

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51109UP1987PLC009090

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG6334N

(ii) (a) Name of the company

GANESHA ECOSPHERE LIMITEE

(b) Registered office address

VILLEGE RAIPUR RANIA KALPI ROAD
KANPUR DEHAT
Uttar Pradesh
209304
India

(c) *e-mail ID of the company

SE*****RE.C

(d) *Telephone number with STD code

05*****05

(e) Website

www.ganeshaecosphere.com

(iii) Date of Incorporation

30/10/1987

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited, Mumbai	1
2	National Stock Exchange of India Limited, Mumbai	1,024

(b) CIN of the Registrar and Transfer Agent

U74899DL1995PTC071324

Pre-fill

Name of the Registrar and Transfer Agent

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

D-153A, FIRST FLOOR
OKHLA INDUSTRIAL AREA, PHASE-I

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 10/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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	C2	Textile, leather and other apparel products	96.52

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

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GANESHA ECOPET PRIVATE LIM	U37100UP2019PTC123520	Subsidiary	100
2	GANESHA ECOTECH PRIVATE L	U37100UP2020PTC138065	Subsidiary	100

3	GANESHA OVERSEAS PRIVATE		Subsidiary	100
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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	34,000,000	25,346,984	25,346,984	25,346,984
Total amount of equity shares (in Rupees)	340,000,000	253,469,840	253,469,840	253,469,840

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF Rs. 10/- EACH				
Number of equity shares	34,000,000	25,346,984	25,346,984	25,346,984
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	340,000,000	253,469,840	253,469,840	253,469,840

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,150,000	0	0	0
Total amount of preference shares (in rupees)	215,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES OF Rs. 100/- EACH				
Number of preference shares	2,150,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	215,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	392,439	21,436,958	21829397	218,293,970	218,293,970	
Increase during the year	0	3,586,029	3586029	35,175,870	35,175,870	3,464,823,19
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	3,517,587	3517587	35,175,870	35,175,870	3,464,823,19
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify	0	68,442	68442			
DEMATERIALIZATION OF SHARES						
Decrease during the year	68,442	0	68442	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	68,442		68442			
DEMATERIALIZATION OF SHARES						
At the end of the year	323,997	25,022,987	25346984	253,469,840	253,469,840	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

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		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

21/09/2023

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of 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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(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	1,449,000	10	14,490,000	2.50	3,622,500
Total	1,449,000		14,490,000		3,622,500

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

9,661,038,930

(ii) Net worth of the Company

10,447,508,174

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,576,904	25.95	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,660,109	10.49	0	
10.	Others	0	0	0	
	Total	9,237,013	36.44	0	0

Total number of shareholders (promoters)

26

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,072,223	23.96	0	
	(ii) Non-resident Indian (NRI)	249,285	0.98	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	100	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	5,299,441	20.91	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,159,883	4.58	0	
10.	Others Alternate Investment Fund:	3,329,039	13.13	0	
	Total	16,109,971	63.56	0	0

Total number of shareholders (other than promoters)

43,415

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

43,441

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	26	26
Members (other than promoters)	27,825	43,415
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	10.61	7.65
B. Non-Promoter	0	4	0	4	0	0
(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	0

(i) Banks & 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	10.61	7.65

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 share(s) held	Date of cessation (after closure of financial year : If any)
SHYAM SUNDER SHA	00530921	Director	1,938,927	
VISHNU DUTT KHANDE	00383507	Whole-time director	720,200	
SHARAD SHARMA	00383178	Managing Director	875,583	
RAJESH SHARMA	02228607	Managing Director	1,095,529	
PRADEEP KUMAR GO	00404746	Director	0	04/09/2024
ABHILASH LAL	03203177	Director	0	04/09/2024
SHOBHA CHATURVEI	08553800	Director	0	
NARAYANAN SUBRAI	00166621	Director	0	
GOPAL AGARWAL	AANPA8328E	CFO	38,933	
BHARAT KUMAR SAJ	BDGPS2831D	Company Secretar	200	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SURENDRA KUMAR	01280980	Director	01/06/2023	Cessation
NARAYANAN SUBRAI	00166621	Additional director	24/08/2023	Appointment
NARAYANAN SUBRAI	00166621	Director	21/09/2023	Change in designation

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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	21/09/2023	37,215	56	18.15

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	8	8	100
2	03/08/2023	7	7	100
3	24/08/2023	7	7	100
4	04/11/2023	8	8	100
5	24/11/2023	8	8	100
6	14/02/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

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	10/09/2024
								(Y/N/NA)
1	SHYAM SUND	6	6	100	22	2	9.09	Yes
2	VISHNU DUT	6	6	100	38	34	89.47	Yes
3	SHARAD SHA	6	6	100	34	28	82.35	Yes
4	RAJESH SHA	6	6	100	0	0	0	No
5	PRADEEP KU	6	6	100	38	38	100	Not Applicable
6	ABHILASH LA	6	6	100	19	18	94.74	Not Applicable
7	SHOBHA CHA	6	6	100	0	0	0	No
8	NARAYANAN	3	3	100	6	6	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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	VISHNU DUTT KHA	Executive Vice C	3,632,400	0	0	0	3,632,400
2	SHARAD SHARMA	Managing Direct	3,639,600	0	0	0	3,639,600
3	RAJESH SHARMA	Joint Managing I	3,639,600	0	0	0	3,639,600
	Total		10,911,600	0	0	0	10,911,600

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	Chief Financial C	3,440,400	0	2,725	0	3,443,125
2	BHARAT KUMAR S	Company Secre	1,655,856	0	1,600	0	1,657,456
	Total		5,096,256	0	4,325	0	5,100,581

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRADEEP KUMAR	Non Executive In	0	700,000	0	50,000	750,000
2	SURENDRA KUMA	Non Executive In	0	175,000	0	10,000	185,000
3	ABHILASH LAL	Non Executive In	0	900,000	0	80,000	980,000
4	SHOBHA CHATUR	Non Executive In	0	700,000	0	30,000	730,000
5	SHYAM SUNDER S	Non-Executive C	0	3,000,000	0	30,000	3,030,000
6	NARAYANAN SUBI	Non Executive In	0	550,000	0	45,000	595,000
	Total		0	6,025,000	0	245,000	6,270,000

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	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	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. 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.

