

RATNADHAR INFRA LIMITED

(Formerly Known as Ratnadhar Infra Private Limited)

CIN: U45400AP2013PLC090622

e mail id: ratnadharinfra@gmail.com

Registered office: DOOR NO. 31-60-5/1/2, VUDA PHASE VI, Duvvada, Visakhapatnam, Andhra Pradesh, India, 530046.

Contact No : 93476 67799

NOTICE OF ANNUAL GENERAL MEETING AT SHORTER NOTICE

Ratnadhar infra Limited,
(Formerly known as Ratnadhar infra Private Limited)
Door No. 31-60-5/1/2, Vuda Phase VI, Duvvada, Visakhapatnam, Visakhapatnam, Andhra Pradesh, India, 530046.

Date: 26-09-2025

Shorter notice is hereby given that an Annual General Meeting of the members of Ratnadhar infra Limited Will Be Held At Door No. 31-60-5/1/2, Vuda Phase VI, Duvvada, Visakhapatnam, Visakhapatnam, Andhra Pradesh, India, 530046. on Monday, the 29th Day of September at 11:00 AM, to transact the following business at shorter notice, with the consent of members pursuant to Section 101(1) of the Companies Act, 2013:

ORDINARY BUSINESS:

ITEM NO. [1]: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE CORPORATION FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND REPORTS OF DIRECTORS AND AUDITORS THEREON.

To Pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the company including the Balance Sheet as at March 31, 2025, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year ended on March 31, 2025 along with accompanying notes referred to therein, Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

ITEM NO. [2]: TO APPOINT A DIRECTOR IN PLACE OF MRS. HARITHARATNA KOPANATHI (DIN: 06679659), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT:

“RESOLVED THAT Mrs. Haritharatna Kopanathi (DIN: 06679659), who retires by rotation at this Annual General Meeting, and being eligible offers herself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

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ITEM NO.[3]: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. DUBA AND CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 009729S), AS THE STATUTORY AUDITORS OF THE COMPANY:

To pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), and based on the recommendation of the Board of Directors, the members of the Company do hereby appoint M/s. **Duba and Co., Chartered Accountants (Firm Registration No. 009729S)** as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the **17th Annual General Meeting** of the Company to be held in the calendar year 2030, at such remuneration plus applicable taxes and reimbursement of out-of-pocket, travelling and living expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

ITEM NO. [4]: APPOINTMENT OF MR. SURESH MARPU AS INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Marpu (DIN: 09242135), who was recommended by the Board for appointment as an Independent Director of the Company in their meeting held on Friday, the 26th September, 2025 be and is hereby appointed as an Independent Director with the consent of members, to hold office for a term of consecutive Five (5) years from the date of this Annual General Meeting i.e. up to 2030.

RESOLVED FURTHER THAT Any Director of the Board of the Company, be and are hereby jointly or severally authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

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ITEM NO. [5]: APPOINTMENT OF MRS. SWATI SINGHI AS INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Swati Singhi (Registration No: IDDB-PA-202404-053774), who was recommended by the Board for appointment as an Independent Director of the Company in their meeting held on Friday, the 26th September, 2025 be and is hereby appointed as an Independent Director with the consent of members, to hold office for a term of consecutive Five (5) years from the date of this Annual General Meeting i.e. up to 2030.

RESOLVED FURTHER THAT Any director of the Board of the Company, be and are hereby jointly or severally authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds

ITEM NO. [6]: CHANGE IN DESIGNATION OF MRS. HARITHARATNA KOPANATHI (DIN: 06679659) AS FROM NON-EXECUTIVE DIRECTOR TO WHOLE-TIME DIRECTOR OF THE COMPANY AND APPROVAL OF THE PAYMENT OF REMUNERATION:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for the change in designation of Mrs. Haritharatna Kopanathi (DIN: 06679659) from Non-Executive Director to Whole-Time Director of the Company, liable to retire by rotation, on such remuneration, perquisites and benefits as set out in the Explanatory Statement annexed to the Notice."

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration and perquisites be paid to Mrs. Haritharatna Kopanathi as the minimum remuneration, subject to necessary approvals.

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RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

ITEM NO. [7]: CHANGE IN DESIGNATION OF MR. SASIDHAR KOPANATHI (DIN: 06679666) AS FROM NON-EXECUTIVE DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF THE PAYMENT OF REMUNERATION:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded for the change in designation of Mr. Sasidhar Kopanathi (DIN: 06679666) from Non-Executive Director to Managing Director of the Company, not liable to retire by rotation, for a period of five (5) years with effect from the date of this meeting, on such remuneration, perquisites and benefits as set out in the Explanatory Statement annexed to the Notice."

