1	Term loan from bank, balance outstanding amounting to ₹ Nil (March 31, 2024: ₹ 0.56 Lakh), was secured by way of first charge, on pari passu basis, on entire property, plant and equipment (present and future), including equitable mortgage of entire properties of the Company. The loan was further secured by way of extension of pari passu second charge on current assets of the Company, fixed deposit receipt of ₹ Nil (March 31, 2024: ₹ 211.00 Lakh) and personal guarantees of some of the executive directors of the Company and others.	Fully repaid during the year
2	Term loan from bank, balance outstanding amounting to ₹ Nil (March 31, 2024: ₹ 0.20 Lakh), was secured by way of first charge, on pari passu basis, on entire property, plant and equipment (present and future), including equitable mortgage of entire properties of the Company. The loan was further secured by way of extension of pari passu second charge on current assets of the Company, fixed deposit receipt of ₹ Nil (March 31, 2024: ₹ 211 Lakh) and personal guarantees of some of the executive directors of the Company and others.	Fully repaid during the year
3	Loan from U.P. Government, balance outstanding amounting to ₹ 111.72 Lakh (March 31, 2024: ₹ 111.72 Lakh), is secured by way of bank guarantee of equivalent amount.	Repayable in March, 2029. The loan is interest free.



Notes to the Consolidated Financial Statements

as at March 31, 2025

12.0 Borrowings (contd.)

	Nature of security	Terms of repayment
4	Loan from U.P. Government, balance outstanding amounting to ₹ Nil (March 31, 2024: ₹ 29.42 Lakh), was secured by way of bank guarantee of equivalent amount.	Fully repaid during the year
5	Loan from U.P. Government, balance outstanding amounting to ₹ 194.90 Lakh (March 31, 2024: ₹ 194.90 Lakh), is secured by way of bank guarantee of equivalent amount.	Repayable in December 2025. The loan is interest free.
6	Term loans from Banks, balance outstanding amounting to ₹ 34,624.99 Lakh (March 31, 2024: ₹ 33,914.79 Lakh), are secured by way of first charge, on pari passu basis, on entire tangible and intangible assets (present and future), including equitable mortgage of immovable properties, of the Group's Warangal projects. The loans are further secured by way of corporate guarantee of holding company and personal guarantees of two directors of the Group.	Term loans are repayable in quarterly installments starting from December, 2022 and last installment falling due in June, 2033. Rate of interest ranging from 7.80 - 8.80% p.a. (March 31, 2024: 7.80 - 9.85% p.a.)
7	Term loan from a Bank, balance outstanding amounting to ₹ 2,422.36 Lakh (March 31, 2024: ₹ 2,234.47 Lakh), is secured by way of exclusive charge on machineries financed of Group's one of the subsidiary at Warangal. The loan is further secured by way of letter of comfort of parent company and personal guarantees of two directors of the Group.	Term loans are repayable in quarterly installments starting from June, 2024 and last installment falling due in June, 2029. Rate of interest is 7.27-8.23% p. a. (March 31, 2024: 8.85% p.a.).
8	Term loan from Bank, balance outstanding amounting to ₹ 2,226.55 Lakh (March 31, 2024: ₹ 2,477.79 Lakh), are secured by way of first charge on entire tangible and intangible assets (present and future), including equitable mortgage of immovable property, of the Group's Nepal subsidiary. The loan is further secured by way of corporate guarantee of holding company.	Term loans are repayable in 24 quarterly installments starting from October, 2022 and last installment falling due in July, 2028. Rate of interest 10.33 - 12.11% p. a. (March 31, 2024: 12.11% p.a.)

b) Nature of security and terms of repayment for current borrowings:

	Nature of security	Terms of repayment
1	Working capital loans from banks, balance outstanding amounting to ₹ 10,017.47 Lakh (March 31, 2024: Nil) are secured by hypothecation of current assets of the parent company (both present and future), ranking pari passu inter-se.	Repayable on demand. Rate of interest is ranging from 8.00% to 9.55% p.a. (March 31, 2024: Rate of interest ranging from 7.80% to 9.45% p.a.)
2	Working capital loans from banks, balance outstanding amounting to ₹ 5,615.05 Lakh (March 31, 2024: ₹ 951.99 Lakh) are secured by hypothecation of current assets of the Group's subsidiaries (both present and future), ranking pari passu inter-se. These loans are further secured by way of extension of pari-passu second charge on property, plant and equipment of the Group's subsidiaries and personal guarantees of some of the executive directors of the Group and others.	Repayable on demand. Rate of interest is ranging from 8.00% to 9.55% p.a. (March 31, 2024: Rate of interest ranging from 7.40% to 9.85% p.a.)

Notes to the Consolidated Financial Statements

as at March 31, 2025

12.0 Borrowings (contd.)

	Nature of security	Terms of repayment
3	Unsecured loans from directors and other related parties amounting to ₹ 442.80 Lakh (March 31, 2024: ₹ 28.50 Lakh).	Repayable on demand. Rate of interest 7.5 - 8.0% p.a. over the tenure of the loans (March 31, 2024: 7.50% p.a.).

12.2 The Group has not defaulted on any loans payable during the year and has satisfied all debt covenants prescribed in terms of the loans.

13.0 Government grants

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
At the beginning of the year	2,414.26	1,757.30
Received during the year*	3,092.73	780.68
Released to the statement of profit and loss	(313.38)	(123.72)
At the end of the year	5,193.61	2,414.26
13.1 Current	332.96	145.75
13.2 Non-current	4,860.65	2,268.51

* Government grants include benefits availed under EPCG scheme and there are unfulfilled export commitments of ₹ 36,688.86 Lakh (March 31, 2024: ₹ 39,840.38 Lakh) as at the balance sheet date related to benefits received under the EPCG Scheme.

14.1 Trade payables

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	112.99	24.82
- Total outstanding dues of creditors other than micro enterprises and small enterprises	7,956.27	7,434.23
Total	8,069.26	7,459.05

Note:

- Refer note 35.0 for information about liquidity risk and market risk of trade payables.
- Refer note 39.0 for ageing schedule of trade payables.



Notes to the Consolidated Financial Statements

as at March 31, 2025

14.1 Trade payables (contd.)

c). Dues to micro and small enterprises*:

The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows:

		(₹ in Lakh)	
Particulars		As at March 31, 2025	As at March 31, 2024
a)	The principal amount remaining unpaid to any supplier at the end of the year	112.99	24.82
b)	Interest due remaining unpaid to any supplier at the end of the year	-	-
c)	The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

*Disclosure of payable to vendors as defined under the MSMED Act, 2006 is based on the information available with the Group regarding the status of registration of such vendors under the said Act, as per the intimation received from them on request made by the Group.

14.2 Other current financial liabilities

		(₹ in Lakh)	
Particulars		As at March 31, 2025	As at March 31, 2024
Creditors for capital expenditure		732.09	542.90
Interest accrued		304.00	86.97
Unclaimed dividends*		53.67	51.18
Mark to market of derivative financial instruments		-	4.42
Other payables		4,051.30	3,497.31
	Total	5,141.06	4,182.78

* During the year, the Group has transferred ₹ 9.66 Lakh (March 31, 2024: ₹ 10.10 Lakh) to Investor Education and Protection Fund towards unclaimed dividend and there are no overdue amounts as at the balance sheet date.

Notes to the Consolidated Financial Statements

as at March 31, 2025

15.0 Other current liabilities

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Advance from customers	405.14	286.30
Statutory dues payables	345.50	218.93
Total	750.64	505.23

16.0 Provisions

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Employee benefits		
16.1 Non-current		
Leave obligations	135.59	104.00
Gratuity (refer note 29.1)	777.29	596.50
Total	912.88	700.50
16.2 Current		
Leave obligations	85.30	89.69
Gratuity (refer note 29.1)	307.89	350.83
Other provisions	103.79	81.73
Total	496.98	522.25

17.0 Current tax liabilities (net)

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Income-tax	42.18	18.74
Total	42.18	18.74

18.0 Deferred tax liabilities (net)

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Deferred tax assets	(2,544.58)	(1,879.94)
Deferred tax liabilities	4,675.52	3,377.45
Deferred tax liabilities (net)	Total	Total
	2,130.94	1,497.51



Notes to the Consolidated Financial Statements

as at March 31, 2025

18.0 Deferred tax liabilities (net) (contd.)

18.1 Movement of deferred tax liabilities (net)

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Deferred tax liabilities (net)		
As at the beginning of the year	1,497.51	1,757.77
Charge/ (credit) to statement of profit and loss*	633.43	(260.26)
Total	2,130.94	1,497.51

*Deferred tax credit on remeasurement of defined benefit obligation ₹ 1.15 lakh (March 31, 2024: charge of ₹ 4.36 Lakh) and financial instrument (Equity) of ₹ 68.40 Lakh has been adjusted to other comprehensive income (March 31, 2024: Nil).

