

S. K. Gupta & Co.
Company Secretaries

9, Roland Complex,
Upper Floor, 37/17
Westcott Building,
The Mall,
Kanpur-208001
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The Board of Directors,
GANESHA ECOSPHERE LIMITED
Raipur (Rania),
Kalpi Road,
Distt. Kanpur Dehat.

RECONCILIATION OF SHARE CAPITAL AUDIT

Dear Sir(s),

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records / documents maintained by **GANESHA ECOSPHERE LIMITED** (Formerly known as Ganesh Polytex Limited) (hereinafter referred to as 'the Company') for conducting the Reconciliation of Share Capital Audit of the Company in accordance with Circular No. D&CC / FITTC / CIR-16 / 2002 dated December 31, 2002 issued by the Securities and Exchange Board of India and Regulation 55 A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.

In our opinion and to the best of our knowledge and according to the information and explanations given to us and based on such verification as considered necessary, We submit hereunder our Reconciliation of Share Capital Audit Report for the quarter ended 30th September, 2015:

1. Quarter Ended	30 th September, 2015
2. ISIN	INE845D01014
3. Face Value	Rs.10/-
4. Name of the Company	GANESHA ECOSPHERE LIMITED
5. Registered Office Address	Raipur (Rania), Kalpi Road, Distt. Kanpur Dehat.
6. Correspondence Address	113/216 – B, Swaroop Nagar, KANPUR – 208002.
7. Telephone & Fax Nos.	(0512) 2555504-06

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	No. of Shares	% of Total Issued Capital
10. Issued Capital	1,91,76,877	100%
11. Listed Capital (Exchange-wise) (As per Company records)		
BSE Limited	1,62,01,000	84.48%
National Stock Exchange of India Limited	1,62,01,000	84.48%
12. Held in dematerialised Form in CDSL	35,39,504	18.46%
13. Held in dematerialised Form in NSDL	1,14,49,400	59.70%
14. Physical	41,87,973	21.84%
15. Total No. of Shares (12+13+14)	1,91,76,877	100%

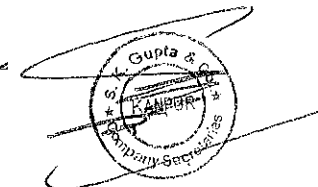
16. Reasons for difference, if any, between (10&11) and (11&15) : The Company has allotted 27,25,877 Equity Shares on 3rd August, 2015 against conversion of 31,07,500 Compulsorily Convertible Preference Shares and 2,50,000 Equity Shares on 19th September, 2015 upon conversion of 2,50,000 Warrants which are yet to be listed at BSE Limited and National Stock Exchange of India Limited.

(10&15) : N.A.

17. Details of changes in Share Capital during the quarter :

Particulars***	No. of Shares	Applied / Not Applied for listing	Listed on Stock Exchange(s) (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-Principle approval pending for SE (Specify Names)
Allotment of Equity Shares on preferential basis:						
• Against conversion of Compulsorily Convertible Preference Shares.	27,25,877	To be applied for listing	Yet to be listed on BSE Limited and National Stock Exchange of India Limited	Yes	Yes	No
• Against conversion of Warrants	2,50,000	To be applied for listing		Yes	Yes	No

***Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).



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18. Status of updation of Register of Members: Yes
(If not, updated up to which date)

19. Reference of previous quarter with regards to excess dematerialized shares, if any: NIL

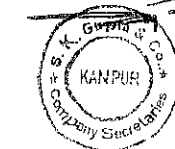
20. Has the Company resolved the matter mentioned in Point No. 19 above in the Current Quarter?
If not, reason why? NOT APPLICABLE

21. Total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	N.A
Pending for more than 21 days	NIL	NIL	N.A.

22. Name, Telephone No. & Fax No. of the Compliance officer of the Company	Mr. Bharat Kumar Sajani, Company Secretary (0512) 2555504-06 Fax (0512) 2555293
23. Name, Address, Telephone No. & Fax No. Regn. No. of Certifying CA/CS	Mr. S.K. Gupta Managing Partner M/s S.K. Gupta & Co. Company Secretaries 9, Roland Complex Upper Floor 37/17, Westcott Bldg. Kanpur-208001 Phone: (0512) 2315123 Fax: (0512) 2366642 F.C.S No. 2589 C.P No. 1920
24. Appointment of Common Agency for Share Registry work. If Yes (Name & Address)	Skyline Financial Services Private Limited D-153/A, 1 st Floor, Okhla Industrial Area, Phase - 1, New Delhi - 110020. Phone: (011) 26812682, 26812683
25. Any other detail (e.g BIFR Company, Delisting from SE, Company changed its name)	NIL

Place: Kanpur
Date: 28.10.2015



For **S.K. GUPTA & Co.**
Company Secretaries

(S.K. GUPTA)
Managing Partner