



Rachana Infrastructure Ltd.

604, 6th Floor, Zion Z1, Nr. Avalon Hotel, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054
Phone : 079 - 4917 2660 E-mail : rachanainfra404@gmail.com / info@rachanainfra.com
Website : www.rachanainfra.com CIN No. : L45203GJ2001PLC039725

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai- 400 051,
Maharashtra, INDIA

Date: 03rd September, 2024

Scrip Code: - RILINFRA

Sub: Notice of 23rd Annual General Meeting

Dear Sir/ Madam,

The Twenty Third Annual General Meeting (“AGM”) of the Company will be held on Thursday, 26th September, 2024 at 01:00 p.m. IST through Video Conferencing/Other Audio-Visual Means.

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed the notice convening Twenty Third Annual General Meeting.

Kindly take the same on record.

Thanking you.
Yours faithfully

For, Rachana Infrastructure Limited



Himali M. Thakkar
Company Secretary & Compliance Officer
Membership No: A47962

NOTICE

NOTICE OF 23rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd (Twenty Third) Annual General Meeting of the Shareholders of RACHANA INFRASTRUCTURE LIMITED will be held on Thursday, 26th September, 2024 at 01.00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- I.** To receive, consider and adopt the Standalone audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon;
"RESOLVED THAT, Audited Financial Statement of the Company for the Financial Year ended as on 31st March, 2024 and the report of the Board of Directors' and Auditors' thereon laid before this meeting be and is hereby considered and adopted.
- II.** To appoint Director in place of **Mr. GIRISHKUMAR OCHCHHAVLAL RAVAL (DIN: 01646747)** who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- III. TO APPOINT THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/ 114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. B. J. Patel & J. L. Shah, Chartered Accountants (having Firm registration No104148W) as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s Ankit Choksi & Co., Chartered Accountants, (Firm Registration No. 121722W) with effect from 03rd September, 2024, to hold office as the Statutory Auditors of the Company from the Conclusion of this 23rd AGM to be held on 26th September, 2024 till the conclusion of 28th AGM of the Company From Financial Year 2024-25 to 2028-2029 and that they shall conduct the Statutory Audit W.e.f 01st April,2024 and Provide Limited Review Report for the half year ended 30th September, 2024) and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them.

"RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving effect to this resolution."

IV. RATIFICATION OF COST AUDITOR'S REMUNERATION FY 2024-25

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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of M/s Dalwadi and Associates, Partnership Firm having FRN: 000338 appointed by the Board of Directors of the Company at the

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meeting of Board of Directors as the Cost Auditor to conduct audit of Cost Records maintained by the Company for the financial year 2024-25, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

V. RELATED PARTY TRANSACTION WITH DNM OVERSEAS PRIVATE LIMITED

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 188 (1) (a) of the Companies Act, 2013 and all other applicable provisions, Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), if any and such other rules as may be applicable and amended from time to time and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with **DNM OVERSEAS PRIVATE LIMITED (parties/entities)** falling within the definition of 'Related Party' under Section 2 (76) of the Act and Regulation 2 (1)(zb) of the SEBI Listing Regulations, in the course of (a) purchase/sale/exchange/transfer/ lease of business, raw materials, man power, and/or equipment to meet its business objectives/requirements; (b) transfer of any resources, services or obligations to meet its business objectives/ requirements ("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY) from FY 2024-25 to FY 2028-29 i.e. five financial years, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.'

"RESOLVED FURTHER THAT, the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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VI. TO RE-APPOINT MR. GIRISHBHAI OCHCHAVLAL RAVAL (DIN: 01646747) AS A CHAIRMAN & MANAGING DIRECTOR & INCREASE IN OVERALL MAXIMUM REMUNERATION PAYBLE:

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

"RESOLVED THAT, Pursuant to the provisions of Section 196,197, 198 Schedule- V as applicable and other applicable Provisions, if any of the Companies Act,2013 (hereinafter referred as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals as may be required in this regard, the consent of the shareholders be and is hereby accorded to reappoint Mr. Mr. Girishbhai Ochchavlal Raval (DIN: 01646747) as Managing director of the company for a further period of Five (5) years of his tenure w.e.f.30th September,2024 to 29th September,2029 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may deem fit and as may be acceptable to Mr. Girishbhai Ochchavlal Raval (DIN: 01646747) subject to same as per the provisions of the Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactments thereof."

"RESOLVED FURTHER THAT, in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, if any and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration prescribed in provision of Schedule V of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the terms and remuneration are set out in the statement annexed to the Notice convening this Meeting.

"RESOLVED FURTHER THAT, in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

"RESOLVED FURTHER THAT, in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, if any and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration prescribed in provision of Schedule V of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the terms and remuneration are set out in the statement annexed to the Notice convening this Meeting.