Name

S.K. GUPTA

Whether associate or fellow

Associate Fellow

Certificate of practice number

1920

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 all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sharad
Sharma

DIN of the director

0*3*3*7*

To be digitally signed by

Bharat
Kumar
Sajnani

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8- GESL- 2024.pdf
List of Committee meetings.pdf
List of Transfer.pdf
Note.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



GANESHA ECOSPHERE LIMITED

Details of Meetings of the Committees of the Board of Directors

C. COMMITTEE MEETINGS

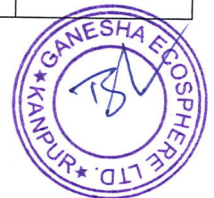
Number of meetings held

44

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee Meeting	23/05/2023	4	4	100
2.	Audit Committee Meeting	03/08/2023	3	3	100
3.	Audit Committee Meeting	04/11/2023	3	3	100
4.	Audit Committee Meeting	14/02/2023	3	3	100
5.	Nomination and Remuneration Committee Meeting	25/05/2023	4	3	75
6.	Nomination and Remuneration Committee Meeting	03/08/2023	3	2	66.67
7.	Nomination and Remuneration Committee Meeting	24/08/2023	3	3	100
8.	Nomination and Remuneration Committee Meeting	04/11/2023	3	2	66.67
9.	Nomination and Remuneration Committee Meeting	14/02/2024	3	3	100
10.	Nomination and Remuneration Committee Meeting	07/03/2024	3	2	66.67
11.	Stakeholders Relationship Committee Meeting	03/05/2023	4	3	75



12.	Stakeholders Relationship Committee Meeting	16/05/2023	4	3	75
13.	Stakeholders Relationship Committee Meeting	01/06/2023	4	3	75
14.	Stakeholders Relationship Committee Meeting	22/06/2023	4	2	50
15.	Stakeholders Relationship Committee Meeting	04/07/2023	4	2	50
16.	Stakeholders Relationship Committee Meeting	19/07/2023	4	3	75
17.	Stakeholders Relationship Committee Meeting	31/07/2023	4	3	75
18.	Stakeholders Relationship Committee Meeting	22/08/2023	4	3	75
19.	Stakeholders Relationship Committee Meeting	16/09/2023	4	3	75
20.	Stakeholders Relationship Committee Meeting	29/09/2023	4	3	75
21.	Stakeholders Relationship Committee Meeting	25/10/2023	4	2	50
22.	Stakeholders Relationship Committee Meeting	06/11/2023	3	3	100
23.	Stakeholders Relationship Committee Meeting	17/11/2023	3	3	100
24.	Stakeholders Relationship Committee Meeting	25/11/2023	3	3	100
25.	Stakeholders Relationship Committee Meeting	04/12/2023	3	3	100
26.	Stakeholders Relationship Committee Meeting	29/12/2023	3	3	100
27.	Stakeholders Relationship Committee Meeting	17/01/2024	3	2	66.67
28.	Stakeholders Relationship Committee Meeting	03/02/2024	3	3	100
29.	Stakeholders Relationship Committee Meeting	14/02/2024	3	3	100
30.	Stakeholders Relationship Committee Meeting	23/02/2024	3	2	66.67
31.	Stakeholders Relationship Committee Meeting	16/03/2024	3	3	100



32.	Stakeholders Relationship Committee Meeting	30/03/2024	3	3	100
33.	Corporate Social Responsibility Committee Meeting	25/05/2023	4	4	100
34.	Management Committee	11/07/2023	4	3	75
35.	Management Committee	12/06/2023	4	2	50
36.	Management Committee	30/12/2023	4	3	75
37.	Risk Management & Strategic Planning Committee	03/08/2023	5	4	80
38.	Risk Management & Strategic Planning Committee	29/01/2024	5	3	60
39.	Capital Raising Committee	11/01/2024	4	2	50
40.	Capital Raising Committee	15/01/2024	4	2	50
41.	Capital Raising Committee	18/01/2024	4	4	100
42.	Capital Raising Committee	30/01/2024	4	4	100
43.	Capital Raising Committee	02/02/2024	4	4	100
44.	Capital Raising Committee	02/02/2024	4	4	100

For GANESHA ECOSPHERE LTD.



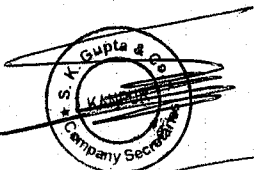
(BHARAT KUMAR SAJNANI)
COMPANY SECRETARY

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]

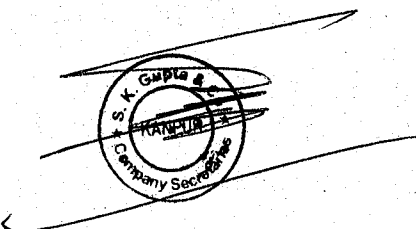
We have examined the registers, records and books and papers of **Ganesh Ecosphere Limited** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made thereunder for the Financial Year ended on 31st March, 2024. In our opinion and to the best of our information 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

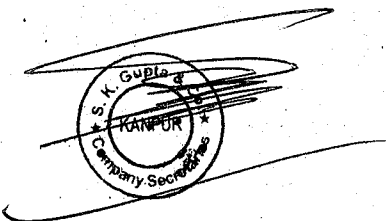


thereunder and the entries therein have been duly recorded within the time prescribed therefor.

