

RACHANA INFRASTRUCTURE LIMITED

24TH ANNUAL REPORT

FINANCIAL YEAR 2024-25

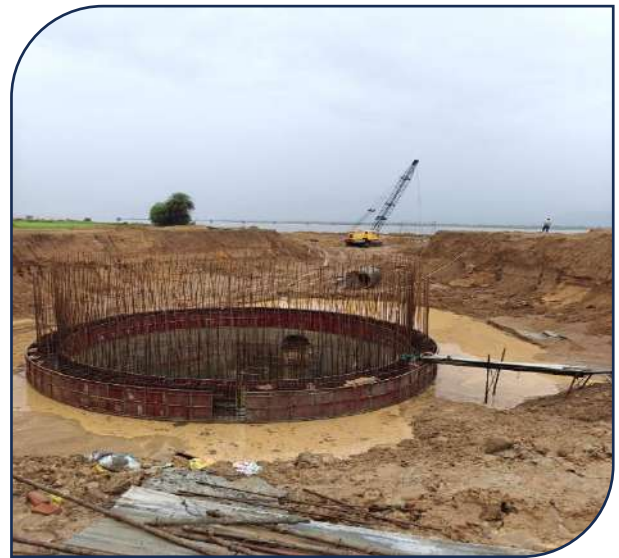


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MESSAGE FROM CHAIRMAN AND MANAGING DIRECTOR



Dear Shareholders,

Greetings

We take immense pleasure in sharing with you the performance highlights of your esteemed company and presenting the Annual Report for the financial year 2024–25.

Industrial Outlook

Infrastructure is the backbone of a thriving economy. While India has historically trailed behind some developed nations in terms of infrastructure and public facilities, recent years have witnessed a remarkable transformation. Through progressive policies and strategic initiatives, the Government has laid the foundation for accelerated growth, aiming to bridge the gap and usher in a new era of development.

Experience and Expertise

Since its incorporation in 2001, Rachana Infrastructure Ltd has consistently demonstrated strength and excellence in the field of infrastructure development. With acclaimed experience and expertise, the company has contributed significantly to nation-building through its work on highway projects, delivering over 500 kilometers of both rigid and flexible pavement annually for the past few years. In addition, the company has played a vital role in executing pipeline works for irrigation projects and actively participated in various building construction projects aimed at national development.

Financial Highlights

During the year under review, your Company recorded total net sales of ₹9686.73 lakhs, marking a significant increase from ₹9396.95 lakhs in the previous financial year. The Profit Before Tax (EBT) stood at ₹553.17 lakhs, compared to ₹454.12 lakhs in the previous year. Additionally, the Profit After

MESSAGE FROM CHAIRMAN AND MANAGING DIRECTOR

Tax (PAT) rose to ₹410.33 lakhs, up from ₹362.84 lakhs in the preceding year. The Board of Directors remains optimistic about your Company's performance and future growth prospects.

Manpower

We credit our talented team for the success that we have achieved till, thanks to their consistent collaboration, commitment, and diligence. Their dedication to excellence and our steadfast focus on quality have fuelled our accomplishments. The company owns a complete workforce—spanning operational, technical, and clerical roles—and is equipped with advanced plant, machinery, and laboratory tools that enable us to undertake large-scale road construction projects. With a growing team of over 150 employees, we've built a motivated and unified workforce that operates not only as a team, but as a family.

Future Growth and Outlook

We are proud to share that the Company continues its upward trajectory, reaching new milestones in its pursuit of growth through excellence. Rachana Infrastructure Limited (RIL) has consistently demonstrated its commitment to business excellence, successfully executing expansion projects that enhance cost competitiveness and profitability. As India strives towards its **\$5 trillion economy goal**, rapid industrialization remains a key priority. Encouraged by the government's support for new industrial developments, we are actively strengthening our footprint in the industrial infrastructure sector.

Since its incorporation, the Company has been actively engaged in a wide range of infrastructure and civil construction projects. Over the years, we have built a strong customer base and an effective marketing network. Rachana Infrastructure Limited (RIL) has evolved from a local contractor in Ahmedabad into a pan-India infrastructure company. Initially awarded small-scale contracts by local government bodies, we gradually expanded through subcontracts from major infrastructure companies across Gujarat, Madhya Pradesh, Maharashtra, Jharkhand, Assam and several other states. Over time, the Company has developed extensive expertise in conventional construction areas such as buildings, roads, irrigation systems, hydro power projects, and mining. With experience and strategic growth, we have successfully extended our operations into other regions across country which includes Assam, Maharashtra, Madhya Pradesh, Jharkhand and Rajasthan. Our experienced, expatriate and adequately team handle daily operations efficiently under regular supervision.

We reaffirm our commitment to actively pursue new opportunities and dedicate our best efforts toward advancing the growth and success of the organization.

MESSAGE FROM CHAIRMAN AND MANAGING DIRECTOR

Closing in gratitude:

On behalf of the Team Rachana, we extend our heartfelt gratitude to all our valued shareholders for your unwavering confidence and trust. We assure you that every effort will be made to propel the Company to greater heights, and we remain committed to delivering robust growth in the years ahead.

We sincerely thank our dedicated management colleagues for their instrumental role in ensuring the smooth functioning of the Company. Our deepest appreciation also goes out to our stakeholders, customers, business associates, employees, bankers, and vendors for their continued support and belief in our vision.

Your ongoing encouragement inspires us to strive for excellence and to make a lasting, positive impact in the industry we proudly serve. Let's move forward together for the development of nation a Vision of our Prime Minister and joint the **Viksit Bharat 2047**, we invite you to be a part of our growth journey and share in the rewards of our collective success.

Thank you for being an integral part of the Rachana.

With Warm Regards,

Sd/-

Yours Sincerely

Girishkumar Ochchhavlal Raval
Chairman & Managing director
DIN:01646747

CORPORATE INFORMATION

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Girishkumar Ochchhavlal Raval:

Chairman & Managing Director

Ms. Bhaminiben Baldevprasad Mehta:

Director

Mr. Ashok Kumar Raval:

Director

Mr. Kalpit Dave

Independent Director

Mr. Bharat Kumar Chaudhary

Independent Director

Mrs. Dhvani Solanki

Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Himali Maheshbhai Thakkar

CHIEF FINANCIAL OFFICER (CFO)

Mrs. Ishita Raval

STATUTORY AUDITOR

B. J. Patel & J. L. Shah

Statutory Auditor,

Chartered Accountants

COST AUDITOR

M/S Dalwadi and Associates.

Cost Accountants

BANKER

Bank of Baroda

SECRETARIAL AUDITOR:

M/S. Mukesh H. Shah & Co.

504, Sukh Sagar Complex, Near Hotel Fortune

Landmark, Ushmanpura, Ashram Road,

Ahmedabad.

CORPORATE IDENTITY NUMBER (CIN)

L45203GJ2001PLC039725

REGISTERED OFFICE

604, 6th Floor, Zion Z-One Near Hotel Avalon, off.

Sindhu bhavan Road, Ahmadabad Gujarat 380054

India

Phone: 079 49172660

MAIL & WEBSITE

rachanainfra404@gmail.com

www.rachanainfra.com

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

Big share Services Private Limited.

A-802 Samudra Complex,

Off CG Road, Near Girish Cold Drinks,

Navarangpura, Ahmedabad – 380009

Email: - bssahd@bigshareonline.com

Phone: -079-40024135

Website: www.bigshareonline.com

INTERNAL AUDITOR: (up to 2024-25)

M/s. Ankit P. Gupta & Co.

Chartered Accountants,

803, 8th Floor, Lilamani Corporate Heights, Nava

Vadaj, Ahmedabad—380013

M/s. Ankit Chokshi & Co. (W.e.f F.Y.2025-26)

Chartered Accountants,

3rd Floor, Guru Krupa Avenue, Above Central Bank

of India, Nr. Manek Baug Cross Roads, Amba wadi,

Ahmedabad – 380 015

CORPORATE INFORMATION

AUDIT COMMITTEE

NAME	DESIGNATION
Dhwani Jaspal Sinh Solanki	Chairperson
Kalpiti Manish Bhai Dave	Member
Bhaminiben Baldevprasad Mehta	Member

NOMINATION AND REMUNERATION COMMITTEE

NAME	DESIGNATION
Bharat Kumar Dipak Bhai Chaudhary	Chairman
Dhwani Jaspal Sinh Solanki	Member
Kalpiti Manish Bhai Dave	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

NAME	DESIGNATION
Kalpiti Manish Bhai Dave	Chairman
Dhwani Jaspal Sinh Solanki	Member
Bhaminiben Baldevprasad Mehta	Member

NOTICE

NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **24th (Twenty Fourth) Annual General Meeting** of the Shareholders of **RACHANA INFRASTRUCTURE LIMITED** will be held on Monday, 22nd September, 2025 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, 2025 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, 2025 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. ASHOK RAVAL (DIN:01646865)** who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

III. RATIFICATION OF COST AUDITOR'S REMUNERATION FY 2025-26

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, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) / re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Dalwadi and Associates, Partnership Firm having FRN: 000338 Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31 March, 2026, as recommended by the Audit Committee of the Company and approved by the Board of Directors of the Company, amounting to Rs. 60,000/- p.a. (Rupees Sixty Thousand only) plus taxes as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

"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."

NOTICE

**For and on behalf of the Board of Directors
Rachana Infrastructure Limited**

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

**Date: August 25, 2025
Place: Ahmedabad**

**Registered Office:
604, Zion Z1, Near Avalon Hotel,
Off Sindhubhavan Road,
Ahmedabad-380054**

NOTES TO NOTICE

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022 and 10/2022 dated 28th December, 2022, 09/2023 dated September 25, 2023("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/ CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 3, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being conducted 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. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 through VC/OAVM and cast their votes through e-voting.

NOTES TO NOTICE

6. In line with the MCA Circulars and the SEBI Circulars, the Notice of 24th 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.
7. Since AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
8. Members of the Company who are Institutional Investors are encouraged to attend and vote at AGM through VC /OAVM.
9. 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.
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 Tuesday, 16th September, 2025 till Monday, 22nd September, 2025 (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 2024-25 the date of AGM (i.e.) 22nd September, 2025. 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: -

NOTES TO NOTICE

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

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), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM 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 Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.rachanainfra.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com

NOTES TO NOTICE

7. respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
8. 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.
9. 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.

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 19th September, 2025 at 9.00 a.m. and ends on 21st September, 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 the cut-off date (record date) of 15th September, 2025 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**

NOTES TO NOTICE

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.

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	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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.

NOTES TO NOTICE

Individual Shareholders holding securities in demat mode with NSDL Depository	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

NOTES TO NOTICE

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 21 09911
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

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:

NOTES TO NOTICE

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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 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 250825032 for the relevant 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.

NOTES TO NOTICE

- (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)
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **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.
 - 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.

NOTES TO NOTICE

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 3 (Three) days prior to meeting i.e. on or before 19th September, 2025 mentioning their name, demat account number/folio number, email id, mobile number at info@rachanainfra.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 (Five) days prior to meeting i.e. 17th September, 2025 mentioning their name, demat account number/folio number, email id, mobile number at info@rachanainfra.com 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 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.

NOTES TO NOTICE

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 21 09911

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 21 09911.

**For and on behalf of the Board of Directors
Rachana Infrastructure Limited**

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

**Date: August 25, 2025
Place: Ahmedabad**

**Registered Office:
604, Zion Z1, Near Avalon Hotel,
Off Sindhu bhavan Road,
Ahmedabad-380054**

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ANNEXURE TO NOTICE

**ANNEXTURE TO THE NOTICE OF AGM
DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI
LISTING REGULATIONS') AND THE COMPANIES ACT, 2013:
At the 24TH ANNUAL GENERAL MEETING**

Name of the Director	ASHOKKUMAR RAVAL
Directors Identification Number [DIN]	01646865
Date of Birth and Age	04/08/1961(64 Years)
Date of appointment on the Board	29/06/2001
Qualifications	B.Com., M.com, Doctor of Philosophy
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	Nil
Memberships/ Chairmanships of Committee of other public companies (includes only Audit Committee & Stakeholders' Relationship Committee)	Nil
Number of shares held in the Company	6,85,998
Expertise in Specific Area	Legal and Other Administration
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Ashok Raval is brother of Mr. Girishkumar Ochchhavlal Raval and brother-in-law of Mrs. Bhaminiben Baldevprasad Mehta

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:****Ratification of remuneration payable to Cost Auditors for the financial year 2025-26.**

The Board of Directors at their meeting held on 29th May 2025, upon the recommendation of the Audit Committee, approved the appointment of M/s Dalwadi and Associates, Partnership Firm having FRN: 000338, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2025-26 at a remuneration of Rs.60,000/- p.a. (Rupees Sixty Thousand only) plus applicable Taxes and out-of-pocket expenses subject to ratification in this Annual General Meeting. Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a Company are required to ratify the remuneration payable to the cost auditors of the Company. Therefore, the Board proposes to ratify the remuneration payable to the Cost Auditors of the Company for the Financial Year 2025-26.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31 March 2026.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members

By Order of the Board of Directors**For Rachana Infrastructure Limited****Place: Ahmedabad****Date: 25th August, 2025****Sd/-****Girishkumar O. Raval
Chairman & Managing Director
DIN: 01646747**

DIRECTORS'REPORT

DIRECTOR'S REPORT

Dear Members,

Your directors take pleasure in presenting the 24th Annual Report on business and operations along with Audited Financial Statements and the Auditor's report of your Company for the financial year ended 31st March, 2025.

1. FINANCIAL RESULTS

The Financial Performance of the company for the year ended 31st March, 2025 is summarized as below:

(Rs. in Lakhs except EPS)

Particulars for the year ended	March 31, 2025	March 31, 2024
Net revenue from Operations (Sales)	9686.73	9396.95
Profit Before Depreciation, Exceptional Item and Tax	768.36	699.72
Less: Depreciation	215.20	245.58
Profit Before Extra-Ordinary Items and Tax	553.17	454.14
Extra Ordinary Items	0	0.00
Profit Before Tax	553.17	454.14
Tax Expense		
-Current Tax	150	110
Less: MAT Credit Receivable	0.00	0.00
-Deferred Tax	(7.16)	(18.72)
Profit After Tax	410.33	362.85
EPS (Basic) (In Rs.)	2.21	1.95
EPS (Diluted) (In Rs.)	2.21	1.95

2. OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

During the year under review, your Company has achieved a total Net sale of Rs. 9686.73 lakhs and achieved Net Profit after Tax (NP) of Rs. 410.33 Lakhs which is sustained the same compare to the previous financial years net sales and Net Profit after Tax. Your directors are optimistic about the performance of the Company in the coming years.

3. RESERVES & SURPLUS:

The Company has incurred profit of Rs.410.33 Lakhs for the current financial year and the same is proposed to be transferred to Reserves & Surplus.

DIRECTORS'REPORT**4. SHARE CAPITAL:****a) Authorized Capital:**

The authorized share capital of the Company as on date of balance sheet is Rs. 22,50,00,000/- divided into 2,25,00,000 equity shares of Rs.10/- each.

During the Year there is no any change in the Authorised Share Capital of the Company.

b) Issued Capital, Subscribed and Paid-up Capital:

Rs. 18,60,050,000 (Rupees Eighteen Crores Sixty Lakhs Five Thousand only) divided in to 1,86,05,000 (One Crore Eighty-Six Lakhs Five Thousand) Equity Shares of Rupees 10/- Each.

5. DIVIDEND

Your directors do not recommend any dividend for the financial year ended 31st March, 2025.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund

Since there was no unpaid/unclaimed dividend, the provision of Section 125 of the Companies Act, 2013 do not apply.

