Form No. MGT-7

Form language

(•) English ( ) Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

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*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) — L51109UP1987PLC009090

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) — 01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) — 31/03/2025

(c) *Type of Annual filing — (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	GANESHA ECOSPHERE LIMITED	GANESHA ECOSPHERE LIMITED
Registered office address	VILLEGE RAIPUR RANIA KALPI ROAD,NA,KANPUR DEHAT,Uttar Pradesh,India,209304	VILLEGE RAIPUR RANIA KALPI ROAD,NA,KANPUR DEHAT,Uttar Pradesh,India,209304
Latitude details	26.419005	26.419005
Longitude details	80.125602	80.125602

(a) *Photograph of the registered office of the Company showing external building and name prominently visible — registered_office.pdf

(b) *Permanent Account Number (PAN) of the company — AA******4N

(c) *e-mail ID of the company — *****tarial@ganeshaecosphere.com

(d) *Telephone number with STD code — 51******06

(e) Website | www.ganeshaecosphere.com

iv *Date of Incorporation (DD/MM/YYYY) | 30/10/1987

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ◯ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ◉ Yes ◯ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent | 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74899DL1995PTC071324	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED	D-153A, FIRST FLOOR OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI,New Delhi,Delhi,India,110020	INR000003241

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ◯ No

(b) If yes, date of AGM (DD/MM/YYYY) | 27/09/2025

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2025

(d) Whether any extension for AGM granted ◯ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	13	Manufacture of Textiles	98.73
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	46	Wholesale trade, except of motor vehicles and motorcycleS	1.27

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 4

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U37100UP2019PTC123520		GANESHA ECOPET PRIVATE LIMITED	Subsidiary	100
2	U37100UP2020PTC138065		GANESHA ECOTECH PRIVATE LIMITED	Subsidiary	100
3	U12345MH2023PTC123456		GANESHA OVERSEAS PRIVATE LIMITED	Subsidiary	100
4	U38210UP2024PTC209197		GANESHA RECYCLING CHAIN PRIVATE LIMITED	Associate	49

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	34000000.00	25456984.00	25456984.00	25456984.00
Total amount of equity shares (in rupees)	340000000.00	254569840.00	254569840.00	254569840.00

Number of classes: 1

Class of shares Equity Shares of Rs. 10/- each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	34000000	25456984	25456984	25456984
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	340000000.00	254569840.00	254569840	254569840

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	2150000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	215000000.00	0.00	0.00	0.00

Number of classes: 1

Class of shares Preference Shares of Rs. 100/- each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital

Number of preference shares	2150000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	215000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	323997	25022987	25346984.00	253469840	253469840	
Increase during the year	0.00	168173.00	168173.00	1681730.00	1681730.00	112750000.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	110000	110000.00	1100000	1100000	112750000
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify DEMAT	0	58173	58173.00	581730	581730	0
Decrease during the year	58173.00	0.00	58173.00	581730.00	581730.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify DEMAT	58173	0	58173.00	581730	581730	
At the end of the year	265824.00	25191160.00	25456984.00	254569840.00	254569840.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company: INE845D01014

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
Before split / Consolidation	Number of shares	

	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☑ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes: 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes | 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures) 1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Fully Convertible Equity Warrants	1339000	10	13390000	2.50	3347500
Total	1339000		13390000		3347500

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover 9773074651

ii * Net worth of the Company 11164393333

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6429943	25.26	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2770109	10.88	0	0.00
10	Others	0	0.00	0	0.00
	Total	9200052.00	36.14	0.00	0

Total number of shareholders (promoters): 21

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	5819718	22.86	0	0.00
	(ii) Non-resident Indian (NRI)	260424	1.02	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	30290	0.12	0	0.00

4	Banks	100	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	5411134	21.26	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1048834	4.12	0	0.00
10	Others TRUSTS,AIF,IEPF,FPI	3686432	14.48	0	0.00
	Total	16256932.00	63.86	0.00	0

Total number of shareholders (other than promoters) 62337

Total number of shareholders (Promoters + Public/Other than promoters) 62358.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	17032
2	Individual - Male	44864
3	Individual - Transgender	0
4	Other than individuals	462
	Total	62358.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	21	21
Members (other than promoters)	47707	62337
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	3	1	3	1	10.57	7.04
B Non-Promoter	0	4	0	4	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	5	3	5	10.57	7.04

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SHYAM SUNDER SHARMMA	00530921	Director	1791966	
VISHNU DUTT KHANDELWAL	00383507	Whole-time director	720200	
SHARAD SHARMA	00383178	Managing Director	875583	
RAJESH SHARMA	02228607	Managing Director	1095529	
SHOBHA CHATURVEDI	08553800	Director	0	
NARAYANAN SUBRAMANIAM	00166621	Director	0	
AKSHAY KUMAR GUPTA	00004908	Director	0	
JAGATJIT SINGH	10765423	Director	0	
GOPAL AGARWAL	AANPA8328E	CFO	38933	
BHARAT KUMAR SAJNANI	BDGPS2831D	Company Secretary	200	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ABHILASH LAL	03203177	Director	04/09/2024	Cessation
PRADEEP KUMAR GOENKA	00404746	Director	04/09/2024	Cessation
AKSHAY KUMAR GUPTA	00004908	Director	05/09/2024	Appointment
JAGATJIT SINGH	10765423	Director	05/09/2024	Appointment
SHOBHA CHATURVEDI	08553800	Director	05/09/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held 1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	10/09/2024	53598	53	29.84

B BOARD MEETINGS

*Number of meetings held: 6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2024	8	7	87.5
2	01/06/2024	8	7	87.5
3	10/08/2024	8	8	100
4	04/09/2024	8	7	87.5
5	12/11/2024	8	7	87.5
6	01/02/2025	8	8	100