18.2 Components of deferred tax (assets)/liabilities

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Deferred tax liability		
Property, plant and equipment	4,623.79	3,141.34
Others	51.73	236.11
Sub-total	4,675.52	3,377.45
Deferred tax asset		
Expenses allowed in the year of payment	(355.10)	(317.34)
Unabsorbed losses	(1,292.58)	(1,140.93)
Provision for doubtful trade receivables and advances	(30.97)	(28.87)
Others	(865.93)	(392.80)
Sub-total	(2,544.58)	(1,879.94)
Deferred tax liabilities (net)	Total	Total
	2,130.94	1,497.51

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

19.0 Revenue from operations

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products		
Finished goods (including process waste)	1,40,905.52	1,06,773.34
Stock-in-trade	1,234.53	1,350.43
Sub-total	1,42,140.05	1,08,123.77
Other operating revenues		
Sale of waste and scrap	401.98	383.10
Job work receipts	20.18	11.96
Insurance claims received	68.06	58.75
Export incentives	455.00	353.16
Allowance for doubtful trade receivables written back (net)	4.58	6.93
Income from pet recycling credits	1,205.79	1,155.52
Government incentives	2,111.38	1,892.64
Technical services receipt	89.05	35.00
Liabilities no longer required written back	30.25	42.71
Others	27.70	229.16
Sub-total	4,413.97	4,168.93
Total	1,46,554.02	1,12,292.70

The Group offers, performance based discounts and other discounts as per the prevailing trade practices at the time of sale. A sale invoice is the de facto contract agreement with the Customers. Any credit notes for discounts issued thereafter are reduced from gross sales and net sales is shown in the statement of profit and loss. Details of the revenue from contracts with customers as it appears in the invoices raised on them and credit notes issued thereafter are as under:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Revenue from contracts with Customers	1,42,233.86	1,08,200.14
Less:		
b. Performance and price discounts	(48.53)	(28.08)
c. Other discounts	(45.28)	(48.29)
Revenue from sale of products	Total	
	1,42,140.05	1,08,123.77



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

20.0 Other income

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income	1,406.65	1,191.85
Government grants	313.38	123.72
Gain on foreign currency fluctuations and translations (net)	33.69	7.68
Profit on sale of investments	-	92.85
Profit on sale/ discard of property, plant and equipment (net)	12.50	19.78
Lease Rental Charges from investment property	20.00	20.00
Miscellaneous income	7.65	7.12
Total	1,793.87	1,463.00

21.0 Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the end of the year*		
Finished goods	17,370.69	16,615.70
Stock-in-trade	297.47	752.35
Work-in-progress	1,515.85	1,258.76
Sub-total	19,184.01	18,626.81
Inventories at the beginning of the year*		
Finished goods	16,615.70	10,505.67
Stock-in-trade	752.35	1,218.93
Work-in-progress	1,258.76	973.16
Sub-total	18,626.81	12,697.76
Inventories of trial run production		
Finished goods	920.58	3,170.39
Work-in-progress	18.79	37.06
Sub-total	939.37	3,207.45
Total	382.17	(2,721.60)

*including goods-in-transit.

22.0 Employee benefits expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	7,943.52	6,849.95
Contribution to provident and other funds (refer note 29.2)	313.03	340.36
Gratuity expense (refer note 29.1)	182.73	162.79
Staff welfare expenses	179.92	134.98
Share based payment expenses (refer note 42.0)	202.07	14.86
Total	8,821.27	7,502.94

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

23.0 Other expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Manufacturing expenses:		
Consumption of stores and spares	3,587.78	3,008.85
Power and fuel	12,314.03	11,237.98
Repairs and maintenance:		
- Plant and machinery	770.30	602.66
- Buildings	169.82	141.20
Sub-total	16,841.93	14,990.69
Administrative expenses		
Rent (refer note 31.0)	160.91	149.24
Rates and taxes	89.61	77.41
Insurance	375.72	364.79
Repairs and maintenance - others	163.99	138.03
CSR expenditure	172.24	155.05
Travelling and conveyance	316.34	316.27
Communication costs	61.62	56.02
Printing and stationery	66.32	61.48
Legal and professional fee	262.02	164.02
Cost auditors' remuneration	1.90	1.20
Directors' sitting fee	3.53	2.45
Payment to auditors (refer break-up provided below)	40.53	37.15
Allowances for doubtful trade receivables and advances	63.44	3.81
Loss on sale of investments	32.07	-
Miscellaneous expenses	199.01	221.88
Vehicle running and maintenance	144.80	115.76
Commission to non-executive directors	64.17	60.25
Security service charges	301.27	255.67
Loss on foreign currency fluctuations and translations (net)	-	0.68
Sub-total	2,519.49	2,181.16
Selling expenses		
Freight and forwarding charges	5,250.06	4,129.11
Other selling and distribution expenses	760.06	608.12
Sub-total	6,010.12	4,737.23
Total	25,371.54	21,909.08
Break up of payment to auditors:		
As auditor:		
- Audit fee	28.42	26.56
- Tax audit fee	4.00	3.75
- Limited review fee	6.90	6.25
In other capacity		
- Other services (certification fee)*	1.09	0.39
- Reimbursement of expenses	0.12	0.20
Total	40.53	37.15

*Certification fee of ₹ Nil (March 31, 2024: ₹ 18.05 Lakh) paid to Auditors of parent company in respect of raising equity capital through QIP has been adjusted against security premium.



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

24.0 Depreciation and amortization expense

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on property, plant and equipment	5,480.94	4,833.76
Amortization of intangible assets	14.34	32.82
Amortization of ROU assets	1.61	1.62
Total	5,496.89	4,868.20

25.0 Finance costs

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest	3,661.90	4,386.13
Other borrowing costs (including bank charges)	146.64	103.91
Total	3,808.54	4,490.04

26.0 Tax expense

26.1 The major components of income-tax expense are as under:

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A) Profit and loss section		
Current tax		
In respect of current year	2,502.96	2,091.06
In respect of earlier years	24.67	7.27
Sub-total	2,527.63	2,098.33
Deferred tax		
Relating to origination and reversal of temporary differences	701.90	(264.61)
Sub-total	701.90	(264.61)
Income tax expense reported in the statement of profit and loss	Total	1,833.72
B) Other comprehensive income ('OCI') section		
Deferred tax related to items recognized in OCI during the year:		
Re-measurement loss/(gain) on defined benefit obligations	1.15	(4.36)
Re-measurement loss on financial instrument (Equity)	67.31	-
Income-tax credit/ (charged) to OCI	Total	(4.36)

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

26.0 Tax expense (contd.)

26.2 Reconciliation of tax expense and the accounting profit multiplied by applying the statutory income-tax rate to the profit before tax is as under:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Accounting profit before income-tax	13,088.32	5,911.78
Tax rate using the holding company's tax rate	25.168%	25.168%
Current tax expense on profit before tax at the enacted income-tax rate	3,294.07	1,487.88
Adjustments in respect of current income-tax of earlier years	24.67	7.27
Permanent disallowances	145.00	43.11
Difference due to different rate of tax	(363.65)	(36.07)
Impact of tax due to loss in components	(31.29)	600.30
Impact on tax for elimination adjustments in components	(8.84)	22.20
Set off of unabsorbed losses and depreciation	81.34	(285.70)
Remeasurement of net deferred tax assets	28.68	-
Others	59.55	(5.26)
Total income-tax expense	3,229.53	1,833.72
Effective tax rate consequent to reconciliation items shown above	24.675%	31.018%

27.0 Assets pledged as security

The carrying amount of assets pledged as security for current and non-current borrowings are:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
First charge		
Non-current assets		
Property, plant and equipment	68,871.23	76,919.63
Capital work-in-progress	3,836.71	7,108.11
Right of use assets	-	118.52
Intangible assets	4.39	5.90
Non-current financial assets	424.90	614.84
Other non-current assets	6,420.54	3,476.52
Total non-current assets pledged as security	79,557.77	88,243.52
Second charge		
Current assets		
Financial assets		
Investments	-	2,756.48
Trade receivables	17,157.48	13,797.69
Cash and cash equivalents	11,608.31	4,341.32
Bank balances	512.31	10,926.90
Others	438.68	246.33
Non financial assets		
Inventories	35,541.24	30,135.22
Others	17,267.29	10,321.34
Total current assets pledged as security	82,525.31	72,525.28
Total assets pledged as security	1,62,083.08	1,60,768.80



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

28.0 Earnings per share

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Earning per share has been computed as under:		
Profit for the year (₹ in Lakh)	10,311.97	4,057.17
Weighted average number of equity shares outstanding (Numbers)	2,53,10,222	2,23,57,246
Potential diluted shares	5,42,167	-
Earnings per share (₹) - Basic (face value of ₹ 10 per share)	40.74	18.15
Earnings per share (₹) - Diluted (face value of ₹ 10 per share)	39.89	18.15

29.0 Gratuity and other post-employment benefit plans

29.1 Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the numbers of years of services. The gratuity plan is an unfunded plan.