6. CHANGE IN THE NATURE OF BUSINESS, IF ANY-

There is no change in the nature of business carried out by the Company in the Year 2024-25.

7. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, your company has no subsidiaries, joint ventures or associate companies.

8. CORPORATE GOVERNANCE

Your Company has been complying with the principles of good Corporate Governance over the years and is committed to the highest standards of compliance. Pursuant to regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para-C, D and E of schedule V shall not apply to the listed entity which has listed its specified securities on the SME Exchange.

Therefore, the Corporate Governance Report is not applicable on the Company and therefore it does not form the part of the Annual Report for the Financial Year 2024-25.

9. DEPOSIT:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

Annual Report 2024-25

DIRECTORS' REPORT

10. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT MADE UNDER SECTION 186

Details of loans and guarantees given, investments made and securities provided, if any, as covered under the provisions of Section 186 of the Act are disclosed in the notes to the financial statements.

11. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the Listing Regulations is given as "**Annexure - C**" to this report.

12. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures.

- a) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period under review.
- b) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- c) The directors have prepared the annual accounts on a going concern basis.
- d) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- e) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at <https://rachanainfra.com/annual-return/>

14. BOARD OF DIRECTORS, BOARD AND COMMITTEE MEETINGS & KEY MANAGEMENT PERSONNEL

I. COMPOSITION OF BOARD:

The Company has a balanced board with optimum combination of Executive, Non-Executive and Independent Directors. Which plays a Crucial role in board processes and provides independent judgement on issues of strategy and performance. The board of Directors of the Company consist of eminent individuals from diverse fields having experience and expertise in their respective fields.

Annual Report 2024-25

DIRECTORS'REPORT

As on March 31, 2025 Board comprises of 6 (Six) directors out of which 1 (one) is an Executive Director, 2(two) are non-Executive non independent directors and remaining 3 (three) are Non-Executive Independent directors. Independent directors are appointed in compliance with the applicable provisions of the Act, as amended from time to time.

The Chairman of the Board is an executive Director.

None of the directors on the board holds the directorship in more than 20 (twenty) Companies and out of them none of the director holds the directorship in 10(ten) public companies at a time, pursuant to provision of section 165 of the Act.

The table below gives the Composition of the Board and the directorship held by each of the company at the end of Financial Year 2024-25.

NAME OF DIRECTOR	CATEGORY	DATE OF APPOINTMENT	NUMBER OF SHARES HELD BY DIRECTORS IN THE COMPANY
MR. GIRISHKUMAR OCHCHHAVLAL RAVAL (CHAIRMAN & MANAGING DIRECTOR) DIN: 01646747	PROMOTER-EXECUTIVE DIRECTOR	29/06/2001	5858581
MS. BHAMINIBEN BALDEVPRASAD MEHTA (DIRECTOR) DIN:01646822	PROMOTER-NON-EXECUTIVE NON-INDEPENDENT DIRECTOR	29/06/2001	1531800
MR. ASHOK KUMAR OCHCHHAVLAL RAVAL (DIRECTOR) DIN: 01646865	PROMOTER-NON-EXECUTIVE NON-INDEPENDENT DIRECTOR	29/06/2001	685998
MR. KALPIT MANISH BHAI DAVE (DIRECTOR) DIN:08575050	NON-EXECUTIVE INDEPENDENT DIRECTOR	20/12/2019	400
MR. BHARATKUMAR CHAUDHARY (DIRECTOR) DIN:08638911	NON-EXECUTIVE INDEPENDENT DIRECTOR	16/02/2022	NIL
MS. DHWANI JASPALSINH SOLANKI (DIRECTOR) DIN: 10299290	NON-EXECUTIVE INDEPENDENT DIRECTOR	30/08/2023	NIL

*Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Girishkumar Ochchhavlal Raval Chairman & Managing Director (DIN: 01646747) was re-appointed as a Managing Director for a period of 5 (Five) years effective from September 30, 2024 at the 23rd Annual General Meeting held on September 26, 2024 by way of a Special Resolution.

*Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Kalpit Manish Bhai Dave Independent Director (DIN: 01646747) was re-appointed as a Managing Director for a period of 5 (Five) years effective from December 19, 2024 at the 23rd Annual General Meeting held on September 26, 2024 by way of a Special Resolution.

DIRECTORS'REPORT

As on March 31, 2025 none of the Directors of the Company were related to each other except Mr. Girish Kumar Ochchhavlal Raval Managing Director, Ms. Bhaminiben Baldevprasad Mehta Director and Mr. Ashok Kumar Ochchhavlal Raval Director who are related to each other as per the provisions of the Act.

II.MEETING OF BOARD OF DIRECTORS:

During the Financial Year ended March 31, 2025 Fourteen (14) meetings of the Board of directors of the company.

The Intervening gap between the Meetings was within the limit prescribed under the Companies Act, 2013.

The following meetings of the Board of Directors were held during the financial year ended March 31, 2025 with attendance of each Director at the Board Meeting and Annual General Meeting.

Sr. No	Date of Meeting	Name of the Directors					
		Girish Kumar Raval	Bhaminiben Mehta	Ashok Kumar Raval	Kalpita Dave	Bharat Kumar Chaudhary	Dhwani Solanki
I.	15.04.2024	Yes	Yes	Yes	Yes	No	Yes
II.	30.05.2024	Yes	Yes	Yes	Yes	Yes	Yes
III.	22.07.2024	Yes	Yes	Yes	Yes	No	Yes
IV.	05.08.2024	Yes	Yes	Yes	Yes	No	Yes
V.	02.09.2024	Yes	Yes	Yes	Yes	No	Yes
VI.	03.09.2024	Yes	Yes	Yes	Yes	Yes	Yes
VII.	09.09.2024	Yes	Yes	Yes	Yes	No	Yes
VIII.	20.09.2024	Yes	Yes	Yes	Yes	No	No
IX.	12.11.2024	Yes	Yes	Yes	Yes	Yes	Yes
X.	23.11.2024	Yes	Yes	Yes	Yes	No	Yes
XI.	27.11.2024	Yes	Yes	Yes	Yes	No	Yes
XII.	04.12.2024	Yes	Yes	Yes	Yes	No	Yes
XIII.	16.01.2025	Yes	Yes	Yes	Yes	No	Yes
XIV.	20.03.2025	Yes	Yes	Yes	Yes	No	Yes
Annual General Meeting held on 26/09/2024		Yes	Yes	Yes	Yes	Yes	Yes

DIRECTORS' REPORT**III. RETIREMENT BY ROTATION:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, and Companies Articles of Association, **MR. ASHOKKUMAR RAVAL (DIN:01646865)**, Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Necessary resolution for his re-appointment is placed before the shareholder for approval.

IV. KEY MANAGERIAL PERSONNEL:

Pursuant to provisions of Section 2(51) and 203 of Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended the following persons are to be Key Managerial Personnel of the Company;

As on the dated 31/03/2025, the following persons are the Key Managerial Personnel(s) of the Company:

- a) Mr. Girishkumar Ochchhavlal Raval, Chairman & Managing Director
 - b) Ms. Ishita Prakash Kumar Raval, Chief Financial Officer
 - c) Ms. Himali Maheshbhai Thakkar, Company Secretary & Compliance Officer
- there is no change in the Key managerial personnel of the Company during the year under review.

V. DECLARATION OF INDEPENDENCE FROM INDEPENDENT DIRECTORS:

All the Independent Directors of the Company have given their declarations stating that they meet the criteria of independence as prescribed under the Section 149(6) of the Companies Act, 2013 read with the rules made there under and read with Regulation 16(1)(b) of the Listing Regulations in the opinion of the Board, the Independent Directors meet the said criteria.

During the year under review the Independent Directors duly met pursuant to the provisions as specified in Schedule IV of the Companies Act, 2013 and the quorum was present throughout the meeting.

VI. DISQUALIFICATIONS OF DIRECTORS:

During the Financial year 2024-2025 under review the company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified; to hold office as director disqualified as per provision of Section 164(2) of the Act and debarred from holding the office of a director pursuant to any order of the SEBI or any such authority in terms of SEBI letter dated June 14, 2018 and NSE circular dated June 20, 2018 on the subject "Enforcement of SEBI orders regarding appointment of Directors by Listed Companies".

The Directors of the Company have made necessary disclosures, as required under various provisions of the Act.

DIRECTORS'REPORT

1. COMMITTEES OF THE BOARD

The Board receives regular communication regarding policy related issues as well as other pertinent and important information. Your Board Currently has three (3) Committees, namely the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee to look into various aspects for which they have been established in order to provide better corporate governance and transparency.

The terms of reference of these committees are in line with Act.

Your Company has three Committees of the Board, namely:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders' Relationship Committee

Details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in detail as below:

I. Audit Committee:

The Audit Committee of board of directors is duly constituted vide Board Resolution dated 20th December, 2019 in accordance with SEBI (LODR) Regulations 2015 and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time and Audit Committee reconstituted on September 30, 2023 as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The reconstituted Audit Committee comprises following members.

Sr. no	Name of the Director	Category/Nature of Directorship	Number of meetings held		Percentage of Attendance
			Held	Attended	
1.	Ms. Dhvani Jaspal Sinh Solanki	Chairman, Non-Executive Independent Director	5	4	80%
2.	Mr. Kalpit Manish Bhai Dave	Member, Non-Executive Independent Director	5	5	100%
3.	Ms. Bhaminiben Baldevprasad Mehta	Non-Executive, Non-Independent Director	5	5	100%

The Committee was further reconstituted with effect from October 01, 2023

The Chief Financial Officer was invited to attend the audit Committee meetings. The Company Secretary of the company acts as a Secretary of the Committee. The Board of directors has taken note of and accepted the observations and recommendations made by the Audit Committee.

Two third of the members are Independent Directors and all the members are financially literate. The composition, role, functions and powers of the Audit Committee are in line with the requirements of

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DIRECTORS'REPORT

applicable laws and regulations. The Audit Committee shall oversee financial reporting process and disclosures, review financial statements, internal audit reports, related party transactions, financial and risk management policies, auditors' qualifications, compliance with Accounting Standards etc. and oversee compliance with Stock Exchanges and legal requirements concerning financial statements and fixation of audit fee as well as payment for other services etc.

Five Audit Committee meetings were held during the year 2024-25 on 30/05/2024, 03/09/2024, 20/09/2024, 12/11/2024 and 31/03/2025.

II. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is constituted vide Board Resolution dated December 20, 2019 in accordance with SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time.

The Committee was further reconstituted with effect from October 01, 2023

The details of the Nomination and Remuneration Committee meetings attended by its members during FY 2024-25 are given below:

S r. n o	Name of the Director	Category/Nature of Directorship	Number of meetings held		Percentage of Attendance
			Held	Attended	
1.	Mr. Bharat Kumar Dipak Bhai Chaudhary	Chairman, Non-Executive Independent Director	1	1	100%
2.	Ms. Dhvani Jaspal Singh Solanki	Member, Non-Executive Independent Director	1	1	100%
3.	Mr. Kalpit Manish Bhai Dave	Member, Non-Executive Independent Director	1	1	100%

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013 formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The said policy is available on the Website of the Company at <https://rachanainfra.com/policies/>.

Nomination and Remuneration Committee Meeting was held once during the year 2024-25 as on 03/09/2024.

DIRECTORS'REPORT

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has Constituted a Stakeholders Relationship Committee pursuant to the provisions as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated February 28, 2022. The constituted Stakeholders Relationship Committee comprises the following members:

The Committee was further reconstituted with effect from October 01, 2023

Sr. no	Name of the Director	Category/Nature of Directorship	Number of meetings held		Percentage of Attendance
			Held	Attended	
1.	Mr. Kalpit Manish Bhai Dave	Chairman, Non-Executive Independent Director	4	4	N.A.
2.	Ms. Bhaminiben Baldevprasad Mehta	Member, Non-Executive Independent Director	4	4	N.A.
3.	Ms. Dhvani Jaspal Sinh Solanki	Member, Non-Executive Independent Director	4	4	N.A.

The Stakeholders Relationship Committee looks into shareholders' complaints related to transfer of shares, non-receipt of balance sheet besides complaints from SEBI, Stock Exchanges, Court and various Investor Forums. It oversees the performance of the Registrars and Transfer Agent, and recommends measures for overall improvement in the quality of investor services. The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web-based redress system and online redressal of all the shareholders complaints.

Stakeholders Relationship Committee meetings were held Four times during the year 2024-25 as on 30.05.2024, 03.09.2024, 12.11.2024 and 30.01.2025

2. COMPLIANCE OFFICER

During the year under review Miss. Himali Maheshbhai Thakkar is Company Secretary & Compliance officer of the Company.

3. Statements on Formal Annual Evaluation of Board

Nomination and Remuneration Committee annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it. Further, the Board also regularly in their meetings held for various purposes evaluates the performance of all the Directors, committees and the Board as a whole. The Board considers the recommendation made by Nomination and Remuneration Committee in regard to the evaluation of board members and also tries to discharge its duties more effectively. Each Board member's contribution, their participation was evaluated and the domain knowledge they bring. They also evaluated the manner in which the information flows between the Board and the Management and the manner in which the board papers and other documents are prepared and furnished.

Annual Report 2024-25

DIRECTORS' REPORT**4. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of report.

5. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and Company's operations in future.

6. AUDITORS**1. Statutory Auditor:**

M/s. B. J. Patel & J. L. Shah, Chartered Accountants (having Firm registration No. 104148W) 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 such other audit/review/certification/work as may be required and/or deemed expedient, at a remuneration of Rs. 4,25,000/- (Rupees Four Lakhs Twenty-five thousand only) to conduct the audit for the Financial Year 2024-2025 payable in one or more Instalments plus Goods and Services tax as applicable.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Board has reviewed the Statutory Auditors' Report on the Accounts of the Company. The observations and comments, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation/ clarification by the Board of Directors as provided under section 134 of the Act.

2. Cost Auditor:

Pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder and the Cost Audit orders issued from time to time, the Board of Directors has appointed M/s Dalwadi and Associates, Cost Accountants (FRN: 000338) as a Cost Auditors to conduct the audit of cost records of the Company. The Company has received consent from M/s Dalwadi and Associates, Cost Accountants, to act as the

DIRECTORS'REPORT

Cost Auditor for conducting audit of the cost records for the Company along with a certificate confirming their independence and arm's length relationship.

The Ordinary Resolution seeking approval from members for remuneration payable to the said Cost Auditor forms a part of the Notice of this Annual General Meeting.

3.Secretarial Auditor:

In terms of Section 204 of the Act and Rules made there under, Mukesh H Shah & Co., Practicing Company Secretary has been appointed as Secretarial Auditor of the Company for FY 2024-25. The report of the Secretarial Auditor for FY 2024-25 is enclosed to this report as "**Annexure – B**". The report is self-explanatory.

4.Internal Auditor:

M/s. Ankit P Gupta & Co., Chartered Accountants, Ahmedabad has been appointed as Internal Auditors of the Company for FY 2024-25. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a half yearly basis. The scope of internal audit is approved by the Audit Committee.

7. PERSONNEL

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Report and marked as "**Annexure - A**". No employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption are not required to be reported considering the nature of activities undertaken by the company during the year under review.

DIRECTORS' REPORT

B. TECHNOLOGY ABSORPTION:

- i. The efforts made towards technology absorption: None
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution: None
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): None
 - a) The details of technology imported: N.A.
 - b) The year of import: N.A.
 - c) Whether the technology been fully absorbed: N.A.
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.
 - e) The expenditure incurred on Research and Development: Nil

(2) FOREIGN EXCHANGE EARNINGS & OUTGO

The company has not done any transactions whereby it is required to report foreign exchange earnings as well as outgo.

