



RE SUSTAINABILITY LIMITED

CIN: U74140TG1994PLC018833
Registered Office: Level 11B, Aurobindo Galaxy,
Knowledge City, Hitech City Road, Hyderabad, Telangana- 500081
Tel. +91-40-23015000 E-mail: - cs.reel@resustainability.com

Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that an Extra-Ordinary General Meeting (01/2026-27) of the members of Re Sustainability Limited ("the Company") will be held on Wednesday, 29 July 2026 at 05:30 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013") read with Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025 to transact the following special business:

SPECIAL BUSINESS:

1. **To approve the change in designation of Mr. M. Gautham Reddy as Vice Chairman (Non-Executive Director) of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of the Board of the Company at its meeting held on 9th June 2026, the consent of the Members of the Company be and is hereby accorded for the change in designation of Mr. M. Goutham Reddy from Executive Vice Chairman to the Vice Chairman (Non-Executive Director) of the Company for a period of 3 (Three) years with effect from the date of passing this resolution at a remuneration of (i) Sitting Fees of INR 1,00,000 per Board & Committee Meeting, (ii) Profit related Commission as may be reviewed and approved by the Nomination Remuneration Committee, Board and Shareholders of the Company; and (iii) Existing perquisites and benefits including car, driver and other approved benefits like club membership, and such other terms and conditions as may be determined by the Board and as set out in the appointment letter to be executed between the Company and Mr. M. Goutham Reddy;

RESOLVED FURTHER THAT the Managing Director, Chief Executive Officer, Chief Financial Officer, the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including execution of the appointment letter and any other documents as may be required."

2. **To approve the change in the terms of ESOPs regarding the exercise period:**

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

“RESOLVED THAT, pursuant to Section 62(1)(b) of the Companies Act, 2013 (**“Act”**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules made thereunder, for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, in accordance with the articles of association, and 2019 Share Option Plan for Key Employees of Re Sustainability Limited (formerly known as Ramky Enviro Engineers Limited) and its Subsidiaries (**“Plan-I”**) adopted by the Company, as amended from time to time, as approved by the Board in its meeting held on 9th June, 2026, consent of the Members be and is hereby accorded to an increase in the exercise period of employee stock options under Plan-I, in the event of termination of a Participant’s employment without Cause (except due to death or Disability); or (b) Participant’s voluntary resignation for Good Reason, from 5 (five) years from the date of cessation to 6 (six) years from the date of cessation of employment;

RESOLVED FURTHER THAT, the above-mentioned amendment shall come into effect from the date of passing this resolution and shall be applicable to only such participants holding vested ESOPs under the Plan – I as identified and approved by the Board of the Company.

RESOLVED FURTHER THAT the Managing Director & CEO, and the Company Secretary be and are hereby severally authorized to effect the above-mentioned resolutions and to do all such acts, deeds, matters and things as may be necessary or desirable, including but not limited to amendment of the individual Share Option Agreements executed in writing by the Company with the participants, to give effect to these resolutions”

For and on behalf of the Board
Re Sustainability Limited



Govind Singh

Company Secretary

Membership No: F12380

Date: 06th July 2026

Place: Hyderabad

NOTES:

1. In view of the Ministry of Corporate Affairs ("MCA") circular vide General Circular No. 03/2025 dated 22.09.2025 permitted holding of the Extra-ordinary General Meeting ("the Meeting/EGM") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), and aforesaid MCA Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members including the other eligible people can attend and participate in the EGM through VC/OAVM only as per the procedure mentioned in this Notice of EGM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those Shareholders whose valid e-mail addresses are registered with the Company/ Depositories.
3. The Company has enabled the Members to participate at the EGM through the Zoom call Video Conferencing. The instructions for participation by Members are given in the next page
4. Pursuant to Circular No. 14/2020 dated 08th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the Shareholders is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Shareholders are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes. The Corporate Member is required to send a certified copy of the Board resolution authorizing their representative to attend the EGM through VC and vote on their behalf on the email address at govind.singh@resustainability.com.
5. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP).
7. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Registrars and Share Transfer Agent ("RTA") to provide efficient and better services.
8. When a poll is required to be taken during the meeting on any resolution, the member shall cast their vote on the resolution only by sending the email to govind.singh@resustainability.com through their registered their registered email address which are registered with the Company.
9. All documents referred to in the Notice shall be open for inspection at the registered office of the Company on Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Gachibowli, Hyderabad 500081 on all working days between 10 A.M. to 6 P.M. and also at the EGM.

10. INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC:

1. Members may access the platform to attend the EGM through VC at:<https://zoom.us/j/94752507285?pwd=IZj2WwNyEJEMNKwm4K8A7rfd1t7zEP.1>
2. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using the Zoom app (preferred), Google Chrome, Internet Explorer, or Mozilla Firefox 22.
4. Members will be required to grant access to your computer's camera for video and your computer's microphone for audio to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the EGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who may want to express their views or ask questions during the EGM may and click on the tab "chat" to post their queries in the window provided, by mentioning their name, Demat account number/folio number.
7. Members who may require any technical assistance or support before or during the EGM are requested to contact at 7337597697 or write to him at govind.singh@resustainability.com.