C COMMITTEE MEETINGS

Number of meetings held: 34

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	23/05/2024	4	3	75
2	AUDIT COMMITTEE	10/08/2024	4	4	100
3	AUDIT COMMITTEE	12/11/2024	4	3	75
4	AUDIT COMMITTEE	01/02/2025	4	4	100

5	NOMINATION AND REMUNERATION COMMITTEE	23/05/2024	3	3	100
6	NOMINATION AND REMUNERATION COMMITTEE	10/08/2024	3	2	66.67
7	NOMINATION AND REMUNERATION COMMITTEE	04/09/2024	3	3	100
8	NOMINATION AND REMUNERATION COMMITTEE	12/11/2024	3	2	66.67
9	NOMINATION AND REMUNERATION COMMITTEE	01/02/2025	3	2	66.67
10	NOMINATION AND REMUNERATION COMMITTEE	22/02/2025	3	2	66.67
11	STAKEHOLDER RELATIONSHIP COMMITTEE	25/04/2024	3	2	66.67
12	STAKEHOLDER RELATIONSHIP COMMITTEE	14/05/2024	3	2	66.67
13	STAKEHOLDER RELATIONSHIP COMMITTEE	10/06/2024	3	3	100
14	STAKEHOLDER RELATIONSHIP COMMITTEE	27/06/2024	3	3	100
15	STAKEHOLDER RELATIONSHIP COMMITTEE	08/07/2024	3	2	66.67
16	STAKEHOLDER RELATIONSHIP COMMITTEE	06/08/2024	3	2	66.67
17	STAKEHOLDER RELATIONSHIP COMMITTEE	20/08/2024	3	2	66.67
18	STAKEHOLDER RELATIONSHIP COMMITTEE	20/09/2024	3	3	100
19	STAKEHOLDER RELATIONSHIP COMMITTEE	07/10/2024	3	2	66.67
20	STAKEHOLDER RELATIONSHIP COMMITTEE	28/10/2024	3	3	100

21	STAKEHOLDER RELATIONSHIP COMMITTEE	19/11/2024	3	3	100
22	STAKEHOLDER RELATIONSHIP COMMITTEE	12/12/2024	3	3	100
23	STAKEHOLDER RELATIONSHIP COMMITTEE	30/12/2024	3	2	66.67
24	STAKEHOLDER RELATIONSHIP COMMITTEE	22/01/2025	3	2	66.67
25	STAKEHOLDER RELATIONSHIP COMMITTEE	12/02/2025	3	3	100
26	STAKEHOLDER RELATIONSHIP COMMITTEE	12/03/2025	3	3	100
27	STAKEHOLDER RELATIONSHIP COMMITTEE	28/03/2025	3	2	66.67
28	RISK MANAGEMENT COMMITTEE	10/08/2024	6	2	33.33
29	RISK MANAGEMENT COMMITTEE	04/03/2025	5	4	80
30	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	23/05/2024	4	4	100
31	CAPITAL RAISING COMMITTEE	31/03/2025	4	2	50
32	MANAGEMENT COMMITTEE	01/07/2024	4	3	75
33	MANAGEMENT COMMITTEE	24/09/2024	3	2	66.67
34	MANAGEMENT COMMITTEE	14/02/2025	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. No	**Name of the Director**	**Board Meetings**			**Committee Meetings**			**Whether attended AGM held on**
		Number of Meetings which director was entitled to attend	**Number of Meetings attended**	**% of attendance**	**Number of Meetings which director was entitled to attend**	**Number of Meetings attended**	**% of attendance**	27/09/2025 (Y/N/NA)

1	SHYAM SUNDER SHARMMA	6	6	100	11	6	54	Yes
2	VISHNU DUTT KHANDELWAL	6	6	100	28	18	64	Yes
3	SHARAD SHARMA	6	6	100	24	20	83	Yes
4	AKSHAY KUMAR GUPTA	2	2	100	6	5	83	Yes
5	RAJESH SHARMA	6	6	100	0	0	0	No
6	SHOBHA CHATURVEDI	6	6	100	10	10	100	Yes
7	NARAYANAN SUBRAMANIAM	6	3	50	10	7	70	No
8	JAGATJIT SINGH	2	2	100	3	3	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sharad Sharma	Managing Director	4139600	0	0	0	4139600.00
2	Vishnu Dutt Khandelwal	Whole-time director	4132400	0	0	0	4132400.00
3	Rajesh Sharma	Managing Director	4139600	0	0	0	4139600.00
	Total		12411600.00	0.00	0.00	0.00	12411600.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Gopal Agarwal	CFO	4195400	0	0	0	4195400.00
2	Bharat Kumar Sajnani	Company Secretary	1520856	0	0	0	1520856.00
	Total		5716256.00	0.00	0.00	0.00	5716256.00

C *Number of other directors whose remuneration details to be entered: 7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Shobha Chaturvedi	Director	0	1000000	0	52500	1052500.00
2	Pradeep Kumar Goenka	Director	0	416667	0	45000	461667.00
3	Abhilash Lal	Director	0	500000	0	45000	545000.00
4	Narayanan Subramaniam	Director	0	500000	0	67500	567500.00
5	Akshay Kumar Gupta	Director	0	500000	0	45000	545000.00
6	Jagat Jit Singh	Director	0	500000	0	45000	545000.00
7	Shyam Sunder Sharmma	Director	0	3000000	0	52500	3052500.00
	Total		0.00	6416667.00	0.00	352500.00	6769167.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ◯ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 62358

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any: note_on_Postal_Ballot.pdf
transfers_and_transmission.pdf
mgt-8_final.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of GANESHA ECOSPHERE LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by	
Name	S.K. GUPTA
Date (DD/MM/YYYY)	26/11/2025
Place	KANPUR

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number	1*2*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person | BDGPS2831D

*(b) Name of the Designated Person | BHARAT KUMAR SAJNANI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 25 dated* (DD/MM/YYYY) 24/05/2025 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

*Designation | Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator | 0*3*3*7*

***To be digitally signed by**

(●) Company Secretary ( ) Company secretary in practice

*Whether associate or fellow:

( ) Associate (●) Fellow

Membership number | 7*4*

Certificate of practice number |

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC0321476
eForm filing date (DD/MM/YYYY)	27/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

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Company Secretaries

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FORM NO. MGT- 8
ANNUAL RETURN CERTIFICATE

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of the Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **Ganesha Ecosphere Limited** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made thereunder for the Financial Year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year, the Company has complied with the provisions of the Act and the Rules made thereunder in respect of the matters as stated below:

1. The Company maintained the status of a Listed Public Company within the meaning of Section 2 (71) read with Section 2(52) of the Companies Act, 2013.

