NOTICE OF 25TH ANNUAL GENENRAL MEETING

NOTICE is hereby given that the **25th (Twenty Fifth) Annual General Meeting** of the Shareholders of **RACHANA INFRASTRUCTURE LIMITED** will be held on Tuesday, 22nd September, 2026 at 01.00 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone audited Financial Statement of the Company for the financial year ended March 31, 2026 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, 2026 and the report of the Board of Directors’ and Auditors’ thereon laid before this meeting be and is hereby considered and adopted.

2. To appoint Director in place of **Mrs. Bhaminiben Baldevprasad Mehta (DIN:01646822)** who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. RATIFICATION OF COST AUDITOR’S REMUNERATION FY 2026-27
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, 2027, as recommended by the Audit Committee of the Company and approved by the Board of Directors of the Company, amounting to Rs. 70,000/- p.a. (Rupees Seventy 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."

4. REVISION IN REMUNERATION OF GIRISHKUMAR OCHCHHAVLAL RAVAL, MANAGING DIRECTOR OF THE COMPANY
To consider and, if thought fit, to pass the following resolution as an Special Resolution:

“**Resolved Further That** in accordance with the provisions of Section 197 & 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, if any and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable, to Mr. Girishkumar Ochchhavlal Raval (DIN: 01646747), Chairman and Managing Director w.e.f. April 01, 2026, which exceed the threshold limit as prescribed in provision of Schedule V of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the terms and remuneration are set out in the statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

5. TO REGULARISE THE APPOINTMENT OF MR BRIJESH GIRISHBHAI RAVAL(DIN:-06974241) AS DIRECTOR OF THE COMPANY
To consider and, if thought fit, to pass the following resolution as an Special Resolution:

Resolved That pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and subject to any applicable regulations for NRIs, Mr. Brijesh Girishbhai Raval (DIN :06974241), who was appointed as an Additional Director of the Company with effect from August 27, 2026 and who holds office up to the date of this Annual General Meeting, being eligible, for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Resolved Further That any Director or Company Secretary of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

6. TO REGULARISE THE APPOINTMENT OF MR JAYDEEP GIRISHBHAI RAVAL(DIN:-06974256) AS DIRECTOR OF THE COMPANY
To consider and, if thought fit, to pass the following resolution as an Special Resolution:

Resolved That pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and subject to any applicable regulations for NRIs, Mr. Jaydeep Girishbhai Raval (DIN :06974256), who was appointed as an Additional Director of the Company with effect from August 27, 2026 and who holds office up to the date of this Annual General Meeting, being eligible, for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Resolved Further That any Director or Company Secretary of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
Rachana Infrastructure Limited
Sd/-
Girish Kumar O. Raval
Chairman & Managing Director
DIN: 01646747

Registered Office:
103,104,105,1st floor, Saumya Square,
Nr. Krish Cubical,
Thaltej, Ahmedabad,
Daskroi, Gujarat,
India-380059

Date: August 27, 2026
Place: Ahmedabad

Notes:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]

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.

6. In line with the MCA Circulars and the SEBI Circulars, the Notice of 25th 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 Wednesday, 16th September, 2026 till Tuesday, 22nd September,2026 (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 2025-26 the date of AGM (i.e.) 22nd September, 2026. Members seeking to inspect such documents can send e-mail to info@rachanainfra.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: -

VOTING THROUGH ELECTRONIC MEANS

i In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has engaged services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. This facility is being provided to the Members holding as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.

ii The remote e-Voting period commences on Saturday, 19th September, 2026 (9:00 a.m. IST) and ends on Monday, 21st September, 2026 (5:00 p.m. IST). During this period, Members holding shares as on Tuesday, 15th September, 2026 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences Saturday, 19th September, 2026 to Monday, 21st September, 2026 or voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

iii The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM but shall not be entitled to cast their vote on such resolution again.

iv The Board of Directors have appointed M/s. Mukesh H Shah & Co.(Membership No. FCS 5827) Practicing Company Secretaries as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

v Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The results declared along with the Scrutiniser's Report shall be placed on the Company's website i.e. www.rachanainfra.com and on the website of CDSL and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

vi The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vii In terms of the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020, the Individual Members holding securities in demat mode are required to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email address with their DPs in order to access e-voting facility. The procedures of login and registration is as follows:-

