Rachana
Infrastructure Ltd.

404, 405, 4th Floor, Angel Complex, Nr. Income Tax Rly. Crossing, Nr. Oasis Hotel, Navrangpura, Ahmedabad-380 009. • Phone : 079 - 26560327 • E-mail : rachanainfra404@gmail.com
Website : www.rachanainfra.com • CIN No. : U45203GJ2001PLC039725

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

Date: 02nd September, 2022

Scrip Code:- RILINFRA

Sub: Notice of 21st Annual General Meeting

Dear Sir/ Madam,

The Twenty First Annual General Meeting ("AGM") of the Company will be held on Monday, 26th September, 2022 at 02:00 p.m. IST through Video Conferencing/Other Audio Visual Means.

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

This is for your information and records.

Thanking you.
Yours faithfully,
For, Rachana Infrastructure Limited

Smit Shah
Company Secretary and
Compliance Officer

RACHANA INFRASTRUCTURE LTD. A'BAD

Encl.: As Above

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the **21ST (Twenty First) Annual General Meeting** of the Shareholders of **RACHANA INFRASTRUCTURE LIMITED** will be held on Monday, 26th September, 2022 at 02.00 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, 2022 and the reports of the Board of Directors and Auditors thereon;

2. To appoint Director in place of Mr. Ashokkumar Raval (DIN: 01646865) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of Cost Auditor's Remuneration FY 2022-23**
   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of M/s Dalwadi and Associates, Partnership Firm having FRN: 000338 appointed by the Board of Directors of the Company at the meeting of Board of Directors as the Cost Auditor to conduct audit of Cost Records maintained by the Company for the financial year 2022-23, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting be and is hereby approved and ratified."

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

4. **To Approve Related Party Transaction**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or

otherwise) with parties/entities falling within the definition of 'Related Party' under Section 2 (76) of the Act and Regulation 2 (1)(zb) of the SEBI Listing Regulations, in the course of

(a) purchase/sale/exchange/transfer/ lease of business, raw materials, man power, and/or equipments to meet its business objectives/requirements;
(b) transfer of any resources, services or obligations to meet its business objectives/ requirements

("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e. five financial years, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.'

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

By Order of the Board
For Rachana Infrastructure Limited

Regd. Office:
404, 4th Floor, Angel Complex,
Nr. Income Tax, Railway Crossing,
Nr. Oassis Hotel, Navrangpura,
Ahmedabad- 380009,
Gujarat,India
CIN: U45203GJ2001PLC039725

Sd/-
Girishkumar O. Raval
Chairman & Managing Director
DIN: 01646747
Place: Ahmedabad
Date: 01ST September, 2022

Notes:-

1. Considering the on-going Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular no. 02/2022 dated May 05, 2022 ("MCA Circular") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) ("the Circular"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circular, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Since AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM. However, in pursuance of Section 112 and Section 113 of the Act, 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.

3. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. Members of the Company who are Institutional Investors are encouraged to attend and vote at AGM through VC /OAVM. 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 / authorisation letter to the Company at rachanainfra404@gmail.com.

5. Members can join AGM through 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 for 1,000 Members on a first come first served basis. This will not include large Members (Members 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 AGM without any restriction.

6. Details of the Directors seeking appointment/re-appointment at the 21st AGM are provided in Annexure of this Notice.

7. 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.

8. 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.

9. 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.

10 In line with the MCA Circulars and the SEBI Circulars, the Notice of 21st 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.

11. 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, 20th September, 2022 till Monday, 26th September,2022 (both the days inclusive).

12. 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 upto the date of AGM (i.e.) 26th September, 2022. Members seeking to inspect such documents can send e-mail to rachanainfra404@gmail.com.

13. 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.

14. 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.

15. Instructions for e-Voting and joining the AGM are as follows:-

A. 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 Friday, 23rd September, 2022 (9:00 a.m. IST) and ends on Sunday,25th September, 2022 (5:00 p.m. IST). During this period, Members holding shares as on Monday, 19th September, 2022 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 23rd September, 2022 to 25th September, 2022 or e-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 through VC/OAVM 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 Individual Shareholders

THROUGH DEPOSITORIES	
Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL	1) **Members already registered for Easi/Easiest facility may follow the below steps:** a. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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. 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 to cast your vote. 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://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.
Individual Shareholders holding securities in demat mode with NSDL	1) **Members already registered for IDeAS facility may follow the below steps:** i. Visit the following URL: https://eservices.nsdl.com ii. On the home page, click on the "Beneficial Owner" icon under the 'IDeAS' section. iii. On the new screen, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under e-voting services. iv. 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. 2) **Members who have not registered for IDeAS 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 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.

