



Ganesh Infracore Ltd.

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



Date: May 26th 2025

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 Annual General Meeting (AGM) 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 2nd Annual General Meeting of the Company scheduled to be held on Thursday, the 19th June, 2025 at 3.00 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 AGM.

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 Annual General Meeting is also available on the Company's website at www.ganeshinfra.com.

This is for your information and record.

Thanking You,

For Ganesh Infracore Limited

Vibhoar Agrawal
Managing Director
DIN: 02331469

Encl.: as above

Notice of the Annual General Meeting

NOTICE is hereby given that the **2nd Annual General Meeting** of the Members of **Ganesh Infracworld Limited** (formerly Ganesh International & Ganesh Infracworld Private Limited) will be held on **Thursday, the 19 day of June, 2025 at 03:00 P.M. IST** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vibhoar Agrawal (holding DIN: 02331469), whose office is liable to retirement by rotation and retires at this Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rupees Thirty Thousand plus taxes as applicable and reimbursement of out-of-pocket expenses as may be incurred during the course of the cost audit, payable to M/s Umesh Kumar Pandey & Associates, Cost Accountants (Firm Registration No. 101427) who are appointed as Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the financial year 2024-25;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise, execute and amend such documents/papers as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) of the Company.”

4. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 24A of Listing Regulations and other applicable provisions, if any, M/s. MKB & Associates, Practising Company Secretaries, having Firm Registration No. P2010WBO42700, be and are hereby appointed as the Secretarial Auditor of the Company for the maximum number of five consecutive years from the conclusion of 2nd Annual General Meeting till

the conclusion of 7th Annual General Meeting at a remuneration mutually decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and the Rules made thereunder including any statutory modification thereof, or any other law and as recommended by the Nomination & Remuneration Committee and Board, consent of the members be and is hereby accorded for revision in remuneration of Mr. Vibhoar Agrawal (DIN: 02331469) as Managing Director of the Company with effect from 1st April, 2025 for his remaining tenure up to 31st March, 2029 on the following terms and conditions including remuneration as given below:

1. Salary of ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum.
2. Club Fees at actuals
3. Insurance of ₹ 5,00,00,000/- (Rupees Five Crore only) per annum.
4. Reimbursement of traveling, entertainment & out of pocket expenses at actuals

RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Vibhoar Agrawal (DIN: 02331469) as Managing Director, the Company has no profits or inadequacy of profit the aggregate of monthly remuneration payable to the said Managing Director (other than those specifically exempted under section II of part II of the Schedule) shall not exceed the ceiling limits specified under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise, execute and amend such documents/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) of the Company.”

By Order of the Board of Directors
For Ganesh Infracworld Limited

Date: 25th April 2025 **Bharti Mundhra**
Place: Kolkata Company Secretary &
Compliance Officer

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Accordingly, on the recommendation of the Audit Committee, the Board of Directors of the Company have approved the appointment of M/s. Umesh Kumar Pandey & Associates, Cost Accountants, having Firm Registration No. 101427, as the Cost Auditors for the financial year 2024-25, at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) excluding taxes as applicable and reimbursement of out-of-pocket expenses as may be incurred in connection with the cost audit of the Company.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2024-25.

The Board of Directors, therefore, recommends the Resolution set out at item No. 3 to be passed as an Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 4

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company is required to have the Secretarial audit conducted by the Secretarial Auditor. Accordingly, on the recommendation of the Audit Committee, the Board of Directors of the Company have approved the appointment M/s. MKB & Associates, Practising Company Secretaries, a Peer Reviewed firm having Firm Registration No. P2010WB042700 for the maximum number of five consecutive years from the conclusion of 2nd Annual General Meeting till the conclusion of 7th Annual General Meeting. The proposed fees payable to the Secretarial Auditors is ₹ 1,00,000/- (Rupees One Lakh only) per year excluding taxes as applicable and reimbursement of out-of-pocket expenses as may be incurred in connection with the secretarial audit of the Company and for subsequent years, which may be subject to revision if and as mutually agreed between the Board and the Auditors.

Brief Profile: MKB & Associates, Practising Company Secretaries, is one of the reputed and leading firms of Company Secretaries, based out of Kolkata and having its presence all over India. The firm currently has three partners and several associates and is spearheaded by Mr. Manoj Kumar Banthia, the Managing Partner.

The Board of Directors, therefore, recommends the Resolution set out at item No. 4 to be passed as an Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 5

Mr. Vibhoar Agrawal (DIN: 02331469), as Managing Director aged 39 years, an alumnus of St. Xavier's College, Kolkata is a seasoned professional with over 13 years of leadership in the EPC industry.