Foreign Exchange Earning: NIL

Foreign Exchange Outgo: NIL

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/arrangements/transactions entered by the Company during the FY 2024-25 with related parties were in compliance with applicable provisions of the Act and on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel, or other designated persons which may have potential conflict with the interest of the Company at large.

All related party transactions are placed before the Audit Committee as also the Board for approval. The Company has developed a Related Party Transaction Policy for the purpose of identification and monitoring of such transaction. The Related Party Transaction policy is placed on the Company's website www.rachanainfra.com

Particulars of Contracts or arrangements with Related Parties referred to in section 188 (1) of the Act, are disclosed in **Form AOC-2 as Annexure - D** to this Report.

10. STATEMENT REGARDING THE DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Company has not developed and implemented any risk management policy as the risk threatening the business activity carried out by the Company during the year are minimal.

DIRECTORS' REPORT**11. BOARD EVALUATION**

The Board carried out an annual performance evaluation of its own performance, the performance of the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

12. ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to Section 134(5)(e) of the Act. For the year ended March 31, 2025, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations. During the year, no reportable material weakness was observed.

13. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has always believed in providing a safe and harassment free workplace for every women employee working with your Company. Your Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Your Company has a zero tolerance for sexual harassment at workplace and, therefore, has in place a policy on prevention of sexual harassment at workplace. The said policy is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

There was no complaint outstanding/ received from any employee during the financial year 2024- 25 and hence, no complaint is pending as on March 31, 2025 for redressal.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment. Your directors declared and confirm that, during the year under review, there is no case filed under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

14. Maternity Benefits act, 1961

The Company has also complied with the provisions of the Maternity Benefit Act, 1961, as amended. No female employee availed maternity leave during the year; however, the Company is fully committed to extend all statutory benefits under the Act as and when applicable.

15. CORPORATE SOCIAL RESPONSIBILITY:

During the financial year, the provisions of section 135 of the companies act, 2013 were not applicable to the company. Accordingly, the CSR Committee constituted earlier has been dissolved."

16. PROHIBITION OF INSIDER TRADING

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("SEBI PIT Regulations"), the Company has adopted the revised "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" ("the Code").

The Code is applicable to promoters, all directors, designated persons and connected persons and their immediate relatives, who are expected to have access to unpublished price sensitive information relating to the Company. The Company has also formulated a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI.

17. VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company <https://rachanainfra.com/policies/>

18. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company under Investor Info/Policies/Code of Conduct. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis.

19. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR

Your company has put in place a rigorous familiarization program for independent directors in an effort to give them the information, exposure, and understanding they need to carry out their duties well. The program includes thorough deployment, regular industry trend updates, site visits, pertinent training programs, information access, and frequent interactions with senior management. We work to cultivate an enlightened and involved Board that supports efficient governance and value creation by actively engaging independent directors and providing them with the necessary resources.

DIRECTORS'REPORT**20. RISK MANAGEMENT**

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/ mitigating the same. The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company; the key risks associated with the business and measure and steps in place to minimize the same.

21. HUMAN RESOURCES

Your company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the company's vision. Your company appreciates the spirit of its dedicated employees.

22. INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on March 31, 2025 to discuss the performance evaluation of the Board, Committees, Chairman and the individual Directors.

The Independent Directors reviewed the performance of the non-independent Directors and Board as a whole. The Performance of the Chairman taking into account the views of Executive Directors and non-executive Directors and assessed the quality, quantity and timeline of flow of inform action between Company management and Board.

23. SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

24. THE DETAILS APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the financial year ended on March 31, 2025, there is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) against the Company.

25. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASON THEREOF:

Not applicable during the year under review.

26. REPORT ON FRAUDS

There were no frauds reported during the year.

DIRECTORS' REPORT**27. ACKNOWLEDGEMENT**

Your directors take this opportunity to express their sincere appreciation to the shareholders, customers, bankers, suppliers and other business associates for the excellent support and cooperation extended by them.

Your directors gratefully acknowledge the ongoing co-operation and support provided by the Central and State Governments, Stock Exchanges, SEBI, RBI and other Regulatory Bodies.

**By Order of the Board of Directors
For, RACHANA INFRASTRUCTURE LIMITED**

**Date: 25/08/2025
Place: Ahmedabad**

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

ANNEXURE-A TO THIS DIRECTORS' REPORT

ANNEXURE-"A"

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Statement of Particulars as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The Ratio of the remuneration of each Director and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year ended March 31, 2025:

Sr.no	Director/KMP	Designation	Remuneration	Ratio to median remuneration employees
1	Mr. Girish Bhai Raval	Managing Director	46,50,000	19.37:1
2	Ms. Ishita Raval	CFO	12,00,000	5:1
3	Miss. Himali Thakkar	CS	6,60,000	2.75:1

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year ended March 31, 2025:

Sr. No.	Requirements	Disclosure
I.	The percentage increase in remuneration of each director in the financial year	6.67%
II.	The percentage increase in remuneration of each director, CFO, CEO, CS in the financial year	nil
III.	The percentage increase in the median remuneration of employees in the financial year	10% to 15%
IV.	The number of permanent employees on the rolls of the Company as on 31 st March, 2025	210 Employees
V.	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Nil
VI.	Affirmation that the remuneration is as per the remuneration policy of the company	Yes, it is confirmed

Ms. Bhaminiben Baldevprasad Mehta and Mr. Ashokkumar Raval are Non-Executive Directors and they are not receiving remuneration and sitting fees during the financial year ended March 31, 2025.

**Sitting Fees is paid to the Independent Directors therefore shall not be counted for this purpose.

By Order of the Board of Directors
For, RACHANA INFRASTRUCTURE LIMITED
Sd/-

Date: 25/08/2025
Place: Ahmedabad

Girishkumar Ochchhavlal Raval
Chairman & Managing Director
DIN: 01646747

Annual Report 2024-25

ANNEXURE-B SECRETARIAL AUDIT REPORT**Form MR-3****SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2025****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,
The Members,
Rachana Infrastructure Limited
604, 6th Floor, Zion Z- One
Nr. Hotel Avalon, Off. Sindhubhavan Road
Ahmedabad-380 054,
Gujarat, INDIA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rachana Infrastructure Limited [CIN:- L45203GJ2001PLC039725]** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025("Audit Period"), generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and maintained by the Company for the financial year ended on 31st March, 2025 and made available to me according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

ANNEXURE-B SECRETARIAL AUDIT REPORT

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015, as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(Not applicable to the Company during the audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(Not applicable to the Company during the audit period);and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(Not applicable to the Company during the audit period);
- (vi) The Management has identified and confirmed the following laws as specifically applicable to the Company:
- a) *The Employees Provident Funds and Miscellaneous Provisions Act, 1952*
 - b) *The Employees State Insurance Act, 1948*

I have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above

ANNEXURE-B SECRETARIAL AUDIT REPORT

I further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Directors and Independent Directors. The changes if any in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) All decisions of the Board and Committees were carried with requisite majority.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the following are the events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards taken place:

- The Company has pursuant to Section 186 of the Companies Act, 2013, given an unsecured advance of Rs.950 Lakhs to an Individual pursuant to MOU dated 15.06.2022 for carrying out business of acquisition of land and construction and development of commercial and residential properties. As per the management representations during the year under review Rs.700 Lakhs has been recovered and continuous efforts are made by the management to recover the balance amount with interest.
- The Company has generally complied the provision of Section 73 in Companies Act, 2013, however company has accepted Security deposits from Om Education Trust during the year;

ANNEXURE-B SECRETARIAL AUDIT REPORT

For, Mukesh H. Shah & Co.
Company Secretaries

Place: Ahmedabad

UDIN NO: F005827G001071947

Date: 25/08/2025

Mukesh H. Shah

Proprietor

CP. NO. 2213 FCS NO.: 5827

Peer Review Certificate No.:6497/2025

Note:

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

ANNEXURE-B SECRETARIAL AUDIT REPORT**Annexure to the Secretarial Audit Report**

To,
The Members,
Rachana Infrastructure Limited
604, 6th Floor, Zion Z- One
Nr. Hotel Avalon, Off. Sindhubhavan Road
Ahmedabad-380 054,
Gujarat, INDIA.

My secretarial audit report for the financial year 31st March, 2025 is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditor's Responsibility

2. My Responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. I believe that Audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and books of account of the company.

For, Mukesh H. Shah & Co.

Company Secretaries

Place: Ahmedabad

UDIN NO: F005827G001071947

Date: 25/08/2025

Mukesh H. Shah

Proprietor

CP. NO. 2213 FCS NO.: 5827

Peer Review Certificate No.:6497/2025

Annual Report 2024-25

ANNEXURE-C TO THIS DIRECTORS' REPORT

ANNEXURE- "C" **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

GLOBAL ECONOMIC OVERVIEW AND OUTLOOK

Global growth is forecast to slow from the 2.5% 2024 pace to 2.4% in 2025 and rebound to 2.7% in 2026. Inflation is expected to continue to cool, although in many countries the price pressure will take longer to unwind than it took to emerge.

The slower expected glide path on rate cuts by the U.S. Federal Reserve, which plays an outsized role in global financial markets, will have a larger impact on rate decisions by developing economies. These markets are more sensitive to the exchange rate movements than we have seen in the past. Weakening currencies relative to the U.S. dollar are inflationary for those economies. To further complicate matters, foreign exchange markets have been reacting to unexpected election outcomes.

Between interest rate uncertainty and the elections, business leaders remain hesitant to engage in major investment projects. Consumers are cutting back on financed goods due to elevated rates, while governments face higher financing costs as debt rolls over at higher interest rates.

OUTLOOK:

Overall, the global economic outlook remains cautious. While growth persists, persistent inflation, elevated geopolitical risks, and structural vulnerabilities pose significant downside risks. Sustained global recovery will depend critically on restoring trade cooperation, maintaining prudent monetary and fiscal frameworks, and investing in productivity enhancing sectors such as technology, energy and education. International cooperation will be essential to strengthen economic resilience and foster a more inclusive sustainable growth trajectory.

INDIAN ECONOMIC OVERVIEW

India's strong economic performance in FY24 has reaffirmed its position as one of the world's fastest-growing major economies. Nominal GDP or GDP at Current Prices in the year 2024-25 is estimated to exceed Rs. 325 lakh crores (3.9 trillion US dollar), against the provisional estimates of Rs. 295.36 lakh crores (3.54 trillion US dollar) for 2023-24. The estimated growth in nominal GDP during 2024-25 is expected to be around 10.0%, driven by sustained consumption, increased private sector investment and robust capital expenditure by the Government. India's exports continue to recover with a focus on diversification, with Engineering Goods, Petroleum Products and Electronic Goods remaining key contributors. Rising employment levels, an uptick in rural demand and robust urban consumption patterns are expected to support GDP growth in the upcoming quarters. Government policy thrust on tax rationalisation, digitisation, and infrastructure development is likely to continue driving long-term growth. The contact-based services sector remains resilient and is expected to contribute meaningfully to the GDP in FY26. India's position as a preferred investment destination is further strengthening amidst global volatility, supported by macroeconomic stability, policy consistency and a strong domestic market.

ANNEXURE-C TO THIS DIRECTORS' REPORT

OUTLOOK:

India's economic outlook for FY 2025–26 remains broadly positive, underpinned by dynamic domestic demand, structural policy reforms, and substantial investments across critical sectors. The Reserve Bank of India projects real GDP growth at 6.5% for FY 2025–26, maintaining the same rate as estimated for FY 2024-25. RBI has further projected growth rate of 6.7% for FY 2026-27, highlighting continued recovery momentum. This expansion is expected to be driven by continued infrastructure investments, accelerating digital transformation, rising manufacturing output supported by Production Linked Incentive (PLI) schemes, and sustained rural consumption bolstered by favourable agricultural performance.

Infrastructure development remains a key catalyst for growth, with significant investments directed towards highways, railways, ports, and urban connectivity, improving logistics efficiency and reducing operational costs for businesses across the economy. At the same time, inflationary trends warrant continued vigilance. While headline inflation has moderated, food inflation remains elevated in certain segments, influencing consumer purchasing power and posing challenges for monetary policy calibration. The RBI is likely to maintain a cautious yet adaptive stance, adjusting policy levers as necessary to balance growth and price stability.

INDUSTRY OVERVIEW

Indian infrastructure sector

The infrastructure sector continues to be a cornerstone of India's economic strategy. With significant investments under the National Infrastructure Pipeline (NIP), Gati Shakti and related schemes, the Government is targeting integrated development across transport, energy, logistics and urban infrastructure.

In the Union Budget for financial year 2025-26, the government allocated H11.21 lakh crore towards capital expenditure, marking a continued commitment following the previous year's allocation of H11.11 lakh crore. This strategic investment is aimed at enhancing India's physical infrastructure across segments such as power, roads, bridges, urban infrastructure and water resources.

Looking ahead, the government's vision of 'Viksit Bharat' by 2047 offers a comprehensive blueprint for economic transformation, centred on building human capital, expanding infrastructure, and leveraging technology for inclusive growth. Maintaining geopolitical stability will also be critical to realising this vision, as regional frictions, particularly with neighbouring Pakistan, could pose headwinds to progress. With prudent macroeconomic management, India is well positioned to harness these structural strengths and achieve durable, sustainable progress over the coming decades.

ROADS AND HIGHWAYS

India has the second largest road network in the world and its National Highways span a total length of 1,46,145 km, forming the primary arterial network of the country. Maharashtra has the longest network of national highways in India, with a total length of approximately 18,459 km, followed by Uttar Pradesh at 12,292 km and Rajasthan with 10,706 km in second and third place respectively.

ANNEXURE-C TO THIS DIRECTORS' REPORT

India is well positioned to capitalise on emerging opportunities in the global infrastructure landscape, supported by a robust policy framework, favourable demographic trends, with the growing needs of its rapidly urbanising population. This momentum is further fuelled by the broader demand from emerging economies and the global shift towards sustainable and resilient infrastructure. As India works towards becoming a USD 5 trillion economy, infrastructure development remains a critical enabler.

Increased expenditure in this sector has a multiplier effect on the economy, boosting productivity and laying the foundation for long term sustainable growth. The continued emphasis on world-class infrastructure creation reflects India's broader economic vision.

In addition to the central government's efforts through agencies like the National Highways Authority of India (NHAI), various state governments are actively developing highways and expressways, contributing significantly to the expansion of India's road infrastructure.

GOVERNMENT POLICIES

Indian Government continues to place a strong emphasis on urban infrastructure and has introduced several key measures to support the expansion of sustainable urban transport solutions. Metro Rail has emerged as a cornerstone of this transformation, offering a fast, reliable and eco-friendly alternative to conventional public transport commuting methods.

With sustainability now a critical global imperative, India is increasing its focus on the creation of green and resilient infrastructure. Renewable energy projects, innovative waste management solutions, eco-friendly buildings, and sustainable transportation networks are emerging areas where infrastructure companies can explore and capitalise on substantial opportunities.

The Government has been implementing several initiatives for the development of road infrastructure and transformed the landscape from commuting perspective.

National Monetisation Pipeline-II

The second phase of the National Monetisation Pipeline (NMP-II) presents significant opportunities for infrastructure companies, as the Government of India sets an ambitious asset monetisation target of ` 10 Lakh Crores over a five-year period from FY 2025-26 to FY 2029-30, with ` 1.9–2 Lakh Crores earmarked for FY 2025-26. This phase builds on the success of NMP 1.0, under which the government achieved ` 5.65 Lakh Crores of the ` 6 Lakh Crores objective amounting to 94% of the initial target, over a four-year period from FY 2021-22 to FY 2024-25.

