

August 14, 2024

To,

The Board of Directors
Ganesh Infraworld Limited
HA-153, Sector -III, Salt Lake, Purbachal,
North 24 Parganas, Saltlake,
Kolkata – 700 097, West Bengal, India.

Dear Sir,

Sub: Consent to act as the “Underwriter” for the proposed public issue of equity shares of face value of ₹5/- each (“Equity Shares”) by Ganesh Infraworld Limited (“Company”) (referred to as “Issue”).

We, Vivro Financial Services Private Limited, hereby give our consent to act as the **Underwriter to the Issue** and to our name being inserted as the Underwriter in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus to be filed with EMERGE platform of National Stock Exchange of India Limited (“**Stock Exchange**”), the Registrar of Companies, Kolkata (“**RoC**”) and SEBI which the Company intends to issue in respect of the Issue and also in all related advertisements and communications sent pursuant to the Issue. The following details with respect to us may be disclosed:

Name: Vivro Financial Services Private Limited
Address: 607/608 Marathon Icon, Opp. Peninsula Corporate Park, Off. Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel, Mumbai – 400013, Maharashtra, India
Telephone: +91-22 6666 8040;
E-mail: investors@vivro.net;
Website: www.vivro.net;
Investor Grievance E-mail: investors@vivro.net;
Contact Person: Vivek Vaishnav
SEBI Registration Number: INM000010122

Logo :


VIVRO

We confirm that we are registered with the SEBI and that such registration is valid as on date of this letter. We enclosed a copy of our registration certificate and declaration regarding our registration with SEBI in the required format as **Annexure A**. We also certify that we have not been prohibited from SEBI to act as an intermediary in capital market issues. We also authorize you to deliver a copy of this letter of consent to the Stock Exchange, RoC and SEBI, pursuant to the provisions of Section 26 of the Companies Act, 2013 and other applicable laws or any other regulatory authority as required by law.

We also agree to keep strictly confidential, until such time as the proposed transaction is publicly announced by the company in the form of a press release, (i) the nature and scope of this transaction; and (ii) Our knowledge of proposed transaction of the Company.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents of the Company.

Yours faithfully,
For, Vivro Financial Services Private Limited


Vivek Vaishnav
Director



Annexure A

August 14, 2024

To,

The Board of Directors
Ganesh Infracore Limited
HA-153, Sector -III, Salt Lake, Purbachal,
North 24 Parganas, Saltlake,
Kolkata – 700 097, West Bengal, India.

Dear Sirs,

Sub: Consent to act as the “Underwriter” for the proposed public issue of equity shares of face value of ₹5/- each (“Equity Shares”) by Ganesh Infracore Limited (“Company”) (referred to as “Issue”).

Sub: Consent Letter from the Underwriter to the Issue

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as an Underwriter is true and correct:

Sr. No.	Particulars	Details
1.	Registration Number	INM000010122
2.	Date of registration/ date of last renewal of registration/ date of application for renewal of registration	May 28, 2012
3.	Date of expiry of registration	Permanent Registration
4.	Details of any communication from SEBI prohibiting from acting as an intermediary	No
5.	Details of any pending inquiry/ investigation being conducted by SEBI	No
6.	Details of any penalty imposed by SEBI	No

We shall immediately intimate the Company of any changes, additions or deletions in respect of the matters covered in this certificate till the date when the securities of the Company, offered, issued and allotted pursuant to the Issue, are traded on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the listing and trading of the Equity Shares on the Stock Exchange.

Yours faithfully,
For, Vivro Financial Services Private Limited


Vivek Vaishnav
Director



(Encl: as above)

मर्चेट बैंककार

प्ररूप ख
FORM B

MERCHANT BANKER

भारतीय प्रतिभूति और विनिमय बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

002576

(मर्चेट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992

(विनियम 8)
(regulation 8) / Regulation 8A

रजिस्ट्रीकरण प्रमाणपत्र / PERMANENT REGISTRATION
CERTIFICATE OF REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनिमय बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा प्रवर्ग I / II / III / IV में मर्चेट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

VIVRO FINANCIAL SERVICES PVT. LTD.
"VIVRO HOUSE", 11, SHASHI COLONY,
OPP. SUVIDHA SHOPPING CENTRE, PALDI,
AHMEDABAD - 380 007.

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / II / III / IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- *1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आबंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
 - *2. विनिधान सलाहकार। Investment Adviser
 - *3. निर्गमनों का निम्नांकन। Underwriting of Issues.
 - *4. ~~संविभाषण प्रबंध सेवाएं। Portfolio Management Services.~~
 - *5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निर्गमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
 - *6. परामर्शी या सलाहकार। Consultant or Adviser.
- (*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)

II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड

INM000010122

है।

II. Registration Code for the merchant banker is MB /

This certificate of Registration shall be valid for permanent

III. यह प्रमाणपत्र

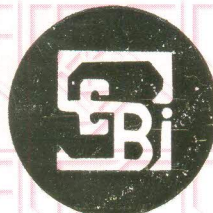
unless suspended or cancelled by the Board

III. This Certificate shall be valid from

तक विधिमाम्य होगा और जैसे भारतीय प्रतिभूति और विनिमय बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।

and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा
By order



K. SARAVANAN
भारतीय प्रतिभूति और विनिमय बोर्ड

के लिए और उसकी ओर से

For and on behalf of

Securities and Exchange Board of India

स्थान Place

MUMBAI

तारीख Date

MAY 28, 2012