He brings a wealth of experience in business formation, operation, finance, and management, paired with strong skills in negotiation, strategic planning, business development, client relations, and site management. Known for his visionary mindset, Vibhoar combines his deep expertise in project execution, research, and analytics with an entrepreneurial spirit that drives innovation and growth.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Vibhoar Agrawal, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 25th April, 2025, has approved the proposal to increase the salary of Mr. Vibhoar Agrawal, Managing Director, to such amount as set out in the resolution being item no. 5 of the accompanying notice subject to the approval of shareholders, w.e.f. 1st April, 2025 for his remaining tenure up to 31st March, 2029. The details of Mr. Vibhoar Agrawal seeking revision in remuneration is annexed herewith with the Notice.

The proposed revision in remuneration under above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Vibhoar Agrawal and his relative Mrs. Rachita Agrawal, are in any way, concerned or interested in the said resolution.

The Board recommend the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval by the Members.

By Order of the Board of Directors
For Ganesh Infracore Limited

Date: 25th April 2025
Place: Kolkata
Bharti Mundhra
Company Secretary &
Compliance Officer

Additional Information Seeking Revision in Remuneration in the Pursuant to Provision of Schedule V to the Companies Act, 2013 and Secretarial Standard on General Meeting

Particulars	Description												
Name of the Director	Vibhoar Agrawal												
Date of Birth	04/06/1986												
Qualifications	an alumnus of St. Xavier's College, Kolkata												
Experience	a dynamic and seasoned professional with over 13 years of entrepreneurial leadership in the EPC industry												
Terms and conditions of Appointment	Mr. Vibhoar Agrawal is being appointed as Managing Director of the Company for a period of five years with effect from 1 st April, 2024 to 31 st March, 2029 at a monthly salary of ₹ 4,50,000/- per month												
Remuneration sought to be paid	Salary of ₹ 1,20,00,000/- annually with such increase as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company.												
Remuneration last drawn	Salary of ₹ 4,60,000/- for the month of March, 2025												
Date of first appointment on the Board	13/02/2024												
Shareholding in the company	1,37,22,312												
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Vibhoar Agrawal is spouse of Mrs. Rachita Agarwal												
The number of Meetings of the Board attended during the year 2024-25	15												
Board membership of other Companies as on 31 st March, 2025	Powermech Services Private Limited, VD Business Labs Private Limited, Chaintechpluss Ventures Private Limited, Kiwi Realty Private Limited, Starwings Realtors Private Limited & Ganesh International Infrastructure Limited												
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31 st March, 2025	None												
General Information													
Nature of industry	Engineering Procurement and Construction industry												
Date or expected date of commencement of commercial production	The Company commenced its business on 13.02.2024												
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA												
Financial performance based on given indicators	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">FY 2023-24 (₹)</th> <th style="text-align: right;">FY 2024-25 (₹)</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td style="text-align: right;">5,104.63</td> <td style="text-align: right;">53,822.18</td> </tr> <tr> <td>PBT</td> <td style="text-align: right;">559.14</td> <td style="text-align: right;">5,337.33</td> </tr> <tr> <td>PAT</td> <td style="text-align: right;">395.37</td> <td style="text-align: right;">4,005.04</td> </tr> </tbody> </table>	Particulars	FY 2023-24 (₹)	FY 2024-25 (₹)	Revenue from Operations	5,104.63	53,822.18	PBT	559.14	5,337.33	PAT	395.37	4,005.04
Particulars	FY 2023-24 (₹)	FY 2024-25 (₹)											
Revenue from Operations	5,104.63	53,822.18											
PBT	559.14	5,337.33											
PAT	395.37	4,005.04											
Foreign investments or collaborations, if any.	None												
Information about the appointee:													
Background details	Mr. Vibhoar Agrawal, has been serving on the Board of the Company as a Director, since 13 th February 2024												
Past remuneration	₹ 4,50,000/- monthly												
Recognition or awards	Mr. Vibhoar Agrawal has been awarded with "Successful Business Leader 2025" award from MTTV India and has also been awarded as "Rising Star Businessman 2025".												

Particulars	Description
Job profile and his suitability	Mr. Vibhoar Agrawal leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, new business development, new market expansion and continuous innovation
Remuneration proposed	Salary of ₹ 1,20,00,000/- annually
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The current remuneration being paid to Mr. Vibhoar Agrawal (looking at the profile of the position and person) is lower than the remuneration being paid by the companies of comparable size & industry in which the company operates
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except remuneration and perquisites paid to Mr. Vibhoar Agrawal, he has no other Pecuniary relationship directly or indirectly with the company or with the managerial personnel
Other information:	
Reasons of loss or inadequate profits	NA
Steps taken or proposed to be taken for improvement	NA
Expected increase in productivity and profits in measurable terms	The Company has earned revenue of ₹ 53,822.18 in FY 2024-25 and the Company commits to do well in future

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5th May, 2022 read with circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 (collectively referred to as "MCA Circulars"), permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 ('SEBI Circulars') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM and the voting for items to be transacted at the AGM shall be done only through remote electronic voting process or electronic voting at the AGM. The deemed venue for this AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form is not annexed to this Notice. Since the AGM will be held through VC / OAVM, the Attendance Slip and Route Map are not annexed to this Notice.**
3. The Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning the item of Special Business to be transacted at the AGM is annexed to this Notice. The relevant details of the Directors seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is also annexed to this Notice.
4. The Statutory Registers will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice and accompanying Explanatory Statement, will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to

inspect such documents can send a request to cs@ganeshinfra.com.