NMP-II will focus on strategic sectors such as coal and mining, highways, power, and railways, while also expanding its scope to infrastructure development on vacant public land. With a reinvestment goal of 10 Lakh Crores in new projects, this phase is designed to unlock capital for greenfield development, boost private participation, and enhance asset productivity.

The National Highways Authority of India (NHAI) is expected to be the largest contributor in FY 2025-26, followed closely by power, railways, and coal & mining sectors. Road assets alone are projected to generate ` 0.3 Lakh Crores through monetisation. Overall, asset monetisation in FY 2025-26 is expected to exceed the ` 1.8 Lakh Crores achieved in the previous year by 5–10%.

ANNEXURE-C TO THIS DIRECTORS' REPORT

A wide spectrum of industries will contribute to asset classes and land parcels under NMP 2.0, including:

- Ports
- Warehousing and Storage
- Coal and Mines
- Telecommunications
- Civil Aviation
- Roads and Railways
- Electricity
- Petroleum and Natural Gas
- Urban Infrastructure (including housing and transportation)

Key policy measures to encourage private participation: The Government decided to leverage private sector expertise and resources to deliver projects more efficiently, effectively and at a lower cost than traditional procurement methods.

The private sector brings its expertise in project management, financing and technology, while the Government provides regulatory oversight, public policy direction and often some form of financial support. This has gained popularity in recent years as the Government seeks to provide essential infrastructure and services to its citizens without relying solely on public funds.

Public-Private Partnership (PPP) model: This is a model of infrastructure development and service delivery that involves collaboration between the public and private sectors. Under the PPP model, the Government partners with private companies to finance, design, build, operate and maintain infrastructure projects such as highways, airports and power plants. The private sector brings in capital, technical expertise, and efficiency in operations, while the Government offers assistance through policies, regulatory frameworks and funding. The objective of PPP is to leverage the strengths of both sectors to deliver better-quality and more cost-effective public services.

Fast-tracking of project approvals: The Government has streamlined the project approval process for infrastructure projects to make it easier for private companies to invest in such projects. This includes setting up a single-window clearance system and reducing the number of approvals required.

Logistics infrastructure: In recent years, India's logistics infrastructure has attracted considerable attention and investment as it remains inadequate to meet the country's growth aspirations. If improvements are not made in a timely manner the waste produced by inadequate logistical infrastructure is expected to increase.

The waste produced by inadequate logistical infrastructure is expected to increase. However, if addressed in an integrated and coordinated manner, almost half of this waste can be eliminated. Also, this will help lower India's transportation fuel requirements by 15 to 20%

To address these challenges, an integrated approach is required, focusing on the development of rail and waterway networks, alongside roads. The Government has undertaken several initiatives, such as the Dedicated Freight Corridors (DFCs) and the Bharat Mala project, aimed at improving connectivity and reducing transportation costs. These projects involve the construction of new highways, expressways and rail corridors, providing efficient transportation links between major industrial and consumption centres

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OPPORTUNITIES:

Government Infrastructure Projects: The Indian government has announced several infrastructure projects, including the Bharat Mala Pari yojana, the Sagar mala project and the National Highways Development Project. These projects will require significant investments in infrastructure and these opportunities need to be capitalised on by winning contracts for construction, operation and maintenance.

Increased Private Sector Participation: The Indian Government has been actively encouraging private sector participation in the infrastructure industry through various policy measures. This has led to an increase in private investments in areas such as infra development of roads, ports, airports and increased focus on renewable energy.

Infrastructure Development in Tier-II and Tier-III Cities: The Indian Government is focusing on developing infrastructure in smaller cities and towns, which presents significant opportunities for investors and businesses. This includes investments in areas such as affordable housing, access to clean water, sanitation and healthcare.

Increased Investment in Digital Infrastructure: The Indian government has launched several initiatives to promote the development of digital infrastructure, including the Digital India programme. This has led to a surge in investment in areas such as broadband connectivity, data centres and e-commerce.

Emerging Markets: With the growth of the Indian economy, there is a rising demand for infrastructure development in smaller towns and cities. This can be leveraged by expanding of operations to emerging markets and offering its services in these regions.

Focus on new models of operations: Hybrid Annuity Mode (HAM), Toll Operate and Transfer and Operate Maintain and Transfer, Engineering, Procurement and Construction (EPC) are some of the new models gaining prominence. The Engineering, Procurement and Construction (EPC) model is becoming increasingly popular in the construction industry due to its efficiency and cost-effectiveness. The Company has already secured several EPC contracts and this trend is expected to continue, providing significant opportunities for growth. The Company has also secured few HAMS and BOT model-based projects which gives future growth opportunities to the Company.

Embracing technology: With technological advancements, the construction industry is rapidly changing and companies that embrace technology can gain an early mover advantage. The Company implements advanced digital solutions and leverages cutting-edge tools to enhance project management, improve operational efficiency and drive innovation in infrastructure development. The Company also incorporates the latest technologies such as Artificial Intelligence (AI), Internet of things (IoT) and data analytics to optimise construction processes, enhance safety measures and deliver sustainable and futuristic infrastructure solutions.

Sustainability: There is a growing preference for sustainable infrastructure and companies that adopt environment-friendly practices can gain a competitive advantage. The Company can profit from this trend by incorporating sustainable practices into its operations, such as using renewable energy sources, reducing waste and improving energy efficiency.

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CHALLENGES

Project complexity and risk Management:

Infrastructure projects are often extensive and complex, involving multiple stakeholders, intricate logistics and various risks. Effective project management, risk assessment and mitigation strategies are critical to ensuring successful and timely project execution. Urbanisation and population growth Rapid urbanisation and growing population place further strain existing infrastructure systems. Meeting the demand for transportation, housing, utilities, and other critical services necessitates careful planning and resource allocation.

Political and policy uncertainty:

Changes in government policies, regulations and political scenarios can impact infrastructure projects. Political stability and favourable long-term policies are crucial for attracting investments and ensuring project continuity.

Funding and investments:

It is challenging to secure adequate financing for infrastructure projects. Infrastructure development is often impeded by limited public funds, overlapping priorities and difficulties in attracting private investment. Regulatory and approval processes Infrastructure projects often face complex regulatory frameworks and lengthy approval processes. Navigating through various approvals and complying with environmental and land acquisition regulations can cause delays and raise project costs.

Sustainability and climate change:

Building infrastructure that is resilient to climate change and environment-friendly is a growing concern. The industry must address challenges pertaining to reducing carbon emissions, adapting to extreme weather events and implementing sustainable construction practices.

Stakeholder Engagement:

Infrastructure projects involve numerous stakeholders, including communities, local authorities, environmental groups and businesses. Balancing diverse interests, addressing concerns and maintaining effective communication throughout the project lifecycle is a major challenge.

Outlook

India has to focus on enhancing its infrastructure to reach its year 2025 economic growth target of USD 5 trillion. To this end, the Government has set a target to invest USD 1.8 trillion in infrastructure over the next five years. The Indian government also intends to modernise the country's infrastructure network while creating numerous job opportunities. In the years ahead, the government is expected to focus more on transportation infrastructure. The Government plans include building new highways, railways and airports as well as modernising existing ones. The Government is investing heavily in the development of metro rail systems in major cities, with plans to have metro rail systems in 25 cities by 2025.³⁷ This is expected to enhance transportation efficiency and reduce traffic congestion. Another focus area is energy infrastructure, with the Government striving to increase the generation of renewable energy. This includes investments in solar, wind, hydroelectric and nuclear power.

ANNEXURE-C TO THIS DIRECTORS' REPORT

The Government is also investing in the development of water and sanitation infrastructure, digital infrastructure and affordable housing.

COMPANY OVERVIEW:

Your Company is an Indian Infrastructure Company that has been contributing to the Development of the nation's Infrastructure for over two decades. Your company is mid-size private sector company engaged in the business of Construction of Road projects on Bill of Quantities (BOQ) and on EPC basis. Your Company continues to operate in three business segments only i.e., Road and Highway Construction projects, Trading and Quarry Mining.

Road and Highway Construction project plays a major role in the core business of our company. We are proud to say that This Year we are making more than 110 Lane Length Kilometre Roads. We are specialised in construction of all type of roads like Four Lane Highway, Two Lane Highway, State Highway, Major District Road. We are also involved in roads for Urban Development Town Planning Schemes and also Resurfacing & Reconstruction of roads in City as well. We have done mining works for various clients at our own Mines at Vadagam, Gujarat. In these mining project the mines are almost 100 ft below ground level and million tons of aggregate has been produced from this project so far.

OUTLOOK

Post pandemic, demand for Black trap, Roads and Bridge Construction and its related products has gone up.

Increased penetration of organized retail sector, growing population and rising income levels are likely to drive demand for construction projects.

The rapid deterioration of the global economic outlook following the pandemic and Russia-Ukraine war has severely impacted demand and margins. The major focus of the industry will be on cost cutting measures, improving productivity and quality and reduction in wastage.

RISK AND CONCERN

We own a large fleet of equipment and have a large number of employees, resulting in increased fixed costs to our Company. In the event we are not able to generate adequate cash flows it may have a material adverse impact on our operations.

We operate in a highly competitive environment and may not be able to maintain our market position, which may adversely impact our business, results of operations and financial condition.

Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company's internal control systems and procedures commensurate with the size and nature of its operations. The Company has adequate system of Internal Controls to ensure that the resources of the Company are used efficiently and effectively, all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly, financial and other data are reliable for preparing financial information and other data and for maintaining accountability of assets. The management periodically reviews the internal control systems and procedures for efficient conduct of the Company's business. Internal Audit is conducted by independent Chartered Accountants, on quarterly basis. To maintain its objectivity and independence,

ANNEXURE-C TO THIS DIRECTORS' REPORT

the Internal Auditors report directly to the Audit Committee of the Board. The Audit Committee reviews the Internal Audit Reports and effectiveness of the Internal Control Systems. If required, the corrective actions are taken and the controls strengthened.

KEY RATIOS

Sr. No.	Particular	Ratio For F.Y.		% Change
		2024-25	2023-24	
1.	Debtors Turnover Ratio Formula: Debtors Turnover Ratio= Net Credit Sales/Average Account Receivable Definition: The Debtors Turnover Ratio also called as Receivables Turnover Ratio shows how quickly the credit sales are converted into the cash. This ratio measures the efficiency of a firm in managing and collecting the credit issued to the customers.	3.87 Times	3.66 Times	0.21 Times
2.	Inventory Turnover Ratio Formula: Inventory Turnover= Cost of Goods Sold / Average Inventory Definition: Inventory turnover is a ratio showing how many times a company has sold and replaced inventory during a given period. A company can then divide the days in the period by the inventory turnover formula to calculate the days it takes to sell the inventory on hand.	29.22 Times	23.40 Times	5.82 Times
3.	Interest Coverage Ratio Formula: Interest Coverage Ratio= Interest Expense/EBIT Definition: The interest coverage ratio measures how many times a company can cover its current interest payment with its available earnings. The ratio is calculated by dividing a company's earnings before interest and taxes (EBIT) by the company's interest expenses for the same period.	0.22 Times	0.33 Times	(0.11) Times
4.	Current Ratio Formula: Current Ratio=Current assets/ Current liability Definition: The current ratio is a liquidity ratio that measures whether a firm has enough resources to meet its short-term obligations. It compares a firm's current assets to its current liabilities, and is expressed as follows: The current ratio is an indication of a firm's liquidity.	4.67 Times	3.78 Times	0.89 Times
5.	Debt Equity Ratio Formula: Debt Equity Ratio = non-current borrowings (+) current borrowings (-) cash and cash equivalent /Total Equity Definition: The debt-to-equity ratio is a financial ratio indicating the relative proportion of shareholders' equity and	0.13 Times	0.20 Times	(0.07) Times

ANNEXURE-C TO THIS DIRECTORS' REPORT

	debt used to finance a company's assets. Closely related to leveraging, the ratio is also known as risk, gearing or leverage.			
6.	Operating Profit Margin Ratio Formula: Operating profit margin = *Operating income/ Total revenue *Operating Income excluding Exceptional Item Operating profit margin = **Operating income/ Total revenue **Operating Income including Exceptional Item Definition: In business, operating margin—also known as operating income margin, operating profit margin, EBIT margin and return on sales — is the ratio of operating income to net sales, usually presented in percent. Net profit measures the profitability of ventures after accounting for all costs.	0.0597 Times	0.0512 Times	0.009 Times
7.	Net Profit Margin Ratio Formula: Net Profit Margin= Net Profit/ Sales Definition: The net profit percentage is the ratio of after-tax profits to net sales. It reveals the remaining profit after all costs of production, administration, and financing have been deducted from sales, and income taxes recognized.	0.0424 Times	0.0386 Times	0.0037 Times
8.	Return on Net Worth Ratio Formula: Net Income/Shareholder's Equity Definition: The return on Net Worth is a measure of the profitability of a business in relation to the equity.	0.0482 Times	0.0446 Times	0.0036 Times

FINANCIAL AND OPERATIONAL PERFORMANCE

Particulars for the year ended	March 31, 2025	March 31,2024
Net revenue from Operations (Sales)	9686.73	9396.95
Profit Before Depreciation, Exceptional Item and Tax	768.37	699.72
Less: Depreciation	215.20	245.58
Profit Before Extra-Ordinary Items and Tax	553.17	454.14
Extra Ordinary Items	0.00	0.00
Profit Before Tax	553.17	454.14
Tax Expense		
-Current Tax	150	110
Less: MAT Credit Receivable	0.00	0.00
-Deferred Tax	(7.16)	(18.72)
Profit After Tax	410.33	362.85
EPS (Basic) (In Rs.)	2.21	1.95
EPS (Diluted) (In Rs.)	2.21	1.95

ANNEXURE-C TO THIS DIRECTORS' REPORT

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

There were 210 employees on roll in the Company as on 31st March 2025. Company maintained Relations with the employees were cordial throughout the year. Your Company provides to its employees' favourable work environment conducive to good performance with high degree of quality and integrity. The Company continuously nurtures this environment to keep its employees highly motivated and result oriented. Effective Human Resource Practices and customized training programmes enable building a stronger performance culture.

CAUTIONARY STATEMENT

Statements in this Management Discussions and Analysis Report describing the Company objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable security laws or regulations. These statements are based on reasonable assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Factors that could make a difference to the Company's operations include market price both domestic and overseas availability and cost of raw materials, change in Government regulations and tax structure, economic conditions affecting demand / supplies and other factors over which the Company does not have any control. The Company takes no responsibility for any consequence of decisions made based on such statements and holds no obligation to update these in future.

**By Order of the Board of Directors
For, RACHANA INFRASTRUCTURE LIMITED**

Sd/-

**Girishkumar Ochchhavlal Raval
Chairman & Managing Director
DIN: 01646747**

**Date: 25/08/2025
Place: Ahmedabad**

ANNEXURE-D TO THIS DIRECTORS' REPORT

Annexure- "D"

FORM NO. AOC-2

(Amount in Lakhs)

A. Details of contracts or arrangements or transactions not at arm's length basis	
(a) Name(s) of the related party and nature of relationship	- NIL-
(b) Nature of contracts/arrangements/transactions	- NIL-
(c) Duration of the contracts / arrangements/transactions	- NIL-
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	- NIL-
(e) Justification for entering into such contracts or arrangements or transactions	- NIL-
(f) date(s) of approval by the Board	- NIL-
(g) Amount paid as advances, if any:	- NIL-
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	- NIL-

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto of **Rachana Infrastructure Limited as on 31/03/2025:**

2. Details of contracts or Arrangements or transactions at Arm's length Basis (Amt in Lakhs)

Name of Related Party	Nature of relationship	Nature of Contracts/ Arrangements / transactions	Proposed / Amount of Transaction	Salient terms & Conditions	Date of Approval of the Board, if any	Amount paid as advanced, if any	Amount of Transactions

As per mentioned in Independent Auditor's Report Note No.27 (p) Statement of Significant Policies Related Party Disclosure (AS-18) of Companies (Accounting Standards) Rules, 2006.