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 **Annexure –'B'** to this Certificate.
4. (i) The Board of Directors duly met 6 (Six) times respectively on 25th May, 2023, 3rd August, 2023, 24th August, 2023, 4th November, 2023, 24th November, 2023 and 14th February, 2024 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 (lastly reconstituted on 14th February, 2024), Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Management Committee, Capital Raising Committee (lastly reconstituted on 24th November, 2023) and Risk Management & Strategic Planning Committee (lastly reconstituted on 14th February, 2024) 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.

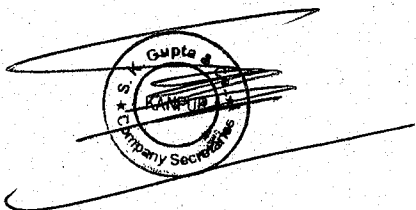


- (iii) The Audit Committee of the Board met 4 (Four) times respectively on 25th May, 2023, 3rd August, 2023, 4th November, 2023 and 14th February, 2024 as stated in the Annual Return through the process of video conferencing and / or by physical attendance in compliance with provisions of the Companies 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 25th May, 2023, 3rd August, 2023, 24th August, 2023, 4th November, 2023, 14th February, 2024 and 7th March, 2024 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 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 22 (Twenty-Two) times respectively on 3rd May, 2023, 16th May, 2023, 1st June, 2023, 22nd June, 2023, 4th July, 2023, 19th July, 2023, 31st July, 2023, 22nd August, 2023, 16th September, 2023, 29th September, 2023, 25th October, 2023, 6th November, 2023, 17th November, 2023, 25th November, 2023, 4th December, 2023, 29th December, 2023, 17th January, 2024, 3rd February, 2024, 14th February, 2024, 23rd February, 2024, 16th March, 2024 and 30th March, 2024 as stated in the Annual Return through the process of video conferencing and / or by physical



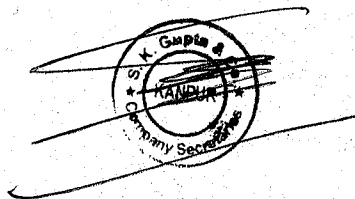
attendance in compliance with provisions of the Companies Act, 2013 read with Rules made thereunder and in respect of such meetings proper notices (including the meetings convened at a shorter notice) were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.

- (vi) The Corporate Social Responsibility Committee of the Board met once on 25th May, 2023 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 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 12th June, 2023, 11th July, 2023 and 30th December, 2023 as stated in the Annual Return 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.
- (viii) The Capital Raising Committee of the Board met 6 (Six) times respectively on 11th January, 2024, 15th January, 2024, 18th January, 2024, 30th January, 2024 and 2 (two) meetings were convened on 2nd February, 2024 as stated in the Annual Return 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.

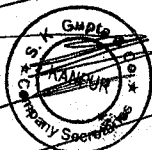
- (ix) The Risk Management & Strategic Planning Committee of the Board met 2 (Two) times respectively on 3rd August, 2023 and 29th January, 2024 as stated in the Annual Return and in respect of such meetings proper notices (including the meeting convened at a shorter notice) were given and the proceedings thereof were properly recorded in the Minutes Book maintained for the purpose which have been duly signed.
- (x) The Thirty-Fourth Annual General Meeting for the Financial year ended on 31st March, 2023 was held on 21st September, 2023 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 means of passing the special resolutions on the following matters:
- a) Issuance of 14,49,000 Fully Convertible Equity Warrants on Preferential Basis to the person belonging to the 'Promoter and Promoter Group'.



b) Fund Raising Activities and Issuance of Equity Shares through Qualified Institutions Placement.

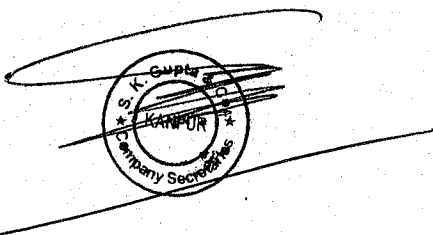
for which proper notice was given to the members of the Company and the special resolutions were passed with requisite majority on 13th January, 2024 and result whereof was announced on 15th January, 2024 and duly recorded in the Minutes Book maintained for the purpose which have been duly signed.

5. The Company has closed its Register of Members from 15th September, 2023 to 21st September, 2023 (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 advances / loans to its Directors or persons or firms or companies referred to under Section 185 of the Act except for loans and guarantees given and / or provided to its wholly owned subsidiaries viz; 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 the appointment of related parties to the office or place of profit in the Company during the financial year under review.
8. During the year under review, the Company has:
 - (i) in terms of the approval accorded by the members by a special resolution passed through Postal Ballot (by e-voting) process on 13th January,



2024, the Capital Raising Committee of the Board at its Meeting held on 18th January, 2024 allotted 14,49,000 fully Convertible Equity Warrants ("Share Warrants") on preferential basis (ISIN INE845D13019), carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to GPL Finance Limited, an entity belonging to 'Promoter and Promoter Group Category' at an issue price of Rs. 1,035/- (including a premium of Rs. 1,025/-) per Equity Share, after the receipt of Rs. 37.50 Crore being the upfront amount of ~25% of the issue price payable on subscription in compliance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 read with rules framed thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018.

- (ii) further in terms of the approval accorded by the members by a special resolution passed through Postal Ballot (by e-voting) process on 13th January, 2024, the Capital Raising Committee of the Board in its Meeting held on 2nd February, 2024 had allotted 35,17,587 Equity Shares of Rs. 10/- each at the issue price of Rs. 995 per Equity Share (including Rs. 985/- towards the share premium) aggregating to Rs. 350 Crore (approx.) to Qualified Institutional Buyers (QIBs) through Qualified Institutional Placement on preferential basis under the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 read with rules framed thereunder and Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (iii) 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.