NOTICE**VII. TO RE-APPOINT MR. KALPIT MANISHBHAI DAVE (DIN: 08575050) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To Consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Kalpit Manish Bhai Dave (DIN: 08575050) who was appointed as an Additional Director of the Company in the capacity of an Independent Director of the Company as on 20th December, 2019 and Regularized as Independent Director as on 20th December, 2020 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of members of the Company be and is hereby accorded for the re-appointment of Mr. Kalpit Manish Bhai Dave (DIN: 08575050) As An Independent Director Of The Company on the completion of his term as on 19th December, 2024 as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from December 19, 2024 till December 18, 2029."

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

For and on behalf of the Board of Directors

Date: September 03, 2024

Place: Ahmedabad

Rachana Infrastructure Limited

Sd/-

Girish Kumar O. Raval

Chairman & Managing Director

DIN: 01646747

Registered Office:

604, Zion Z1, Near Avalon Hotel,

Off Sindhubhavan Road,

Ahmedabad-380054

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Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the evoting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the MCA Circulars and the SEBI Circulars, the Notice of 23rd AGM along with Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company's RTA / DPs. Members may note that the Notice and Annual Report will also be available on the Company's website i.e. www.rachanainfra.com, website of the Stock Exchange i.e. National Stock Exchange of India Ltd. at www.nseindia.com and on the website of Central Depository Services Ltd. (CDSL) at www.evotingindia.com.

The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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7. Corporate Members intending to authorise their representatives to participate and vote through e-voting on their behalf at AGM are requested to send a certified copy of the Board Resolution / authorization letter to the Company at info@rachanainfra.com.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
9. Details of the Directors seeking appointment/re-appointment at the 23rd AGM are provided in Annexure of this Notice.
10. An Explanatory statement pursuant to Section 102 of the Act, relating to Special Business to be transacted at the AGM, requiring such statement is annexed hereto.
11. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") which is mandatory for e-voting & joining in the AGM through Depository. For registration of bank details, the Member may contact their respective DPs.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
13. Pursuant to the provisions of Section 91 of the Act, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Register of members and share transfer books of the Company will remain closed from Friday, 20th September, 2024 till Thursday, 26th September, 2024 (both the days inclusive).
14. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to Annual Report 2023-24 the date of AGM (i.e.) 26th September, 2024. Members seeking to inspect such documents can send e-mail to rachanainfra404@gmail.com.
15. With a view to conserve natural resources, we request the Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
16. Instructions for e-Voting and joining the AGM are as follows: -

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THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on 23rd September, 2024 at 9:00 a.m and ends on 25th September, 2024 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th September, 2024 of Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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
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 and 022 - 2499 7000

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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

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- strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Rachana Infrastructure Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

NOTES TO NOTICE

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@rachanainfra.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM 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 system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast

NOTES TO NOTICE

by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO 102 OF THE COMPANIES ACT, 2013 TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013*****Item No.3:***

The members of the Company at 19th Annual General Meeting held on 30th December, 2020 had appointed M/s. Ankit Choksi & Co., Chartered Accountants (Firm Registration no.: 121722W) as the Statutory Auditors of the Company for period of five years till the Conclusion of 24th AGM of the Company (i.e., from FY 2020-21 to 2024-25).

M/s. Ankit Choksi & Co., Statutory Auditors, vide their letter dated 02ND September, 2024 submitted resignation to the Board and Audit Committee citing reason due to pre occupation in other projects the Auditor unable for us to continue. The Board of Directors of the Company ("Board") accepted the resignation of M/s. Ankit Choksi & Co., with immediate effect.

Further, the Board at the aforesaid meeting, on the recommendation of the Audit Committee and subject to the approval of members of the Company, approved the appointment of M/s. B. J. Patel & J. L. Shah Chartered Accountants (Firm Registration No. 104148W), as the Statutory Auditors of the Company, in the casual vacancy caused by the resignation of M/s. Ankit Choksi & Co., till the conclusion of 28th Annual General Meeting of the Company to be held in calendar year 2028-2029. M/S. B J Patel & J L Shah Chartered Accountants, being eligible under section 139(1) and other applicable provisions, if any, of the Act, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The said appointment of M/s. B. J. Patel & J. L. Shah Chartered Accountants, shall be pursuant to applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and terms as contained in SEBI circular No. CIR/CFD/CMD/1/114/2019 dated 18th October, 2019. The remuneration to be paid to the Statutory Auditors shall be mutually decided by the Board of Directors. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 3 of the accompanying Notice of the AGM. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the aforesaid resolution except to the extent of their shareholding.

