



Ganesh Infracore Ltd.

(Formerly Known As "Ganesh Infracore Pvt. Ltd." & "Ganesh International")
CIN: L46620WB2024PLC268366



Date: June 08, 2026

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra,
Mumbai-400051, Maharashtra

Scrip Code: GANESHIN

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting (EGM) of the Company

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Extraordinary General Meeting of the Company scheduled to be held on Thursday, July 02, 2026, at 4.00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the business as set out in the notice convening the EGM.

The Notice is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories. The Notice of EGM is also available on the Company's website at www.ganeshinfra.com.

Remote e-voting facility has been provided pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the business to be transacted at the EGM. Members whose names appear in the Register of Members or Register of beneficial holders as on the Cut-off date i.e. June 25, 2026 can cast their votes by remote e-voting or by e-voting at the EGM. The remote e-voting will commence on Monday, June 29, 2026 (9.00 A.M.) and ends on Wednesday, July 01, 2026 (5.00 P.M.).

This is for your information and record.

Thanking You,

For Ganesh Infracore Limited

Beas Moitra
Company Secretary & compliance Officer

Encl.: as above

NOTICE OF 1ST EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2026-27

NOTICE is hereby given that 1st Extraordinary General Meeting ('EGM') for the Financial Year 2026-27 of the Members of **Ganesh Infraworld Limited** will be held on **July 02, 2026** at 4:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS

1. ISSUE OF UPTO 57,12,000 (FIFTY- SEVEN LAKH TWELVE THOUSAND) CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO CERTAIN INVESTOR(S)

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") as amended from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management Act, 1999 as amended or restated (FEMA) and the rules and regulations made thereunder, as amended from time to time, the listing agreements entered into by the Company with National Stock Exchange of India Limited (the "**Stock Exchange**") on which the Equity Shares of the Company having face value of Rs.5/- each ("**Equity Shares**") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the Members of the Company ("**Members**") be and is hereby accorded to create, issue, offer and allot upto 57,12,000 (Fifty- Seven Lakh Twelve Thousand only) convertible warrants ("**Warrants**"), in one or more tranches, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Rs. 5/- (Rupees Five only) each ("**Warrants**") at any time within 18 months from the date of allotment of the warrants as per ICDR Regulations for cash, at a price of Rs. 90/- (Rupees Ninety only) per warrant including Premium of Rs. 85/- (Rupees Eighty five only) at an aggregate consideration not exceeding Rs.51,40,80,000/- (Rupees Fifty- One Crores Forty Lakhs Eighty Thousand only) on a preferential basis to certain identified non-promoter entities listed below ("**Warrant Holder(s)**")/"**Proposed Allottee(s)/Investors**") on such other terms and conditions as may be determined in accordance with the ICDR Regulations or such other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for preferential issue under Chapter V of the ICDR Regulations:

Sr No.	Name of the Investor(s)	Category	No of Equity Shares	Total equity INR
1.	Ms. Aadhya Ashok Agrawal	Non- Promoter	109,600	9,864,000.00
2.	Mr. Vinod Shyam Sunder Jaju	Non- Promoter	49,600	4,464,000.00
3.	Mr. Akhil Shyamsunder Mundhra	Non- Promoter	100,000	9,000,000.00
4.	Mr. Rakesh Aggarwal	Non- Promoter	120,000	10,800,000.00
5.	Mr. Pankaj Kedia	Non- Promoter	49,600	4,464,000.00
6.	M/s. Prosurge Advisors LLP	Non- Promoter	49,600	4,464,000.00
7.	Mr. Rakesh Raichand Kothari	Non- Promoter	200,000	18,000,000.00