Movement in the present value of the defined benefit obligation for gratuity are as follows:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening defined benefit obligation	947.33	869.07
Current service cost	115.51	100.19
Interest expense	67.22	62.60
Benefits paid	(47.83)	(63.65)
Actuarial losses/ (gains) arising from changes in demographic assumptions	16.08	(13.55)
Actuarial losses arising from changes in financial assumptions	17.71	2.37
Actuarial gains arising from experience adjustments	(30.84)	(9.70)
Closing defined benefit obligation	1,085.18	947.33

Net liability recognized in balance sheet:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation	1,085.18	947.33
Fair value of plan assets	-	-
Funded status (deficit)	(1,085.18)	(947.33)
Net liability recognized in balance sheet	1,085.18	947.33
Break-up of defined benefit obligation		
Current liability	307.89	350.83
Non-current liability	777.29	596.50
Total	1,085.18	947.33

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

29.0 Gratuity and other post-employment benefit plans (contd.)

Net defined benefit expense recognized as employee benefit expenses in the statement of profit and loss:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	115.51	100.19
Net interest cost	67.22	62.60
Total	182.73	162.79

Remeasurement loss / (gain) recognized in other comprehensive income:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial losses/ (gains) arising from changes in demographic assumptions	16.08	(13.55)
Actuarial losses arising from changes in financial assumptions	17.71	2.37
Actuarial gains arising from experience adjustments	(30.84)	(9.70)
Total	2.95	(20.88)

The principal assumptions used in determining gratuity as shown below:

Particulars	As at March 31, 2025	As at March 31, 2024
	Discount rate	6.4% to 6.5%
Salary escalation rate	7.00%	7.00%
Withdrawal rate (upto 58 years)	30.00%	25% to 40%
Withdrawal rate (above 58 years)	10.00%	10.00%
Mortality	Published rates under the Indian Assured Lives Mortality (2012-14) Ultimate table	Published rates under the Indian Assured Lives Mortality (2012-14) Ultimate table

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the key assumptions is as under:

Particulars	Year	Change in assumption	(₹ in Lakh)	
			Change due to increase in assumption	Change due to decrease in assumption
Discount rate	March 31, 2025	1.00%	(29.34)	31.12
	March 31, 2024	1.00%	(20.15)	21.20
Salary escalation rate	March 31, 2025	1.00%	28.70	(27.61)
	March 31, 2024	1.00%	19.83	(18.11)
Mortality rate	March 31, 2025	1.00%	Negligible	Negligible
	March 31, 2024	1.00%		



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for the year ended on March 31, 2025

29.0 Gratuity and other post-employment benefit plans (contd.)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period. There is no change in the method of valuation for the prior periods.

Maturity profile of demand of defined benefit obligation is as under:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Within 1 year	304.22	349.47
1 - 2 Year	210.82	209.41
2 - 3 Year	163.77	132.81
3 - 4 Year	122.74	89.94
4 - 5 Year	89.23	61.98
Above 5 years	194.40	103.72
Total	1,085.18	947.33

Fair value and changes in fair value of plan assets during the year ended March 31, 2025:

- Gratuity obligations are not funded.
- As per the policy of the Group, no gratuity is payable to the executive directors of the Group.
- The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

29.2 Defined contribution plans

The Group also has certain defined contribution plans, such as provident fund, family pension fund and employee's state insurance for benefit of employees. Contributions are made to funds administered by the Government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognized to statement of profit and loss during the year towards contribution to defined contribution plans is ₹ 313.03 Lakh (March 31, 2024: ₹ 340.36 Lakh).

29.3 Leave obligation

The Group provides for leave obligations based on actuarial valuation carried at the year end using the projected unit credit method.

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for the year ended on March 31, 2025

30.0 Commitments and contingencies (to the extent not provided for)

30.1 Commitments

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
a) Estimated amount of contracts remaining to be executed on capital account (net of advances)	22,203.16	1,838.73
b) Undertakings given by the Group to fulfil quantified exports in respect of capital goods imported under the Export Promotion Capital Goods Scheme of the Government of India	36,688.86	39,840.38
c) Corporate guarantee provided to lenders of the lessee in respect of investment property (Land), which is restricted to the value of the land (refer note 33.3).	947.36	947.36
Total	59,839.38	42,626.47

30.2 Contingent liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Matters with tax authorities		
- Income-tax matters	-	35.92
- GST matters	501.72	627.57
- VAT matters	-	1.25
Demand as environmental compensation has been raised by Uttarakhand Pollution Control Board ('UPCB') on Group's Rudrapur Unit in pursuance of a general order of Hon'ble National Green Tribunal ('NGT') dated November 14, 2019 ('Order'). On appeal, Hon'ble Supreme Court vide its order dated February 25, 2022 remanded back the matter to NGT with certain directions. NGT has given directions and basis for levying the penalties, vide its order dated August 29, 2022, to concerned pollution control boards. Group have neither received any revocation order nor received any fresh demand from Uttarakhand Pollution Control Board after the aforesaid Order of NGT.	100.00	100.00
Bills discounted under letters of credit and outstanding	141.27	319.30
Claims against the Group not acknowledged as debt (interest thereon not ascertainable at present)	41.44	57.54
As at March 31, 2025, the Group has a contingent liability towards customs duty and goods and services tax for capital goods imported under the manufacturing and other operation in Warehouse Regulation (MOOWR) scheme 2019 against which the Group has executed and utilised bond amounting to ₹ 3,300 Lakh. The Group's liability towards such duty shall be contingent upon conditions (rate of custom duty/ decision of company to export, etc.) at the time of filing ex-bond bill of entry at the time of disposal. In case, the Group decides to export such capital goods, the associated costs shall not be significant.	1,092.34	-
Total	1,876.77	1,141.58



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

31.0 Leases – short term leases

The Group has certain operating leases primarily consisting of leases for office premises, guest houses and warehouses having different lease terms. Such leases are generally with the option of renewal against increased rent and premature termination clause. Rental expense recorded for short-term leases and low value asset leases is ₹ 160.91 Lakh for the year ended March 31, 2025 (March 31, 2024: ₹ 150.64 Lakh).

The Group has taken certain land on long term lease for factory purposes (disclosed under “Right of use assets”). Since entire lease payments have been prepaid, the Group does not have any future lease liability towards the same.

For details pertaining to the carrying value of right of use asset and amortization charged thereon during the year, refer note 3.3 of the financial statements.

The Group does not have any lease liability and thus there are no liquidity risks.

32.0 Segment information

32.1 Primary segment (by business segment):

Ind AS 108 establishes standards for the way that the Group report information about operating segments and related disclosures about products and services, geographic areas and major customers. The Group’s operations comprises of only one segment i.e. sale of polyester staple fibre, polyester yarn and other polyester intermediates, which are mainly having similar risks and returns. Based on the “management approach” as defined in Ind AS 108, the management also reviews and measure the operating results taking the whole business as one segment. In view of the same, separate primary segment information is not required to be given as per the requirements of Ind AS 108 on “Operating Segments”.

32.2 Secondary segment (by geographical demarcation):

Considering the nature of the business in which the Group operates, the Group deals with various customers in multiple geographies. The details of segment revenue based on geographical demarcation is as under:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from sale of products		
– India	1,27,794.09	98,199.74
– Outside India	14,345.96	9,924.03
Total	1,42,140.05	1,08,123.77

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

33.0 Related party disclosures

Name of related parties and nature of relationship:

33.1 Associates	
Ganesha Recycling Chain Private Limited	49% ownership, incorporated in India (w.e.f. September 10, 2024)

33.2 A. Key management personnel	
Shri Shyam Sunder Sharmma	Non-Executive Chairman
Shri Vishnu Dutt Khandelwal	Executive Vice Chairman
Shri Sharad Sharma	Managing Director
Shri Rajesh Sharma	Joint Managing Director
Shri Surendra Kumar Kabra	Independent Director (ceased to be a director due to his death on June 01, 2023)
Shri Pradeep Kumar Goenka	Independent Director (till September 04, 2024)
Shri Abhilash Lal	Independent Director (till September 04, 2024)
Smt. Shobha Chaturvedi	Independent Director
Shri Narayanan Subramaniam	Independent Director (w.e.f. August 24, 2023)
Shri Akshay Gupta	Independent Director (w.e.f. September 5, 2024)
Shri Jagat Jit Singh	Independent Director (w.e.f. September 5, 2024)
Shri Gopal Agarwal	Chief Financial Officer
Shri Bharat Kumar Sajnani	Company Secretary & Compliance Officer

B. Relatives of key management personnel	
Shri Sandeep Khandelwal	Son of Shri Vishnu Dutt Khandelwal
Shri Yash Sharma	Son of Shri Sharad Sharma
Shri Hemant Sharma	Son of Shri Sharad Sharma
Shri Naveen Sharma	Son of Shri Sharad Sharma
Shri Harsh Sharma	Son of Shri Rajesh Sharma

C. Entities controlled by key management personnel or their relatives	
Sandeep Yarns Private Limited	
GPL Finance Limited	
GESL Spinners Private Limited	
Ganesha Ecoverse Limited	

D. Entities over which key management personnel are able to exercise significant influence	
Ganesh Memorial Trust	



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

33.0 Related party disclosures (contd.)

33.3 Summary of transactions during the year

(₹ in Lakh)