THROUGH DEPOSITORY PARTICIPANT(S)
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.

viii **Voting Process For Non-individual 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: - 220901072 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; rachanainfra404@gmail.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, 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 on 022-23058542/43.

Contact Details:-

Company Rachana Infrastructure Limited
404, 405, 4th Floor, Angel Complex,
Nr. Income Tax Railway Crossing,
Nr. Oassis Hotel, Navrangpura,
Ahmedabad Gujarat 380009 India
Ph:-07926560327, e-mail:- rachanainfra404@gmail.com Website:- rachanainfra.com

RTA Bigshare Services Private Limited
A-802 Samudra Complex,
Off CG Road, Near Girish Cold Drinks,
Navrangpura, Ahmedabad – 380009
Email:- bssahd@bigshareonline.com Phone:-079-40024135 Website: www.bigshareonline.com

ANNEXTURE TO THE NOTICE OF AGM
DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	ASHOKKUMAR RAVAL
Directors Identification Number [DIN]	01646865
Date of Birth and Age	04/08/1961(61 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. Girish O Raval

By Order of the Board of Directors
For Rachana Infrastructure Limited

Place: Ahmedabad
Date: 01st September, 2022

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

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

Item No. 3

The Board at its meeting held on 01st September, 2022 on the recommendation of Audit Committee, has appointed M/s Dalwadi and Associates, Partnership Firm having FRN: 000338, Cost Accountant, Ahmedabad as the Cost Auditor to conduct the audit of cost records of the Company for the financial year 2022-23 on a remuneration of ₹ 60,000/- (Rupees Sixty Thousand) (excluding Taxes) plus reimbursement of out-of-pocket expanses and conveyance.

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

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

Item No. 4

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of Rs. 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 1, 2022.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee. Further, the transactions that require testing of arm's length pricing are certified by our Statutory Auditors for at arm's length.

The details of transactions that require approval are given below

1. Promoter

Sr No.	Description	Particulars	
1	Name of Related Party	Mr. Girish Raval	
2	Nature of Relationship	Promoter which are covered under Section 2(69)(a) of Companies Act, 2013 and Managing Director of the Company.	
3	Type and Particulars of the proposed transaction	a)	Loan Taken
		b)	Loan Repaid
		c)	Interest Paid
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Mr. Girish Raval** is subject to a maximum of Rs. 50 Crores per annum through contracts/arrangements which are entered for duration of up to Five years.	
5	Tenure of the transaction	Contracts/arrangements with a duration up to 5 years	
6	Value of the proposed transaction	Rs. 50 Crores per annum	
7	Benefits of the proposed transaction	As **Mr. Girish Raval** is a Managing Director of the Company it would help the Company to get new projects. The Company would get an administrative support also which would make the transactions between the 2 Parties and Outsiders too.	
8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	Mr. Girish Raval is itself a covered under the promoters which make it a related party.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

2. Promoter

Sr No.	Description	Particulars	
1	Name of Related Party	Mrs. Bhaminiben Mehta	
2	Nature of Relationship	Promoter which are covered under Section 2(69)(a) of Companies Act, 2013 and Managing Director of the Company.	
3	Type and Particulars of the proposed transaction	a)	Loan Taken
		b)	Loan Repaid
		c)	Interest Paid
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Mrs. Bhaminiben Mehta** is subject to a maximum of Rs. 50 Crores per annum through contracts/arrangements which are entered for duration of up to Five years.	
5	Tenure of the transaction	Contracts/arrangements with a duration up to 5 years	
6	Value of the proposed transaction	Rs. 50 Crores per annum	
7	Benefits of the proposed transaction	As **Mrs. Bhaminiben Mehta** is a Director of the Company it would help the Company an administrative support which would make the transactions between the 2 Parties and Outsiders too.	
8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	Mrs. Bhaminiben Mehta is itself a covered under the promoters which make it a related party.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