VOTING PROCESS FOR INDIVUIDUAL SHAREHOLDERS

Mode Of E-Voting	**THROUGH DEPOSITORIES**		**Through Depository Participant(S)**
	NSDL	**CDSL**	
Individual Shareholders holding securities in Demat mode	1. Members already registered for IDeAS facility may follow the below steps:	1. Members already registered for Easi/Easiest facility may follow the below steps:	Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. Members may then click on Company name or e-voting service provider name i.e. CDSL and will be redirected to CDSL website for casting their vote.
	a. Visit the following URL: https://eservices.nsdl.com	a. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com	
	b. On the home page, click on the “Beneficial Owner” icon under the ‘IDeAS’ section.	b. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com)	
	c. On the new screen, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under e-voting services.	c. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.	
	d. Click on Company name or e-voting service provider name i.e. CDSL and you will be re-directed to CDSL website for casting your vote.	d. Click on Company name or e-voting service provider name i.e. CDSL to cast your vote.	
	2. Members who have not registered for IDeAS facility may follow the below steps:	2. Members who have not registered for Easi/ Easiest facility may follow the below steps:	

a. To register for this facility, visit the URL:https://eservices.nsdl.com

b. On the home page, select "Register Online for IDeAS"

c. On completion of the registration formality, follow the steps provided above.

3. Members may alternatively vote through the e-voting website of NSDL in the manner specified below:

a. Visit the URL: https://www.evoting.nsdl.com/

b. Click on the "Login" icon available under the "Shareholder/Member" section.

c. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP, as applicable, and the verification code shown on the screen.

d. Post successful authentication, you will be redirected to the NSDL IDeAS site wherein you can see the e-voting page.

e. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to CDSL website for casting your vote.

4. For any technical assistance, Members may contact NSDL helpdesk by writing to

a. To register for this facility, visit the URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration

b. On completion of the registration formality, follow the steps provided above.

3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:

a. Visit the URL: www.cdslindia.com

b. Enter the demat account number and PAN

c. Enter OTP received on mobile number and email registered with the demat account for authentication.

d. Post successful authentication, the member will receive links for the respective e-voting service provider i.e. CDSL where the e-voting is in progress.

4. For any technical assistance, Members may contact CDSL helpdesk by writing to helpdesk.evoting@cdslindia.com or calling at 022-23058738 or 022-23058542-43.

evoting@nsdl.co.in or calling the toll free no.: 18001020990 or 1800224430.

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.

viii **VOTING PROCESS FOR NON-INDIVUIDUAL SHAREHOLDERS**

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
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:-

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department • 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 as mentioned in instruction (viii)

ix After entering these details appropriately, click on "SUBMIT" tab

x Shareholders will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi Click on the **EVSN:-260825023** for the relevant Rachana Infrastructure Limited on which you choose to vote.

xii 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.

xiii Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv 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.

xv Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii 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.

xviii **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote e-voting
3. Members are encouraged to join the meeting through Laptops/Desktops/iPads for better experience. Further, the Members will be required to allow camera and use Internet with good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rachanainfra.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rachanainfra.com. These queries will be replied to by the company suitably by email.
6. 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.

7. Only those Members, who will be present in AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting prior to meeting day and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

Contact Details:-

Company Rachana Infrastructure Limited
103,104,105,1st Floor,
Saumya Square, near Krish Cubical,
Thaltej, Ahmedabad -380059,
Gujarat-India.
Email:- info@rachanainfra.comPhone:- 079-4917 2660
Website:- www.rachanainfra.com

RTA Bigshare Services Private Limited
303 Sun Square Complex,
Off CG Road, Near Girish Cold Drinks, Navrangpura, Ahmedabad – 380009
Email:- bssahd@bigshareonline.com Phone:-079-4919 6459
Website:- www.bigshareonline.com

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 2026-27

The Board of Directors at their meeting held on May 30th, 2026, 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.70,000/- p.a. (Rupees Seventy 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

Item No. 4:

Revision In Remuneration Of Girishkumar Ochchhavlal Raval, Managing Director Of The Company

The Revision/Increase in remuneration of Mr. Girishkumar Ochchhavlal Raval was approved and recommended by the Nomination & Remuneration Committee (NRC) and Board of Directors of the Company in its meeting held on August 27, 2026, considering that due to increase in the operations of the Company, the work as well as responsibilities of Mr. Girishkumar Ochchhavlal Raval have increased significantly including other factors like industry practices and remunerate the talent pool of the Company keeping in view the growth objectives of the Company. The NRC and Board of Directors of the Company have also acknowledged the untiring efforts of Mr. Girishkumar Ochchhavlal Raval, resulting in the growth of the Company well ahead of Industry and registering strong operational and financial performance. After due consideration, Board of Directors approved and recommended the revised remuneration of Mr. Girishkumar Ochchhavlal Raval, Chairman and Managing Director as provided in proposed Resolutions based on the recommendation of the Nomination & Remuneration Committee