2. The Company has maintained the registers / records as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the Rules made thereunder and the entries therein have been duly recorded within the time prescribed therefor.

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3. The Company has filed Forms and Returns with the Registrar of Companies, Uttar Pradesh, Regional Director, Central Government, the Tribunal, Court or other Authorities under the Act and the Rules made thereunder the details whereof are stated in **<u>Annexure –'B'</u>** to this Certificate.

4. (i) The Board of Directors duly met 6 (Six) times respectively on 23rd May, 2024, 1st June, 2024, 10th August, 2024, 4th September, 2024, 12th November, 2024, and 1st February, 2025 as stated in the Annual Return through the process of video conferencing and / or by physical attendance in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meetings proper notices (including the meeting convened at a shorter notice) were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose which have been duly signed. No circular resolution was passed by the Board during the financial year under review.

(ii) The Board of Directors has constituted 7 (Seven) Committees namely; Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Management Committee, Capital Raising Committee and Risk Management & Strategic Planning Committee pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The abovementioned committees were lastly reconstituted by the Board of Directors of the Company at its meeting held on 4th September, 2024 to be operative with effect from 5th September, 2024.

(iii) The Audit Committee of the Board met 4 (Four) times respectively on 23rd May, 2024, 10th August, 2024, 12th November, 2024 and 1st February, 2025

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as stated in the Annual Return through the process of video conferencing and / or by physical attendance in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

(iv) The Nomination & Remuneration Committee of the Board met 6 (Six) times respectively on 23rd May, 2024, 10th August, 2024, 4th September, 2024, 12th November, 2024, 1st February, 2025 and 22nd February, 2025 as stated in the Annual Return through the process of video conferencing and / or by physical attendance in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meetings proper notices (including the meetings convened at a shorter notice) were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

(v) The Stakeholders' Relationship Committee of the Board met 17 (Seventeen) times respectively on 25th April, 2024, 14th May, 2024, 10th June, 2024, 27th June, 2024, 8th July, 2024, 6th August, 2024, 20th August, 2024, 20th September, 2024, 7th October, 2024, 28th October, 2024, 19th November, 2024, 12th December, 2024, 30th December, 2024, 22nd January, 2025, 12th February, 2025, 12th March, 2025 and 28th March, 2025 as stated in the Annual Return through the process of video conferencing and / or by physical attendance in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meetings proper notices (including the meetings convened at a shorter notice) were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

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(vi) The Corporate Social Responsibility Committee of the Board met once on 23rd May, 2024 as stated in the Annual Return by physical attendance in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meeting proper notice was given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

(vii) The Management Committee of the Board met 3 (Three) times respectively on 1st July, 2024, 24th September, 2024 and 14th February, 2025 as stated in the Annual Return in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meetings proper notices were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

(viii) The Capital Raising Committee of the Board met once on 31st March, 2025 as stated in the Annual Return in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meeting proper notice was given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

(ix) The Risk Management & Strategic Planning Committee of the Board met 2 (Two) times respectively on 10th August, 2024 and 4th March, 2025 as stated in the Annual Return in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meetings proper notices (including the meeting convened at a shorter notice) were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

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(x) The Thirty-Fifth Annual General Meeting of the Company for the Financial year ended on 31st March, 2024 was held on 10th September, 2024 after giving due notice to the members of the Company and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed. No Extraordinary General Meeting was held during the year under review.

(xi) During the year under review, a Postal Ballot (through remote e-voting) was conducted in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of obtaining the member's approval by special resolutions on the following matters for which proper notice was given to the members of the Company and the special resolutions were passed with requisite majority on 4th December, 2024 and result whereof was announced on 6th December, 2024 and duly recorded in the Minutes Book maintained for the purpose which have been duly signed:

a) To approve the appointment of Shri Jagat Jit Singh (DIN: 10765423) as an Independent Director of the Company for a term of five consecutive years with effect from 5th September, 2024;

b) To approve the appointment of Shri Akshay Kumar Gupta (DIN: 00004908) as an Independent Director of the Company for a term of five consecutive years with effect from 5th September, 2024;

c) To amend the Ganesha Ecosphere Employees' Stock Option Scheme, 2021 so as to authorize the allotment of not exceeding 10,52,275 Employee Stock Options (ESOP) to the Ganesha

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Employees Welfare Trust for the benefit of the eligible employees of the Company and its Subsidiary Company(ies) (in India or outside India) exercisable into not more than 10,52,275 Equity Shares of face value of Rs. 10/- each, thereby enabling the Trust to acquire Equity Shares by way of fresh allotment from the Company, along with the existing mode of acquisition by way of Secondary acquisition from the Market under the provisions of the Scheme, in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board, for the purpose of implementation of the Scheme in compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021. Besides this certain clause 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.

d) To extend the benefit of amendments as approved in the Ganesha Ecosphere Employees' Stock Options Scheme, 2021 including the grant of Employees Stock Options and issue, allot and transfer the Equity 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 compliance with the provisions of the Scheme and SEBI (SBEB & SE) Regulations, 2021.

5. The Company has closed its Register of Members from 4th September, 2024 to 10th September, 2024 (both days inclusive) and necessary compliance of provisions of Section 91 of the Companies Act, 2013 has been made.