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration and perquisites be paid to Mr. Sasidhar Kopanathi as the minimum remuneration, subject to necessary approvals.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

ITEM NO. [8]: TO APPROVE THE INCREASE IN THE LIMIT OF THE BORROWINGS POWER 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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to

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as the "Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, any sum or sums of money which together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed ₹100,00,00,000 (Rupees One Hundred Crores only).

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

ITEM NO. [9]: TO GIVE AUTHORITY TO THE BOARD TO SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY OR WHERE THE COMPANY OWNS MORE THAN ONE UNDERTAKING, OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF SUCH UNDERTAKINGS UNDER SECTION 180(1) (a) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members, be and is hereby accorded for creation of Charge /hypothecation/security charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at mortgage/pledge in addition to existing such time and on such terms as the Board of Directors may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in Favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes / bonds or other debt instruments). issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) i.e. Rs.100,00,00,000 (Rupees One Hundred Crores Only) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on

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prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s)/Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings/debentures/securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s)/State Government(s)/Agency(ies), etc.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and incidental for giving effect to this resolution.”

ITEM NO. [10]. TO APPROVE THE INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 13 and section 61(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, the Authorized Share Capital of the company be and is hereby increased from Rs. 1,00,000 (Rupees One Lakh Only) divided into 10,000 (Ten Thousand Only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs.10/-(Rupees Ten only) each.

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following clause V substituted”:

V. “The Authorised Share Capital of the Company is Rs. 1,00,000 (Rupees One Lakh Only) divided into 10,000 (Ten Thousand Only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase, modify and reduce the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined under the provisions of the Act.”

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RESOLVED FURTHER THAT pursuant to the provisions of section 14(1) of the Companies Act, 2013 the existing Article 3(d) of the Articles of Association of the company be and is hereby deleted and, in its place, the following Article be substituted there for:

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby jointly or severally authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

NOTES:

1. This meeting is being convened at shorter notice with the consent of members holding at least 95% of the voting rights pursuant to Section 101(1) of the Companies Act, 2013.
2. A member entitled to attend, and vote is entitled to appoint a proxy. Proxy form is annexed and must be deposited at the registered office not less than 48 hours before the meeting.
3. Relevant documents referred to in the resolutions are open for inspection at the registered office of the Company during business hours.
4. The Explanatory statement pursuant to section 102 of the companies act 2013 in respect of special businesses is annexed hereto.
5. Route-map to the venue of the Meeting is not provided as the venue of the Meeting is at the registered office of the Company which is generally known to its members.
6. AGM will be convened through Physical mode at the registered office of the Company in compliance with applicable provisions of the Companies Act, 2013.

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

Item No. [4] :

The Board recommended for the appointment of Mr. Suresh Marpu (DIN: 09242135) as Independent Directors in their meeting held on Friday, the 26th day of September, 2025 to hold office for a term of Five (5) consecutive years from the date of this Annual General Meeting i.e up to 2030, for the approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive board. The appointment of Mr. Suresh Marpu have been made by the Board to address the long term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Board. Mr. Suresh Marpu fulfils the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations 2015 ("Listing Regulations") for appointment as Independent Directors of the Company and are independent of management of the Company. Brief profiles of Mr. Suresh Marpu is as follows:

Name	Mr. Suresh Marpu
Directors Identification Number	09242135
Date of birth (age)	21/08/1989
Qualification	Company Secretary
Experience (including expertise in specific functional areas) / brief resume	CS Suresh Marpu, FCS, FCMA, CA (Finalist) is a Practising Company Secretary with over 15 years of multi-disciplinary professional experience in Corporate Law, Finance, Cost Management, Accounting, Taxation, and Corporate Governance. He is also a certified Independent Director (IICA) and has held several Independent Director / Director positions across reputed organizations, including Chhattisgarh Steel & Power Ltd., Srinivasa Ferro Alloys Ltd., Dolphin Finance & Investment Co. Ltd.,