Sr No.	Name of the Investor(s)	Category	No of Equity Shares	Total equity INR
8.	M/s. Anso Capital Private Limited	Non- Promoter	149,600	13,464,000.00
9.	Ms. K Kavitha	Non- Promoter	89,600	8,064,000.00
10.	Mr. Mahendra Lalji Gala	Non- Promoter	49,600	4,464,000.00
11.	M/s. Stellant Securities (India) Ltd	Non- Promoter	20,00,000	180,000,000.00
12.	Mr. Dnyanesh Suresh Vadwalkar	Non- Promoter	20,000	1,800,000.00
13.	M/s. Pavankumar Sanwaria Realty Private Limited	Non- Promoter	124,800	11,232,000.00
14.	Mr. Arun Kumar Bhawsinka	Non- Promoter	500,000	45,000,000.00
15.	Mr. Navin Kandoi	Non- Promoter	700,000	63,000,000.00
16.	Mr. Ganesh Kandoi	Non- Promoter	700,000	63,000,000.00
17.	M/s. Bluemount Exports Private Limited	Non- Promoter	700,000	63,000,000.00
Total			5,712,000	514,080,000.00

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the warrants is Tuesday, June 02, 2026 (“**Relevant Date**”), being the date 30 days prior to the date of this Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

- a) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company at the time of subscription and allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to convert the Warrant and apply for fully paid –up Equity shares of ₹ 5/- each of the Company, against each such Warrants held by the Warrant Holder;
- b) The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company (Conversion Notice) specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders;
- c) The Warrant Holders shall make payment of Warrant Price from their own bank account into to the designated bank account of the Company;
- d) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
- e) The price determined above and the number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;
- g) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
- h) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations;
- i) The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the

- warrant holders upon exercise of the warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations;
- j) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of warrants, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this preferential issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013 and in compliance with SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., National Stock Exchange of India Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers to be recorded in Form PAS-5 for the above issue.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, entering into contracts, arrangements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing thereof with the Stock Exchange and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary of the Company to give effect to the aforesaid resolution.”

Date: June 06, 2026
Place: Kolkata

By Order of the Board of Directors
For Ganesh Infraworld Limited



Beas Moitra
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all the material facts relating to the business mentioned under Item No.1 of the accompanying Notice dated June 06, 2026.

Item No: 1

The Company intends to raise further capital for expansion and growth of the business of the Company.

The Board, pursuant to its resolution dated June 06, 2026, has approved the proposed Preferential Issue of 57,12,000 Convertible Warrants to the Investors each Warrant convertible into, or exchangeable for 1 (one) fully paid-up Equity Share at a price of Rs. 90/- (Rupees Ninety only) per Convertible Warrant ("Issue Price"), such price being not less than the minimum price (Floor Price) as on the "Relevant Date" determined in accordance with the provisions of Chapter V of the ICDR Regulations aggregating to Rs.51,40,80,000/- (Rupees Fifty- One Crores Forty Lakhs Eighty Thousand only).

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Convertible Warrants to be issued pursuant to the Preferential Issue of Convertible Warrants.

The details in relation to the Preferential Issue including the disclosures as required to be made under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

1. Objects of the Preferential Issue:

The Company proposes to raise an amount aggregating up to Rs.51,40,80,000/- (Rupees Fifty- One Crores Forty Lakhs Eighty Thousand only) through the Preferential Issue of Equity Warrants.

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

The Company shall utilize the net proceeds from the Preferential Issue (i.e. total proceeds after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds") towards:

Sl. No.	Particulars	Total Estimated Amount to be Utilized (Amount in INR)*	Tentative Timeline for Utilization of Issue Proceeds
1.	Working Capital Requirements (for execution of existing and future projects)	45,00,00,000	Within 24 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purpose (including Issue related expenses)	6,40,80,000	

* considering 100% conversion of Warrants into equity shares within the stipulated time.

The primary objective of the proposed preferential issue of equity shares is to meet the incremental working capital requirements arising from the Company's significantly expanded project pipeline.

Given that the Preferential Issue is for Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein). Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall

not exceed +/-10% of the amount specified for that object of size of the Preferential Issue in accordance with NSE Notice No. NSE/CML/2022/56 dated December 13, 2022.

Interim Use of Funds

Our Company, in accordance with the policies formulated pursuant to the applicable laws, rules, regulations and guidelines, and as described in this Notice, shall have the flexibility to deploy the Gross Proceeds towards the objects of the issue as set out above. Pending utilisation of the Gross Proceeds for the aforesaid purposes, the Company intends to temporarily invest and/or deposit the Gross Proceeds only with Scheduled Commercial Banks included in the Second Schedule of the Reserve Bank of India Act, 1934, or in such other permitted instruments as may be allowed under the applicable laws.

