

Date: August 14, 2024

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

Re: Proposed initial public offering of equity shares of face value of ₹5 each (the “Equity Shares”) of Ganesh Infracore Limited (the “Company”) comprising a fresh issue of the Equity Shares of the Company (“Issue”)

We, **Vivro Financial Services Private Limited**, do hereby consent to act as the Book Running Lead Manager to the Issue (“**Book Running Lead Manager**”) and to our name being inserted as Book Running Lead Manager to the Issue in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Issue Documents**”) to be filed with Securities and Exchange Board of India (“**SEBI**”), National Stock Exchange of India Limited (“**NSE**” / “**Stock Exchange**”) and with any other regulatory or statutory body and in any other documents, which the Company intends to file/publish in respect of the Issue, and also in all related advertisements and other material related to the Issue.

We further confirm the following information in relation to us is true and correct and consent to the disclosure of such information in the Offer Documents or any other documents issued in connection with the Issue:

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 – 400 013, 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: Aradhy Rajyaguru/ Hardik Vanpariya
SEBI Registration Number: INM000010122

Logo :



We confirm that we are registered with SEBI as a Merchant Banker and as on date our registration is valid. We also confirm that as on date, we have not been prohibited by SEBI, any other regulatory authority, court or tribunal to act as an intermediary in a capital markets issue. We further confirm that we have not been debarred from functioning by any regulatory authority. A copy of our registration certificate is enclosed as **Annexure A**.

Further, except as disclosed below, as on the date, we confirm that neither we nor our associates hold any Equity Shares of the Company. We confirm that we are not an ‘associate’ of the Company as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

This letter may be relied on by the Company and the legal advisor in relation to the Issue. We authorize you to deliver this letter of consent to SEBI and the Stock Exchange pursuant to the applicable laws, or any other governmental or regulatory authority as may be required.

We confirm that we will immediately inform the Company in writing of any changes to the information stated in this letter until the receipt of the final listing and trading approval from the Stock Exchange of the Equity Shares issued



pursuant to the Issue and commencement of trading on the Stock Exchange. In the absence of any communication in this regard, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares issued pursuant to the Issue on the Stock Exchange of the Equity Shares issued pursuant to the Issue.

We consent to the extracts of this certificate being used for disclosure in the Offer Documents to be issued by the Company in relation to the Issue and other Issue related materials.

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
DIN: 00925446



Enclosed: Annexure A: SEBI Registration Certificate

August 14, 2024

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

Dear Sirs,

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

Sub: Consent Letter from the Book Running Lead Manager 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 a Category-I Merchant Banker are 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 also hereby enclose a copy of our SEBI registration certificate.

We shall immediately inform 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 Issuer, offered, issued and allotted pursuant to the Issue, are traded on the relevant 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
DIN: 00925446



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
CERTIFICATE OF REGISTRATION / PERMANENT 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

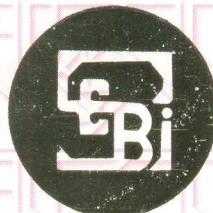
unless suspended or cancelled by the Board

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