By Order of the Board of Directors
For, RACHANA INFRASTRUCTURE LIMITED

Sd/-

Date: 25/08/2025

Place: Ahmedabad

Girishkumar Ochchhavlal Raval
Chairman & Managing Director
DIN: 01646747

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INDEPENDENT AUDITOR'S REPORT

Independent Auditors' Report on Financial Statements

To The Members of

Rachana Infrastructure Limited

Report on the audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Rachana Infrastructure Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on 31 March, 2025, Cash Flow Statement and notes to the financial statements for the year ended on March 31, 2025, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended, ("AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Sec 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current year. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

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Key Audit Matters	Auditor's Response
Revenue recognition – Work in Progress using the percentage completion method for fixed priced contracts Fixed price construction revenue is recognized using a percentage of completion method when the pattern of benefits from construction activity rendered to the Departments/Customer and the Company's costs to fulfil the contract is not evenly spread across the period of contract because the construction contracts are absolutely discrete in nature. Revenue from such types of contracts is recognized based on percentage-of-completion method. Use of the percentage-of-completion method requires the Company to determine the actual costs expended to date as a proportion of the estimated total costs to be incurred for allotted contract. The estimation of total costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information including price escalation and extra work required as per customer. We identified the estimate of total costs to complete fixed price contracts measured using the percentage completion method as a key audit matter as the estimation of total costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. This estimate has an inherent uncertainty and requires consideration of expected profitability, Costs incurred till date and estimates of costs required to complete the remaining contract performance obligations over the term of the contracts. This	Principal Audit Procedures Performed included the following: Our audit procedures related to Work in Progress included the following, among others: • We tested the effectiveness of controls relating to (1) recording of costs incurred and estimation of costs required to complete the remaining contract performance obligations and (2) estimation for expected profitability. • We selected a sample of fixed price contract measured by using percentage-of-completion method and performed the following: – Evaluated management's ability to reasonably estimate the progress towards satisfying the performance obligation by comparing actual Costs incurred for performance obligations that have been fulfilled. – Compared costs incurred with Company's estimate of costs incurred till date to identify significant variations and evaluate whether those variations have been considered appropriately in estimating the remaining costs to complete the contract.

INDEPENDENT AUDITOR'S REPORT

required a high degree of auditor judgment in evaluating the audit evidence and a higher extent of audit effort to evaluate the reasonableness of the total estimated amount of revenue recognized on fixed-price contracts. Refer Note 25 to the Financial Statements	- Tested the estimates for consistency based on the past years and inquired the possible delays in achieving the completion which require changes in estimated costs to complete the remaining performance obligations.
Company has to comply with the various contract requirements including supply/fitting/usage of required quality of material and peripherals as per specifications. There is formal document for standard operation procedures for selection of vendors and sub-contractors for ensuring requirement of contracts.	Our audit procedures based on which we arrived at the conclusion regarding reasonableness of selection including the followings: We understood and performed inquiry with the management on the selection process of vendors and sub-contractors and its effectiveness to ensure that management's selection is in line with the contract requirements.
Company does not have a formalized and Documented process i.e. SOP with scope of physical verification in place for conducting periodic physical verification of its fixed assets which are recorded in the Fixed Asset Register (FAR). Further, there is no evidence of physical verification presented before us. Since the Company's operations, which involve widespread deployment of movable and immovable fixed assets across multiple project sites threats like unidentified losses, theft, inefficient utilization, misstatement of recording in the FAR etc are always present.	Our audit procedures based on which we arrived at the conclusion regarding reasonableness of maintenance of FAR including the followings: We tested and inquired for the new additions during the year in the fixed assets, physical position of the said asset and recording in the FAR has been verified to identify the risks associated with keeping of FAR and based on our test check, no discrepancy have been observed.

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Emphasis of matter:

Attention is invited to Note No. 11 to the financial statement regarding Rs. 9,50,00,000/- (Rupees Nine Crore Fifty Lakhs only) advanced during the FY 2022-23 to an individual for the purpose of carrying joint venture business of acquisition of land for construction and development of residential and commercial properties on agreed terms. Subsequent to advancing the money there is no further progress as regards the commencement of business operations. During the current financial year, amount of Rs. 7,00,00,000/- has been recovered and as per the management representation, continuous efforts are being made for the recovery of the pending amount along with the interest thereon at the earliest.

Our opinion is not modified in this regard.

Information other than the financial statements and auditors' report thereon

The Company's board of directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard as the other information has not been made available as at the date of the auditor's report.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Sec 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021 as amended. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent and design, implementation and maintenance of internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial

INDEPENDENT AUDITOR'S REPORT

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors is responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of subsection (11) of Section 143 of the Companies Act, 2013, we give in the **"Annexure-A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including the Statement of, the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

INDEPENDENT AUDITOR'S REPORT

- d. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2021, as amended to the extent applicable.
- e. On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"** to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - 1) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - 2) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 3) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - 4) (i) The management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

INDEPENDENT AUDITOR'S REPORT

(ii) The management has represented to us that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures conducted that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11 (e) as provided under paragraph (2) (h) (4) (i) & (ii) above, contain any material misstatement.

- 5) The Company has not proposed/declared/paid any dividend during the year. Hence, reporting of the compliance under Section 123 of the Act is not applicable.
- 6) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For, B J Patel & J L Shah
Chartered Accountants
FRN: 104148W

Place: Ahmedabad
Date: 29th May 2025

CA Darshan B Patel (Partner)
M.No.-108350
UDIN: 25108350BMJOZL1240

'ANNEXURE A' TO THE INDEPENDENT AUDITOR'S REPORT

- ii. (a) The inventories have been physically verified during the year by the management at reasonable intervals. However, details of such verification are not formally kept. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and nature of its operations. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of inventories when compared with books of accounts.

(b) As disclosed in Note no 26 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of primary security of current assets of the Company but utilization of sanctioned limits has been allowed by the lenders-based drawing power calculated on the basis of value of stocks reported in the weekly stock statements.

The management represented to us that the reconciliation of the value of stocks / Book debts with sundry creditors reported in the monthly stock statements based on unaudited books, due to the nature of business being construction of roads and building, it is practically impossible, as the representatives from different sites have to confirm the work done / supply of materials made by the vendors which takes lot of time and hence, the figures reported to our bankers for the respective months do not coincide with the reported figures which are based on unaudited books. Further, the written off of book debt, delay in recording of invoice due to pending confirmations, invoice of supplier received late, adjustment of credit/debit notes etc are the reasons which are also contributing the variations in the reported figures. Accordingly, they have shown their inability to provide documentation of such differences and hence the same cannot be examined by us and reported upon. The management has further represented that they have disclosed all the facts in the aforesaid note and also explained the reasons on account of which the differences might have arisen between the value of stock / book debt / sundry creditors reported in monthly stock statements with the figures of books of accounts.

- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, during the year, the company has not granted loans or advances in the nature of loans or any guarantee or security to companies, firms, limited liability partnership or other parties listed in the register maintained under section 189 of the Companies Act 2013. Accordingly, reporting under clause 3 (iii) (a) to (f) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act with respect to the loans given, investments made, guarantees given and security provided.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

'ANNEXURE A' TO THE INDEPENDENT AUDITOR'S REPORT

- vi. The Central Government has prescribed maintenance of cost records under section 148(1) of the Act, for the services rendered by the Company. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues such as Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, duty of Customs, duty of Excise, value added tax, cess and other applicable statutory dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) The details of the statutory dues which have not been deposited on account of dispute and the forums where the said disputes are pending are as hereunder:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Financial Year	Amount	Amount paid under protest
M.P. Commercial Tax	Commercial Tax	Appellate Authority	2017-18	26.02	6.51
GST	GST	DGGI	2019-20 2020-21	383.08	213
Service Tax	Service Tax	CESTAT Ahmedabad	2016-17	17.373	1.75

- viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

'ANNEXURE A' TO THE INDEPENDENT AUDITOR'S REPORT

- ix. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, we are of the opinion that, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us including representation received from the management, the Company has not been declared wilful defaulter by any bank, financial institution or other lenders or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) On an overall examination of the financial statements of the Company, prima facie, no funds raised on short-term basis have been used for long term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The Company has not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year.
- xi. (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.

'ANNEXURE A' TO THE INDEPENDENT AUDITOR'S REPORT

- xiv. In our opinion, the Company has an adequate Internal Audit System commensurate with the size and nature of its business.
- xv. According to the information and explanations given to us, in our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. (a) According to the information and explanations given to us and based on our examination of the records of the company, in our opinion the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the requirement to report on clause 3 (xvi) (a) to (c) of the Order is not applicable to the Company.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under Clause 3 (xvi) (d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. During the year, Ankit Chokshi & Co. Chartered Accountants who were appointed as the statutory auditors of the company for the period from FY 2020-21 to 2024-25 had resigned on account of their pre-occupation with other assignments. No issues, concerns or objections requiring our attention were raised by the outgoing auditors.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of Section 135 of Companies Act, 2013 are not applicable to the company and hence reporting under Clause 3(xx)(a) and (b) is not applicable.

'ANNEXURE A' TO THE INDEPENDENT AUDITOR'S REPORT

- xxi. **According to the information and explanations given to us and based on our examination of the records of the company, in our opinion, financial statements are presented on standalone basis. Accordingly, para 3(xxi) of the order is not applicable to the company.**

For, B J Patel & J L Shah
Chartered Accountants
FRN: 104148W

Place: Ahmedabad
Date: 29th May 2025

CA Darshan B Patel (Partner)
M.No.-108350
UDIN: 25108350BMJOZL1240

'ANNEXURE B' TO THE INDEPENDENT AUDITOR'S REPORT**'Annexure B' to the Independent Auditor's Report to the members of Rachana Infrastructure Limited ('the Company') on its financial statements dated May 29, 2025.**

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section.

We have audited the internal financial controls over financial reporting of RACHANA INFRASTRUCTURE LIMITED ("the company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementations and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal financial controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

'ANNEXURE B' TO THE INDEPENDENT AUDITOR'S REPORT

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of inherent limitations of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial control over financial reporting and such internal financial control over financial reporting were operating effectively as at March 31, 2025, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, B J Patel & J L Shah
Chartered Accountants
FRN: 104148W

Place: Ahmedabad
Date: 29th May 2025

CA Darshan B Patel (Partner)
M.No.-108350
UDIN: 25108350BMJOZL1240

Annual Report 2024-25

Balance Sheet As at 31.03.2025

(In Rs. Lakhs)

	Particulars	Notes	As at 31st March 2025	As at 31st March 2024
I.	EQUITY AND LIABILITIES			
(1)	Shareholders' Funds			
	(a) Share Capital	1	1860.50	1860.50
	(b) Reserves and Surplus	2	7930.49	7520.16
	(c) Money received against share warrants		-	-
(2)	Share application money pending allotment			
(3)	Non-Current Liabilities			
	(a) Long-term borrowings	3	615.72	1031.20
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other Long-term liabilities		-	-
	(d) Long term provisions	4	80.80	82.79
(4)	Current Liabilities			
	(a) Short-term borrowings	5	513.54	622.96
	(b) Trade payables			
	(A) total outstanding dues of MSME;		-	-
	(B) total outstanding dues of creditors other than MSME;	6	633.68	1187.20
	(c) Other current liabilities	7	349.68	149.80
	(d) Short-term provisions	8	175.42	130.13
	Total		12159.83	12584.73
II.	ASSETS			
(1)	Non-current assets			
	(a) Property Plant & Equipments and Intangible Assets			
	(i) Property Plant & Equipments	9	989.28	1193.83
	(ii) Intangible assets		0.46	0.47
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(d) Non-current investments	10	1746.96	1748.92
	(c) Deferred tax assets (net)		196.11	188.95
	(d) Long term loans and advances	11	290.54	950.00
	(e) Other non-current assets	12	1122.93	594.27
(2)	Current assets			
	(a) Current investments		-	-
	(b) Inventories	13	255.90	388.63
	(c) Trade receivables	14	2328.55	2501.07
	(d) Cash and cash equivalents	15	395.16	492.64
	(e) Short-term loans and advances	16	-	.00
	(f) Other current assets	17	4833.91	4525.93
	Total		12159.83	12584.73

As per our report of even date,

B J Patel & J L Shah

Chartered Accountants

FRN: 104148W

CA. Darshan Patel (Partner)

(M.No. 108350)

Bhaminiben Mehta
Director

DIN:01646822

Ishita Raval
CFOGirishkumar Raval
Managing Director

DIN: 01646747

Himali M. Thakkar
C.S.

PROFIT AND LOSS ACCOUNT

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31.03.2025 (Rs. In Lakhs)			
Particulars	Notes	Year Ended	
		31-03-2025	31-03-2024
Revenue from Operations	18	9415.74	9147.59
II. Other Income	19	270.98	249.36
III. Total Revenue	(I + II)	9686.73	9396.95
Cost of Material Consumed / Direct Expenditure	20	4309.97	7157.47
Purchase of Materials		2985.82	777.65
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	132.73	4.67
Employee Benefit Expense	22	266.05	241.69
Financial Costs	23	224.46	259.48
Depreciation and Amortization Expense	9	215.20	245.58
Other Expenses	24	999.33	256.28
IV. Total Expenses		9133.56	8942.83
V. Profit Before Exceptional and Extraordinary Items and Tax	(III-IV)	553.17	454.12
VI. Exceptional Items			-
VII. Profit Before Extraordinary Items and Tax	(V-VI)	553.17	454.12
VIII. Extraordinary Items			-
IX. Profit Before Tax (VII - VIII)		553.17	454.12
X. Tax Expense:			
(1) Current Tax		150.00	110.00
(2) Deferred Tax		-7.16	-18.72
XI. Profit(Loss) From the Period From Continuing Operations		410.33	362.84
XII. Profit/(Loss) From Discontinuing Operations		-	-
XIII. Tax Expense of Discounting Operations		-	-
XIV. Profit/(Loss) From Discontinuing Operations		-	-
XV. Profit/(Loss) For The Period (XI+XIV)		410.33	362.84
XVI. Earning Per Equity Share:(In Rs.)			
(1) Basic		2.21	1.95
(2) Diluted		2.21	1.95
Notes to Accounts	27		

As per our report of even date,

B J Patel & J L Shah

Chartered Accountants

FRN: 104148W

CA. Darshan Patel (Partner)

(M.No. 108350)

For and on behalf of Board

Bhaminiben Mehta
Director

DIN:01646822

Ishita Raval
CFOGirishkumar Raval
Managing Director

DIN: 01646747

Himali M. Thakkar
C.S.