6. The Company has not given loans / advances to its Directors or persons or firms referred to under Section 185 of the Act except to its wholly owned

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subsidiaries namely; Ganesha Ecotech Private Limited and Ganesha Ecopet Private Limited which are exempted under the provisions of Section 185 of the Act.

7. The Company has duly complied with the provisions of Section 188 of the Act read with Rules framed thereunder in respect of contracts / arrangements with related parties and also the appointment of related parties to the office or place of profit in the Company and/or its subsidiaries.

8. During the year under review:

(i) the Capital Raising Committee of the Board of Directors at its meeting held on 31st March, 2025 allotted 1,10,000 fully paid-up Equity Shares of the Company having face value of Rs. 10/- each at an issue price of Rs. 1,035/- per share (including a premium of Rs. 1,025/- per Share), to GPL Finance Limited ("the Allottee"), upon receipt of application form along with requisite balance amount of Rs. 776.25/- per share due thereon (being 75% of the issue price per share), aggregating to Rs. 8,53,87,500/- (Rupees Eight Crore Fifty Three Lakh Eighty Seven Thousand Five Hundred Only) in exercise of the right of conversion of 1,10,000 warrants into Equity Shares by the allottee out of 14,49,000 warrants allotted in terms of the Special Resolution passed by the members of the Company through Postal Ballot on 13th January, 2024 and the resolution passed by the Capital Raising Committee of the Board of Directors at its Meeting held on 18th January, 2024.

(ii) the Company has delivered all the Certificates (or Letter of Confirmation in lieu of share certificates, wherever applicable) on lodgement thereof for Transfer / Transmission of Securities as stipulated by SEBI operational guidelines issued from time to time in matter of re-lodgement of shares for transfer / transmission of securities during the financial year under scrutiny.

(iii) the Company has not bought back any shares or other securities during the financial year;

(iv) the Company has not redeemed any Preference Shares / Debentures during the Financial year;

(v) the Company has not altered or reduced its share capital and has not converted its shares/ securities except as stated in point (i) supra, i.e. conversion of 1,10,000 warrants into Equity Shares out of 14,49,000 warrants allotted to GPL Finance Limited, a Promoter Group Company on 31st March, 2025. Consequent to the said allotment, the total Paid up Share Capital of the Company stood increased to Rs. 25,45,69,840/- (Rupees Twenty Five Crore Forty Five Lakh Sixty Nine Thousand Eight Hundred Forty Only) as on 31st March, 2025.

9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

10. (i) The Board of Directors of the Company had recommended a final dividend @ 30% (i.e. Rs. 3/- per share) on 2,53,46,984 Equity Shares of Rs. 10/- each aggregating to Rs. 7.60 Crore for the financial year 2023-24 at its meeting held on 23rd May, 2024, which was confirmed by the members at the 35th Annual General Meeting of the Company held on 10th September, 2024 in compliance with the provisions of the Companies Act, 2013 read with Rules framed thereunder; and

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(ii) Further, the Board of Directors of the Company at its meeting held on 12th November, 2024 had declared an interim dividend @15% (i.e. Rs. 1.50/- per share) on 2,53,46,984 Equity Shares of Rs. 10/- each aggregating to Rs. 3.80 Crore for the financial year 2024-25 in compliance with the provisions of the Companies Act, 2013 read with Rules framed thereunder.

(iii) the Company has deposited the above stated amount of interim and final dividends declared, in a separate Bank Account within the period of five days from the respective date of declaration of said dividend.

(iv) the Company has paid dividend to all the members within the prescribed period of thirty days from the date of declaration of final and interim dividend(s) and the unpaid / unclaimed dividend requiring transfer to Unpaid Dividend Account of the Company has been kept in respective separate Bank Accounts maintained with Yes Bank Limited.

(v) the Company has transferred the amount of dividend which has remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund in accordance with Section 124 of the Companies Act, 2013 during the Financial year under review.

11. The Financial Statements of the Company for the financial year ended 31st March, 2025 have been signed in accordance with the provisions of Section 134(1) of the Companies Act, 2013 and the Report of Board of Directors of the Company has been prepared in compliance with the provisions of sub-sections (3) and (5) of Section 134 of the said Act.

12. (i) The Board of Directors of the Company has been duly constituted. There was no appointment of Alternate Directors during the financial year. Further, the re-appointment of retiring Director at the Annual General Meeting has

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been made in compliance with the provisions of the Act. The Directors have made requisite disclosures as required under the Act and the Rules framed thereunder.

(ii) During the year under review, Shri Pradeep Kumar Goenka (DIN: 00404746) and Shri Abhilash Lal (DIN: 03203177) ceased to be the Independent Directors of the Company with effect from 4th September, 2024 upon completion of their second term of office as Independent Directors of the Company.

Consequent to cessation of Shri Pradeep Kumar Goenka and Shri Abhilash Lal, from the position of Independent Directors of the Company and to fulfill the requirement of Regulation 17(1)(a) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 4th September, 2024 had approved the appointment of Shri Akshay Kumar Gupta (DIN: 00004908) and Shri Jagat Jit Singh (DIN: 10765423) as Non-Executive Independent Directors of the Company for a term of 5 (Five) consecutive years with effect from 5th September, 2024 and the said appointments were confirmed and approved by the Members through the Postal Ballot dated 4th December, 2024 in compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(iii) Based upon the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting held on 10th August, 2024, the Members at the Thirty-Fifth Annual

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General Meeting of the Company held on 10th September, 2024 approved the re-appointment of Smt. Shobha Chaturvedi (DIN: 08553800) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (Five) consecutive years with effect from 5th September, 2024 in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and rules made thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(iv) Except as mentioned above, there was no appointment of Key Managerial Personnel under the provisions of Section 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review.