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	<p>Gaudium IVF & Women Health Ltd., and VSUM & Associates LLP.</p> <p>He has also been associated with prestigious institutions such as Andhra Pradesh Metro Rail Corporation Ltd., Andhra Pradesh MedTech Zone Ltd., Lotus Wireless Technologies, Waltair Club, Alwar Das Group of Educational Institutions, SSNR Projects Ltd., as well as several MSMEs, Startups, and Foreign Subsidiaries.</p> <p>He has served as Chairman of the Visakhapatnam Chapter of ICSI (2020–21), where he was instrumental in signing MoUs with Andhra University, Damodaram Sanjeevayya National Law University, and Adikavi Nannayya University. He has also worked with Government of India and Government of Andhra Pradesh on projects of national importance, playing a significant role in establishing Societies, Section 8 Companies, and securing Central Government funds under various schemes.</p> <p>Key Expertise Across Functional Areas:</p> <p>Finance & Cost Management: Budgeting, forecasting, variance analysis, profitability reports, cost centre accounting, cash flow projections, fund planning, mergers & acquisitions analytics, project financing, and audits.</p> <p>Secretarial & Corporate Governance:</p>
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	<p>Conducting Board/AGM meetings, maintaining statutory records, corporate compliance under the Companies Act, drafting/vetting contracts, due diligence, legal risk management, insider trading & corporate governance advisory.</p> <p>Taxation: Extensive knowledge of Indirect Taxes (GST, VAT, Service Tax, Excise, CST), tax planning, compliance, advisory, litigation support, and coordination with tax consultants.</p> <p>Strategic Consulting: Advisory to startups, MSMEs, and corporates on business structuring, valuations, compliance, and financial growth strategies. Currently pursuing the Registered Valuer course under IBBI to strengthen expertise in entity valuations.</p> <p>Public & Institutional Engagement: Active thought leader in professional education, mentoring students, guiding institutions, and contributing to policy awareness in corporate law and finance.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Corporate Governance & Compliance Oversight: Ensuring adherence to Companies Act, SEBI, and governance best practices. As Fellow Company Secretary & Practising CS, he has managed secretarial functions for corporates, conducted Board/AGM meetings, handled due diligence, contract management, litigation, and

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	<p>governance advisory.</p> <p>Financial Acumen: Ability to interpret financial statements, oversee budgeting, forecasting, and financial controls. As a Fellow Cost & Management Accountant (FCMA) and Chartered Accountant (Finalist), he has expertise in cost management, budgeting, financial planning, variance analysis, audits, and profitability reporting.</p> <p>Strategic Leadership & Advisory: Guiding business transformation, restructuring, and long-term growth. Has advised over 100 institutions, structured societies and Section 8 companies, secured government funds, and provided consultancy to startups, MSMEs, and foreign subsidiaries.</p> <p>Risk Management: Identifying risks related to compliance, finance, taxation, and projects. Experience in taxation litigation, risk assessment in projects, internal controls, and mitigation strategies; also contributed to M&A analytics and legal risk management.</p> <p>Stakeholder Engagement: Balancing interests of management, shareholders, and regulators. As Past Chairman of ICSI-Vizag Chapter, he engaged with universities, regulators, and government departments; also experienced in institutional collaboration and MoUs.</p>
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	<p>Diversity & Inclusivity: Independent Directors are expected to bring heterogeneity and wider perspectives. As a multi-qualified professional (CS, CMA, CA-Finalist, ID from IICA) with exposure to legal, financial, taxation, and governance domains, he provides a well-rounded perspective to Board decision-making.</p> <p>Educational & Mentoring Contribution: Adding value beyond compliance by building talent. He has been actively teaching and mentoring students, guiding aspirants in CA, CS, and CMA, thus contributing to professional education and leadership development.</p>
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They have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, they are neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and have successfully registered themselves in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing candidatures of Mr. Suresh Marpu to be appointed as Independent Directors as per the provisions of the Act. In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Mr. Suresh Marpu be appointed as Independent Directors for a term of Five (5) consecutive years from the date of this Annual General Meeting i.e up to 2030.

The Board of the Directors firmly believes that Mr. Suresh Marpu bring immense value on account of their stature, professional competence and diversified experience, and accordingly,

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recommends, their appointment, as Independent Directors of the Company for a term of Five (5) consecutive years from the date of this Annual General Meeting i.e up to 2030. The terms and conditions and sitting fees payable to Mr. Suresh Marpu, Independent Director for board and committee meetings, which may be amended from time to time as may be decided by the Board/Nomination and Remuneration Committee. Mr. Suresh Marpu is interested in the aforesaid resolution. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the resolutions for your approval as special resolution.