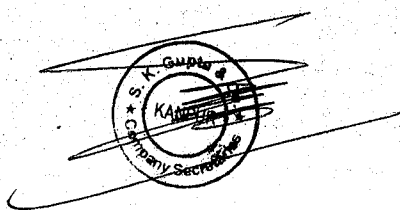
- (iv) not bought back any shares or other securities during the financial year;
 - (v) not redeemed any Preference Shares / Debentures during the Financial year;
 - (vi) has not altered or reduced its share capital and has not converted its shares / securities during the financial year.
9. There were 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. The Company has:
- (i) declared a dividend @ 20% (i.e. Rs. 2/- per share) on Equity Shares of Rs. 10/- each at the Annual General Meeting held on 21st September, 2023 in compliance with the provisions of the Act during the year under scrutiny;
 - (ii) deposited the amount of dividend declared in a separate Bank Account within the period of five days from the date of declaration of dividend.
 - (iii) paid / posted warrants for dividend to all the members within the prescribed period of thirty days from the date of declaration of dividend and the unpaid / unclaimed dividend requiring transfer to Unpaid Dividend Account of the Company has been kept in a separate Bank Account maintained with Yes Bank Limited.

(iv) 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.

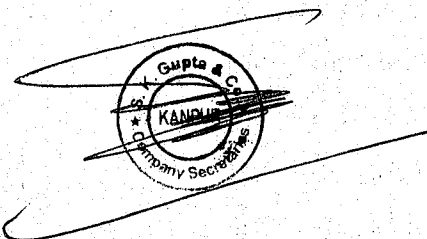
11. The Financial Statements of the Company for the financial year ended 31st March, 2024 have been signed in accordance with the provisions of Section 134(1) of the Companies Act, 2013 and the Report of Board of Directors of the Company has been prepared in compliance with the provisions of sub-sections (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. The re-appointment of Shri Shyam Sunder Shamma (DIN: 00530921), a retiring Director who has attained the age of 80 years was approved by the members at the Annual General Meeting held on 21st September, 2023 by passing of a special resolution in compliance with the relevant provisions of the Companies Act, 2013 read with Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Directors have made requisite disclosures as required under the Act and the Rules framed thereunder.

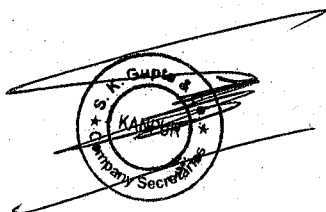
(ii) During the year under review, Shri Surendra Kumar Kabra (DIN: 01280980) ceased to be an Independent Director of the Company owing to his sad demise on 1st June, 2023 and the fact of cessation was duly recorded by the Board of Directors at its meeting held on 3rd August, 2023.



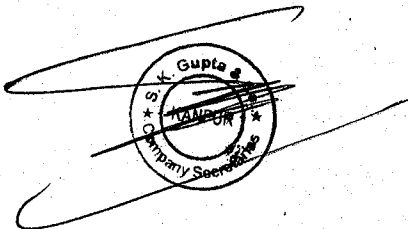
- (iii) Consequent to demise of Late Surendra Kumar Kabra, Independent Director of the Company and with a view to fulfill the requirement of Regulation 17(1)(a) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company based upon the recommendation of the Nomination and Remuneration Committee appointed Shri Narayanan Subramaniam (DIN: 00166621) as an Additional (Non-Executive Independent) Director of the Company for a period of 5 (Five) consecutive years with effect from 24th August, 2023 to hold office upto the date of Annual General Meeting of the Company and his appointment was confirmed and approved by the Members at the Thirty-Fourth Annual General Meeting of the Company held on 21st September, 2023;
- (iv) The Board of Directors at its meeting held on 3rd August, 2023 approved the re-appointment of Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company for a period of 5 (Five) years with effect from 1st February, 2024, subject to retirement by rotation, on such terms and conditions including the remuneration as recommended by Nomination and Remuneration Committee in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder. The said appointment was subsequently confirmed and approved by the members at the Thirty-Fourth Annual General Meeting of the Company held on 21st September, 2023;



- (v) 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. However, the Board of Directors at its meeting held on 14th February, 2024 approved the payment of ex-gratia to the Senior Management Personnel (including Key Managerial Personnel) of the Company for their exemplary performance and valuable contribution in successful completion of process of Qualified Institutions Placement.
13. During the year under review, there was no appointment, re-appointment and filling up of casual vacancy of Auditors of the Company. However, M/s. Narendra Singhania & Co., Chartered Accountants was 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.
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, Members, 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 no modification of charges except for creation 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 not made any investments in securities of other Bodies Corporate or persons falling under the provisions of Section 186 of the Act. However, the Company has given loans to its Indian Wholly Owned Subsidiaries viz; Ganesha Ecopet Private Limited and Ganesha Ecotech Private Limited respectively and continued to hold investments in securities of its Wholly Owned Subsidiaries and other Bodies Corporate and also in the units of Mutual Funds. Further, during the financial year, the Company has provided Corporate Guarantee to its Wholly Owned Subsidiary i.e. Ganesha Ecopet Private Limited and Corporate Guarantees extended in the preceding year(s) to its Subsidiaries continued during the current year in compliance with the provisions of the Act.

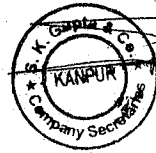


S. K. Gupta & Co.
Company Secretaries

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

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



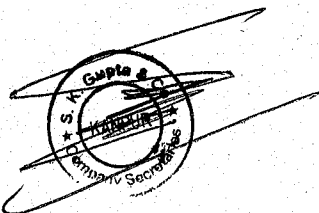
(S.K.GUPTA)
Managing Partner
F.C.S 2589, C.P 1920
UDIN: F002589F001921176

Place: Kanpur
Date: 6th November, 2024

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. Attendance Register for the Meetings of the Board of Directors and Committees thereof.
9. Attendance Register for the Meetings of the Shareholders.
10. Register of Duplicate / Split Share Certificates.