13. During the year under review, there was no appointment, re-appointment and filling up of casual vacancy of the Statutory Auditors of the Company. However, M/s. Narendra Singhania & Co., Chartered Accountants were appointed as Statutory Auditors of the Company at the Thirty-Third Annual General Meeting of the Company held on 30th September, 2022 based on the recommendation of the Audit Committee and the Board of Directors of the Company, for the second term of 5 (Five) consecutive years to hold office from the conclusion of Thirty-Third Annual General Meeting of the Company till the conclusion of the Thirty-Eighth Annual General Meeting of the Company in compliance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and accordingly, they continued to hold the office of Statutory Auditors of the Company during the financial year under scrutiny.

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14. The Company was not required to obtain any approvals of the National Company Law Tribunal, Central Government, Regional Director, Registrar or such other Authorities prescribed under various provisions of the Companies Act, 2013 during the financial year.

15. The Company has not accepted or renewed any deposits falling within the purview of Section 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

16. The amount borrowed by the Company from the Directors, Public Financial Institutions, Banks and others during the Financial year is within the borrowing limits of the Company as approved by the Special Resolution passed by Members under Section 180(1)(c) of the Act at the Annual General Meeting held on 29th September, 2014. There was creation, modification and satisfaction of charges during the financial year and the particulars whereof were filed in compliance with the provisions of the Act.

17. During the year under review, the Company has made investments, provided loans to its Wholly Owned Subsidiaries ('WOS') and other Bodies Corporate and provided guarantees in compliance with the provisions of Section 186 of the Companies Act, 2013 read with rules framed thereunder as follows:

(a) The Company has made further investment of Rs. 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 Rs. 10/- each at par, on rights issue basis on 26th June, 2024;

(b) The Company has made further investment of Rs. 100 Crore in the Equity Share Capital of Ganesha Ecotech Private Limited, a Wholly Owned

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Subsidiary of the Company by way of subscription of 10,00,00,000 (Ten Crore) Equity Shares having Face Value of Rs. 10/- each at par, on rights basis on 28th June, 2024;

(c) The Company has made a strategic investment in the Equity Share Capital of Race Eco Chain Limited, a listed Company engaged in the business of plastic waste management by subscribing 4,55,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 352/- per share aggregating to Rs. 16,01,60,000/- on 26th September, 2024 on preferential issue basis;

(d) During the review period a new Joint Venture Company ('JV Company') was incorporated under the name and style of 'Ganesha Recycling Chain Private Limited' on 10th September, 2024 wherein the Company has subscribed 29,40,000 Equity Shares at the face value of Rs. 10/- each aggregating to Rs. 2,94,00,000/- representing 49% of the voting rights in the said JV Company.

(e) Besides the above, the Company continued to hold investments in securities made in preceding years in its Wholly Owned Subsidiaries and other Bodies Corporate and also in the units of Mutual Funds. During the review period, the Company has redeemed some of its units of Mutual Funds / Bonds. In addition, the Company has provided loans to its Indian Wholly Owned Subsidiaries viz; Ganesha Ecopet Private Limited and Ganesha Ecotech Private Limited and also to other Bodies Corporate. The Company continued to provide Corporate Guarantees extended in the preceding year(s) to its Wholly Owned Subsidiaries in compliance with the provisions of the Act.

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18. There has been no alteration in the Articles of Association and Memorandum of Association of the Company during the financial year under review.

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

S.K. Gupta & Co. KANPUR Company Secretaries

(S.K.GUPTA)
Managing Partner
F.C.S 2589, C.P 1920
UDIN: F002589G002039723

Place: Kanpur
Date: 26th November, 2025

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ANNEXURE 'A'

Registers as maintained by the Company

1. Register of Members u/s 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014.
2. Register of Directors and Key Managerial Personnel and their Shareholding u/s 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
3. Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014.
4. Register of loans, guarantee, security and acquisition made by the company- maintained u/s 186 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Meetings of Board and its Powers) Rules, 2014.
5. Register of Investments not held in its own name by the Company u/s 187(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Meetings of Board and its Powers) Rules, 2014.
6. Minutes of the proceedings of the General Meetings, Board Meetings and Committee Meetings u/s 118 of the Companies Act, 2013 read with Rule 25 of the Companies (Management and Administration) Rules, 2014.
7. Register of Charges u/s 85 of the Companies Act, 2013 read with Rule 10 of the Companies (Registration of Charges) Rules, 2014.
8. Register of Employee Stock Options u/s 62(1)(b) of the Companies Act, 2013 read with Rule 12(10) of the Companies (Share Capital and Debentures) Rules 2014.
9. Attendance Register for the Meetings of the Board of Directors and Committees thereof.
10. Attendance Register for the Meetings of the Shareholders.
11. Register of Duplicate / Split Share Certificates.

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ANNEXURE 'B'

Forms and Returns as filed by the Company during the Financial Year ended 31st March, 2025.

- **With Registrar of Companies, Uttar Pradesh**

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. MGT-14 [Registration of Board Resolution: • to grant loans / give guarantee / provide security in connection with any loan to any Bodies Corporate other than the wholly owned subsidiaries of the Company from time to time, provided that the total amount of loan / guarantee / security to be so given / provided together with the amount already given / provided as aforesaid shall not exceed the sum of Rs.	U/s 179(3) read with Section 117 and 186 of the Companies Act, 2013 dated 23.05.2024	19.06.2024	Yes

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	1,00,00,00,000/- at any time. • to invest surplus funds of the Company, from time to time, in various shares, debentures or securities of the Wholly Owned Subsidiaries of the Company (including Ganesha Ecopet Private Limited, Ganesha Ecotech Private Limited, Ganesha Overseas Private Limited and any other Company, acquired or incorporated as Wholly-Owned Subsidiary of the Company), from time to time, provided that the total amount upto which the funds are to be invested together with the amount already invested as aforesaid shall not exceed the sum of Rs.			