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CASH FLOW STATEMENT

Cash Flow Statement		(In Rs. Lakhs)
Particulars	2024-25	2023-24
Cash flows from Operating Activities		
Net Profit/(loss) before Taxation and extraordinary items	553.17	454.14
Add: - Depreciation on Property Plant & Equipments	215.20	231.83
Add: Depreciation on Investment Property	.00	19.87
Add: Remeasurement of Gratuity liability	14.11	13.76
Add: (Profit) / Loss on sale of Fixed Assets	-11.55	-21.69
Add: Bad Debts Provision	.82	16.56
Add: Finance Cost	224.46	259.48
Less: Interest received	-42.08	-71.92
Add: Previous Year Income Tax Adjustment	.00	11.68
Less: Other Adjustments	1.24	-2.26
Operating Profit before working capital changes	955.37	911.45
Adjustments for:		
Increase/(Decrease) (+/-) in Trade Payables	-553.51	891.52
Increase/(Decrease)(+/-) in Other Current Liabilities	199.88	32.65
Increase/(Decrease) (+/-) in Short Term Provisions	4.93	-4.19
Increase/(Decrease) (+/-) in Long Term Provisions	.00	.00
Decrease/(Increase) (-/+) in Inventories	132.73	4.66
Decrease/(Increase) (-/+) in Trade Receivables	172.52	-368.73
Decrease/(Increase) (-/+) in Short Term Loans & Adv.	.00	316.28
Decrease/(Increase) (-/+) in Other Current Assets	-307.99	-827.4
Decrease/(Increase) (-/+) in Other Non-Current Assets	-528.66	284.41
Income Tax Paid	-123.88	-94.67
Net Utilization of funds in Operating Activities	-48.61	1145.98
Cash Flows from Investing Activities	-	
(Increase)/Decrease (-/+) in Long Term Loans & Advances	659.46	.00
(Increase)/Decrease (-/+) in investment property	-1.96	2.07
(Increase)/Decrease (-/+) in PPE	.90	-430.47
Interest received	42.08	71.92
Net Utilization of funds in Investing Activities	700.49	-356.48
Cash Flow from Financing Activity	-	
Finance Cost	-224.46	-259.48
Increase/(Decrease) (+/-) in short term borrowings	-109.42	-133.44
Increase/(Decrease) (+/-) in long term borrowings	-415.48	-62.02
Increase in Share Capital	-	.00
Increase in Securities Premium	-	.00
Net Cash Flow from Financing Activities	-749.37	-454.94
Cash Surplus (+) / Shortfall (-) arose during the year	-97.48	334.56
Cash and Cash Equivalents at the beginning of the year	492.64	158.08
Cash and Cash Equivalents at the end of the Year	395.16	492.64

As per our report of even date,

B J Patel & J L Shah

Chartered Accountants

FRN: 104148W

CA. Darshan Patel (Partner)

(M.No. 108350)

For and on behalf of Board

Bhaminiben Mehta
Director

DIN:01646822

Ishita Raval
CFOGirishkumar Raval
Managing Director
DIN: 01646747Himali M. Thakkar
C.S.

Annual Report 2024-25

NOTES TO BALANCE SHEET

Notes to Balance Sheet	(In Rs. Lakhs)			
Note - 1: Share Capital				
Particulars	As at 31.03.2025	As at 31.03.2024		
Authorised Share Capital:				
2,25,00,000 Equity shares of Rs.10/- each (P.Y. 2,25,00,000 Equity Shares)	2250.00	2250.00		
Add: Increase in Authorised Share Capital during the year	-	-		
Total Authorised Share Capital	2250.00	2250.00		
Issued, Subscribed & Fully Paid Up Capital:				
1,86,05,000 Equity shares of Rs.10/- each (P.Y. 1,86,05,000 Equity Shares)	1860.50	1860.50		
Add: Increase in Issued, Subscribed & Paid Up Capital during the year:	-	-		
Total Issued, Subscribed & Paid Up Capital	1860.50	1860.50		
Reconciliation of Equity Share Capital				
Equity Shares outstanding at the beginning of the year	1,86,05,000	1,86,05,000		
Add : Shares issued during the year	-	-		
Add: Bonus issue of equity shares	-	-		
Less: Shares bought back during the year	-	-		
Equity Shares outstanding at the end of the year	1,86,05,000	1,86,05,000		
List of Persons Holding More Than 5% of Paid-up Share Capital	No. of Shares	%	No. of Shares	%
Girishbhai Raval	58,58,581	31.49%	56,86,981	30.57%
Bhaminiben Mehta	15,31,800	8.23%	15,31,800	8.23%
Brijesh Raval	14,94,400	8.03%	14,94,400	8.03%
Jaydeep Raval	15,08,460	8.11%	14,91,360	8.02%
Shareholding of Promoters & Promoter Group				
Shares held by promoters at the end of the year				
Sr No. Promoter Name	No. of Shares	%	No. of Shares	%
1. Raval Girish Ochchhavlal	58,58,581	31.49%	56,86,981	30.57%
2. Ishita Prakashkumar Raval	3,73,590	2.01%	3,73,590	2.01%
3. Bhaminiben Baldevprasad Mehta	15,31,800	8.23%	15,31,800	8.23%
4. Ashokkumar Ochchhavlal Raval	6,85,998	3.69%	6,85,998	3.69%
5. Brijesh Girishbhai Raval	14,94,400	8.03%	14,94,400	8.03%
6. Devanshi Jayesh Dave	3,59,400	1.93%	3,59,400	1.93%
7. Jaydeep Girishbhai Raval	15,08,460	8.11%	14,91,360	8.02%
8. Bhamini Infrastructures Pvt Ltd	4,89,000	2.63%	5,40,000	2.90%
Total Shareholding by Promoter & Promoter Group	1,23,01,229	66.12%	1,21,63,529	65.38%
Rights, Preferences and restrictions attached to equity shares				
The company has one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share and is entitled to dividend declared, if any. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the company after distribution of all preferential amounts in proportion of equity shares held by the shareholders.				

NOTES TO BALANCE SHEET

Notes to Balance Sheet

Note - 2: Reserves and Surplus		(In Rs. Lakhs)
Particulars	As at 31.03.2025	As at 31.03.2024
(a) Securities Premium		
Opening Balance	3531.25	3,531.25
(-) Securities Premium Utilized for Bonus Issue	-	-
(+) Securities Premium received during the year	-	-
Closing Balance	3531.25	3531.25
(b) Revaluation Reserve		
Opening Balance	1067.64	1073.75
(-) Written Back in Current Year	-	-
(-) Accumulated Depreciation on Investment Property	-	-
(-) Depreciation Provided	.00	6.11
Closing Balance	1067.64	1067.64
(c) General Reserves		
Opening Balance	-	-
(+) Transferred from Surplus	-	-
(-) General Reserves Utilized for Bonus Issue		
Closing Balance	-	-
(d) Surplus		
Opening Balance	2921.27	2558.42
(+) Profit for the Year	410.33	362.85
(-) Dividend on Equity Shares	-	-
(-) Accumulated Depreciation on Investment Property	-	-
(-) Transferred to General Reserve	-	-
Closing Balance	3331.60	2921.27
Total Reserves & Surplus	7930.49	7520.16

Note - 3: Long Term Borrowings

Particulars	As at 31.03.2025	As at 31.03.2024
<u>Long term Borrowings</u>	-	-
Secured Term Loans from Bank	137.54	295.56
Secured-Term loan from Financial Institutions	.00	62.07
Unsecured Loans from Related Parties	184.86	295.79
Unsecured-Term loan from Financial Institutions	117.85	.00
<u>Other Non-Current Financial Liabilities</u>		
Security Deposits /Retention Money	75.45	177.78
Mobilization Advances	100.00	200.00
Total	615.72	1031.20

*Secured Loans in the above note-3 represents term loans from banks : ICICI Bank Ltd and YES Bank Ltd and are equipment finance/ vehicle finance. And represents amounts which are above one year maturity period treated as long term. Terms of interest and repayment is attached as annexure-A

NOTES TO BALANCE SHEET

(In Rs. Lakhs)

Note - 4: Long Term Provisions

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits (Gratuity)	79.98	66.23
Provision for Doubtful Debts	.82	16.56
Total	80.80	82.79

Note - 5 : Short Term Borrowings

Particulars	As at 31.03.2025	As at 31.03.2024
Current Maturities of Non-Current Borrowings	291.31	300.93
<u>Other Current Financial Liabilities</u>		
Security Deposits	167.93	111.93
Mobilization Advance Short term	54.31	210.10
Total	513.54	622.96

*Current maturity of borrowings in the above note-5 represents term loans from banks : ICICI Bank Ltd and YES Bank Ltd and financial institution : Tata Capital Ltd, and are equipment finance/ vehicle finance representing amount for repayments in next 12 months.

(i) C.C. limit from Bank of Baroda is secured by way of equitable mortgage of Factory Land situated at Survey No. 60, 61/P2, 64, 65, 66, 67, 76 & 77 of Mouje Borvai & Survey No. 359/3/P1 and 359/3/P2 and construction thereon situated at Mouje Rajpur Taluka Dhasura, District Sabarkantha being situated at Rajpur Road, Manganpura Kampa, Near M K Stone Vadgam Guajrat (Lease Hold) in the name of the company.

(ii) C.C. limit from Bank of Baroda is secured by way of equitable mortgage of Land & Building situated at Block No. 394 paiki Final Plot No. 74 of T P Scheme No. 17 Nr. APMC Market, Mauje Chiloda, Tal. & Dist. Gandhinagar owned by company and named as "OM Education Trust"

(iii) C.C. limit from Bank of Baroda is secured by way of equitable mortgage of N.A. Land bearing block no. 396 being allotted Final Plot No. 76 paiki admeasuring about 6508 sq. mtrs. (alloted in lieu of Old Survey No. 449/1) and building construction thereon & N.A. Land bearing block no. 393 being allotted final plot no. 73 of DTP No. 17 (Chiloda) admeasuring 2168 Sq. Mtr. and construction thereon situated near APMC Market, Mouje Chiloda, Tal & Dist. Gandhinagar, owned by the company and named as "OM Education Trust."

(iv) C.C. Limit from Bank of Baroda is secured by way of personal guarantee of Girishbhai Raval, Bhaminiben Raval, Ashokkumar Raval, Jaydeep Raval, Brijesh Raval, Rameshbhai Patel and Vishnubhai Patel.

(v) C.C. Limit from Bank of Baroda is charged by way of Hypothecation of entire stock of raw material, stock in process, stores and spares, packing material, finished goods, book debt, Plant & Machineries, Equipments, Electrical installations (Except vehicle financed by other Banks/NBFCs)

(vi) Extension of Charge (Equitable Mortgage) on property situated at Bunglow No 18(Admesuring Plot area 255.64 Sq meter built up area 235.92 Sq Mtr , type A Shree rang bunglow , Shree rang co- Op Housing Society Ltd, Panchamrut Bungalows II , Survey no 405/1, TP no 42, F.P No 50. Mouje Sola , Ahmedabad 380059 in name of Mr Brijesh Girishbhai Raval and Jaydeep Girishbhai Raval

(vi) Equitable mortgage on Residential property situated at Block / survey no. 707 and 725 (old block no 716), admeasuring plot area of 238 sq mts and construction of 537.5 sq mts (as per approved plan) mouje Isanpur mota, Taluka Gandhinagar, District Gandhinagar, owned by Mr Rameshbhai Patel, Vishnubhai Patel and Girishbhai Raval.

NOTES TO BALANCE SHEET

Note – 6: Trade Payables

(In Rs. Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	633.68	1187.20
Total	633.68	1187.20
Note: Trade payables include various advances paid to vendors for mobilization purposes.		

Trade Payable Ageing Schedule

(i) MSME	0	-
(ii) Others		
Not Due	-	-
<1 Year	629.15	1072.70
1-2 Years	4.24	19.95
2-3 Years	.29	3.71
>3 Years	.00	90.84
Total	633.68	1187.20
(iii) Others (Disputed)		
Total		-
(iii) Unbilled Dues		
Total		-

Note - 7: Other Current Liabilities

Particulars	As at 31.03.2025	As at 31.03.2024
TDS Payable	22.30	45.94
Professional Tax	.27	.26
GST Payable	326.54	73.27
Other Payables	.57	30.32
Total	349.68	149.80

Note - 8: Short Term Provisions

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits		
Gratuity and PF Provision	14.39	13.76
Other Provisions		
Provision For Audit Fees	7.12	3.30
Provision for Electricity Expenses	3.91	3.07
Provision for Income Tax	150.00	110.00
Provision for Interest on late payment to MSME trade payables	.00	.00
Total	175.42	130.13

NOTES TO BALANCE SHEET

Property, Plant and Equipments

(In Rs. Lakhs)

Note - 9 : Tangible Assets

Sr. No.	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		01-04-2024	Additions	Deductions / Adjustments	31-03-2025	01-04-2024	Dep.	Adj.	31-03-2025	As at 31.03.25	As at 31.03.24
1	Land	367.16	-	-	367.16	-	-	-	-	367.16	367.16
2	Buildings	74.17	-	-	74.17	44.05	2.86	-	46.91	27.26	30.12
3	Plant and Equipments	2911.03	23.28	582.00	2352.31	2313.73	144.86	526.55	1932.03	420.28	597.30
4	Motor Car	338.86	31.47	-	370.33	176.00	54.17	-	230.17	140.16	162.86
5	Computer and Data Processing Units	23.81	1.99	-	25.80	21.48	1.24	-	22.72	3.08	2.33
6	Furniture and Fixtures	40.99	4.27	-	45.26	20.74	5.97	-	26.71	18.55	20.25
7	Office Equipments	58.35	5.09	-	63.44	44.56	6.09	-	50.65	12.79	13.79
Total		3814.39	66.10	582.00	3298.48	2620.56	215.18	526.55	2309.19	989.28	1193.83
Previous Year		3508.47	521.47	215.55	3814.39	2535.13	231.66	146.23	2620.56	1193.83	973.33

Note - 9 : Intangible Assets

Sr. No.	Fixed Assets	Gross Block				Accumulated Depreciation		Net Block			
		01-04-2024	Additions	Deductions / Adjustments	31-03-2025	01-04-2024	Dep.	Adj.	31-03-2025	As at 31.03.25	
1	NWAY Software	9.17	-	-	9.17	8.70	.02	-	8.72	.46	.47
Total		9.17	-	-	9.17	8.70	.02	-	8.72	.46	.47
Previous Year		9.17	-	-	9.17	8.53	.17	-	8.70	.47	.64

Note:

Depreciation on new additions in the fixed assets, have been calculated on pro rata basis as per the accounting system consistently followed by the company

NOTES TO BALANCE SHEET

Notes to Balance Sheet

(In Rs. Lakhs)

Note - 10 : Non-Current Investments		
Particulars	As at 31.03.2025	As at 31.03.2024
Investment In Government or Trust Securities		
Sardar Sarovar Narmada Nigam Ltd	31.75	33.69
Investment In Property		
Land	983.80	983.80
Buildings	731.42	1171.63
Add: Addition during the year	.00	.00
Less: Accumulated Depreciation	.00	420.34
Less: Depreciation for current year	.00	19.87
Total Buildings	731.42	731.42
Total	1746.96	1748.92
*Land and Building are given on lease to Om Education Trust and Rental Income from the same has been classified as Non-operating Income.		

Deferred Tax Assets/Liability:		
Particulars	As at 31.03.2025	As at 31.03.2024
Deferred tax Asset at the beginning	188.95	170.23
Tax effect of items constituting deferred tax liability	7.16	18.72
Net Deferred Tax Assets	196.11	188.95

Note - 11 : Long Term Loans and Advances

Particulars	As at 31.03.2025	As at 31.03.2024
(a) Capital Advances		
(i) Unsecured considered Good	290.54	950.00
Total	290.54	950.00

The board hereby declares that relevant provisions of Foreign Exchange Management Act (FEMA) 1999 (42 of 1999) and Companies Act 2013 has been complied with for such transactions and the transactions are not violative of the Prevention of Money Laundering Act (PMLA) 2002 (15 of 2003)

Note - 12 : Other Non-Current Asset

Particulars	As at 31.03.2025	As at 31.03.2024
Margin Money	1.70	1.70
Fixed Deposits against Bank Guarantee	658.02	116.05
Fixed Deposits with Bank (Placed as Security Deposit)	.53	14.26
Security Deposits/Performance Money/Retention Money	462.68	462.25
Total	1122.93	594.27

*Security Deposits/Performance Money/Retention Money includes Performance deposit of Rs. 322.64 Lakhs (P.Y. 322.64 Lakhs) held with M/s Fernas Construction. The recovery of the same is under dispute. The company has filed suit under MSMED Act 2006 dated 30th June 2018. The company has received a favourable award and management is in the process of analysing the legal recourse available for further action as the award determined is lower than the expected recoverable amount in the opinion of the management.