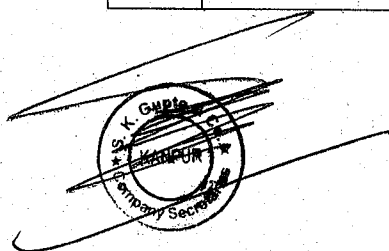


ANNEXURE 'B'

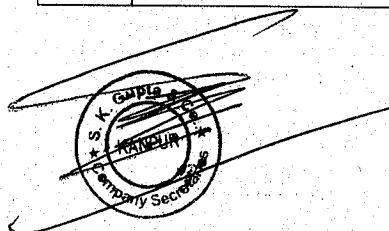
Forms and Returns as filed by the Company during the Financial Year ended 31st March, 2024

- With Registrar of Companies, Uttar Pradesh

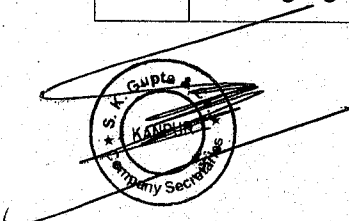
Sl. No.	Forms	Purpose	Date of Actual filing	Whether filed in time or not Yes/ No
1.	Form No. MGT-14 [Registration of the resolution passed by the Management Committee of the Board of Directors for availing of loan amounting to Rs. 20,00,000/- from Mahindra and Mahindra Financial Services Limited.	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 07.03.2023	05.04.2023	Yes
2.	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 11 th February, 2022	14.04.2023	No



		filed for the Financial year 2021-2022.		
3.	Form No. CHG-1 [Creation of Charge- Charge ID: 100711107]	U/s 77 and 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 07.03.2023	05.05.2023	No
4.	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 and 16A of the Companies (Acceptance of Deposits) Rules, 2014 dated 31.03.2023.	31.07.2023*	Yes
5.	Form No. MGT-14 [Registration of Board Resolution - • for approval of Audited Standalone and Consolidated Financial Statements for Financial Year 2022- 23]	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 25.05.2023	22.06.2023	Yes

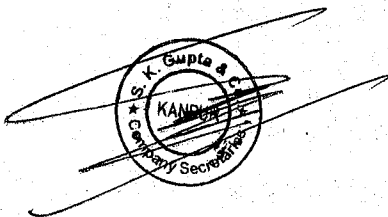


6.	Form No. DIR-12 [Cessation of Shri Surendra Kumar Kabra (DIN: 01280980) as Non-Executive Independent Director of the Company owing to his demise with effect from 01.06.2023]	U/s 170(2) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 dated 01.06.2023	28.06.2023	Yes
7.	Form No. MR-1 [Re-appointment of Shri Vishnu Dutt Khandelwal (DIN: 00383507) aged 73 years as a Whole Time Director designated as Executive Vice- Chairman of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from 19.06.2023]	U/s 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 dated 19.06.2023.	29.06.2023	Yes
8.	Form No. MR-1 [Re-appointment of Shri Rajesh Sharma (DIN: 02228607) as Joint Managing Director of the	U/s 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment	29.06.2023	Yes

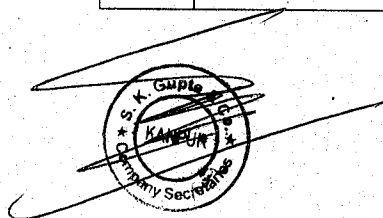


	Company, liable to retire by rotation, for a period of 5 (Five) years with effect from 19.06.2023]	and Remuneration of Managerial Personnel) Rules, 2014 dated 19.06.2023.		
9.	Form No. MGT-14 [Registration of the resolution passed by the Management Committee of the Board of Directors to borrow money by way of unsecured loans/ inter- corporate deposits etc. which shall not exceed the sum of Rs. 50,00,00,000/-.	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 12.06.2023.	10.07.2023	Yes
10.	Form No. MGT-14 [Registration of the resolution passed by the Management Committee of the Board of Directors to avail the enhanced/ renewed Credit Facility amounting Rs. 55,00,00,000/- from Federal Bank Limited]	U/s 179(3) read with Section 117 of the Companies Act, 2013 dated 11.07.2023.	05.08.2023	Yes

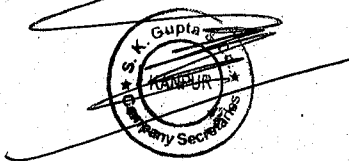
11.	Form No. CHG-1 [Creation of Charge- Charge ID: 100757444]	U/s 77 and 79 of the Companies Act, 2013 read with Rule 3(1) of the Companies (Registration of Charges) Rules, 2014 dated 12.07.2023	10.08.2023	Yes
12.	Form No. MGT-14 [Registration of Board Resolutions – <ul style="list-style-type: none"> To approve the re-appointment of Shri Sharad Sharma (DIN: 00383178) as Managing Director of the Company, liable to the retire by rotation, for a further period of 5 (Five) years with effect from 01.02.2024; approval of Directors' Report for the Financial Year 2022-23] 	U/s 117 and 179(3) read with 196, 197, 203 and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 dated 03.08.2023	01.09.2023	Yes