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

Brief Profile of the Statutory Auditor of the Company

Particulars	Details
Name of Company	Rachana Infrastructure Limited
Name of the Auditor	M/s. B. J. Patel & J. L. Shah, Chartered Accountants
Reason for Change viz., Appointment, resignation, removal, death or otherwise	Appointment as Statutory Auditor of the Company
Date of Appointment & Term of Appointment;	From the Conclusion of the 23 rd Annual General Meeting till the Conclusion of the 28 th Annual General Meeting of the Company, subject to the approval of members in the ensuing Annual General Meeting. Term: 05 years
Brief profile (in case of appointment)	M/s. B. J. Patel & J. L. Shah, Chartered Accountants Ahmedabad, having Firm Registration Number 104148W. The Firm is almost 49 years old and having three branches and 5 full time partners with peer reviewed and Category-1 as per RBI panel. They are offering Tax audits, Corporate Audits, Government Audits, Bank Audits, System audits, Due diligence, Business valuations, Consulting for GST including filing of returns, Corporate Advisory services, Full-fledged consulting for IBC Matters including buy side advisory to their esteemed Clients.
Disclosure of relationships between directors (in case of appointment)	Not Applicable

Item No. 4:

The Board at its meeting held on 30th May, 2024 on the recommendation of Audit Committee, has appointed M/s Dalwadi and Associates, Partnership Firm having FRN: 000338, Cost Accountant, Ahmedabad as the Cost Auditor to conduct the audit of cost records of the Company for the financial year 2024-25 on a remuneration as may be decided after consultation with Board of Directors.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the aforesaid resolution for approval of the members.

Item No. 5

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made there under and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Consent of the members by way of Ordinary Resolution is required for approval of material related party transactions entered/Proposed to be entered in to by the company with its related parties.

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

Your Company has some related party transactions with M/S DNM OVERSEAS PRIVATE LIMITED Such as Rent amount to be paid by DNM OVERSEAS PRIVATE LIMITED by using Property of RACHANA INFRASTRUCTURE LIMITED for its official purpose.

Sr. No	Name of related party	Name of the director/KMP and their relatives who are related, if any	Nature of Relationship	Nature of Transactions	Proposed Amount of Transaction
1.	DNM OVERSEAS PRIVATE LIMITED	Mr. Brijesh Girishbhai Raval and 2. Mr. Jaydeep Girishbhai Raval both are Directors of DNM Overseas Private Limited	Both are the son of Mr. Girishbhai Ochchhavlal Raval MD of Rachana Infrastructure Limited	Rent Income	To the extent of Rs. 50 Lakhs p.a.

Item No. 6

The Board of Directors of the Company ("Board"), at its meeting held on September 03, 2024 has, subject to the approval of members, re-appointed Mr. Girishbhai Ochchhavlal Raval (DIN: 01646747) as a Chairman & Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from September 30, 2024 to September 29, 2029, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee ("NRC") of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Girishbhai Ochchhavlal Raval (DIN: 01646747) as Managing Director for the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Mr. Girishbhai Ochchhavlal Raval (DIN: 01646747) are as under:

Overall Maximum remuneration, Perquisites and Allowance per annum payable:

Particulars

: **Up to Rs. 50,00,000/- per annum**

Total Salary payable includes:

- Basic Salary
- Other benefits Like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other Perquisites and benefits as per the rules of the Company.

Mr. Girishbhai Ochchhavlal Raval (DIN: 01646747) satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Except Mr. Girish Kumar Ochchhavlal Raval, Mr. Ashok Kumar Ochchhavlal Raval and Mrs. Bhaminiben Baldevprasad Mehta No other directors are Interested in above resolution as set out in item No. 6 of the Notice.

The Board recommends the Resolution of Item No. 6 for the approval of Members.

ITEM NO. 7

Mr. Kalpit Manish bhai Dave (DIN: 08575050) was appointed as an Additional Independent Director of the Company by the Board of Directors in their meeting held on 20th December, 2019 and regularised as on 30th December, 2020 for the term of five years and as his term is going to complete as on 19th December, 2024. Therefore, herein with the recommendation of Nomination and Remuneration Committee and with the Approval of Board of Directors of the Company Mr. Kalpit Manish bhai Dave (DIN: 08575050) is re-appointed as an Independent Director of the Company

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

subject to the Approval of the Members of the Company in the 23rd Annual General Meeting with effect from 19th December, 2024 up to 18th December, 2029.

Accordingly, it is proposed to reappoint Mr. Kalpit Manish bhai Dave (DIN: 08575050) as a Non-Executive Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5(Five) Consecutive Years on the Board of the Company.

Mr. Kalpit Manish bhai Dave (DIN: 08575050) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as an Independent Director.