*Security Deposits/Performance Money/Retention Money includes Security Deposit of Rs. 8.54 Lakhs (P.Y. 11.74 Lakhs) held with IVRCL Limited. The said company is under insolvency proceedings. The liquidator has admitted claim of Rs. 8.54 Lakhs.

NOTES TO BALANCE SHEET

Note - 13: Inventories

(In Rs. Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Stock In Trade		
Stock at Quarry*	255.90	388.63
Total	255.90	388.63

* Stock In Trade represents stock of Black Trap of 6 MM, 10MM, 20MM, 40MM and Dust at Vadagam Quarry site.

Note - 14: Trade Receivable

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Receivable	-	-
-Considered Good - Unsecured	1472.96	1636.98
Trade Receivables which have significant increase in Credit Risk	855.58	864.09
Trade Receivables - Credit Impaired	-	-
Total	2328.55	2501.07
(i) Undisputed Trade Receivables - considered good		
(a) Less than 6 months	1412.73	1285.64
(b) 6 months - 1 year	53.11	18.00
(c) 1-2 Years	4.05	35.36
(d) 2-3 Years	3.08	267.03
(e) more than 3 years	.00	30.94
Total	1472.96	1636.98
(ii) Undisputed Trade Receivables - considered doubtful		
(a) Less than 6 months		
(b) 6 months - 1 year		
(c) 1-2 Years		
(d) 2-3 Years		
(e) more than 3 years	0	12.54
Total		12.54
(iii) Disputed Trade Receivables - considered good	851.56	0
Total	851.56	0.00
(iv) Disputed Trade Receivables - considered doubtful		
(a) Less than 6 months		
(b) 6 months - 1 year		
(c) 1-2 Years		
(d) 2-3 Years		
(e) more than 3 years	4.02	851.56
Total	4.02	851.56
(v) Allowance for bad and doubtful debts		
(b) Undisputed Trade Receivables - considered doubtful		
(d) Disputed Trade Receivables - considered doubtful		
(vi) Debts due by directors/officers or debts due by firms or private companies in which any director is a partner or a director or a member.		
Total Trade Receivables	2328.55	2501.08

Trade Receivable includes receivables of Rs. 5,28,91,400/-and retention money of Rs. 3,22,64,929 from M/s Fernas Construction. The company has filed recovery suit under MSMED Act 2006. The company has received a favourable award and management is in the process of analysing the legal recourse available for further action as the award determined is lower than the expected recoverable amount in the opinion of the management.

NOTES TO BALANCE SHEET

Note - 15: Cash and Cash Equivalents

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with Banks		
In CC Accounts :Current Accounts	352.15	456.70
(Security : See Note below)		
OD Account	11.26	.42
Cash on Hand		
Cash on Hand	31.76	35.53
Total	395.16	492.64

Note - 16: Short Term Loans & Advances

Particulars	As at 31.03.2025	As at 31.03.2024
Inter Corporate Deposit Given	-	.00
<u>Unsecured Considered Good:</u>		
Loans and Advances to Other parties	-	.00
Loans and Advances to related parties	-	.00
Total	-	.00

Note - 17: Other Current Assets

Particulars	As at 31.03.2025	As at 31.03.2024
Balance With Government Authorities	463.63	482.16
Security Deposits/With Held Money/Retention Money	937.79	1066.79
Fixed Deposits against Bank Guarantees	230.81	128.59
Fixed Deposits with Banks	64.83	10.68
Prepaid Expenses	102.84	38.60
Contract WIP	3029.99	2653.29
Other Receivables	4.01	145.81
Total	4833.91	4525.93
Note - Balance with Government Authorities include 213 Lakhs paid to GST Department on account of search initiated by Director General of GST Intelligence (DGGI) Nagpur. (Previous year Rs. 208 Lakhs)		

NOTES TO PROFIT AND LOSS ACCOUNT

Notes to Profit and Loss Account for the period ended on 31.03.2025

Note - 18: Revenue From Operations		(In Rs. Lakhs)
Particulars	2024-25	2023-24
Value of Sales		
Sales of Products	424.48	2195.41
Income from Services		
Contract Receipts	8991.26	6952.17
Sale of Services	-	-
Total	9415.74	9147.59

Note - 19: Other Income		
Particulars	2024-25	2023-24
Interest Income		
Bank Deposits	42.08	71.92
Other Interest Income	50.95	1.75
Total	93.03	73.67
Other Non-Operating Income		
Rent Income	110.04	109.19
Hiring Income	.00	18.07
Profit on sale of Fixed Assets	16.85	29.68
Referral Fees Income	50.00	.00
Miscellaneous Income	.56	3.32
Discount Income	.51	2.26
Consultancy Fees Income	.00	2.13
Sundry Balances Written off	.00	11.05
Total	177.96	175.70
Total Other Income	270.98	249.36

Note - 20: Cost of Material Consumed / Direct Expenditure

Particulars	2024-25	2023-24
Construction and Civil Work Expense	394.28	1617.71
Power and Fuel	774.55	717.38
Hiring Charges	133.20	256.24
Labour Expense	197.79	57.94
Royalty Expenses	73.13	186.85
Blasting Expenses	11.27	18.39
Drilling Expenses	1.33	5.13
Mess Expenses	68.75	38.68
Labour Cess	74.48	31.74
Loading & Unloading Exp.	3.71	3.08
Machinery Spare Parts	86.50	134.91
Machinery Repairing Expenses	15.63	22.34
Material Testing Charges	61.13	6.21
Transportation Expenses	118.69	72.84
Salary Expenses	329.78	298.32
Site Expenses	8.75	20.85
Plant Operate Charges	45.63	51.48
Road Work construction accessories	1.88	3.84
Chemical Expenses	11.99	3.89
Sub Contract Charges	1897.49	3609.62
Total	4309.97	7157.47

NOTES TO PROFIT AND LOSS ACCOUNT

Note - 21: Change in Inventories

Particulars	2024-25	2023-24
Opening Stock	388.63	393.30
Less: Closing Stock	255.90	388.63
Total	132.73	4.67

Note - 22: Employee Benefit Expenses

Particulars	2024-25	2023-24
Salaries and Wages		
Salary Expenses	242.15	220.43
Contribution to Provident and Other Funds		
Employer's Contribution to Provident Fund	5.91	4.96
Gratuity Expenses	14.11	13.76
Administrative Charges (PF)	.53	.40
Staff Welfare Expenses	2.82	1.67
Directors' Sitting Fees	.53	.47
Total	266.05	241.69

Note - 23: Finance Cost

Particulars	2024-25	2023-24
Bank Interest and Other Charges	25.42	2.38
Interest on TDS	6.97	10.70
Other Interest	64.01	162.96
Finance Charges	62.90	61.35
Bank Guarantee & Loan Processing Charges	65.16	22.10
Total	224.46	259.48

Note - 24: Other Expenses

Particulars	2024-25	2023-24
Bad Debts and Written offs	601.66	16.56
<u>Payment to Auditors</u>	-	-
Provision for Audit Fees	4.75	2.75
For other services	-	-
Commission Expenses	18.25	
Donation Expenses	1.05	-
Rent Expenses	19.17	14.20
Insurance Expenses	16.13	17.01
Income Tax Expenses	56.80	.00
Legal and Professional Fees	27.11	18.87
Loss on Sale of Fixed Assets	5.30	7.99
Prior Period Expenses	15.76	.00
RTO Tax Expense	4.81	4.04
Security Expenses	2.72	1.68
Stamp Duty Expenses	39.04	
Travelling Expenses	28.90	
Vehicle Repaired and Maintenance	12.01	7.71
Website Desing and Maintenance	15.37	
Water Expenses	4.69	2.09
Consultancy Fees	63.73	19.66
Other Expenses	62.09	143.71
Total	999.33	256.28

NOTES TO PROFIT AND LOSS ACCOUNT

Note - Bad Debts and written off includes Rs. 587.26 Lakhs pertaining to old pending receivable from PWD division Ujjain. The amount mainly represents GST component separately claimed by the company due to contract awarded prior to GST regime. The said department treated the contract amount inclusive of GST amount. The matter was taken up for recovery and finally management decided to write off the same.

Note - 25: Additional regulatory information
(a) Ratios

Ratios	Numerator	Denominator	As at 31- 03- 2025	As at 31- 03- 2024	Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year
(a) Current ratio	Current Assets	Current Liabilities	4.67	3.78	23.54	
(b) Debt-equity ratio	Total Debt (Long term + Short term including current maturity)	Total Shareholders' Equity	0.13	0.20	(35.00)	The ratio is impacted on account of considerable decrease in the total debt as compared to the previous year along with the increase in the total shareholder's equity.
(c) Debt service coverage ratio	Profit after tax + depreciation + interest on term loan	Interest on term loan + Term Loan Principal repayment amount during the period	1.66	0.97	71.07	The ratio is impacted on account of the reduction in the interest expenditure on term loan along with the reduction of the principal repayment amount thereon.
(d) Return on equity ratio	Net profit after tax	Average shareholder equity	0.05	0.04	7.95	-
(e) Inventory turnover ratio	Revenue from operations	Average Inventory { (Closing Inventory + Opening Inventory)/2 }	29.22	23.40	24.87	-
(f) Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable { (Closing Accounts Receivable + Opening Accounts Receivable)/2 }	3.87	3.66	5.66	
(g) Trade payables turnover ratio	Net credit purchase	average trade payable	3.26	2.94	10.98	-
(h) Net capital turnover ratio	Net annual sale	working capital	1.53	1.57	(2.48)	
(i) Net profit ratio(%)	Net Profit after tax	Total Income	4.24	3.86	9.70	
(J) Return on capital employed(%)	Earning before interest and tax	Tangible net worth + total debt + deferred tax liability-deferred tax assets	7.14	6.88	3.90	-

Note: In cases wherein the previous year figures have been regrouped/error in considering the amount for calculation for ratios for previous year, the said ratios

have been recomputed in order to enable correct comparison with the ratios of the current year and to arrive at the correct variances.

			As at 31-03-2025		As at 31-03-2024	
Ratios	Numerator	Denominator	Numerator	Denominator	Numerator	Denominator
(a) Current ratio	Current Assets	Current Liabilities	7813.52	1672.32	7908.27	2090.08
(b) Debt-equity ratio	Total Debt (Long term +Short term including current maturity)	Total Shareholders' Equity	1129.26	8723.35	1654.16	8313.03
(c) Debt service coverage ratio	Profit after tax+ depreciation+ interest on term loan	Interest on term loan + Term Loan Principal repayment amount during the period	762.26	459.49	826.67	852.46
(d) Return on equity ratio	Net profit after tax	Average shareholder equity	410.33	8518.18	362.85	8131.60
(e) Inventory turnover ratio	Revenue from operations	Average Inventory { (Closing Inventory + Opening Inventory)/2}	9415.74	322.27	9147.59	390.97
(f) Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable { (Closing Accounts Receivable + Opening Accounts Receivable)/2}	9338.62	2414.81	8705.15	2376.62
(g) Trade payables turnover ratio	Net credit purchase	average trade payable	2970.68	910.44	2687.17	914.11
(h) Net capital turnover ratio	Net annual sale	working capital	9415.74	6141.20	9147.59	5818.19
(i) Net profit ratio(%)	Net Profit after tax	Total Income	410.33	9686.73	362.85	9396.95
(J) Return on capital employed(%)	Earning before interest and tax	Tangible net worth + total debt + deferred tax liability-deferred tax assets	689.90	9656.50	672.38	9778.23

(b)	Title deeds of Immovable Property not held in name of the company						Rs. in Lacs
	Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value	Title deed held in the name of	Whether title deed holder is a promoter, director or relative of promoter* / Director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
	NIL	NIL	NIL	N. A	N.A.	N.A.	N.A.
(c)	The Company does not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.						
(d)	The Company does not have any transactions with companies struck off.						
(e)	The Company has not traded or invested in crypto currency or virtual currency during the financial year.						
(f)	The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:						
	a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or						
	b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.						
(g)	The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:						
	a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or						
	b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.						
(h)	The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).						
(i)	The Company has not been declared wilful defaulter by any banks or any other financial institution at any time during the financial year.						

B J Patel & J L Shah
Chartered Accountants

FRN: 104148W

Place: Ahmedabad
Date: 29.05.2025

Bhaminiben Mehta
Director
DIN: 01646822

Girishkumar Raval
M.D.
DIN: 01646747

Ishita Raval
CFO

Himali M. Thakkar
C.S.

NOTES TO FINANCIAL STATEMENTS

NOTE – 26

Notes to the financial statements

Difference between the value as per books of accounts and as per the monthly statements submitted to lenders:

The Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of primary security of current assets of the Company but utilization of sanctioned limits has been allowed by the lenders-based drawing power calculated on the basis of value of stocks reported in the weekly stock statements.

The reconciliation of the value of stocks / Book debts with sundry creditors reported in the monthly stock statements based on unaudited books, due to the nature of business being construction of roads and building, it is practically impossible, as the representatives from different sites have to confirm the work done / supply of materials made by the vendors which takes lot of time and hence, the figures reported to our bankers for the respective months do not coincide with the reported figures which are based on unaudited books. Further, the written off of book debt, delay in recording of invoice due to pending confirmations, invoice of supplier received late, adjustment of credit/debit notes etc. are the reasons which are also contributing the variations in the reported figures.

Due to aforesaid reasons, there will always be mismatch in the value of stock / book debt / sundry creditors as reported in the monthly stock statements and in the value as disclosed in the books of account. The details of the differences are tabulated as under

(figures are in lakhs)

STOCK

Month/ Quarter Ending	Value as per books of accounts	Value as per quarterly return/ statement filed with lenders	Difference
Sep-24	370.74	349.04	21.68
Mar-25	255.90	255.00	0.89

DEBTORS (0 TO 90 Days)

Month/ Quarter Ending	Value as per books of accounts of Debtors Dube by 90 Days	Value as per Monthly return/ statement filed with Bank of Baroda	Difference
Apr-24	1060.82	1107.14	(46.31)
May-24	624.58	628.94	(4.36)
Jun-24	17.28	24.74	(7.45)
Aug-24	4.06	3.65	0.40
Nov-24	1018.67	1022.76	(4.09)
Dec-24	182.62	186.71	(4.09)
Jan-25	84.16	96.02	(11.86)
Mar-25	647.41	637.36	10.05

CREDITORS

Month/ Quarter Ending	Value as per books of accounts as on today for respective month	Value as per quarterly return/ statement filed with lenders	Difference
Apr-24	1178.41	1168.06	(10.35)
May-24	1114.84	1086.03	(28.81)
Jun-24	829.90	808.71	(21.18)
Jul-24	699.88	699.40	(0.48)

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NOTES TO FINANCIAL STATEMENTS

Aug-24	614.14	617.26	3.12
Oct-24	1061.40	1108.20	46.79
Nov-24	1067.00	1076.38	9.37
Dec-24	1095.09	1076.75	(18.34)
Jan-25	601.59	591.90	(9.68)
Feb-25	432.54	422.83	(9.70)
Mar-25	696.22	683.39	(12.83)

NOTE – 27

Notes forming part of the accounts

(A) STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

(a) **Basis of preparation and presentation:**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2021, as amended, ("AS") and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis as a going concern.