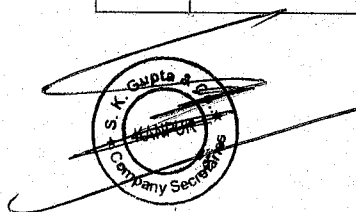
13.	Form No. DIR-12 [Appointment of Shri Narayanan Subramaniam (DIN: 00166621) as an Additional (Non -Executive Independent) Director of the Company for a term of 5 (Five) consecutive years with effect from 24.08.2023, to hold office upto the date of the forthcoming Annual General Meeting of the Company]	U/s 149, 150, 152, 161(1) and 170(2) of the Companies Act, 2013 read with Rule 8 and 18 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 dated 24.08.2023	23.09.2023	Yes
14.	Form No. MGT-14 Registration of Special Resolution passed at the Thirty-Fourth Annual General Meeting of the Company held on 21 st September, 2023 – • To approve the re-appointment of Shri Shyam Sunder Sharmma (DIN: 00530921) as a	U/s 117(3) read with Rule 24 of Companies (Management and Administration) Rules, 2014 and Regulation 17(1A) of	16.10.2023	Yes



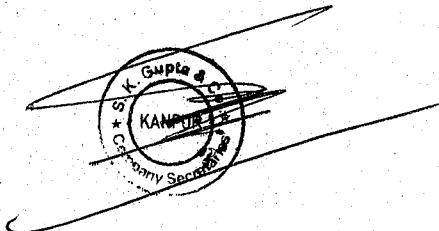
	<p>Director retiring by rotation having attained the age of 80 years;</p> <ul style="list-style-type: none"> To approve the appointment of Shri Narayanan Subramaniam (DIN: 00166621), as a Non-Executive Independent Director of the Company to hold the office for a term of 5 (Five) consecutive years with effect from 24.08.2023; To approve the re-appointment of Shri Sharad Sharma (DIN: 00383178) as a Managing Director of the Company, liable to retire by rotation, for a 	<p>Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 21.09.2023;</p> <p>U/s 117(3) read with Rule 24 of Companies (Management and Administration) Rules, 2014 and Regulation 25(2A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 21.09.2023</p> <p>U/s 117 read with 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of</p>		
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	period of 5 (Five) years with effect from 01.02.2024	Managerial Personnel) Rules, 2014 of the Companies Act, 2013 dated 21.09.2023;		
15.	Form No DIR-12 [To regularize the appointment of Shri Narayanan Subramaniam (DIN: 00166621) as a Non-Executive Independent Director of the Company]	U/s 149, 150, 152 and 170(2) of the Companies Act, 2013 read with Rule 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014 dated 21.09.2023.	20.10.2023	Yes
16.	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 31.03.2023]	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 31.03.2023.	13.01.2024	No
17.	Form No. MGT-15 [Report on Annual General Meeting held on 21.09.2023]	U/s 121(1) of the Companies Act, 2013 read with Rule 31(2) of the Companies (Management	14.10.2023	Yes

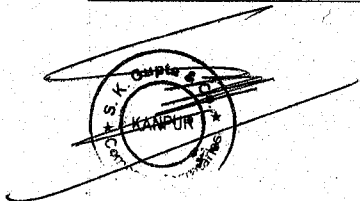


		and Administration) Rules, 2014 dated 21.09.2023		
18.	Form No. IEPF-7 [Statement of amounts credited to IEPF on account of shares transferred to the fund – FY- 2022-2023]	U/s 124(6) of the Companies Act, 2013 read with Rule 6(13) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 26.09.2023.	23.10.2023	Yes
19.	Form No. IEPF-1 [Statement of amounts credited to Investor Education and Protection Fund for the Financial Year 2015-16]	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.	30.10.2023	Yes
20.	Form No. MGT 7 [Annual Return for the Financial Year 2022-23]	U/s 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and	20.11.2023	Yes

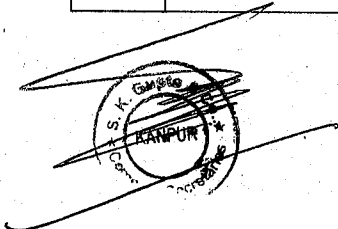


		Administration) Rules, 2014 Dated 31.03.2023.		
21.	<p>Form No. MGT-14 [Registration of Board Resolution –</p> <ul style="list-style-type: none"> To provide letter of comfort and debt shortfall undertaking in favour of Indusland Bank Limited with respect to Credit Facilities aggregating to Rs. 52,00,00,000/- sanctioned to Ganesha Ecopet Private Limited (Wholly Owned Subsidiary) To borrow and avail the credit facilities aggregating to Rs. 241,43,00,000/- from the SBI Consortium] 	U/s 179(3) read with section 117 of the Companies Act, 2013 dated 04.11.2023	04.12.2023	Yes

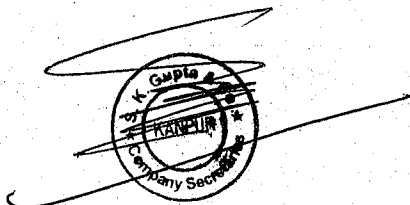
22.	Form No. IEPF-4 [Statement of 35,670 Equity Shares transferred to IEPF for the Financial year 2015-2016]	Under Rule 6(5) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 09.11.2023.	07.12.2023	Yes
23.	Form No. IEPF-2 [Statement of unclaimed and unpaid amounts]	Under Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 21.09.2023	19.12.2023	No
24.	Form No. MGT-14 [Registration of Board Resolution: • For raising of funds upto an aggregate amount of Rs. 1,50,00,00,000/- by way of preferential issue of Fully Convertible Equity Warrants on a private	U/s 179(3) read with section 117 of the Companies Act, 2013 dated. 24.11.2023.	23.12.2023	Yes



	<p>placement basis to the person belonging to Promoter and Promoter Group;</p> <ul style="list-style-type: none"> For raising of funds upto an aggregate amount of Rs. 350,00,00,000/- by issuance of Equity Shares of the Company of the Face Value of Rs. 10/- each to Qualified Institutional Buyers (QIB) through Qualified Institutional Placement (QIP)] 			
25.	<p>Form No. MGT-14 [Registration of the Special Resolution passed by members through Postal Ballot process by way of remote e-voting:</p> <ul style="list-style-type: none"> For raising of funds upto an aggregate amount of Rs. 150,00,00,000/- by way 	U/s 117(3) read with Rule 24 of Companies (Management and Administration) Rules, 2014 dated 13.01.2024	17.01.2024	Yes