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	5,00,00,00,000/- (Rupees Five Hundred Crore Only) at any time. • to invest surplus funds of the Company, from time to time, in various shares, debentures or securities of other body corporates (other than the Wholly Owned Subsidiaries of the Company), including schemes of mutual funds, etc. provided that the total amount upto which the funds are to be invested together with the amount already invested as aforesaid shall not exceed the sum of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crore Only) at any time. • to approve the Standalone and Consolidated Financial Statements for the year ended 31st March,			

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	2024 by the Board of Directors of the Company.]			
2.	Form MGT-14 [Registration of Board Resolution to subscribe upto 4,55,000 (Four Lakh Fifty-Five Thousand) Equity Shares of Rs. 10/- each of Race Eco Chain Limited for cash, at a consideration of approx. Rs. 16,00,00,000/- (Rupees Sixteen Crore Only)]	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 01.06.2024	25.06.2024	Yes
3.	Form No. DPT-3 [Particulars of transactions by Company not considered as deposit as per Rule 2(1)(c) of the Companies (Acceptance of Deposit) Rules, 2014]	Pursuant to Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014 dated 31.03.2024.	27.06.2024	Yes
4.	Form MGT-14 [Registration of Resolution passed by the Management Committee	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 01.07.2024.	22.07.2024	Yes

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	of the Board of Directors, for approval to borrow and avail Overdraft Facility from the State Bank of India, Overseas Branch, Kanpur, amounting to Rs. 5,00,000/-]			
5.	Form No. MGT-14 [Registration of Board Resolution for approval of Directors' Report for the Financial Year 2023-2024]	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 10.08.2024	07.09.2024	Yes
6.	Form No. MGT-15 [Report on Annual General Meeting held on 10th September, 2024]	U/s 121(1) of the Companies Act, 2013 read with Rule 31(2) of the Companies (Management and Administration) Rules, 2014 dated 10.09.2024	26.09.2024	Yes
7.	Form MGT-14 [Registration of Special Resolution passed at the Thirty-Fifth Annual General Meeting of the Company held on 10th September, 2024 to approve the re-	U/s 117(3), 149, 150 and 152 read with Rule 24 of Companies (Management and Administration) Rules, 2014 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation	27.09.2024	Yes

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	appointment of Dr. Shobha Chaturvedi (DIN: 08553800) as a Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 5th September, 2024]	25(2A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 10.09.2024.		
8.	Form No. MGT-14 [Registration of Board Resolution to approve the incorporation of a Joint Venture Company in collaboration with Race Eco Chain Limited in the name and style of Ganesha Recycling Chain Private Limited by subscribing 29,40,000 (Twenty-Nine Lakh Forty Thousand) Equity Shares of Rs. 10/- each aggregating to Rs. 2,94,00,000/- (Rupees Two Crore Ninety-Four Lakh Only) representing 49% of the share capital of	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 04.09.2024	28.09.2024	Yes

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	the proposed Joint Venture Company]			
9.	Form No. IEPF–1 [Statement of amounts credited to Investor Education and Protection Fund for the Financial Year 2023-2024]	U/s 124(6) and of the Companies Act, 2013 read with Rule 6(13) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 10.09.2024.	01.10.2024	Yes
10.	Form No. DIR-12 [Cessation of Directorship of Shri Abhilash Lal (DIN: 03203177) and Shri Pradeep Kumar Goenka (DIN: 00404746) upon completion of their second term of office as Independent Directors of the Company with effect from 4th September, 2024]	U/s 170(2) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 dated 04.09.2024.	03.10.2024	Yes
11.	Form No. DIR-12 [Appointment of Shri Jagat Jit Singh (DIN: 10765423) and Shri Akshay Kumar	U/s 149, 150, 152 and 170(2) of the Companies Act, 2013 read with Rule 8 and 18 of the Companies	04.10.2024	Yes

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	Gupta (DIN: 00004908) as Non-Executive Independent Directors of the Company for a term of 5 (Five) consecutive years with effect from 5th September, 2024.	(Appointment and Qualifications of Directors) Rules, 2014 dated 05.09.2024.		
12.	Form No. AOC-4 XBRL [Filing of Annual Audited Standalone and Consolidated Financial Statements and other documents in XBRL mode for the financial year ended 31st March, 2024]	U/s 137 of the Companies Act, 2013 read with Rule 12(2) of Companies (Accounts) Rules, 2014 and Rule 3 of the Companies (Filing of Documents and Forms in XBRL) Rules, 2015 dated 31.03.2024.	09.10.2024	Yes
13.	Form MGT-14 [Registration of the resolution passed by the Management Committee of the Board of Directors of the Company for approval: • to avail the enhanced / renewed credit facilities amounting Rs. 55,00,00,000/- from Federal Bank Limited.	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 24.09.2024.	24.10.2024	Yes

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	• to borrow and avail the enhanced / renewed financial assistance by way of working capital facility(ies) for an aggregate principal amount upto Rs. 90,00,00,000/- from Yes Bank Limited.]			
14.	Form No. CHG-1 [Creation of Charge-Charge ID: 100995644]	U/s 77 and 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 19.10.2024.	06.11.2024	Yes
15.	Form No. MGT - 7 [Annual Return for the Financial Year 2023-2024]	U/s 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 Dated 31.03.2024.	07.11.2024	Yes
16.	Form No. IEPF–2 [Statement of unclaimed and unpaid amounts]	Under Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund)	15.11.2024	No

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		Rules, 2016 dated 10.09.2024.		
17.	Form No. CHG-1 [Modification of Charge ID: 100757444]	U/s 77 and 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 19.10.2024.	16.11.2024	Yes
18.	Form No. IEPF–1 [Statement of amounts credited to Investor Education and Protection Fund for the Financial Year 2016-2017]	U/s 125 of the Companies Act, 2013 read with Rule 5(1) of the Investor Education and Protection Fund Authority (Accounting, Audit, transfer and Refund) Rules, 2016.	25.11.2024	Yes
19.	Form No. CHG-4 [Satisfaction of Charge ID-10164469]	U/s 82(1) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Registration of Charges) Rules, 2014 dated 27.11.2024.	29.11.2024	Yes
20.	Form No. IEPF–1 [Statement of amounts credited to Investor Education and Protection	U/s 124(6) of the Companies Act, 2013 read with Rule 6(13) of the Investor Education and	11.12.2024	Yes