Broad particulars of the terms of remuneration payable to, Mr. Girishkumar Ochchhavlal Raval are asunder:

(a) Overall Maximum remuneration, Perquisites and Allowance per annum payable:

Remuneration - **Upto Rs. 1 Crore (Rupees One Crore Only)**

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 2025 or any rules thereunder any statutory modification(s) or re-enactment thereof in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

(c) Any increment in salary, perquisites, and allowances and remuneration based on net profits payable or in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Mr. Girishkumar Ochchhavlal Raval, as may be determined by the Board and/ or the NRC of the Board, shall be in addition to remuneration under (a) above.

(d) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

I. General Information:

Sr. No.	Particulars	Details	
1	Nature of Industry	Infrastructure	
2	Date or expected date of commencement of commercial production / operations	The Company is engaged into the Business of Infrastructure and Mining since Incorporation	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
4	Financial performance based on given indicators	2025-26 (Rs. In Lakh)	2024-25 (Rs. In Lakh)
	Net worth	9736.07	8,723.35
	Profit/ (Loss) after tax	1012.72	410.33
5	Export performance and net foreign exchange collaboration in FY 2025-26	NA	
6	Foreign investments or collaborations, if any	NA	

II. **Information about the Appointee:**

Sr. No.	Particulars	Details
1	Background Details	Mr.Girishbhai O Raval is a Promoter and Managing Director of the Company. He has completed his Bachelor of Business Administration from the Global Open University of Nagaland. He founded and started the work with the proprietary firm Rachana Construction Co. Later, he incorporated Rachana Infrastructure Ltd in 2001 and associated with Company since incorporation. He is having more than 40 years of experience in the infrastructure field, with practical insights and understandings of works and projects, company has achieved new milestone and greater heights with every passing year under the leadership of him. He is looking after overall business of the company and constantly reviews work

		progress, financial performance of the company. He is the driving force behind the company.
2	Past Remunerations	During the Financial Year 2025-26 Mr. Girishkumar O Raval was paid remuneration of Rs. 4800000/-.
3	Recognition or Awards	NA
4	Job Profile and Suitability	As mentioned in 1st Point
5	Remuneration proposed	Remuneration of maximum of Rs. 1,00,00,000/- (Rupees One Crore Only) per annum which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Girishkumar O Raval is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Managing Director, Mr. Girishkumar O Raval has no pecuniary relationship with the Company. Mr. Girishkumar O Raval is Husband of Mrs. Bhaminiben Raval, Non-Executive Director and father of Mr. Jaydeep Raval and Mr. Brijesh Raval. Also he is the Promoter of the Company

III. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 2025-26, the Company has shown excellent performance and triple digit growth in profits. Further, the Company is expected to earn profit for the current financial year, however the proposed revision in remuneration is exceeding the limit specified as per the law, hence the profit of the Company will be inadequate.
2	Steps taken or proposed to be taken for improvement	The Company has increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.
3	Expected increase in productivity and profits in measurable terms	The Company is making all the possible efforts and measures to increase the productivity and profits.

Mr. Girishkumar Ochchhavlal Raval is interested in the resolution set out at item No. 4 of the Notice. Mrs. Bhaminiben B Mehta , Mr. Brijesh Raval and Mr. Jaydeep Raval are relatives of Mr. Girishkumar Ochchhavlal Raval who may be deemed to be interested in the said resolution.

The Board recommends increasing in the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution, as mentioned in the Item No. 4 of Notice for your approval as a **Special Resolution.**

Item No. 5:

To Regularise The Appointment Of Mr Brijesh Girishbhai Raval(Din:-06974241) As Director Of The Company

Mr. Brijesh Girishbhai Raval (DIN:06974241) who was appointed as an Additional Executive Director of the Company under Section 161(1) of the Companies Act, 2013 , holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the Company. A brief profile of Mr. Brijesh Girishbhai Raval (DIN:06974241) as required to be given pursuant to the secretarial standards, has been annexed to this Notice. Mr. Brijesh Girishbhai Raval (DIN:06974241) is not a Director of any other public limited company in India.

He is son of Mr. Girishkumar O Ravak, MD of the Company. The Board of Directors considers it in the interest of the Company to Mr. Brijesh Girishbhai Raval (DIN:06974241).