The Company has also received declaration from Kalpit Manish bhai Dave (DIN: 08575050) that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Kalpit Manish bhai Dave (DIN: 08575050) fulfils the conditions for appointment as an Independent Directors as specified in the Act and the Listing Regulations

Except Mr. Kalpit Manish bhai Dave (DIN: 08575050) and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Additional information of Mr. Kalpit Manish bhai Dave (DIN: 08575050) whose appointment as Independent Directors is proposed at Item No. 7, is provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

**By Order of the Board of Directors
For Rachana Infrastructure Limited**

**Place: Ahmedabad
Date: 03rd September, 2024**

**Sd/-
Girishkumar O. Raval
Chairman & Managing Director
DIN: 01646747**

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

Details For Remuneration As per Schedule V to the Chairman & Managing Director

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Based on the recommendations of the Nomination & Remuneration Committee, the board of Directors of the Company at their meeting held on 02nd September, 2024, proposed to increase in Remuneration payable to Mr. Girish Ochchhavlal Raval (DIN:01646747) up to Rs.50,00,000 p.a. w.e.f. 1st October, 2024. The managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013. Details as required under part II of Schedule V are as follows

1. General Information

- i. Nature of industry: Infrastructure industry
- ii. Date or expected date of commencement of commercial production: The Company is in to the business of Infrastructure and mining since its incorporation.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Particulars for the year ended	March 31, 2024
Net revenue from Operations (Sales)	9396.95
Profit Before Depreciation, Exceptional Item and Tax	699.72
Less: Depreciation	245.58
Profit Before Extra-Ordinary Items and Tax	454.14
Extra Ordinary Items	0.00
Profit Before Tax	454.14
Tax Expense	
-Current Tax	110
Less: MAT Credit Receivable	0.00
-Deferred Tax	(18.72)
Profit After Tax	362.85

2. Information about the appointee:

- I. Background details: Mr. Girish Ochchhavlal Raval is a Managing Director of Company. He holds a Bachelor degree in Business Administration. He is having more than 40 Years of Experience in the Infrastructure Field.
- II. Past Remuneration: Rs. 45 Lakhs p.a.

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

Job Profile and his suitability:

Mr. Girish Ochchhavlal Raval, being a Managing Director, considering his vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, the remuneration proposed commensurate with his job profile and is justified.

V. Remuneration Proposed: Considering the involvement and efforts made by Mr. Girish Ochchhavlal Raval, Managing Director of the Company, the Board is proposed to revision of his remuneration and increase from Rs. 45 Lakhs to Maximum Rs. 50 Lakhs per annum. Subject to the approval of members of the Company as mentioned in the resolution number 05 of the Notice.

VI. 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): Not applicable.

VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Girish Ochchhavlal Raval, is Managing Director of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration in the Company. He is Husband of Mrs. Bhamini Baldevprasad Mehta, Non-Executive Director of the Company and Brother of Mr. Ashok Ochchhavlal Raval.

3. Other information:

I. Reasons of loss or inadequate profits: The Company is engaged in the business of Infrastructure (Basically it is based on Project basis) and Quarry mining etc. During the Year 2023-24, the Company made Profit after Tax of Rs. 362.85 Lakhs. However, the amount of proposed remuneration is exceeding the limit specified in the section and therefore the profit of the Company is inadequate.

II. Steps taken or proposed to be taken for improvement: The Company has increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.

III. Expected increase in productivity and profits in measurable terms: Your company is making all Continuous Efforts to expand in operations.

Except Mr. Girishbhai Ochchhavlal Raval, Mrs. Bhaminiben Baldevprasad Mehta and Mr. Ashok Bhai Ochchhavlal Raval along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise

in this Resolution at Item No. 6 of the Notice.

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	GIRISHKUMAR OCHCHHAVLAL RAVAL	KALPIT MANISHBHAI DAVE
Directors Identification Number [DIN]	01646747	08575050
Date of Birth and Age	18/02/1959 (65 Years)	03/03/1993
Date of appointment on the Board	29/06/2001	20/12/2019
Qualifications	Bachelor of Business Administration	Diploma in Mechanical Engineering
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	Nil	Nil
Memberships/ Chairmanships of Committee of other public companies (<i>includes only Audit Committee & Stakeholders' Relationship Committee</i>)	Nil	Nil
Number of shares held in the Company	56,86,981	Nil
Expertise in Specific Area	He is having more than 40 years of experience in the infrastructure field.	He is having more than 9 years of experience in the Production engineering field
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:	Mr. Girishbhai Ochchhavlal Raval is spouse of Ms. Bhaminiben Baldevprasad Mehta and Brother of Mr. Ashok Bhai Raval as well as Father-in-law of Ms. Ishita P. Raval	None

By Order of the Board of Directors

Place: Ahmedabad

Date: 03rd September, 2024

For, Rachana Infrastructure Limited

**Sd/-
Girish Kumar O. Raval
Chairman & Managing Director
DIN: 01646747**