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	Fund for the Financial Year 2024-2025 interim]	Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 12.11.2024.		
21.	Form No. IEPF–4 [Statement of 26,498 Equity Shares transferred to IEPF for the Financial year 2016-2017]	Under Rule 6(5) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 28.11.2024.	14.12.2024	Yes
22.	Form No. MGT-14 [Registration of the Special Resolutions passed by members through Postal Ballot process by way of remote e-voting: • For approving the appointment of Shri Jagat Jit Singh (DIN: 10765423) as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with	U/s 117(3) read with Rule 24 of Companies (Management and Administration) Rules, 2014 dated 04.12.2024.	24.12.2024	Yes

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	effect from 5^{th} September, 2024 • For approving the appointment of Shri Akshay Kumar Gupta (DIN: 00004908) as a Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 5^{th} September, 2024 • To approve the amendment in Ganesha Ecosphere Employees Stock Option Scheme 2021 • Approve 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.	U/s 117(3) read with Rule 24 of Companies (Management and Administration) Rules, 2014 and Regulation 7 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 dated 04.12.2024.		

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23.	Form CSR-2 [Report on Corporate Social Responsibility]	Pursuant to Rule 12(1B) of the Companies (Accounts) Rules, 2014 vide Notification issued by the Ministry of Corporate Affairs dated 11th February, 2022 filed for the Financial year 2023-24.	27.12.2024	Yes
24.	Form MGT-14 [Registration of Board Resolutions: • to approve the appointment of M/s. Ashok & Ajai, Chartered Accountants, as Internal Auditor of the Company, to conduct the internal audit of the functions and activities of the Company for the financial year 2025-26. • to approve the appointment of M/s. S.K. Gupta & Co., Company Secretaries as Secretarial Auditors to conduct Secretarial Audit	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 01.02.2025.	26.02.2025	Yes

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	of the Company for the financial year 2024-25]			
25.	Form No. CHG-4 [Satisfaction of Charge ID-100665431]	U/s 82(1) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Registration of Charges) Rules, 2014 dated 06.02.2025.	04.03.2025	Yes

- **With Regional Director**

NIL

- **With Central Government or other Authorities**

Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. CRA-2 [Intimation of Appointment of Cost Auditor for the F.Y. 2024-2025]	U/s 148(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 23.05.2024	05.06.2024	Yes
2.	Form No. CRA 4 [Cost Audit Report for FY 2023-2024]	U/s 148(6) of the Companies Act, 2013 and Rule 6 of the	24.10.2024	Yes

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		Companies (Cost Records and Audit) Rules, 2014 dated 25.09.2024.		

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

S.K. Gupta & Co. KANPUR Company Secretaries

Place: Kanpur
Date: 26th November, 2025

(S.K.GUPTA)
Managing Partner
F.C.S 2589, C.P 1920
UDIN: F002589G002039723


CIN:L51109UP1987PLC009090
GESL
GANESHA ECOSPHERE LTD.
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Ph. : +91-9198708383
E-mail : gesl@ganeshaecosphere.com
Website : www.ganeshaecosphere.com
IIA