Other than Mr. Girishkumar Raval, Mrs. Bhaminiben Mehta and Promoters none of the Director/KMP is/are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

To Regularise The Appointment Of Mr Jaydeep Girishbhai Raval(Din:-06974256) As Director Of The Company

Mr. Jaydeep Girishbhai Raval (DIN:06974256) who was appointed as an Additional Executive Director of the Company under Section 161(1) of the Companies Act, 2013 , holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the Company. A brief profile of Mr. Jaydeep Girishbhai Raval (DIN:06974256) as required to be given pursuant to the secretarial standards, has been annexed to this Notice. Mr. Jaydeep Girishbhai Raval (DIN:06974256) is not a Director of any other public limited company in India.

He is son of Mr. Girishkumar O Ravak, MD of the Company. The Board of Directors considers it in the interest of the Company to Mr. Brijesh Girishbhai Raval (DIN:06974241).

Other than Mr. Girishkumar Raval, Mrs. Bhaminiben Mehta and Promoters none of the Director/KMP is/are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board of Directors
For Rachana Infrastructure Limited

Place: Ahmedabad
Date: August 27, 2026

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

BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT/ REAPPOINTMENT AT ANNUAL GENERAL MEETING

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting are as follows.

Name of the Director	Mrs. Bhaminiben Mehta
DIN	01646822
Date of Birth	January 31,1962
Age	64 Years
Date of Initial Appointment	June 29, 2001
No. of shares held in the company	1531800 equity shares of Rs.10/- each
Directorship held in other companies	None
Membership/Chairmanships of Committee in other Public Companies	None
Relationship with other Directors/KMP(s)	Bhaminiben Mehta is wife of Girishkumar Raval, MD of the Company.
Brief Profile	Bhaminiben Mehta, aged 64 years is the Director of our company. She has been associated with our Company since incorporation and one of the Founder member of the Company. She has completed his B.Ed and M.A from Gujarat University and also hold M.Phil from The Global Open University from Nagaland. She worked as a Government Teacher in Higher Secondary School. She looks after Human Resources Policies of the Company And Ensure Good Governance followed by the Company in Letter And Spirit.

Name of the Director	Mr. Brijesh Girishkumar Raval
DIN	06974241
Date of Birth	February 14, 1989
Age	37 Years
Date of Initial Appointment	August 27, 2026
Date of Appointment on Current Position	August 27, 2026
No. of shares held in the company	1502000 equity shares of Rs.10/- each
Directorship held in other companies	DNM Overseas Pvt Ltd
Membership/Chairmanships of Committee in other Public Companies	None
Relationship with other Directors/KMP(s)	Bhaminiben Mehta is Mother and Girishkumar Raval, MD of the Company is Father of Mr. Brijesh
Brief Profile	Mr. Brijesh Raval, is a Promoter of Rachana Infrastructure Ltd., has been associated with the organization for almost 15 years. He holds a Bachelor's degree in Business Administration and a PGDM in International Business Management. Leveraging his strong administrative background, he serves in the

	company's upper management. Mr. Raval heads the tender department, actively identifying new project opportunities, preparing comprehensive bid and tender documentation, and conducting follow-ups through to final contract execution. Additionally, he plays a vital role in liaison and contract management, ensuring compliance with contractual obligations, overseeing general project execution, and managing the billing process for completed work.

Name of the Director	Mr. Jaydeep Raval
DIN	06974256
Date of Birth	August 10, 1990
Age	36 Years
Date of Initial Appointment	August 27, 2026
Date of Appointment on Current Position	August 27, 2026
No. of shares held in the company	1586760 equity shares of Rs.10/- each
Directorship held in other companies	DNM Overseas Pvt Ltd Bhamini Infrastructures Pvt Ltd.
Membership/Chairmanships of Committee in other Public Companies	None
Relationship with other Directors/KMP(s)	Bhaminiben Mehta is Mother and Girishkumar Raval, MD of the Company is Father of Mr. Brijesh
Brief Profile	Mr. Jaydeep Raval, is the Promoter of Rachana Infrastructure Limited and holds a degree in Civil Engineering and has been associated with the organisation for more than a decade. He oversees the company's technical operations and project execution, including troubleshooting and resolving complex engineering issues. Mr. Raval ensures that all work aligns with contractually required technical specifications and manages the estimation of work and material quantities. Additionally, he provides technical direction to guarantee timely project delivery and plays a key role in bill preparation and securing departmental approvals.

By Order of the Board of Directors
For Rachana Infrastructure Limited

Place: Ahmedabad
Date: August 27, 2026

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