3. Promoter

Sr No.	Description	Particulars
1	Name of Related Party	Mr. Ashok Raval

2	Nature of Relationship	Relative of Promoter which are covered under Section 2(69)(a) of Companies Act, 2013 and Managing Director of the Company. Mr. Ashok Raval is Brother of Mr. Girish Raval.	
3	Type and Particulars of the proposed transaction	a)	Interest Paid
		b)	Loan Repaid
		c)	Loan Taken
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Mr. Ashok Raval** is subject to a maximum of Rs. 50 Crores per annum through contracts/arrangements which are entered for duration of up to Five years.	
5	Tenure of the transaction	Contracts/arrangements with a duration up to 5 years	
6	Value of the proposed transaction	Rs. 50 Crores per annum	
7	Benefits of the proposed transaction	As **Mr. Ashok Raval** is a Director of the Company it would help in an administrative support also which would make the transactions between the 2 Parties and Outsiders too.	
8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	Mr. Ashok raval is itself a covered under the relative of promoters which make it a related party.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds :- NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

4. Promoter Group

Sr No.	Description	Particulars
1	Name of Related Party	Mr. Jaydeep Raval
2	Nature of Relationship	Relative of Promoter which are covered under Section 2(69)(a) of Companies Act, 2013 and Managing Director of the Company.

3	Type and Particulars of the proposed transaction	a)	Remuneration Paid
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Mr. Jaydeep Raval** is subject to a maximum of Rs. 1 Crore per annum through contracts/arrangements which are entered for duration of up to Five years.	
5	Tenure of the transaction	Contracts/arrangements with a duration up to 5 years	
6	Value of the proposed transaction	Rs. 1 Crore per annum	
7	Benefits of the proposed transaction	As **Mr. Jaydeep Raval** is a Project Manager of the Company it would help to get projects and also which would make the transactions between the 2 Parties and Outsiders too.	
8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	**Mr. Jaydeep Raval** is son of Mr. Girish Raval and Mrs. Bhamini Mehta.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

5. Promoter Group

Sr No.	**Description**	**Particulars**	
1	Name of Related Party	Mrs. Ishita Raval	
2	Nature of Relationship	Relative of Promoter which are covered under Section 2(69)(a) of Companies Act, 2013 and Managing Director of the Company.	
3	Type and Particulars of the proposed transaction	a)	Remuneration Paid
4	Nature, duration/tenure, material terms, monetary value and particulars of	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Mrs. Ishita Raval** is subject to a maximum of Rs. 1 Crore per annum through	

	contract/arrangement	contracts/arrangements which are entered for duration of up to Five years.	
5	Tenure of the transaction	Contracts/arrangements with a duration up to 5 years	
6	Value of the proposed transaction	Rs. 1 Crore per annum	
7	Benefits of the proposed transaction	As **Mrs. Ishita Raval** is a Chief Financial Officer of the Company it would help managing finance and day to day administration of cash flow and also which would make the transactions between the 2 Parties and Outsiders too.	
8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	**Mrs. Ishita Raval** is Daughter in law of Mr. Girish Raval and Mrs. Bhamini Mehta and wife of Mr. Brijesh Raval.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

6. Promoter Group

Sr No.	**Description**	**Particulars**	
1	Name of Related Party	Mrs. Devanshi Dave	
2	Nature of Relationship	Relative of Promoter which are covered under Section 2(69)(a) of Companies Act, 2013 and Managing Director of the Company.	
3	Type and Particulars of the proposed transaction	a)	Remuneration Paid
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Mrs. Devanshi Dave** is subject to a maximum of Rs. 1 Crores per annum through contracts/arrangements which are entered for duration of up to Five years.	
5	Tenure of the transaction	Contracts/arrangements with a duration up to 5 years	

6	Value of the proposed transaction	Rs. 1 Crores per annum	
7	Benefits of the proposed transaction	As **Mrs. Devanshi Dave** is a Procurement Manager of the Company it would help Purchase of Plants and Machinery which would make the transactions between the 2 Parties and Outsiders too.	
8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	**Mrs. Devanshi Dave** is Daughter in law of Mr. Girish Raval and Mrs. Bhamini Mehta and wife of Mr. Jaydeep Raval.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