1. Monitoring of Utilization of Funds:

Since the proceeds from the Issue is less than Rs. 100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 hence appointment of Monitoring Agency to monitor the use of proceeds of this preferential issue is not required.

2. Maximum number of securities proposed to be issued:

It is proposed to offer, allot and issue up to 57,12,000 Convertible Warrants to the proposed allottees, each convertible into, or exchangeable for 1 (one) fully paid-up Equity Share at a price of Rs. 90/- (Rupees Ninety only) per warrant each payable in cash, aggregating to Rs.51,40,80,000/- (Rupees Fifty- One Crores Forty Lakhs Eighty Thousand only) such price being not less than the minimum price (Floor Price) as on the “*Relevant Date*” determined in accordance with the provisions of Chapter V of the ICDR Regulations. Out of the issue price, 25% is payable on allotment and balance 75% within 18 months from the date of allotment as per SEBI (ICDR) Regulations.

3. Intent of the Promoters, directors, key managerial personnel or senior managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects.

None of the promoters, members of the promoter group, Directors or Key Managerial Personnel or Senior Management of the Company intend to subscribe to the offer.

4. Shareholding pattern of the Company before and after the Preferential Issue

Shareholding pattern before and after the proposed preferential issue of equity shares is provided as “**Annexure-A**” to the Notice.

5. Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Convertible Warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

6. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of the Proposed Allottees	Name of the beneficial owners of proposed allottees of the share warrants
1.	M/s. Annso Capital Private Limited	1. Mr. Anant Mohta
2.	M/s. Pavankumar Sanwaria Realty Private Limited	1. Mr. Vikas Pavankumar 2. Mrs. Rita Pavankumar 3. Mack Trading Company Limited

3.	M/s. Prosurge Advisors LLP	1. Mr. Pratik Ashok Singhania
4.	M/s. Bluemount Exports Private Limited	1. Mr. Ganesh Prasad Kandoi 2. Mr. Navin Kumar Kandoi 3. Mrs. Neelam Kandoi
5.	M/s. Stellant Securities (India) Ltd	1. Mrs. Mangla Subhash Rathod 2. Mr. Subhash Phootarmal Rathod

2. The percentage of post Preferential Issue capital that may be held by the proposed preferential allottees and change in control, if any.

The Convertible Warrants are proposed to be allotted to following allottees. The details of shareholding of Investors in the Company, prior to and after the proposed Preferential Issue are as under:

Sl. No.	Name of Allottee	Category	Pre-preferential Issue		No of Warrants Shares Proposed to be issued	Post-preferential Issue #	
			No. of Equity Shares held	% held		No. of Equity Shares to be held	% to be held*
1.	Ms. Aadhya Ashok Agrawal	Non-Promoter	0	0	109,600	109,600	0.23%
2.	Mr. Vinod Shyam Sunder Jaju	Non-Promoter	1600	0.004%	49,600	51,200	0.11%
3.	Mr. Akhil Shyamsunder Mundhra	Non-Promoter	0	0	100,000	100,000	0.21%
4.	Mr. Rakesh Aggarwal	Non-Promoter	0	0	120,000	120,000	0.25%
5.	Mr. Pankaj Kedia	Non-Promoter	0	0	49,600	49,600	0.10%
6.	M/s. Prosurge Advisors LLP	Non-Promoter	0	0	49,600	49,600	0.10%
7.	Mr. Rakesh Raichand Kothari	Non-Promoter	0	0	200,000	200,000	0.41%
8.	M/s. Annso Capital Private Limited	Non-Promoter	0	0	149,600	149,600	0.31%
9.	Ms. K Kavitha	Non-Promoter	0	0	89,600	89,600	0.18%
10.	Mr. Mahendra Lalji Gala	Non-Promoter	0	0	49,600	49,600	0.10%
11.	M/s. Stellant Securities (India) Ltd	Non-Promoter	0	0	2,000,000	2,000,000	4.13%
12.	Mr. Dnyanesh Suresh Vadwalkar	Non-Promoter	0	0	20,000	20,000	0.04%
13.	M/s. Pavankumar	Non-Promoter	0	0	124,800	124,800	0.26%