Item No. [5] :

The Board recommended for the appointment of Mrs. Swati Singhi as Independent Directors in their meeting held on Friday, the 26th day of September, 2025 to hold office for a term of Five (5) consecutive years from the date of this Annual General Meeting i.e up to 2030, for the approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive board. The appointment of Mrs. Swati Singhi have been made by the Board to address the long term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Board, Mrs. Swati Singhi fulfils the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations 2015 ("Listing Regulations") for appointment as Independent Directors of the Company and are independent of management of the Company. Brief profiles of Mrs. Swati Singhi is as follows:

Name	Mrs. Swati Singhi
Directors Identification Number	-
Date of birth (age)	19/05/1986
Qualification	Company Secretary
Experience (including expertise in specific functional areas) / brief resume	CS Swati Singhi is a qualified Company Secretary with over 12 years of professional experience (including 10 years in Corporates and PCS Firms) in the areas of

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	<p>Secretarial, Legal, Finance, and Corporate Governance functions. She is presently working as Compliance Manager at Vijaynagar Biotech Pvt. Ltd. and has previously served as Company Secretary & Compliance Officer at Sri Vijaya Visakha Milk Producers Company Ltd. (2019–2021). Earlier, she worked as Assistant Company Secretary at P.N. Rao & Co. and Prerana Anchalia & Associates, after completing her Articleship with A.C. Maroti & Associates.</p> <p>Her professional expertise spans across:</p> <p>Corporate & Legal Functions – Companies Act, 2013, SEBI regulations, Listing Agreement, Corporate Governance, Takeover Code, Insider Trading Regulations, Mergers, Corporate Restructuring, Risk Assessment & Mitigation, Litigation (civil & criminal), Contract Vetting & Drafting, Agreements, IPR, CSR, ESG, Investor Relations, and Dispute Resolution.</p> <p>Finance & Strategic Management – Fund Raising, Credit Rating, Strategic Decision-Making, Insurance, Financial Processes & Reporting, Revenue Modelling, Internal Control Systems, Statutory/Internal Audits, and Business Risk Reviews.</p> <p>Stakeholder & Board Engagement – Investor Relations (including Institutional Investors & Analysts), Stakeholder Grievance Redressal, Public Relations, and</p>
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	<p>Policy Implementation.</p> <p>Governance & Compliance Leadership – Active engagement in Board and Committee deliberations, policy drafting, regulatory updates, advising management on governance practices, and safeguarding stakeholder interests.</p> <p>She is recognized as a Subject Matter Expert in corporate laws and compliance and has constructively contributed to thought leadership and implementation of laws from a business-friendly perspective.</p>
<p>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</p>	<p>Corporate Governance & Compliance: Independent Directors must ensure compliance with statutory requirements, ethical governance, and best boardroom practices. . CS Swati Singhi has 12+ years of expertise in corporate and legal compliance, subject matter knowledge of Companies Act, 2013, SEBI Regulations, Listing Agreement, Corporate Governance, and related laws, ensuring full alignment with governance requirements.</p> <p>Strategic Leadership: Ability to guide organizations through complex decisions, mergers, and restructuring. She has led strategic decision-making, restructuring, mergers, fund raising, risk assessments, and revenue modelling, thereby demonstrating strong strategic oversight.</p> <p>Financial Acumen: Understanding of</p>

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CIN: U45400AP2013PLC090622

e mail id: ratnadharinfra@gmail.com

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	<p>financial processes, budgets, forecasts, and risk management. She has hands-on experience in financial reporting, audits, insurance, credit rating, and fund raising, enabling her to contribute meaningfully to financial and risk-related discussions.</p> <p>Risk Management: Identifying, mitigating, and overseeing risks affecting the organization. Her career reflects a deep focus on risk assessment, internal controls, fraud prevention, and mitigation strategies across corporate functions.</p> <p>Stakeholder & Board Engagement: Ability to balance interests of management, investors, regulators, and other stakeholders. She has extensive exposure to stakeholder grievance redressal, institutional investor relations, public relations, and board-level policy contributions, ensuring balanced representation of interests.</p> <p>Conflict Resolution & Decision Making: Independent Directors must moderate conflicts in the best interests of the company. She has effectively acted as a moderator and arbitrator in conflicts, ensuring holistic solutions while safeguarding stakeholder and company interests.</p> <p>Diversity & Inclusivity: Independent Directors should bring diverse perspectives. Being a woman professional with inclusive leadership style, she brings heterogeneity to the Board, encouraging consensus and</p>
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	business-friendly decision making.
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They have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, they are neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and have successfully registered themselves in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing candidatures Mrs. Swati Singhi to be appointed as Independent Directors as per the provisions of the Act. In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Mrs. Swati Singhi be appointed as Independent Directors for a term of Five (5) consecutive years from the date of this Annual General Meeting i.e up to 2030.