Sr.No	Date of Registration of Transfer	Type of Transfer	Number of Shares Transfered	Amount per Share (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
		1 - Equity, 2 - Preference Shares, 3- Debentures, 4 - Stock						
1	25/04/2024	1	100	10	28254	PUSHPA ISHWARLAL RUPAREL	39118	KETAN ISHVARLAL RUPAREL
2	25/04/2024	1	100	10	36589	PRAMOD CHANDRA PATEL	39119	PRABHABEN PRAMODCHANDRA PATEL
3	25/04/2024	1	100	10	14145	PINANKI BHARAT CHOKSHI	39117	PINANKI NISARGKUMAR SHAH
4	10/05/2024	1	100	10	4388	THAKORLAL S SHAH	39120	JITENDRA THAKORDAS SHAH
5	10/05/2024	1	100	10	7404	MAHESH KUMAR	39121	MAHENDRA LOONKER
6	14/05/2024	1	100	10	28696	PRATIBHA S SAHASTRABUDHE	39122	PRATIBHA SURIKRISHNA SAHASTRABUDHE
7	31/05/2024	1	200	10	19379	CHANDULAL R PATEL	39123	CHANDULAL RANCHHODBAI PATEL
8	10/06/2024	1	100	10	6583	UJWALA JAIN	39124	PRADEEP SHANTILAL JAIN
9	10/06/2024	1	200	10	15658	ANKITA JHAWAR	39125	ANKITA ASAWA
10	27/06/2024	1	100	10	27199	ASHOK KUMAR AGRWAL	39126	ASHOKKUMAR MADANLAL AGRAWAL
11	27/06/2024	1	400	10	26506	DHARMENDRA JAIN	39127	DHARMENDRA KUMAR JAIN
12	06/07/2024	1	100	10	18472	SONAL BAL PILAKE	39128	SAKSHI S RASHINKAR
13	06/07/2024	1	100	10	15435	GEETA CHAWLA	39131	BHAVNA KESWANI
14	08/07/2024	1	200	10	35167	HARESH BALMUKUND GANDHI	39130	HARESH BALMUKUND GANDHI
15	08/07/2024	1	300	10	11352	CHETAN D MEHTA	39129	CHETAN DHIRAJLAL MEHTA
16	13/07/2024	1	100	10	16536	AMAN DEEP SINGH	39132	AMANDEEP SINGH
17	23/07/2024	1	200	10	25345	TRUPTI SUNIL SHARMA	39133	TRUPTI SHARMA
18	06/08/2024	1	100	10	6268	MALTI RAIYANI	39134	MALTI DILIP RAIYANI
19	06/08/2024	1	100	10	4797	RUPA NANJEE	39135	RUPA ASHOK NANJEE
20	20/08/2024	1	100	10	2353	DIPAK J SHETH	39136	DIPAKBHAI JAYANTILAL SHETH
21	31/08/2024	1	100	10	6519	SUDHA DANGAYACH	39137	SARTHAK DANGAYACH
22	20/09/2024	1	100	10	12344	GIRISH PAREKH	39138	GIRISH BHIKHALAL PAREKH
23	30/09/2024	1	300	10	4447	PIYUSH KUMAR DOSHI	39139	PIYUSHKUMAR DINESHCHANDRA DOSHI
24	07/10/2024	1	200	10	28149	GANGADHARA GADHAN SETTY	39140	GADHAMSETTY GANGADHARA
25	14/10/2024	1	400	10	19945	ANWAR AHMAD	39141	MOHD. HASHMI
26	14/10/2024	1	200	10	31466	RENUKA B CHIMNANI	39142	MANISHA RIJHWANI
27	14/10/2024	1	100	10	25055	SHILPI ARORA	39143	SHILPI CHABRA
28	28/10/2024	1	100	10	4047	VELJIBHAI MADHABHAI CHAUDHARY	39144	VELJIBHAI MADHABHAI CHAUDHARI
29	19/11/2024	1	100	10	9994	CHANCHLA SINGH	39145	CHANCHALA RAISAHAB SINGH
30	07/12/2024	1	100	10	17252	RAJAN KUAMR	39146	RAJAN KUMAR CHANANA
31	12/12/2024	1	100	10	4982	JAGDISH H PAREKH	39148	PAREKH USHABEN JAGDISHCHANDRA
32	12/12/2024	1	100	10	28563	MOHAN LAL	39147	MOHAN LAL KHUNGER
33	30/12/2024	1	300	10	8741	GEETIKA GUPTA	39151	RAMESH GOYAL
34	30/12/2024	1	200	10	15380	V B MAHAJAN	39152	NEELAM MAHAJAN
35	30/12/2024	1	100	10	37854	SARFARAZ ALIAKBAR QUARESHI	39149	SARFARAZ ALIAKBAR QURESHI
36	30/12/2024	1	100	10	15686	PRAHLAD KUMAR GOYAL	39150	PRAHLAD GOYAL
37	21/01/2025	1	100	10	3020	LILAVATI POPATLAL SHAH	39154	JITENDRA POPATLAL SHAH
38	21/01/2025	1	200	10	16932	KUSUM ASWAL	39153	KUSUM LATA
39	22/01/2025	1	200	10	16927	SHYAMA DEVI	39160	RAVI SHANKAR SINGH
40	22/01/2025	1	100	10	28601	SATISH SIBAL	39161	NEELAM SIBAL
41	22/01/2025	1	200	10	2537	NISHA AGARWAL	39155	NISHA AGGARWAL
42	22/01/2025	1	100	10	15007	SHYAM CHOUDHURY	39156	SHYAM CHAUDHARY
43	22/01/2025	1	100	10	14805	YOGENDER GUPTA	39157	YOGENDER KUMAR GUPTA
44	22/01/2025	1	200	10	2024	VIJAY NAINA	39158	VIJAY CHHAGANLAL NAINA
45	22/01/2025	1	300	10	3952	NARSINH BHAI ISHVARLAL PATEL	39159	NARSHIBHAI ISHWARLAL PATEL
46	07/02/2025	1	100	10	17149	PAWAN KUMAR BANSAL	39162	PAWAN KUMAR
47	07/02/2025	1	100	10	5563	BHOJRAJ P CHIMANANI	39163	BHOJRAJ P CHIMNANI
48	12/02/2025	1	100	10	1225	MD ASHRAF ALI	39167	AKRAMUL MOLLAH
49	12/02/2025	1	200	10	19950	RASHOOL AHMED	39165	RASOOL AHMAD
50	12/02/2025	1	1000	10	20580	VIRENDRA GUPTA	39166	VIRENDER GUPTA
51	12/02/2025	1	100	10	6275	SHOBHNA SHAH	39168	SHOBHNA BHARAT SHAH
52	12/02/2025	1	300	10	18521	NISCHAL MEHTA	39169	NISCHAL MAFATLAL MEHTA
53	12/02/2025	1	250	10	8811	AJAY	39170	AJAY GOEL
54	14/02/2025	1	100	10	12530	SOMCHAND N DAND	39164	ALPA SOMCHAND DAND
55	28/02/2025	1	100	10	15530	KUSUM KAILASH CHANDRA NEEMA	39171	SURBHI NEEMA
56	07/03/2025	1	100	10	19696	NIRMAL SALDANHA	39172	NIRMAL SALDANA
57	12/03/2025	1	300	10	5056	RAMESH CHANDRA PATEL	39174	GITABEN RAMESHCHANDRA PATEL
58	12/03/2025	1	100	10	17407	K SRIDHAR	39173	KUPPURAO SRIDHAR
59	12/03/2025	1	100	10	16683	SHANTI SWARUP MISRA	39175	SHANTI SWAROOP MISHRA
60	21/03/2025	1	100	10	3453	LALITABEN PATEL	39176	GIRISHKUMAR RATILAL PATEL
61	21/03/2025	1	100	10	3314	MAHENDRA RAMBHAI PATEL	39178	SUMITRABEN MAHENDRABHAI PATEL
62	21/03/2025	1	300	10	6891	RENUKA	39177	RENUKA CHHABRA
63	28/03/2025	1	100	10	6329	AMIT N SHAH	39179	AMIT N SHAH

Postal Ballot

During the year under review, the Company completed process of one postal ballot on 4th December, 2024 as per the provisions of Sections 108 and 110 of the Companies Act, 2013, read with the rules made thereunder.