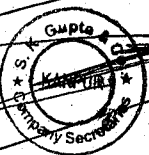
	<p>of preferential issue of Fully Convertible Equity Warrants on a private placement basis to the person belonging to 'Promoter and Promoter Group'.</p> <ul style="list-style-type: none"> For raising of funds upto an aggregate amount of Rs. 350,00,00,000/- by issuance of Equity Shares of the Company of face value of Rs. 10/- each to Qualified Institutional Buyers through Qualified Institutional Placement] 			
26.	Form No. MR-1 [Re-appointment of Shri Sharad Sharma (DIN: 00383178) as a Managing Director of the Company, liable to retire by rotation, for a period of 5 (Five)	U/s 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment of Remuneration of Managerial Personnel)	08.02.2024	Yes



S. K. Gupta & Co.
Company Secretaries

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

	years with effect 01.02.2024.	Rules, 2014 dated 01.02.2024.		
27.	Form No. PAS-3 [Return of Allotment]	U/s 39(4) and 42 of the Companies Act, 2013 read with rule 12 and 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 dated 02.02.2024.	07.02.2024	Yes
28.	Form No. MGT-14 [Registration of Board Resolution: <ul style="list-style-type: none">To approve the appointment of M/s. Ashok & Ajai, Chartered Accountants, to conduct the internal audit of the functions and activities of the Company for the financial year 2024-25;To approve the appointment of M/s. S.K. Gupta & Co. as Secretarial Auditor to	U/s 179(3) read with section 117 of the Companies Act, 2013 dated. 14.02.2024.	11.03.2024	Yes

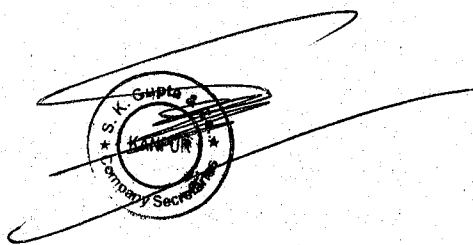


	conduct the secretarial audit of the company for the financial year 2023-24]			
29.	Form No. CHG-4 [Satisfaction of Charge ID-100711107]	U/s 82(1) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Registration of Charges) Rules, 2014 dated 25.02.2024	23.03.2024	Yes
30.	Form CSR-2 [Report 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 11 th February, 2022 filed for the Financial year 2022-2023.	30.03.2024	Yes

**[E-Form DPT-3 dated 30.06.2023 filed on 31.07.2023 pursuant to relaxation in paying additional fees in case of delay in filing DPT-3 for the Financial Year ended on 31st March, 2023 upto 31st July, 2023 through vide General Circular No. 06/2023 dated 21st June, 2023 issued by Ministry of Corporate Affairs.]*

• **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. 2023-2024]	U/s 148(3) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 25.05.2023	17.06.2023	Yes
2.	Form No. CRA 4 [Cost Audit Report for FY 2022-2023]	U/s 148(6) of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 dated 25.09.2023.	21.10.2023	Yes

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: F002589F001921176

Place: Kanpur
Date: 6th November, 2024

GANESHA ECOSPHERE LIMITED (List of Transfer for the period 01/04/2023 to 31/03/2024)

Sr.No	Date of Registration of Transfer	Type of Transfer	Number of Shares Transferred	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	29/04/2023		1	100	10	26136	MAYA BIRLA	39058	GOPALDAS BIRLA
2	29/04/2023		1	100	10	35482	PRAVINA BHUPENDRA RAJGURU	39059	MANGALESH B RAJGURU
3	08/05/2023		1	100	10	8931	BHIKU BHOU BHOR	39061	ANIL BHIKU BHOR
4	08/05/2023		1	200	10	10079	G K VANWARI	39062	GIRDHARI KHIARAM VANWARI
5	13/05/2023		1	200	10	36267	ANIL KUMAR JAIN	39064	RENU JAIN
6	13/05/2023		1	100	10	6065	UDYA ACHARYA	39063	UDAY ACHARYA
7	22/05/2023		1	100	10	4464	SHANTILAL P SHETH	39065	KAMLESH SHANTILAL SHETH
8	31/05/2023		1	100	10	11222	GURUDAYAL AGARWAL	39066	MADHU BABU YARAN
9	01/06/2023		1	100	10	35354	SATYA NARAYAN GUPTA	39067	DAULAT KUMAR GUPTA
10	07/06/2023		1	100	10	15720	VIMAL SHAH	39068	VIKASH SHAH
11	28/06/2023		1	100	10	8943	MEMUNA JAFFER MAHABLESHWARWALA	39069	SAIFEE JAFFERBHAJI MAHABLESHWARWALA
12	04/07/2023		1	100	10	28632	DHARAM PAL ARORA	39070	MADHU ARORA
13	21/07/2023		1	100	10	2263	KANUBHAI LAL MODI	39073	PARESHKUMAR KARSANDAS MODY
14	21/07/2023		1	200	10	10580	D MOOLCHAND SHRIMAL	39071	MOOLCHAND
15	31/07/2023		1	200	10	5281	SAWARN LAL BEDI	39074	JETENDER BEDI
16	31/07/2023		1	100	10	5583	POOJA KHANNA	39075	GAURAV KHANNA
17	31/07/2023		1	100	10	32471	VIDYA SAGAR ANAND	39076	SHASHI ANAND
18	31/07/2023		1	100	10	14504	MADAN AGARWAL	39077	MADAN LAL PODDAR
19	21/08/2023		1	100	10	9081	REKHA HARBHAGWAN MEWANI	39078	KISHORE HARBHAGWANDAS MEWANI
20	22/09/2023		1	100	10	28080	MANHARLAL J MORBIA	39079	YASHKUMAR MANHARLAL MORABIA
21	22/09/2023		1	200	10	18397	VALLABHDAS GUJAR	39080	NANDKUMAR GUJAR
22	29/09/2023		1	150	10	31398	VIRENDRA KUMAR SHRIMALI	39086	MILAN SHRIMALI
23	29/09/2023		1	100	10	2264	HARESH K MODI	39085	HARESH KARSANDAS MODY
24	30/09/2023		1	200	10	6610	RAVISHANKAR RAVAL	39081	RAVAL BHAVESHKUMAR RAVISHANKAR
25	30/09/2023		1	100	10	14646	SUBHASH JAIN	39082	SAMEER JAIN
26	30/09/2023		1	100	10	8933	NIRA KOTHARI	39083	SARLA VIRCHAND KOTHARI
27	30/09/2023		1	100	10	38593	NEERA MEHROTRA	39084	NEERA MEHROTRA
28	14/10/2023		1	100	10	26528	SHANTILAL DAYASHANKER JOSHI	39087	RUSHIT JOSHI
29	21/10/2023		1	100	10	1969	ASHA ANGI	39089	K L ANGI
30	21/10/2023		1	100	10	1969	ASHA ANGI	39089	K L ANGI
31	21/10/2023		1	200	10	17512	PALANIAPPAN	39088	PALANIAPPAN K
32	25/10/2023		1	100	10	10617	SUSHILA	39090	SUSHILA D JAIN
33	06/11/2023		1	300	10	5654	REKHA TRIPATHI	39091	REKHA OJHA
34	06/11/2023		1	100	10	233	SUMITA RAMANLAL PATEL	39092	SUMITABEN NAVINCHANDRA PATEL