Particulars	Year ended	Associates	Key management personnel	Relatives of key management personnel	Entities controlled by key management personnel or their relatives	Entities over which key management personnel are able to exercise significant influence
Investment in share capital	March 31, 2025	294.00	-	-	-	-
	March 31, 2024	-	-	-	-	-
Managerial remuneration	March 31, 2025	-	124.12	-	-	-
	March 31, 2024	-	109.12	-	-	-
Commission and sitting fee	March 31, 2025	-	67.69	-	-	-
	March 31, 2024	-	62.70	-	-	-
Salary and allowances	March 31, 2025	-	114.65	51.96	-	-
	March 31, 2024	-	79.51	58.86	-	-
Advances given	March 31, 2025	-	9.00	-	-	-
	March 31, 2024	-	-	-	-	-
Advances received back	March 31, 2025	-	5.25	-	-	-
	March 31, 2024	-	-	-	-	-
Interest paid	March 31, 2025	-	34.14	-	0.46	-
	March 31, 2024	-	8.76	-	2.22	-
Interest income	March 31, 2025	-	-	-	-	-
	March 31, 2024	-	-	-	123.81	-
Sale of products and management services	March 31, 2025	-	-	-	3,766.75	-
	March 31, 2024	-	-	-	1,266.90	-
Purchase of goods	March 31, 2025	-	-	-	575.35	-
	March 31, 2024	-	-	-	495.13	-
Lease rent received on investment property	March 31, 2025	-	-	-	20.00	-
	March 31, 2024	-	-	-	20.00	-
Corporate guarantee given to banks*	March 31, 2025	-	-	-	-	-
	March 31, 2024	-	-	-	947.36	-
IGST on notional fees on corporate guarantee	March 31, 2025	-	-	-	0.04	-
	March 31, 2024	-	-	-	1.70	-
Contribution to trust for CSR expenditure	March 31, 2025	-	-	-	-	62.20
	March 31, 2024	-	-	-	-	69.88
Unsecured loan accepted	March 31, 2025	-	2,925.00	-	10.80	-
	March 31, 2024	-	206.00	-	7.50	-
Unsecured loan repaid	March 31, 2025	-	2,558.00	-	28.50	-
	March 31, 2024	-	391.50	-	9.00	-
Subscription money received towards equity share capital/ equity share warrants	March 31, 2025	-	-	-	853.88	-
	March 31, 2024	-	-	-	3,750.00	-

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

33.0 Related party disclosures (contd.)

(₹ in Lakh)

Particulars	Year ended	Associates	Key management personnel	Relatives of key management personnel	Entities controlled by key management personnel or their relatives	Entities over which key management personnel are able to exercise significant influence
Amount outstanding at balance sheet date						
Unsecured loan payable	March 31, 2025	-	367.00	-	10.80	-
	March 31, 2024	-	-	-	28.50	-
Amounts payable	March 31, 2025	-	31.62	5.11	0.19	-
	March 31, 2024	-	88.85	3.32	21.04	-
Amounts receivable	March 31, 2025	-	3.75	-	240.94	-
	March 31, 2024	-	-	-	700.71	-
Outstanding corporate guarantees to banks*	March 31, 2025	-	-	-	947.36	-
	March 31, 2024	-	-	-	947.36	-

* A corporate guarantee has been given by Ganesha Ecotech Pvt. Ltd. (group company) to lender banks of GESL Spinners Pvt. Ltd. in respect to the Land given on lease to it. The guarantee amount is restricted to the value of land.

33.4 No amount has been written off or written back during the year in respect of debts due from or to related parties.

34.0 Financial instruments

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values

- The fair values of derivatives such as forward/ derivative contracts are on mark to market basis as per bank.
- The Group has adopted effective interest rate for calculating interest expense. Processing fees and transaction costs relating to each loan has been considered for calculating effective interest rate. The fair values of non-current borrowings are classified as level 3 in the fair value hierarchy due to the use of unobservable inputs including own credit risk.
- Loans, investments (other than quoted investments) and other non-current financial assets are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken into account for expected losses of these receivables. The fair value of loans, investments and other non-current financial assets has been considered as equal to their carrying amount. These fair values are classified as level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
- The fair value of investments, which are quoted in market, are on mark to market basis.
- Fair values of cash and cash equivalents, trade receivables, bank balances, current investments, current loans, other current financial assets, trade payables, current borrowings and other financial liabilities are considered to be the same as their carrying amount due to short-term maturities of these instruments.



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

34.0 Financial instruments (contd.)

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Financial assets

(₹ in Lakh)

Particulars	Note reference as mentioned above	Fair value hierarchy	As at March 31, 2025		As at March 31, 2024	
			Carrying amount	Fair value	Carrying amount	Fair value
1. Financial assets designated at fair value through profit and loss (FVTPL)						
Current investments	E	Level 2	2,004.41	2,004.41	2,756.48	2,756.48
2. Financial assets designated at fair value through other comprehensive income (FVTOCI)						
Other investments (unquoted)	C	Level 3	592.62	592.62	592.62	592.62
Other investments (quoted)	D	Level 1	1,151.38	1,151.38	-	-
3. Financial assets designated at amortized cost						
a) Trade receivables	E	Level 3	17,157.48	17,157.48	13,797.69	13,797.69
b) Cash and cash equivalents	E	Level 3	11,608.31	11,608.31	4,341.32	4,341.32
c) Other bank balances (other than (b) above)	E	Level 3	565.98	565.98	10,978.08	10,978.08
d) Loans	C, E	Level 3	1,704.08	1,704.08	3.44	3.44
e) Investment in associate	C	Level 3	289.50	289.50	-	-
f) Other financial assets	C, D, E	Level 3	1,246.30	1,246.30	857.73	857.73
		Total	36,320.06	36,320.06	33,327.36	33,327.36

Financial liabilities

(₹ in Lakh)

Particulars	Note reference as mentioned above	Fair value hierarchy	As at March 31, 2025		As at March 31, 2024	
			Carrying amount	Fair value	Carrying amount	Fair value
1. Financial liabilities designated at fair value through profit and loss						
Mark to market of derivative financial instruments	A	Level 2	-	-	4.42	4.42

Notes to the Consolidated Financial Statements

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34.0 Financial instruments (contd.)

(₹ in Lakh)

Particulars	Note reference as mentioned above	Fair value hierarchy	As at March 31, 2025		As at March 31, 2024	
			Carrying amount	Fair value	Carrying amount	Fair value
2. Financial liabilities designated at fair value through other comprehensive income			-	-	-	-
3. Financial liabilities designated at amortized cost						
a) Borrowings	B, E	Level 3	55,615.09	55,615.09	39,879.03	39,879.03
b) Trade payables	E	Level 3	8,069.26	8,069.26	7,459.05	7,459.05
c) Other financial liabilities	E	Level 3	5,141.06	5,141.06	4,178.36	4,178.36
		Total	68,825.41	68,825.41	51,520.86	51,520.86

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.

35.0 Financial risk management

The Group realizes that risks are inherent and integral aspect of any business. The primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's senior management oversees the management of these risks.

The Group has exposure to the following risks (arising from financial instruments):

- Credit risk
- Liquidity risk
- Market risk

A. Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. The Group is exposed to credit risk mainly from trade receivables, loans given and other financial assets.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition.

Trade receivables are typically unsecured and derived from revenue earned from customers located in India and abroad. Credit risk is managed by the Group through customer assessment, credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group measures the expected credit loss of trade receivables based on historical trend, industry practice and the business environment in which the entity operates. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables, loans given and other financial assets.



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

35.0 Financial risk management (contd.)

The allowance for lifetime expected credit loss on trade receivables is as under:

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Allowance for expected credit loss		
Opening balance	88.36	89.55
Impairment loss recognized (net of reversals)	19.86	(1.19)
Closing balance	108.22	88.36

Loans given and other financial assets are considered to be of good quality and there is no significant credit risk.

B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

a) Financing arrangements

The Group believes that it has sufficient working capital to meet its current requirements. Accordingly, no liquidity risk is perceived. Further, the Group is having cash credit facilities from banks of ₹ 25,887.50 Lakh (March 31, 2024: ₹ 28,787.50 Lakh), repayable on demand which carry floating rate of interest.

b) Contractual maturities of financial liabilities

(₹ in Lakh)

As at March 31, 2025	0-1 years	1-2 years	2-5 years	More than 5 years	Total
Non-current borrowings (including current maturities)	2,702.67	2,984.36	18,074.08	15,778.66	39,539.77
Current borrowings	16,075.32	-	-	-	16,075.32
Trade payables	8,069.26	-	-	-	8,069.26
Other financial liabilities	5,141.06	-	-	-	5,141.06
Total	31,988.31	2,984.36	18,074.08	15,778.66	68,825.41

As at March 31, 2024	0-1 years	1-2 years	2-5 years	More than 5 years	Total
"Non-current borrowings (including current maturities)"	1,767.07	2,334.18	12,848.14	21,949.15	38,898.54
Current borrowings	980.49	-	-	-	980.49
Trade payables	7,459.05	-	-	-	7,459.05
Other financial liabilities	4,182.78	-	-	-	4,182.78
Total	14,389.39	2,334.18	12,848.14	21,949.15	51,520.86

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

35.0 Financial risk management (contd.)

C. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of fluctuation in market prices. These comprise three types of risk i.e., currency rate, interest rate and other price related risks. Financial instruments affected by market risk include borrowings, loans given, deposits, foreign currency receivables and payables and derivative financial instruments such as forward contracts. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Regular interaction with bankers, intermediaries and the market participants help us to mitigate such risk.

i) Foreign currency risk

The Group is exposed to foreign currency risk through operating and financing activities in foreign currency. The Group uses derivative financial instruments, such as foreign currency sale and purchase forward contracts and currency and interest rate swap contracts, to reduce foreign currency risk exposure and follows its risk management policies.