The Board of the Directors firmly believes that Mrs. Swati Singhi bring immense value on account of their stature, professional competence and diversified experience, and accordingly, recommends, their appointment, as Independent Directors of the Company for a term of Five (5) consecutive years from the date of this Annual General Meeting i.e up to 2030.

The terms and conditions and sitting fees payable to Mrs. Swati Singhi, Independent Director for board and committee meetings, which may be amended from time to time as may be decided by the Board/Nomination and Remuneration Committee. Mrs. Swati Singhi is interested in the aforesaid resolution. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the resolutions for your approval as special resolution.

ITEM NO. 6

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Change in Designation of Mrs. Haritharatna Kopanathi (DIN: 06679659) from Non-Executive Director to Whole-Time Director and Approval of Remuneration

The Board of Directors, after considering the requirements of the business and the valuable contribution made by Mrs. Haritharatna Kopanathi, has proposed to re-designate her as **Whole-Time Director of the Company**, liable to retire by rotation.

Pursuant to Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the approval of members is required for her appointment as Whole-Time Director along with the payment of remuneration.

The Board recommends the resolution set out in Item No. 5 of the Notice for approval of the members as a **Ordinary Resolution**.

Except Mrs. Haritharatna Kopanathi and her relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are interested in this resolution.

ITEM NO. 7

Change in Designation of Mr. Sasidhar Kopanathi (DIN: 06679666) from Non-Executive Director to Managing Director and Approval of Remuneration

Considering the experience and active involvement of Mr. Sasidhar Kopanathi in the management and growth of the Company, the Board of Directors has proposed to re-designate him as **Managing Director** of the Company, not liable to retire by rotation, for a period of five (5) years.

In terms of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013, such appointment requires the approval of members by way of Special Resolution.

The Board recommends the resolution set out in Item No. 6 of the Notice for approval of the members as a **Ordinary Resolution**.

Except Mr. Sasidhar Kopanathi and his relatives, none of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested in this resolution.

ITEM NO. 8

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Approval for Increase in Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company requires the approval of members by way of Special Resolution to borrow money in excess of the aggregate of its paid-up share capital, free reserves and securities premium.

To support the future growth plans, expansion and working capital requirements of the Company, the Board proposes to increase the borrowing limit of the Company up to **₹100,00,00,000 (Rupees One Hundred Crores only)**.

The Board recommends the resolution set out in Item No. 7 of the Notice for approval of the members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this resolution.

ITEM NO. 9

Authority to the Board to Sell, Lease or Otherwise Dispose of Whole or Substantially the Whole of the Undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall not, without the consent of members by way of Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

In order to facilitate future business opportunities, restructuring, divestment or such other transactions as may be required in the best interest of the Company, the Board seeks authority of the members to sell, lease or otherwise dispose of whole or substantially the whole of the undertaking(s) of the Company.

The Board recommends the resolution set out in Item No. 8 of the Notice for approval of the members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this resolution.

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Item No. 10

Increase of Authorised Share Capital of the Company.

MATERIAL FACTS:

All the Members are aware that the Company is expanding its activities for which it was required to increase capital of the company at present existing capital of the company is not sufficient to meet ultimate needs of the company.

Present Capital Structure of the Company is as follows:

- | | | |
|----|--------------------------------------|----------------|
| a) | Present Authorised Share Capital | : Rs. 1,00,000 |
| b) | Issued, Subscribed & Paid-up Capital | : Rs. 1,00,000 |

This is to inform all the shareholders that the Company intends to increase its Capital Base to meet the capital requirements of the company to render the company prepared for Expansion activities. The Present Authorised Capital of the Company is Rs. 1,00,000 and the same need to be increased to Rs. 10,00,00,000 in order to raise further capital from prospective investors. Hence the Board feels it expedient to increase the Authorized Capital of the Company.

In accordance with the provisions of section 61 of the Companies Act, 2013, the Authorised Capital of the company may be increased by passing necessary resolutions in the general meeting of the company. Hence, the Board of Directors recommends the resolution set out at Item No.9 of the notice to be passed as Ordinary Resolution in the best interests of the company and its shareholders.

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Contact No : 93476 67799

By Order of the Board

For and on behalf of RATNADHAR INFRA LIMITED


SASIDHAR KOPANATHI ,
Director
06679666


PADMAJA KOPANATI
Director
11221978

Date: 26-09-2025

Place: Visakhapatnam