7. Promoter Group

Sr No.	**Description**	**Particulars**	
1	Name of Related Party	Mr. Brijesh Raval	
2	Nature of Relationship	Relative of Promoter which are covered under Section 2(69)(a) of Companies Act, 2013 and Managing Director of the Company.	
3	Type and Particulars of the proposed transaction	a)	Remuneration Paid
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Mr. Brijesh Raval** is subject to a maximum of Rs. 1 Crore per annum through contracts/arrangements which are entered for duration of up to Five years.	
5	Tenure of the transaction	Contracts/arrangements with a duration up to 5 years	
6	Value of the proposed transaction	Rs. 1 Crore per annum	
7	Benefits of the proposed transaction	As **Mr. Brijesh Raval** is a Project Manager of the Company it would help to get projects and also which would make the transactions between the 2 Parties and Outsiders too.	

8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	**Mr. Brijesh Raval** is son of Mr. Girish Raval and Mrs. Bhamini Mehta.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

8. Promoter Group Company

Sr No.	Description	Particulars
1	Name of Related Party	Bhamini Infrastructure Private Limited
2	Nature of Relationship	Promoter group Company and here promoter which are covered under Section 2(69)(a) of Companies Act, 2013
3	Type and Particulars of the proposed transaction	a) Hiring Charges Paid b) Sale of Goods, c) Interest Received d) Acceptance of Deposit. e) Repayment of Deposit f) Any transfer of resources, services or obligations to meet its objectives/requirements
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Bhamini Infrastructure Private Limited** is subject to a maximum of Rs. 100 Crores per annum through contracts/arrangements which are entered for duration of up to Five years.
5	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years
6	Value of the proposed transaction	Rs. 100 Crores per annum
7	Benefits of the proposed	As Bhamini Infrastructures Private Limited is a Sister Concern of the Company it would help the Company to get new projects. The

	transaction		Company would get an administrative support also which would make the transactions between the 2 Companies and Outsiders too.
8	Details of the valuation report or external party report (if any) enclosed with the Notice		All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
9	Name of the Director or Key Managerial Personnel, who is related		Bhamini Infrastructures Private Limited is itself a covered under the promoter Group Company which make it a related party and in addition to the above Mrs. Ishita Prakashkumar Raval, CFO of Rachana Infrastructure Limited is a Director of Bhamini Infrastructures Private Limited. Hence it is an Enterprise over which KMP and/or his relative is able to exercise significant influence.
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

9. Promoter Group Trust

Sr No.	Description	Particulars
1	Name of Related Party	Om Education Trust
2	Nature of Relationship	Promoter Group Entity and here promoter which are covered under Section 2(69)(a) of Companies Act, 2013
3	Type and Particulars of the proposed transaction	a) Interest Paid b) Rent Income, c) Acceptance of Deposit e) Repayment of Deposit f) Any transfer of resources, services or obligations to meet its objectives/requirements
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with **Om Education Trust** is subject to a maximum of Rs. 100 Crores per annum through contracts/arrangements which are entered for duration of up to Five years.
5	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years

6	Value of the proposed transaction	Rs. 100 Crores per annum	
7	Benefits of the proposed transaction	As Om Education Trust is a Sister Concern of the Company. Company running this entity for the social good and for providing support to the education activity. The Trust would get an administrative support also which would make the transactions between the 2 Entities and Outsiders too.	
8	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.	
9	Name of the Director or Key Managerial Personnel, who is related	Om Education Trust is itself a covered under the promoter Group Trust which make it a related party and in addition to the above Mr. Girish Raval, Mrs. Bhaminiben Mehta, Mr. Ashok Raval Directors of Rachana Infrastructure Limited is a Trustees of Om Education Trust. Hence it is an Enterprise over which KMP and/or his relative is able to exercise significant influence.	
10	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	A	Source of funds: - NA
		B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness: - NA
		C	Terms of the loan, inter-corporate deposits, advances or investment made or given: - NA

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, is concerned or interested, in the resolution

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

The Board, therefore, recommends resolutions set out under business item no. 4 for approval of the shareholders by way of Special Resolutions

By Order of the Board of Directors
For Rachana Infrastructure Limited

Place: Ahmedabad
Date: 01st September, 2022

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