Derivative financial instruments outstanding as at the reporting date

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Nominal value of forward contracts		
Forward contracts to sell USD	414.36	1,205.91
Forward contracts to sell EURO	256.41	-
TOTAL	670.77	1,205.91

Foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

The currency profile of financial assets and financial liabilities (unhedged foreign currency exposure) as at the balance sheet date is as under:

(₹ in Lakh)

Particulars	As at March 31, 2025				As at March 31, 2024		
	USD	EURO	GBP	Total	USD	EURO	Total
Financial assets							
Trade receivables	1,056.95	138.56	14.11	1,209.62	-	33.18	33.18
Financial liabilities							
Trade and other payables	(122.78)	(8.87)	-	(131.65)	(98.22)	(12.67)	(110.89)
Net assets/ (liabilities)	934.17	129.69	14.11	1,077.97	(98.22)	20.51	(77.71)



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

35.0 Financial risk management (contd.)

Foreign currency risk sensitivity

1% increase and decrease in foreign exchanges rate will have the following impact on profit before tax:

(₹ in Lakh)

Particulars	As at March 31, 2025		As at March 31, 2024	
	1% increase	1% decrease	1% increase	1% decrease
USD	9.34	(9.34)	(0.98)	0.98
EURO	1.30	(1.30)	0.21	(0.21)
GBP	0.14	(0.14)	-	-
Increase / (decrease) in profit before tax	10.78	(10.78)	(0.77)	0.77

ii) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligation at floating interest rates.

Exposure to interest rate risk:

Particulars	As at March 31, 2025		As at March 31, 2024	
	(₹ in Lakh)	% of total	(₹ in Lakh)	% of total
Fixed rate borrowings	708.67	1.27%	2,533.70	6.35%
Variable rate borrowings	54,906.42	98.73%	37,345.33	93.65%
Total	55,615.09	100.00%	39,879.03	100.00%

Interest rate sensitivity on variable rate borrowings

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for whole of the year.

(₹ in Lakh)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
50 basis points increase would decrease the profit before tax by	(274.53)	(186.73)
50 basis points decrease would Increase the profit before tax by	274.53	186.73

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

36.0 Capital risk management

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Group considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor's, creditor's and market's confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure in consonance with its long term strategic plans.

The gearing ratio at the end of the reporting period is as under:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Current and non-current borrowings	55,615.09	39,879.03
Debt (A)	55,615.09	39,879.03
Total equity (B)	1,15,067.47	1,05,211.55
Equity and debt (C =A+B)	1,70,682.56	1,45,090.58
Gearing ratio (A/C)	32.58%	27.49%

37.0 Additional information on the entities forming part of consolidated financial statements as required under Schedule III of the Companies Act, 2013

As at and for the year ended March 31, 2025

Name of the entity in the Group	Net Assets, i.e. total assets less total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹ in Lakh)	As % of consolidated profit or loss	Amount (₹ in Lakh)	As % of other comprehensive income	Amount (₹ in Lakh)	As % of total comprehensive income	Amount (₹ in Lakh)
Holding Company								
Ganesha Ecosphere Limited	100.80%	1,15,989.72	73.20%	7,548.07	101.09%	(388.90)	72.12%	7,159.17
Indian Subsidiaries								
Ganesha Ecopet Private Limited	11.13%	12,804.94	25.28%	2,607.28	-1.13%	4.35	26.31%	2,611.63
Ganesha Ecotech Private Limited	10.87%	12,509.30	2.11%	217.12	0.04%	(0.17)	2.19%	216.95
Foreign Subsidiary								
Ganesha Overseas Private Limited	0.90%	1,035.21	-0.90%	(92.82)	0.00%	0.00	-0.94%	(92.82)
Total eliminations / adjustments	-23.95%	(27,561.20)	0.36%	36.82	0.00%	0.00	0.37%	36.82
Sub-total	99.75%	1,14,777.97	100.04%	10,316.47	100.00%	(384.72)	100.05%	9,931.75
Associate/ Joint Venture								
Ganesha Recycling Chain Private Limited	0.25%	289.50	-0.04%	(4.50)	0.00%	0.00	-0.05%	(4.50)
Total	100.00%	1,15,067.47	100.00%	10,311.97	100.00%	(384.72)	100.00%	9,927.25



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

37.0 Additional information on the entities forming part of consolidated financial statements as required under Schedule III of the Companies Act, 2013 (contd.)

As at and for the year ended March 31, 2024

Name of the entity in the Group	Net Assets, i.e. total assets less total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹ in Lakh)	As % of consolidated profit or loss	Amount (₹ in Lakh)	As % of consolidated other comprehensive income	Amount (₹ in Lakh)	As % of consolidated total comprehensive income	Amount (₹ in Lakh)
Holding Company								
Ganesh Ecosphere Limited	103.52%	1,08,915.22	153.99%	6,247.53	43.68%	7.22	153.54%	6,254.75
Indian Subsidiaries								
Ganesh Ecopet Private Limited	0.18%	193.31	-31.23%	(1,267.08)	35.75%	5.91	-30.96%	(1,261.17)
Ganesh Ecotech Private Limited	2.18%	2,292.35	-13.96%	(566.19)	20.57%	3.40	-13.82%	(562.79)
Foreign Subsidiary								
Ganesh Overseas Private Limited	1.07%	1,128.02	-6.58%	(266.96)	0.00%	0.00	-6.55%	(266.96)
Total eliminations/ adjustments	-6.95%	(7,317.36)	-2.22%	(90.13)	0.00%	0.00	-2.21%	(90.13)
Total	100.00%	1,05,211.54	100.00%	4,057.17	100.00%	16.53	100.00%	4,073.70

38.0 Trade receivables ageing schedule

a. As at March 31, 2025

Particulars	(₹ in Lakh)						
	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables							
- considered good	11,149.27	5,568.60	399.41	39.95	0.25	-	17,157.48
- considered doubtful	-	-	-	-	24.44	83.78	108.22
	11,149.27	5,568.60	399.41	39.95	24.69	83.78	17,265.70
Less: Allowance for doubtful debts							(108.22)
Total							17,157.48

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

38.0 Trade receivables ageing schedule (contd.)

b. As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	8,513.12	5,046.90	181.22	56.45	-	-	13,797.69
- considered doubtful	-	-	-	-	33.89	54.47	88.36
	8,513.12	5,046.90	181.22	56.45	33.89	54.47	13,886.05
Less: Allowance for doubtful debts							(88.36)
Total							13,797.69

39.0 Trade payables ageing schedule

a. As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	
i) MSME	112.99	-	-	-	-	112.99
ii) Other than MSME	1,001.14	6,875.24	59.43	5.40	15.06	7,956.27
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - other than MSME	-	-	-	-	-	-
Total	1,114.13	6,875.24	59.43	5.40	15.06	8,069.26

b. As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	
i) MSME	19.33	5.49	-	-	-	24.82
ii) Other than MSME	1,130.00	6,268.16	5.89	30.15	0.03	7,434.23
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - other than MSME	-	-	-	-	-	-
Total	1,149.33	6,273.65	5.89	30.15	0.03	7,459.05

40.0 Government incentives

Group's Warangal manufacturing facilities are entitled for certain incentives in the form of capital subsidy, power and interest incentives under the industrial promotion scheme of the Telangana Government. Group has recognized the entitlement of capital subsidy, power and interest incentives receivable, being reasonably ascertained, during the year.



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

41.0 Future lease rent receivable

The future minimum lease rent receivable under non-cancellable operating lease is as under:

Particulars	(₹ in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Not later than one year	20.00	20.00
Later than one year but not later than five years	82.45	81.45
Later than five years	503.22	524.22

42.0 Ganesha Ecosphere Employees' Stock Option Scheme-2021

The Parent company had introduced Ganesha Ecosphere Employees' Stock Option Scheme 2021 ("ESOP Scheme") to provide Employee Stock Options ("options") to all the eligible employees of the Group. The ESOP Scheme is administered by the Nomination and Remuneration Committee (NRC) of the holding company and implemented through Ganesha Employees' Welfare Trust ("Trust"). The Trust had acquired 39,194 Equity Shares of the holding company, in aggregate, from the secondary market under the ESOP Scheme.

The NRC at its meeting held on March 7, 2024 had granted 39,194 options to the eligible employees of the Group. Each option granted under the scheme entitles the holder to one equity share of the Company at an exercise price of ₹ 543/- per share. Options granted under the Scheme shall be exercisable within 3 years from the date of vesting. During the financial year ended March 31, 2025, no fresh options were granted.