	Sanwaria Realty Private Limited						
14.	Mr. Arun Kumar Bhawsinka	Non-Promoter	0	0	500,000	500,000	1.03%
15.	Mr. Navin Kandoi	Non-Promoter	0	0	700,000	700,000	1.45%
16.	Mr. Ganesh Kandoi	Non-Promoter	0	0	700,000	700,000	1.45%
17.	M/s. Bluemount Exports Private Limited	Non-Promoter	0	0	700,000	700,000	1.45%
Total			1600	0.004%	5,712,000	5,713,600	11.80%

The post preferential percentage of shareholding has been calculated assuming that all the Warrants issued as a part of this Notice will be converted into equity shares of the Company.

*Assuming full conversion of 57,12,000 Warrants into equivalent number of Equity Shares under present Preferential Issue

There is no change in the composition of the Board nor any change in control of the Company consequent to this proposed preferential issue.

3. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No, promoters are participating in this preferential issue of warrants.

4. Undertakings:

The Company hereby undertakes that:

- The Company, none of its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- As the Equity Shares of the Company have been listed on recognised stock exchanges for a period of more than 90 days on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- It shall re-compute the price of the equity shares issued on preferential basis in terms of the provisions of ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying equity shares shall continue to be locked-in till the time such amount is paid by the Investors. - The said provision of regulation 163(1)(g), 163(1)(h) and 167(5) of SEBI ICDR Regulations shall not be applicable.
- The proposed allottees has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- The Equity Shares arising out of conversion of warrants into Equity Shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.

5. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

As mentioned above, since all the proposed Allottees are certain identified investors who are not promoters / non-promoter category, they are non-promoters and will be classified as non-promoters after the preferential issue.

6. Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on June 06, 2026, had subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 57,12,000 Convertible Warrants at a price of Rs. 90/- per Convertible Warrant, aggregating Rs.51,40,80,000/- (Rupees Fifty- One Crores Forty Lakhs Eighty Thousand only) to certain identified non-promoter persons/entities for cash consideration, on a preferential basis as provided in point (2) above.

7. Kind of securities offered and the price at which security is being offered

Up to 57,12,000 Convertible Warrants at a price of Rs. 90/- per Convertible Warrant, aggregating Rs.51,40,80,000/- (Rupees Fifty- One Crores Forty Lakhs Eighty Thousand only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

8. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is June 02, 2026, being the date 30 days prior to the date of the EGM.

9. Basis on which the price has been arrived at and justification for the price

The Equity Shares of the Company are listed on the EMERGE platform of the National Stock Exchange of India Limited ("NSE") (the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. NSE, being the only Stock Exchange on which the shares are listed has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of regulations 166A (1) of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued, is Rs. 90 per Equity Share, being higher of the following:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.
- c) the Proposed Preferential Issue does not result in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, However the Company has voluntarily obtained a Valuation Report dated 6th June 2026 issued by independent IBBI Registered Valuer, Nidhi Agarwal, the floor price is certified to be Rs. 90/- per convertible warrant.
- d) We also confirm that the Articles of Association do not contain any provision for any other method of determination of valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 90/- per Convertible Warrant which is not lower than the floor price determined in the manner set out above.

10. Principal terms of assets charged as securities

Not applicable.

11. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

(i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 5 (Indian Rupees Five only) each, in one or more tranches, by delivering a notice of conversion (“**Conversion Notice**”) to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice (“**Conversion Date**”).

(ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

(iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

(iv) The Company shall file the certificate from its statutory auditor with the Stock Exchange, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder’s demat account within 7 (seven) business days from the Conversion Date.

(vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

(vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

C. Lock-in:

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.

12. Change in control, if any, in the Company consequent to the preferential issue:

The existing Promoter Group of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

13. Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

14. Practicing Company Secretary Certificate

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders of the Company. The Certificate is also available on the Company's website <https://ganeshinfra.com/others/>.

15. Other disclosures

- a) Valuation Report of the independent registered valuer has been obtained as per Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue and is also available on <https://ganeshinfra.com/others/>.
- b) The proposed allottee has not sold any equity shares of the Company during the six months preceding the Relevant Date.

16. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price

The Company has not made any preferential allotment during the year.

17. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

Not applicable as the proposed issue is not for consideration other than cash.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution and explanatory statement as set out in Item no. 1.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the said Item in the Accompanying notice for approval by the Members.

By Order of the Board of Directors
For Ganesh Infraworld Limited



Beas Moitra
Company Secretary & Compliance Officer

Date: June 06, 2026
Place: Kolkata

Annexure- A

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants

Category	Pre-issue Shareholding as on 31 st March, 2026		Preferential Issue	Post Issue Shareholding **	
	Number of Shares held	% of Shareholding	Warrants to be allotted	Number of Shares held	% of Shareholding
A. Promoters Holding					
1. Indian Individual	2,43,66,997	57.04	-	2,43,66,997	50.31
2. Bodies Corporate	2,96,000	0.69	-	2,96,000	0.61
Sub-total	2,46,62,997	57.73	-	2,46,62,997	50.92
3. Foreign individual	-	-	-	-	-
Total Promoters holding	2,46,62,997	57.73	-	2,46,62,997	50.92
B. Public Holding					
1. Institution					
Mutual Funds/UTI	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-
Insurance Companies	-	-	-	-	-
AIF	11,53,600	2.70	-	11,53,600	2.38
Foreign Portfolio Investors / Foreign body corporate	2,24,000	0.52	-	2,24,000	0.46
2. Non-Institution					
Individuals, Body Corporate, Trust etc.,	1,66,80,800	39.05	57,12,000	2,23,92,800	46.24
IEPF	-	-	-	-	-
Sub-Total (B)	1,80,58,400	42.27	57,12,000	2,37,70,400	49.08
Grand Total	4,27,21,397	100.00	57,12,000	4,84,33,397	100.00

** assuming conversion of all warrants into equity shares issued through this notice

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form is not annexed to this Notice. Since the EGM will be held through VC / OAVM, the Attendance Slip and Route Map are not annexed to this Notice.**
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.ganeshinfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. www.nseindia.com and the EGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. www.in.mpms.mufg.com.

6. Instructions for Remote E-voting before EGM:

In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of the Regulation 44 of the Listing Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by MUFG Intime India Pvt. Ltd., on all resolutions set forth in this Notice. As per the SEBI circular dated 9th December 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

I. Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.

- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

3. Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

4. Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

INSTAVOTE USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456789 and 8 digit Client ID (eg.12345678)).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 - User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

INSTAVOTE USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456789 and 8 digit Client ID (eg.12345678)).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
 - o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
 - o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click "Submit" (You have now registered on InstaVote).
- Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:

- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

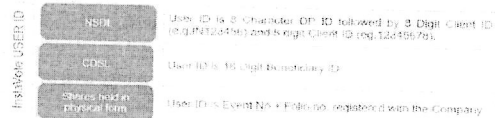
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other e-voting Instructions:

- i. The remote e-voting period commences on 29th June, 2026 at 9.00 A.M. and ends on 1st July, 2026 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 25th June, 2026 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 25th June, 2026.
- iii. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and voting during the EGM.
- iv. Mr. Raj Kumar Banthia, Partner, MKB & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- v. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at www.ganeshinfra.com within two days of the EGM of the Company to be held on Saturday, July 04, 2026.

7. Instructions for Members to attend the EGM through (VC/OAVM) :

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- c) Select the “Company Name” and register with your following details:
- d) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- e) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company’s registered email address.

- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

8. Instructions for Members to Speak during the EGM:

- i. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before 24th June, 2026, mentioning their name, demat account number/folio number, e-mail ID, mobile number, questions to ask, if any, at: cs@ganeshinfra.com.
- ii. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.
- iii. Members will get confirmation on first cum first basis. First 10 Speakers registered with the Company will only be allowed to speak at the EGM for a duration upto 3 minutes each.
- iv. Members will receive “speaking serial number” once they mark attendance for the meeting.
- v. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- vi. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- vii. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.
- viii. The Members who do not wish to speak during the EGM but have queries may send their queries in advance on or before 24th June, 2026, mentioning their name, demat account number/folio number, e-mail ID, mobile number at: cs@ganeshinfra.com. These queries will be replied to by the Company suitably by e-mail.