(b) **Use of estimates:**

The estimates and judgments used in the preparation of financial statements are continuously evaluated by the company and are based on historical experience and various other assumptions and factors that the management believes to be reasonable under existing circumstances.

Difference between actual results and estimates are recognized in the period in which the results are known/materialized. The said estimates are based on the facts and the events, that existed as at the reporting date, or that date but provide additional evidence about conditions existing on the reporting date.

1) **Depreciation/amortization and useful lives of property, plant and equipment/intangible assets:**

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and after taking into account the anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

2) **Recoverability of trade receivables:**

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors taken into consideration include the credit rating of the counter party, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

(c) **Property, Plant and Equipment:**

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes

NOTES TO FINANCIAL STATEMENTS

purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on Property, Plant and Equipment is provided using Written Down Value (WDV) method on depreciable amount based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. In respect of the Property, Plant and Equipment purchased during the year, depreciation is provided on pro rata basis from the date on which such asset is ready to be put to use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any such change in the estimate accounted for on a prospective basis. The estimated useful lives and residual values are as prescribed in Schedule II to the Companies Act, 2013.

Till the previous accounting year, accounting practice was adopted of computing and charging the depreciation on the Investment Property. However, from current year onwards, management has decided to discontinue the above-mentioned accounting treatment of charging depreciation on the Investment Property on account of the same being leased out for the purpose of earning regular rental income and management do not have any intent for using the said Investment Property for conducting the business operations of the Company.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

The estimated useful lives of items of Property, Plant & Equipment as prescribed in Schedule II of Companies Act, 2013 as follows:

Asset Class	Useful Life (In Years)
Plant & Machinery	3-15
Motor Vehicles	5-10
Computer and Data Processing Units	3
Furniture and Fittings	10
Laboratory Equipments	5-10
Electrical Installations and Equipment	3-5
Office Equipments	3-10
Buildings	30

(d) **Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated depreciation and accumulated impairment loss. Intangible Assets mainly consists of Computer Software having estimated useful life of 5 years. The depreciation expense on intangible assets with finite lives and impairment loss is recognized in the Statement of Profit and Loss.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern.

NOTES TO FINANCIAL STATEMENTS

An intangible asset is de-recognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in statement of profit and loss when the asset is de-recognized.

(e) **Revenue Recognition:**

- i) Revenue from operations of Stone Quarry is recognized as per AS 9 'Revenue Recognition' while revenue from operations of Road Construction is recognized on the basis of percentage completion method as per AS 7 'Construction Contract' issued by Institute of Chartered Accountants of India.
- ii) Revenue from sale of goods is recognized when property in goods is transferred to the buyer and the same is measurable at the time of sale and there is no uncertainty regarding ultimate collection from the buyer.
- iii) Contract revenue and its associated costs are accrued and recognized by reference to the stage of completion of the contract at the reporting date.

Contract revenue comprises the initial amount of revenue agreed upon in the contract, the changes in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured.

Contract cost comprises of cost that relate directly to the specific contract, cost that are attributable to contract activity in general and can be allocated to the contract and such other cost as are specifically chargeable to the customer under the terms of the contract.

Stage of completion is determined based on the actual cost incurred till the end of reporting period as compared to the expected total cost of the project and management validates the same based on survey of work performed at the end of each year. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognized in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods.

An expected loss on construction contract is recognized as an expense immediately when it is certain that the total contract costs will exceed the total contract revenue.

- iv) Interest income from Investment is accounted when the same is accrued.
- v) Other Income and government benefit, subsidies, refunds etc. are accounted when right to receive is established.

(f) **Valuation of Inventories:**

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other direct costs including direct overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Cost of finished goods, work-in-progress, raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on FIFO basis.

(g) **Investment:**

NOTES TO FINANCIAL STATEMENTS

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Profit and Loss Account.

Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Till the previous accounting year, Investment properties were stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprised of the purchase price and directly attributable cost of bringing the investment property to its working condition for the intended use. However, from current year onwards, management has decided to discontinue the above-mentioned accounting treatment of charging depreciation on the Investment Property on account of the same being leased out for the purpose of earning regular rental income and management do not have any intent for using the said Investment Property for conducting the business operations of the Company.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Profit and Loss Account.

(h) Borrowing Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets till the date it is ready for its intended use are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(i) Employee Benefits:

i) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

NOTES TO FINANCIAL STATEMENTS

ii) Post-Employment Benefits:

a) Defined Contribution Plans:

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Pension Scheme. The Company's contribution is recognized as an expense in the Profit and Loss Statement during the period in which the employee renders the related service.

b) Defined Benefit Plans:

Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Rachana Infrastructure Limited operates post-employment defined benefit plan i.e. gratuity plan (the plan). The plan is unfunded and entitles an employee, who has rendered at least five years of continuous service, to receive half month's salary for each period of completed service at the time of retirement/resignation. The Gratuity expense is recognized on accrual basis as per the report of the Actuary which is required to be obtained every 3 years. Therefore, for any period for which the report of actuary is not required to be obtained, gratuity expense is recognized on the basis of arithmetical formula and workings provided by the consultant for the gratuity. Generally, gratuity is paid to the employees on their retirement / termination of services / resignation / death of the employees.

For the year ended on 31.03.2025, the company has made provision of Rs. 14.11 for Payment of Gratuity under the provisions of Payment of Gratuity Act, 1972 making total contribution till 31.03.2025 to Rs. 94.10.

(j) Segment Reporting:

The Group's operating segments are established on the basis of those components of the Group that are evaluated on the basis of AS-17 (Segment Reporting), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

NOTES TO FINANCIAL STATEMENTS

The Group has principal operating and reporting Business segment; viz. (i) Infrastructure Projects and related activity of Quarry Mining and (ii) Trading.

	2024-25		2023-24	
	Infrastructure & Mining	Trading	Infrastructure & Mining	Trading
Segment Revenue	9400.89	14.85	8408.26	739.33
Segment Profit	551.69	1.48	453.08	1.05
Segment Assets	12159.83	0	12645.48	0
Segment Liability	2368.81	0.03	3264.82	0

(k) Taxes on Income:

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognized in Statement of Profit and Loss.

i) **Current Tax:**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.

ii) **Deferred Tax:**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

The company has made provision of Rs. 142.84 (including deferred tax asset of Rs. 7.16) for taxation in the books of account in view of profit earned during the F.Y. 2024-25 as per the provisions of The Income Tax Act, 1961.

(l) **Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

NOTES TO FINANCIAL STATEMENTS

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). Contingent Assets are not recognized, but disclosed in the financial statements, if an inflow of economic benefits is probable.

Contingent liabilities are not provided for, but are disclosed as below:

Contingent Liabilities and Commitments

Particulars	2024-25	2023-24
(i) Guarantees Guarantees to Banks and Financial Institutions against credit facilities extended to third parties and other Guarantees	1749.30	1335.25
(ii) Guarantees Guarantees of Banks issued by the company on behalf of LCC projects Private Limited for work in which company is a sub-contractor	2870.49	NIL
(ii) Goods and Service Tax Act (FY19-20 & 20-21)	383.08	175.07
(iii) M.P. Commercial Tax (FY 17-18)	26.02	26.02
Total	5028.89	1536.34

In respect of GST for FY 2019-20 & 2020-21, a search was initiated by Director General of GST Intelligence (DGGI) in the premises of the company. As a result of search, the company made liable to reverse input tax credit of Rs. 383.08 for the F.Y. 2019-20 & 20-21. Out of the same, the company has paid Rs. 50.00 through duty reversal and Rs. 163.00 paid through cash ledger. Management has taken advice of GST consultant and according to their advice an application was filed with GST department stating that the said payment of Rs. 213.00 shall be treated as duty payment under protest. After taking professional consultation, the management is confident of getting back Rs. 213.00 which is accounted under the head Loans and Advances. Hence, total amount of 383.08 is considered as contingent liability as the matter is subjudice.

(m) **Earnings per Share (EPS):**

Basic Earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjust the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

(n) **Cash and cash equivalents:**

Cash and cash equivalents include bank balance, cash on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

(o) **Cash Flow Statements:**

The cash flow statement has been prepared under the indirect method as set out in Accounting Standard (AS 3) statement of cash flows. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of

NOTES TO FINANCIAL STATEMENTS

outstanding bank overdrafts as they are considered an integral part of the company's cash management.

(p) Related Party Transactions Disclosure (AS 18):

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the below mentioned table:

Sr No.	Name of the Related Party	Nature of Relationship	Nature of Payment	As at 31.03.2025	As at 31.03.2024
1	Girish Raval	Key Managerial Personnel (KMP)	Remuneration Paid	46.50	45
			Loan Taken	160.86	66.10
			Loan Repaid	98.36	122.66
2	Ashok Raval	Director	Interest Paid	27.02	29.54
			Loan Repaid	197.75	0
3	Bhaminiben Baldevprasad Mehta	Director	Loan Taken	0	15.63
			Loan Repaid	0	10
4	Jaydeep Raval	Relative of KMP	Salary Paid	33	30
5	Brijesh Raval	Relative of KMP	Salary Paid	34.50	33
6	Ishita Raval	Chief Financial Officer	Salary Paid	13.50	12
7	Devanshi Dave	Relative of KMP	Salary Paid	13.50	12
8	DNM Overseas Private Limited	Enterprises over which Relatives of KMP are able to exercise Significant Influence.	Rent Income	1.20	0.35
9	Bhamini Infrastructure Private Limited	Enterprises over which KMP and/or Relatives of KMP are able to exercise Significant Influence	Purchase of Goods	88.15	45.82
			Interest Received	0	26.71
			Inter Corporate Deposits Given		286.9
			Inter Corporate Deposit Repaid	0	605.22
10	Om Education Trust	Enterprises over which KMP and/or Relatives of KMP are able to exercise Significant Influence	Interest Paid	7.75	28.56
			Rent Income	108.84	108.84
			Acceptance of Deposit	0	143.11
			Repayment of Deposit	109.30	370.11

(q) Lease:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

NOTES TO FINANCIAL STATEMENTS

(r) Accounting for Taxes on Income:

"Accounting for Taxes on Income" as at the end of the year/period is reported in the below mentioned table:

Particulars	As at 31.03.2025	As at 31.03.2024
Deferred Tax Asset	188.95	170.23
Tax effect on difference between depreciation as per books and as per Income Tax	7.16	18.72
Net Deferred Tax Asset	196.11	188.95

(s) Disclosure pursuant to Accounting Standard (AS) 7 (Revised) "Construction Contracts"

Particulars		2024-25	2023-24
Total Revenue (Bill raised up to 31.03.25)	A	29303.63	20674.22
Total Projected Revenue	B	67274.88	37128.14
Estimated Total Project Cost	C	65705.38	36311.07
Contract Cost incurred till 31.03.25	D	31607.72	22824.78
% Completion based on cost incurred till 31.03.25	D/C	48.11%	62.86%
Revenue based on % Completion	A/B	43.56%	55.68%
Actual WIP Sales		3029.99	2653.29

(t) Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation/amortization is provided on the revised carrying amount of the asset over its remaining useful life.

(u) Event Occurring after the Balance sheet Date (AS 4)

In the case of M/s Fernas construction as disclosed in the above Notes 12 and Note 14 respectively, recovery suit under MSMED Act, 2006 was filed by the company. On 27th May 2025, i.e. after the balance sheet date. The arbitration award has been passed and management is in the process of analyzing the legal recourse available for further action as the award amount is lower than the expected recoverable amount. Considering the provisions as prescribed under AS-4, the event has occurred after the balance sheet date and before the date on which financial statements are approved by the Board, the amount of Rs. 851.56 Lakh has been disclosed as Disputed considered Good as at 31.3.2025. Considering the above, since the ultimate outcome cannot be estimated upto the date of audit report, the related accounting treatment with respect to the above and its related impact on the financial statements will be taken into consideration in the next financial year once the final decision is taken by the management as regards challenging / non challenging the said Arbitral Award.

(B) Notes on Accounts:

- 1) Balances of Depositors, Sundry Debtors, Creditors, and Loans & Advances are subject to confirmation and reconciliation, if any. In many cases where confirmations are not available, management has given approval after verification of transactions reflected in ledger account.

NOTES TO FINANCIAL STATEMENTS

- 2) In the opinion of the board, the current assets, loans and advances are approximately of the value stated if realised in ordinary course of business. Provision for known liabilities are adequate and not in excess of the amount reasonably necessary.
- 3) For better reporting, the heads of accounts are regrouped, rearranged and recasted wherever required in case of the previous year figures.

- 4) Payments to Auditors for Current Year
i) Audit Fees, Income Tax Fees & other Rs. 4.75 Lacs

- 5) Registration or satisfaction of charges not registered with Registrar of Companies

Charge holder Name	Date of Creation	Date of Satisfaction	Amount	Charge ID	Comment
Tata Capital Limited	29-01-18	07-02-22	22.57	100154171	As intimated by the management, the Charge satisfaction not registered with ROC. Loan repaid but in view of existence of another loan on same asset, NOC from financier not received.
Tata Capital Limited	06-02-18	07-02-22	18.56	100154172	
Tata Capital Limited	06-02-18	07-02-22	10.38	100154146	
Tata Capital Limited	31-01-18	--	26.42	100154173	
Tata Capital Limited	09-04-21	15-03-2025	61.59	100449483	

- 6) CIF Value of Imports

Particulars	31.03.2025	31.03.2024
Raw Material	Nil	Nil
Traded Goods	Nil	Nil
Fixed Assets	Nil	Nil

- 7) Expenditure in Foreign Currency

Particulars	31.03.2025	31.03.2024
Raw Material	Nil	Nil
Traded Goods	Nil	Nil
Fixed Assets	Nil	Nil

- 8) FOB Value of Exports Nil Nil

- 9) Income in Foreign Currency Nil Nil

- 10) **CSR Activities:**

Sr No	Particulars	31.03.2025	31.03.2024
1	Amount required to be spent by the Company	Nil	Nil
2	Amount of Expenditure incurred	Nil	Nil
3	Shortfall at the end of the year	Nil	Nil
4	Total of Previous year shortfall	Nil	Nil
5	Reason for shortfall	Nil	Nil
6	Nature of CSR Activities	Nil	Nil

NOTES TO FINANCIAL STATEMENTS

11) Trade Payables (Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006):

Particulars	31.03.2025	31.03.2024
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year	Nil	Nil
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

12) The Company is a Level-I Enterprise as defined in applicability of Accounting Standards to Corporate Entities. Accordingly, the Company has complied with the Accounting Standards applicable to Level-I Enterprise.

Signature to notes 1 to 27

For,

B J Patel & J L Shah
Chartered Accountants
FRN: 104148W

For and on behalf of the Board of Directors

CA Darshan B Patel (Partner)
Membership No.: 108350
UDIN: 25108350BMJOZL1240

Bhaminiben Mehta
Director
DIN: 01646822

Girishkumar Raval
Managing Director
DIN: 01646747

Date: 29/05/2025
Place: AHMEDABAD

Ishita Raval
CFO

Himali M. Thakkar
C.S.

THANKING YOU



RACHANA INFRASTRUCTURE LIMITED

**604, 6th Floor, Zion Z1
Nr. Avalon Hotel, Croma Cross Road,
Off. Sindhu Bhavan Road,
Bodakdev, Ahmedabad-380054**

Telephone No.: 079 - 26560327

Mobile No: 8200958180, 9909950287

Email: rachanainfra404@gmail.com, info@rachanainfra.com

Website: www.rachanainfra.com