



GANESHA ECOSPHERE LTD.

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to the Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

PREAMBLE

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”). In terms of the Regulations, it is mandatory for every listed company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”). In order to comply with the mandatory requirement of the Regulations, the Company has formulated following Code of Practices and Procedures for Fair Disclosure.

In view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Code has been amended by the Board of Directors at its meeting held on 9th February, 2019 and the revised Code shall be effective from 1st April, 2019.

OBJECTIVE

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

NORMS FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Under this Code, the Company will ensure the following principles, in disclosing UPSI:

- Prompt public disclosure of all UPSI (intended to be made public or are required to be made public as per law) that may impact price discovery, as soon as credible and concrete information comes into being, so that such information is generally available.
- Uniform and universal dissemination of UPSI, to avoid selective disclosure.
- Prompt dissemination of UPSI that gets disclosed selectively, whether inadvertently or otherwise,

in the manner stated above. Rumors and media speculation (including quotes by unnamed persons) will not be considered as selective disclosure.

- Appropriate and fair response to queries on news reports and requests for verification of market rumors, by regulatory authorities.
- No UPSI will be shared with Analysts, Institutional Investors and Research Personnel.
- Prompt dissemination of transcriptions or recordings of proceedings of earnings calls or similar events hosted by the Company, on its website.
- Handling of all UPSI on need-to-know basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

In this regard, the term **“Legitimate Purpose”** shall mean and include sharing of UPSI in the ordinary course of business by an insider with collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, depending upon functional responsibilities, roles and capacities in which they are associated with the Company, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

The Company will maintain a functional and updated website containing complete details, including information about its various products, financial information, quarterly and annual results, annual reports, management and ownership structure, investor presentations, press releases, stock exchanges submissions, shareholders communications, contact details, etc., for universal disclosure of UPSI.

CHIEF INVESTOR RELATIONS OFFICER

The Company Secretary of the Company, will act as the ‘Chief Investor Relations Officer’, as per the code. The Chief Investor Relations Officer will be responsible for dissemination of information and disclosure of UPSI, in compliance with applicable corporate and securities laws.

DISCLOSURE

This Code and any amendment thereof will be published on the Company’s website www.ganeshaecosphere.com.

AMENDMENT OF THE CODE

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

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