5. MUFG Intime India Private Limited having its office at Rasoi Court, 20 R.N. Mukherjee Road, 5th floor is the Registrar and Share Transfer Agent ("RTA") of the Company.
6. Members holding shares in demat mode are requested to register / update their e-mail address with their respective DPs. Any such updation effected by the DPs will automatically reflect in the Company's subsequent records.

BOOK CLOSURE:

7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 12th June, 2025 to Thursday, 19th June, 2025 (both days inclusive).
8. In compliance with the aforesaid MCA Circulars and SEBI Listing Regulations, 2015 the Notice of the 2nd AGM of the Company along with the Annual Report for the year 2025 is being sent only through electronic mode to those Members whose email addresses are registered with their respective Depository Participants ("Dps"), Company or Company's RTA. Members may note that the Notice of the AGM and the Annual Report for the year 2025 will also be available on the Company's website at www.ganeshinfra.com, and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., National Stock Exchange of India Limited - www.nseindia.com. The Company has published a Public Notice by way of advertisement with the required details of 2nd AGM, for information of the Members.
9. **Instructions for Remote E-voting before AGM:**

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 - Individual Shareholders registered with NSDL IDeAS facility

- i. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 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.

OR

- ii. If you are not registered for IDeAS e-Services, click at <https://eservices.nSDL.com> and select “Register Online for IDeASPortal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>. Proceed with updating the required fields. Post successful registration, user will be provided with Login ID and password. After successful login, 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

Method 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- iii. Visit <https://www.evoting.nSDL.com>. Click on the “Login” tab available under ‘Shareholder/Member’ section. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you will be able to see e-Voting services under Value added 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 – Individual Shareholders registered with CDSL Easi/ Easiest facility

- i. Users who have opted for CDSL Easi / Easiest facility, can login through <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com. Click on New System Myeasi Tab with their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. 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.

OR

- ii. If the user is not registered for Easi/ Easiest, the option to register is available at CDSL website <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>. Proceed with updating the required fields. Post registration, user will be provided username and password. After successful login, user able to see e-voting menu and 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 - Individual Shareholders directly visiting the e-voting website of CDSL

- iii. Visit <https://www.cdslindia.com>. Go to e-voting tab. Enter 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. After 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.

- Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. After 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.

II. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of MUFG Intime India Pvt. Ltd. as under:

- Open the internet browser and visit URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary 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).

- Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.

Shareholders holding shares in **NSDL form** shall provide 'D' above.

Shareholders may set the password as per their choice containing minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Click "confirm" (Your password is now generated). Enter Image Verification (CAPTCHA) Code. Click "Submit" (You have now registered on InstaVote).

III. Shareholders who have registered for INSTAVOTE facility:

- Click on 'Login' under 'SHARE HOLDER' tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- E-voting page will appear.
- 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'. 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.

IV. Guidelines for Institutional shareholders:

Step 1 – Custodian / Corporate Body/ Mutual Fund Registration

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. Fill up your entity details and submit the form. 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. 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:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**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.*
 - E. 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 – Voting through remote e-voting

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.”** for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

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.

OR

Method 2 - Votes Upload

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “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).

V. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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.

VI. Helpdesk for 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 a 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

VII. Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of MUFG Intime India Pvt. Ltd.: <https://instavote.linkintime.co.in>.

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

In case shareholders have 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ii. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- iii. 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 Monday, 16th June, 2025 at 9.00 A.M. and ends on Wednesday, 18th June, 2025 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday 12th June 2025 (the cut-of 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 Thursday 12th June 2025.
- 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-of date only shall be entitled to avail the facility of remote e-voting and voting during the AGM.
- 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 2nd AGM of the Company to be held on Thursday, 19th June, 2025.

IX. Instructions for Members to attend the AGM 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:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company" and 'Event Date' and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

B. 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.

C. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

- c) 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.
- 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 panelist 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 panelist 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 the link for e-Voting "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 2MBPS 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.

X. Instructions for Members to Speak during the AGM:

- 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 10th June, 2025, 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 AGM for a duration up to 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 AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before 10th June, 2025 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.

DETAILS OF THE DIRECTOR RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING

[In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Name of Director
	Mr. Vibhoar Agrawal (DIN: 02331469)
Qualification	an alumnus of St. Xavier's College, Kolkata.
Expertise in specific functional area	experience in business formation, operation, finance, and management, paired with strong skills in negotiation, strategic planning, business development, client relations and site management.
Directorship held in other Listed Companies	Nil
Chairman / Member of the Committees of the Board of Directors of the Listed Companies	Nil
Shareholding in the Company	1,37,22,312
Inter-se Relationships between Directors	Mr. Vibhoar Agrawal is spouse of Mrs. Rachita Agarwal