35	06/11/2023	1	100	10	18135	RAJEEV KUMAR JALAN	39093	RAJIV KUMAR JALAN
36	06/11/2023	1	100	10	2061	CHHAYA CHETAN KOTICHA	39094	CHHAYA CHETANBHAI KOTICHA
37	17/11/2023	1	200	10	19069	KAMLA	39095	KAMLA SUNEJA
38	25/11/2023	1	100	10	35151	RUCHI AGARWAL	39096	RUCHI SUDHIR GOYAL
39	25/11/2023	1	200	10	28605	SIKHAR CHAND SONI	39097	SHIKHAR CHAND SONI
40	04/12/2023	1	100	10	14023	NARAINDAS RELWANI	39099	NARAINDAS WADHUMAL RELWANI
41	04/12/2023	1	100	10	25825	GAUTAM PARASMAL	39098	GAUTAM PARASMAL BAGRECHA
42	12/12/2023	1	1000	10	20604	BANSUIDHAR AGRAWAL	39100	SUSHIL KUMAR AGRAWAL
43	23/12/2023	1	100	10	4704	SHAMA GOPALKRISHNA ROKADIA	39101	SHAMA PRITESHKUMAR SHAH
44	27/12/2023	1	200	10	1963	ANJU ATWAL	39102	ANJU BALA
45	17/01/2024	1	100	10	31665	DHIRAJLAL K SHAH	39103	DHIRAJLAL KANTILAL SHAH
46	03/02/2024	1	100	10	4016	ASHVIN KUMAR T SONI	39105	BIJAL A SONI
47	03/02/2024	1	100	10	6239	VIJAY MAMTORA	39104	VIJAYKUMAR MAMTORA
48	14/02/2024	1	400	10	34903	K PANDURANGA KAMATH	39106	PANDURANGA NAGESH KAMATH
49	14/02/2024	1	100	10	34916	K PANDURANGA KAMATH	39106	PANDURANGA NAGESH KAMATH
50	23/02/2024	1	100	10	26027	PRAVINKUMAR V JOGI	39109	PRAFUL PRAVINKUMAR JOGI
51	23/02/2024	1	100	10	6132	HARESH MEHTA	39107	HARESH DEVSHANKAR MEHTA
52	23/02/2024	1	100	10	25083	RAJENDRABHAI CHHANALAL BHAVASAR	39108	RAJENDRAKUMAR CHHANALAL BHAVSAR
53	07/03/2024	1	100	10	13308	SURYA VINOD CHANDRA SHAH	39110	AJAY VINODCHANDRA SHAH
54	07/03/2024	1	100	10	26659	BHAVIN SHAH	39111	HARSHAD MANEKLAL SHAH
55	14/03/2024	1	1700	10	37994	R.S.BANSAL	39112	RADHEY SHYAM BANSAL
56	16/03/2024	1	200	10	9031	PRISCILLA RODRIGUES	39114	JOSEPH SALDANHA
57	16/03/2024	1	100	10	6318	VIPUL MADHUKAR SHAH	39115	VIPUL MADHUKAR SHAH
58	16/03/2024	1	100	10	19124	PURSHOTAM DAS AGARWAL	39113	PURSHOTTAM DAS AGARWAL



GANESHA ECOSPHERE LIMITED

Note:

In point no. VII. of Form MGT-7 - Number of Promoters & Members (other than promoters) as at the end of Financial Year 31.03.2024 is disclosed as per the Register of Members of the Company as at that date, **without PAN consolidation. However, in the shareholding pattern filed to the stock exchanges for the quarter ended 31.03.2024, the same was disclosed **with PAN consolidation** of data as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as given below:**

Particulars	As disclosed in the shareholding pattern filed to the stock exchanges	As disclosed in the Form MGT-7
Number of Promoters	21	26
Number of Members (other than promoters)	42707	43415
Total	42728	43441

For GANESHA ECOSPHERE LTD.

**(BHARAT KUMAR SAJANI)
COMPANY SECRETARY**