The movement in options granted are as below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Outstanding at the beginning of the year	39,194	-
Options granted during the year	-	39,194
Options forfeited/ lapsed during the year	(200)	-
Options vested during the year	38,994	-
Options exercised during the year	(2,131)	-
Options expired during the year	-	-
Outstanding at the end of the year	36,863	39,194
Options exercisable at the end of the year	36,863	-
Weighted average exercise price per option (₹)	543.00	543.00
Weighted average share price for options exercised (₹)	1,620.80	-

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

42.0 Ganesha Ecosphere Employees' Stock Option Scheme-2021 (contd.)

Fair value measurement

The weighted average remaining contractual life of the options outstanding as of March 31, 2025 is 1.50 years.

The fair value of the options was estimated on the date of grant (during financial year ended March 31, 2024) using the Black-Scholes Model with the following inputs/ assumptions:

Particulars	ESOP Scheme 2021
Date of grant	March 07, 2024
No of options granted	39,194
Vesting period	1 year
Dividend yield (%)	0.55
Volatility rate (%)	35.10
Risk free rate (%)	6.93
Expected life of options (years)	2.50
Weighted average fair value of options per share (₹)	553.48
Market Price at the time of grant of option (₹)	1,010.85

Total expenses arising from share-based payment transactions during the year recognised in profit or loss as part of employee benefit expense is ₹ 202.07 Lakh (March 31, 2024 ₹ 14.86 Lakh).

43.0 On March 31, 2025, the parent company has made an allotment of 1,10,000 Fully Paid-up Equity Shares having face value of ₹ 10/- each, at an issue price of ₹ 1,035/- per share (including a premium of ₹ 1,025/- per share), to the Promoter Group, pursuant to the exercise of the right of conversion of 1,10,000 warrants into equity shares, out of 14,49,000 warrants earlier allotted on preferential basis under Chapter V of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018.

44.0 Dividend paid and proposed by Parent Company

Particulars	(₹ in Lakh)	
	FY 2024-25	FY 2023-24
Dividend declared and paid during the year		
Final dividend for the year ended March 31, 2024: ₹ 3.00 per equity share (March 31, 2023: ₹ 2.00 per equity share)	760.41	436.59
Interim dividend paid for the year ended March 31, 2025: ₹ 1.50 per equity share (March 31, 2024: Nil)	380.20	-
Total	1,140.61	436.59
Proposed dividend on equity shares*		
Final dividend for the year ended March 31, 2025: ₹ 3.00 per equity share (March 31, 2024: ₹ 3.00 per equity share)	763.71	760.41

*Proposed dividends on equity shares are subject to approval of the shareholders of the parent company at the ensuing annual general meeting and hence is not recognised as a liability as at March 31, 2025. The actual dividend amount will be dependent on the share capital outstanding on the relevant record date/ book closure.



Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

45.0 The Group has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further no instance of audit trail feature being tampered with was noted in respect of accounting software and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

46.0 Disclosures as per Section 186(4) of the Companies Act, 2013

The details of the loans, guarantees and investments under Section 186 of the Companies Act, 2013 are as follows:

- (i) Details of investments made and loans given are provided under the respective heads.
- (ii) One of the subsidiary company of the Group has given corporate guarantee of ₹ 947.36 lakh (March 31, 2024: ₹ 947.36 lakh) to the lenders of the lessee (a related party) in respect of investment property (Land) leased to them. The guarantee is restricted to the value of land and has been provided as per the terms of the lease.

47.0 Other statutory information

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and the Rules made thereunder.
- (ii) The Group does not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- (iii) The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Group does not have any transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income tax Act, 1961).
- (viii) The Group is regular in paying its dues and has not been declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Notes to the Consolidated Financial Statements

for the year ended on March 31, 2025

- (ix) The Group is in compliance with the number of layers for its holding in downstream companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restrictions on number of Layers) Rules, 2017.
- (x) The Group has not entered into any scheme of arrangement, during the year, which has any impact on financial results or position of the Group.
- (xi) The Group has not revalued any of its property, plant and equipment (including right-of-use assets) or intangible assets during the year.
- (xii) The Group has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.
- (xiii) The Group has used the borrowings from banks for the purpose for which it was taken.

48.0 Previous year figures have been regrouped/ rearranged, wherever considered necessary to conform to current year's classification.

As per our report of even date attached

For Narendra Singhania & Co.

Chartered Accountants

Firm Reg. No. 009781N

Narendra Singhania

Partner

Membership No.: 087931

Place: New Delhi

Date: May 24, 2025

For and on behalf of the Board of Directors

Sharad Sharma

Managing Director

DIN: 00383178

Shyam Sunder Sharmma

Chairman

DIN: 00530921

Bharat Kumar Sajnani

Company Secretary

FCS: 7344

Place: Kanpur

Date: May 24, 2025

Gopal Agarwal

Chief Financial Officer

FCA: 075080



GANESHA ECOSPHERE LIMITED

CIN: L51109UP1987PLC009090

Regd. Office: Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat (U.P.)-209304

E-mail : secretarial@ganeshaecosphere.com,

Website : www.ganeshaecosphere.com

Tel. No. 0512- 2555505-06, +91-9198708383

NOTICE

NOTICE is hereby given that the **THIRTY-SIXTH ANNUAL GENERAL MEETING** of the Members of **GANESHA ECOSPHERE LIMITED** will be held on **Saturday, the 27th day of September, 2025 at 12:15 P.M.** at the Registered Office of the Company at Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of the Auditors thereon.

2. To confirm the payment of interim dividend and declare final dividend on Equity Shares for the financial year ended March 31, 2025.

3. To appoint a Director in place of Shri Vishnu Dutt Khandelwal (DIN: 00383507), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditors in respect of Company's product 'Yarn', for the financial year ending March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions,

if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. R. M. Bansal & Co., Cost Accountants, having Firm Registration No. 000022, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the Cost Records of the Company in respect of its product 'Yarn' for the financial year ending March 31, 2026 amounting to ₹70,000/- (Rupees Seventy Thousand only), plus taxes as applicable and re-imbursment of actual travel/ conveyance and out-of-pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

5. To ratify the remuneration of the Cost Auditors in respect of Company's product 'Recycled Polyester Staple Fibre', for the financial year ending March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Rakesh Misra & Co., Cost Accountants, having Firm Registration No. 000249, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the Cost Records of the Company in respect of its

product 'Recycled Polyester Staple Fibre' for the financial year ending March 31, 2026 amounting to ₹ 70,000/- (Rupees Seventy Thousand only), plus taxes as applicable and re-imburement of actual travel/ conveyance and out-of-pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

6. To approve undertaking material related party transactions with GESL Spinners Private Limited and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) read with circulars issued by SEBI from time to time and the Company's Policy on Related Party Transactions and based on the approval of Audit Committee and recommendation of the Board of Directors of the Company ("Board") and subject to such approval(s), consent(s) and/or permission(s) as may be required, the consent of the Members of the Company be and is hereby accorded to the Board to enter into and continue to enter into contracts/ arrangements/ transactions (whether individually or series of transaction(s) taken together or otherwise) with GESL Spinners Private Limited, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as per the details set out in the explanatory statement annexed to this Notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the thresholds prescribed in the SEBI Listing Regulations as applicable from time to time, provided, however, that said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such

agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions and to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

7. To approve the appointment of M/s. S.K. Gupta & Co., Practicing Company Secretaries, Kanpur as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from the financial year 2025-26 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and approval of Board of Directors of the Company, M/s. S.K. Gupta & Co., a peer reviewed firm of Company Secretaries in practice, Kanpur (ICSI Firm Registration No. P1992UP012800), be and are hereby appointed as Secretarial Auditors to conduct the secretarial audit of the Company for a term of 5 (Five) consecutive years commencing from financial year 2025-26 to financial year 2029-30, on such remuneration as fixed by the Board of Directors of the Company, in consultation with Secretarial Auditors and detailed in the explanatory statement attached to the notice."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt that may arise in this regard and to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: August 13, 2025

By Order of the Board

Registered Office:

Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat- 209304

(Bharat Kumar Sajnani)

Company Secretary
FCS:7344

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
 2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
 3. Corporate members are requested to send scanned copy (PDF/JPG Format) of a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on its behalf at the Meeting. The said resolution be sent to the Company at ***secretarial@ganeshaecosphere.com*** with a copy marked to ***admin@skylinerta.com*** and to the Scrutinizer at ***sk_guptal@rediffmail.com***.
 4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
 5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business under Item Nos. 4 to 7 is annexed hereto.
 6. The Register of Members and Share Transfer books of the Company shall remain closed from **Sunday, September 21, 2025 to Saturday, September 27, 2025 (both days inclusive)**.
 7. Electronic copy of the Annual Report for the FY 2024-25 and Notice of the 36th AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose email IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any Member has requested for a physical copy of the same.
- For members who have not registered their email address, physical copies of the Notice of 36th AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode, in compliance with the relaxations provided under relevant MCA and SEBI Circulars. In case any member is desirous of obtaining hard copy of the Annual Report and Notice, he/she may send a request mentioning Folio No./ DP ID and Client ID to the Company's email id ***secretarial@ganeshaecosphere.com***.
8. The Notice of AGM along with Annual Report 2024-25 is available on the website of the Company at ***https://www.ganeshaecosphere.com/annual-reports***, on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at ***www.bseindia.com*** and ***www.nseindia.com***, respectively and on the website of NSDL at ***www.evoting.nsdl.com***. The physical copies of the aforesaid documents will also be available at the Company's Registered Office as well as Administrative Office for inspection during business hours.
 9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent (RTA), M/s. Skyline Financial Services Private Limited at ***admin@skylinerta.com***. In this regard, Members are requested to submit a duly signed request letter mentioning their name, folio no., address and email id along with a self-attested copy of PAN card.
 10. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participant(s).
 11. The Dividend on Equity Shares, as recommended by Board of Directors, subject to the provisions of Section 126 of the Companies Act, 2013, if approved by the Members at the AGM, will be paid, subject to deduction of Income-Tax at source (TDS) wherever applicable, to those Members:
 - (a) whose names appear as 'Beneficial Owners' as at the end of the business hours on **Saturday, September 20, 2025** in the list of Beneficial Owners to be furnished by

National Securities Depository Limited and Central Depository Services (India) Limited, in respect of Equity Shares held in dematerialized form; and

(b) whose names appear on the Company's Register of Members after giving effect to valid share transfer / transmission request(s), if any, lodged with the Company / its RTA on or before the close of business hours on Saturday, September 20, 2025 in respect of shares held in physical form.

12. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status, Category as per the Income-tax Act and PAN with Depositories (in case of shares held in demat mode) and with the Company/ RTA (in case of shares held in physical mode). Full details in this regard are available on the website of the Company at <https://ganeshhaecosphere.com/latest-information>. The declarations/ documents required in this regard should be submitted by the Member by sending an email to the Company at secretarial@ganeshhaecosphere.com or to its RTA at admin@skylinerta.com latest by Saturday, September 20, 2025.
13. Shareholders holding shares in physical form may kindly note that SEBI has mandated that dividend shall be paid only through electronic mode with effect from April 1, 2024. Therefore, to avoid delay in receiving dividend, shareholders holding shares in physical form, who have not yet updated their Bank details, are requested to notify in writing their bank account details/ or any changes thereof in **Form ISR – 1** along with requisite documents to admin@skylinerta.com by **Saturday, September 20, 2025**. The format of Form ISR – 1 is available on the Company's website at <https://www.ganeshhaecosphere.com/formats-for-shareholders-correspondence> and on RTA's website at www.skylinerta.com.
14. Members holding shares in dematerialized form may please note that their bank details

as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion of their bank details. Accordingly, such Members are requested to update their Electronic Bank Mandate with their respective Depository Participant(s).

15. Members holding Shares in identical order of names in more than one folio are requested to write to the Company's RTA, M/s. Skyline Financial Services Private Limited, enclosing the Share Certificates for consolidation of their holdings into one folio.
16. The Equity Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned **ISIN INE845D01014**.

As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in demat form. It is also mandated that transmission or transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of this as also to eliminate all risks associated with physical shares, members holding shares in physical form are urged to have their shares dematerialized. The procedure for dematerialization of shares is available at our website: <https://ganeshhaecosphere.com/dematerialisation>

17. Members are requested to note that, the dividends which are not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unpaid/unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unpaid or unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in **web-Form No. IEPF-5** available on www.iepf.gov.in. For details, please refer to



our Corporate Governance Report forming part of Annual Report 2024-25.

18. Members holding Shares in electronic form are requested to provide their Client-Id and DP-Id numbers at the Meeting for easy identification.
19. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
20. The separate audited accounts of the subsidiary companies are placed on website of the Company at <https://ganeshaecosphere.com/subsidiary>. Any Member desirous of obtaining a copy of the same may write to the Company. These documents shall be available for inspection at the Registered Office of the Company during business hours on all working days (that is, except Sundays and Public Holidays) upto the date of the Meeting.
21. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days (that is, except Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by Members at the Meeting.
22. Members desirous of obtaining any information/clarification concerning the Accounts and operations of the Company may send their query so as to reach the Company at least seven days before the Annual General Meeting, so that the desired information may be made available at the Annual General Meeting, if the Chairman permits to do so.
23. As per the provisions of Section 72 of the Act and circular(s) issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are required to register the same by submitting Form No. SH-13 with Company or its RTA. If a member desires to opt out or cancel the earlier nomination & record the fresh nomination, he/

she may submit the same in Form ISR-3/ SH-14 as the case may be.

The said formats can be downloaded from Company's website at <http://www.ganeshaecosphere.com/formats-for-shareholders-correspondence>

The Members holding shares in demat mode are requested to submit their nomination mandate with their Depository participant.

24. Non- Resident Indian Members are requested to inform immediately:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier, to Company's Registrar & Share Transfer Agent, M/s. Skyline Financial Services Private Limited, in case of shares held in physical form and to respective Depository Participant, in case of shares held in Demat form.

25. VOTING THROUGH ELECTRONIC MEANS:

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, applicable Secretarial Standards, Regulation 44 of the SEBI Listing Regulations and MCA & SEBI Circulars, **the Company is providing its members the facility to exercise votes by electronic means (remote e-voting) in respect of any or all of the resolutions contained in this notice and the business may** be transacted through remote e-voting services. Necessary arrangements have been made by the Company with NSDL for providing facility of voting through remote e-Voting. Remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: From 10:00 A.M. on Wednesday, September 24, 2025

End of remote e-voting : Up to 5:00 P.M. on Friday, September 26, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

The Cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is **Saturday, September 20, 2025.**

Instructions relating to remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Access to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.





Details on Step 1 are given below:

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DP. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Ganeshha Ecosphere Limited or e-Voting service provider name i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If your are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Ganeshha Ecosphere Limited or e-Voting service provider name i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



Type of Shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="523 368 863 571" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login of Easi/Easiest the user will also be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website “http://www.cdslindia.com” www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL depository website after successful authentication, wherein you can see e-Voting feature. 3. Click on Ganesh Ecosphere Limited or e-Voting service provider name i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to Login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow instructions mentioned below in point **"Process for those shareholders whose email ids are not registered"**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
8. Now, click on the "Login" button.
9. Then the Home page of e-Voting will open.
- Details on Step 2 is given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 2. Select "EVEN" of Ganesha Ecosphere Limited to cast your vote during remote e-voting period.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on any resolution, you will not be allowed to modify your vote.
- Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:**
- a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **secretarial@ganeshaecosphere.com**.
 - b) In case shares are held in Demat mode, please provide DPID- CLIENT ID (16 digit DPID + CLIENT ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to **secretarial@**

ganeshhaecosphere.com. If you are an Individual Shareholder holding shares in demat mode, you are requested to refer to the login method explained at Step 1 A) Login method for e-Voting for Individual Shareholders holding securities in demat mode.

- c) Alternatively, Shareholder/Members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **sk_guptal@rediffmail.com** with a copy marked to Company at **secretarial@ganeshhaecosphere.com** and to NSDL at **evoting@nsdl.co.in**. They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on 022 - 4886 7000 or send a request at **evoting@nsdl.co.in**.

OTHER INSTRUCTIONS:

1. The facility of voting through ballot paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
2. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again. Once a vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
3. The voting rights of the shareholders (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up equity share capital of the Company as on Saturday, **September 20, 2025 (i.e. the "Cut-Off Date")**.
4. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM. Any person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.
5. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after **Friday, August 29, 2025 i.e. BENPOS date** considered for dispatch of the notice and holding shares as on the **cut-off date i.e. Saturday, September 20, 2025** may obtain the login ID and password by sending a request at **evoting@nsdl.co.in /** to Company at **secretarial@ganeshhaecosphere.com /** its RTA at **admin@skylinerta.com**. However, the members already registered with NSDL for remote e-voting can use their existing user ID and password for casting their vote. Members who have forgotten the User ID and Password can reset the password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on **www.evoting.nsdl.com**



or may call on Toll Free No. 022 4886 7000 and 022 2499 7000.

6. In case of Individual Shareholders holding shares in Demat mode who acquire shares of the Company after **Friday, August 29, 2025 i.e. BENPOS date** and are holding shares as on the **Cut-off Date i.e. Saturday, September 20, 2025** may follow steps mentioned in the Notice of the AGM under "Step 1: Log-in to NSDL e-Voting system".
7. Mr. S. K. Gupta, Practising Company Secretary (Fellow Membership No. 2589 and Certificate of Practice No.-1920) has been appointed as the Scrutinizer and Ms. Divya Saxena (Fellow Membership No. 5639 and Certificate of Practice No.-5352) as the Alternate Scrutinizer, to scrutinize the remote e-voting and voting through ballot paper (Polling) at AGM, in a fair and transparent manner and the Scrutinizer and the Alternate Scrutinizer have given their consent for appointment.
8. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of "Ballot Paper/Polling Paper" for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the AGM, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him, within 2 working days of conclusion of the Meeting. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: **www.ganeshhaecosphere.com** and on the website of NSDL at **www.evoting.nsd.com**. The result will simultaneously be communicated to the stock exchanges.
10. As required under SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of director seeking re-appointment under Item No.3 of this Notice are as below:

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

Name	Shri Vishnu Dutt Khandelwal (DIN: 00383507)
Category/Designation of Director	Executive Vice Chairman
Date of Birth (Age in Years)	September 5, 1949 (76)
Date of first appointment on the Board	October 30, 1987
Qualification	M.Com
Brief Resume	Shri Vishnu Dutt Khandelwal, is a postgraduate in commerce with expertise in marketing and financial management. He has over 52 years of extensive experience in textile yarn trading. He has been with the Company since its inception and was appointed Executive Vice-Chairman in 2008. He oversees the marketing and business development of the Company.
Experience and Expertise in specific functional area	Having experience of over 52 years in textile yarn trading.
Terms & Conditions of appointment/re-appointment including remuneration	As per the resolution of appointment passed by the Board of Directors and the members at the General Meeting of the Company and Company's Policy on Nomination, Remuneration and Board Diversity
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2024-25)

Name	Shri Vishnu Dutt Khandelwal (DIN: 00383507)
Other Directorships	<ul style="list-style-type: none"> • Ganesha Ecoverse Limited • Ganesha Ecopet Private Limited • Ganesha Ecotech Private Limited • GESL Spinners Private Limited • Sandeep Yarns Private Limited
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	Ganesha Ecoverse Limited- Chairman- Stakeholders Relationship Committee Member- Audit Committee
Names of the listed entities from which he has resigned in past three years	NIL
Shareholding in Ganesha Ecosphere Limited	7,20,200 Equity Shares of ₹10/- each (2.69%)
Relationship with other Directors and KMP of the Company	Shri Vishnu Dutt Khandelwal is brother of Shri Shyam Sunder Sharmma, Non-Executive Chairman of the Company.
No. of Board Meetings attended during the financial year 2024-25	6 For details please refer to the Corporate Governance Report, forming part of Annual Report 2024-25.



ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 & 5:

The Board of Directors at its meeting held on May 24, 2025 on the recommendations of the Audit Committee, has approved the appointment and remuneration of the cost auditors to conduct the audit of the cost records of the Company's products 'Yarn' and 'Recycled Polyester Staple Fibre', for the financial year ending March 31, 2026 as per the following details:

Name of the Cost Auditor	Product	Audit fees (₹)
M/s. R.M. Bansal & Co.	Yarn	₹70,000/- (Rupees Seventy Thousand only) plus taxes as applicable and re-imburement of travel/ conveyance and out-of-pocket expenses incurred in connection with the Audit.
M/s. Rakesh Misra & Co.	Recycled Polyester Staple Fibre	₹70,000/- (Rupees Seventy Thousand only) plus taxes as applicable and re-imburement of travel/ conveyance and out-of-pocket expenses incurred in connection with the Audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is being sought for passing Ordinary Resolutions as set out at Item Nos. 4 & 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 & 5 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 4 & 5 of the Notice.

Item No. 6:

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the Company's Policy on Related Party Transactions provides that entering into material transactions with a related party which, either individually or taken together with previous

transaction(s) during a financial year, exceed ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, require prior approval of the members of the company.

The Company and its subsidiaries, in its ordinary course of business, enter into various transactions relating to sale or purchase of goods and rendering and / or availing of the services for business purpose with GESL Spinners Private Limited ("GSPL"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Members, at the 35th AGM held on September 10, 2024, had granted their approval for entering into such related party transactions with GSPL, upto an aggregate limit of ₹ 300 Crore, for FY 2025-26.

As the estimated value of the transactions proposed to be entered into with GSPL during FY 2026-27 is expected to cross the above stated "materiality" threshold, the Board of Directors of the Company at its meeting held on August 13, 2025, on the basis of approval granted by the Audit Committee, recommended to obtain the approval of the Members, for entering into material related party contracts / arrangements / transactions in the ordinary course of business and on an arm's length basis with GSPL, during the financial year 2026-27.

Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is provided herein below:

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary including nature of concern or interest (financial or otherwise)	Shri Vishnu Dutt Khandelwal and Shri Rajesh Sharma, Promoters/Directors of the Company / its subsidiaries hold directorship in GSPL and they along-with other promoter directors and their relatives hold 28.22% stake in GSPL.
2.	Type, material terms and particulars of proposed transaction	<p>The Company and its subsidiaries propose to enter into the following RPTs with GSPL during FY 2026-27:</p> <ul style="list-style-type: none"> • Sale of fibre; • Sale/Purchase of yarn; • Availing or rendering of job work related services; • Availing or rendering of business auxiliary services on rental basis; <p>The above transactions are purely operational/ integral part of the operations of the Company and will be entered in the ordinary course of business on an arms' length basis, with terms and conditions that are generally prevalent in the industry segments in which the Company operates.</p>
3.	Tenure of the proposed transaction	<p>Financial year 2026-27.</p> <p>(The above transactions with GSPL would be of continuous in nature.)</p>
4.	Value of the proposed transaction	<p>Upto ₹300 Crore.</p> <p>Pricing will be benchmarked to similar transactions with unrelated parties.</p>
5.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	20.48%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	None



S. No.	Particulars	Details
(i)	Details of the source of funds in connection with the proposed transaction;	Not Applicable
(ii)	Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc.;	
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
7.	Justification for why the proposed transaction is in the interest of the listed entity.	<p>The Company is the leading manufacturer of Recycled PSF having customers across yarn spinning, non-woven, carpets, stuffing sectors.</p> <p>GSPL is an entity formed by the Company's Promoter Group, having state of the art latest technology to produce eco-friendly 100% recycled high quality Spun Yarn.</p> <p>GSPL requires fibre as raw material for spinning purpose and the Company/ its subsidiaries wish to supply the same to GSPL. Further, the Company also undertakes transactions of sale/purchase of yarn with GSPL.</p> <p>The Company's plants are located in the close proximity of GSPL, which add value for both the companies. These transactions will be in the best interest of the Company due to the following factors:</p> <ul style="list-style-type: none"> • Achieving synergies and economies of scale with no additional marketing expenses; • Efficiency in operational and logistics costs; • Expansion of the Company's high value added product portfolio i.e. dope dyed fibre; • Availability of ready market for RPSF being produced by the Company/ subsidiaries. • Utilisation of the expertise within the Group.
8.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	The transactions do not contemplate any valuation and would be carried out at a competitive and reasonable price and on arm's length terms.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Members may note that pursuant to the provisions of the SEBI Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution.

Except all Promoter Directors of the Company along with their relatives forming part of the Company's Promoter/ Promoter Group, being the director(s) and/ or shareholder(s) of GSPL, no other Director or Key Managerial Personnel (KMP) of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

Item No. 7:

As per Section 204 of the Companies Act, 2013 read with applicable Rules, every listed company is required to annex with its Board's report, a Secretarial Audit Report by a Company Secretary in practice.

Pursuant to the provisions of Regulation 24A of the Listing Regulations, amended vide SEBI LODR (Third Amendment) Regulations, 2024 w.e.f. 13.12.2024, the Company can appoint a peer-reviewed firm as secretarial auditors for not more than two terms of 5 (Five) consecutive years each with shareholders' approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on August 13, 2025, have approved and recommended for the approval of the Members at the Annual General Meeting, the appointment of M/s. S.K. Gupta & Co., a peer reviewed firm of Company Secretaries in practice (ICSI Firm Registration No. P1992UP012800), as Secretarial Auditor of the Company to conduct the secretarial audit of the Company for a term of 5 (Five) consecutive years commencing from the Financial Year 2025-26 to Financial Year 2029-30.

M/s S.K. Gupta & Co. is a leading firm of Practicing Company Secretaries, headed by Shri S. K. Gupta, a Fellow Member of The Institute of Company Secretaries of India (Membership No. FCS: 2589 and CP No. 1920), with over 32 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and compliance management. Their expertise includes providing Corporate Law and Insolvency Advisory services, Corporate Restructuring, conducting Secretarial Audits, Legal Due Diligence, Compliance Audits etc. The firm has a strong association with the Company as it has been conducting Secretarial Audit of the Company since financial year 2014-15.

The Company has received a written consent from M/s S.K. Gupta & Co. for their proposed appointment

in the Company along with eligibility certificate that they meet the criteria stipulated under Regulation 24(1), 24(1A) and 24(1B) of the SEBI Listing Regulations.

The remuneration proposed to be paid to M/s S.K. Gupta & Co. for secretarial audit for the financial year 2025-26 shall not exceed ₹ 1,50,000/- (One Lakh Fifty Thousand only) plus applicable taxes, travelling/ conveyance and out of pocket expenses, as may be incurred, in connection with the audit. The Board of Directors and the Audit Committee are authorised to vary the terms including revision to the fees commensurate with the efforts, in discussion with the Secretarial Auditors. For the subsequent years, the remuneration will be determined by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Secretarial Auditors. Besides the audit services, the Company may also obtain various certificates from the secretarial auditors under various statutory regulations and other permissible non-audit services as may be required from time to time, for which they will be remunerated separately on mutually agreed terms.

Based on the recommendations of the Audit Committee, the Board of Directors have recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval of the Members.

All the documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection of the members during business hours on all working days up to the date of the Meeting.

Date: August 13, 2025

By Order of the Board

Registered Office:

Raipur, (Rania), Kalpi Road,
Distt. Kanpur Dehat- 209304

(Bharat Kumar Sajnani)

Company Secretary
FCS:7344



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