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

As required under section 102 of the Companies Act, 2013 (Act) and Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), the following explanatory statement sets out all material facts relating to the special business items mentioned under the accompanying Notice:

Item No. 1:

This is to inform the Shareholders that, pursuant to the approval of the Board in their meeting held on 9th June 2026, it was proposed to change the designation of Mr. M Goutham Reddy from Executive Vice Chairman to the Vice Chairman (Non-Executive Director) of the Company. Thereafter, pursuant to the provisions of sections 196, 197, 198, and Schedule V of the Companies Act, 2013 (“**Act**”) read with the rules made thereunder, the terms and conditions of the re-designation and the remuneration payable to the Mr. M Goutham Reddy as Vice Chairman (Non-Executive) of the Company is placed for approval to the Shareholders of the Company.

Further, Mr. M. Goutham Reddy, in his capacity of Vice Chairman (Non-Executive Director) of the Company, during his tenure with effect from the date of passing this resolution, shall be paid remuneration as set out below:

- (i) Sitting Fees of INR 1,00,000 per Board & Committee Meeting.
- (ii) Profit related Commission as may be reviewed and approved by the Nomination Remuneration Committee, Board and Shareholders of the Company;
- (iii) Existing perquisites and benefits including car, driver and other approved benefits like club membership to be continued;

and on such other terms and conditions as may be determined by the Board and as set out in the appointment letter to be executed between the Company and Mr. M. Goutham Reddy.

Mr. M. Goutham Reddy satisfies all the conditions as set out in Section 196 and Part-I of Schedule V of the Act and has given his consent for his change in designation. Mr. M Goutham Reddy is not disqualified from being appointed as the Vice Chairman (Non-Executive) of the Company in terms of Section 164 of the Act.

In view of the above, the approval of the Shareholders of the Company is requested for the change in designation of Mr. M Goutham Reddy from Executive Vice Chairman to the Vice Chairman (Non-Executive) of the Company.

Details of Mr. M Goutham Reddy, as required pursuant to para 1.2.5 of Institute of Company Secretaries of India, Secretarial Standard on General Meetings (SS-2) is provided in the table below:

Name of the Director	Mr. M Goutham Reddy
Father's Name	Mr. Narsimha Reddy Mareddy
Date of Birth	01.07.1970
Age	55 Years
Date of First Appointment	11.03.2002
Experience and expertise in specific functional areas	Expert in Environmental Services with over 35 years of experience

Qualification	Masters' Degree in Civil Engineering from the US
Directorship held in other companies	<ol style="list-style-type: none"> 1. Re sustainability Limited 2. Re Sustainability International (Singapore) Pte Ltd 3. Re Sustainability Cleantech Pte. Ltd 4. Al Ahlia Environmental Services Co. (L.L.C) 5. Ramky Enviro Engineers Middle East FZ-LLC 6. Ramky Al-Turki Environmental Services Company Limited 7. Ramky International (India) Pte. Ltd 8. Re Sustainability Solutions Pte. Ltd 9. Oman Maritime Waste Treatment SAOC 10. Al Ahlia Waste Treatment LLC 11. Imdaad Al Batinah Environmental Services LLC 12. Ramky North America LLC 13. FARZ LLC 14. Nature Environmental and Marine Services LLC
Chairman/member of the committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. CSR Committee 2. Executive Board Committee 3. Risk Management Committee
Chairman/member of the committee of the Board of Directors of other companies in which he is a director	Nil
Number of shares held in the Company	40 (Forty) class A equity shares on behalf of RK Ventures
Number of Board Meeting attended during the year (FY 25-26)	4 (Four)
Relationship with other Directors, Manager, and KMPs	Not related
Terms and conditions of reappointment along with details of remuneration sought to be paid	<p>As approved by the Board of the Company in his capacity of Vice Chairman (Non-Executive Director) of the Company, during his tenure with effect from the date of passing this resolution, as set out below:</p> <ol style="list-style-type: none"> (i) Sitting Fees of INR 1,00,000 per Board & Committee Meeting. (ii) Profit related Commission as may be reviewed and approved by the Nomination Remuneration Committee, Board and Shareholders of the Company; and (iii) Existing perquisites and benefits including car, driver and other approved benefits like club membership; <p>and on such terms and conditions as may be determined by the Board and as set out in the appointment letter to be executed between the Company and Mr. M. Goutham Reddy.</p>
Details of remuneration last drawn	<p>His remuneration as approved by the Board in the Meeting dated 23 September 2025 was (wef 01 July 2025):</p> <ul style="list-style-type: none"> ➤ Fixed pay - INR 2,68,75,010 (Indian Rupees Two Crores Sixty Eight Lakh Seventy Five Thousand Ten); ➤ Variable pay - 75% to 150% of fixed pay (subject to achievement of the agreed Key Result Areas); and <p>Other perquisites like gratuity, car, driver etc</p>

None of the directors, key managerial personnel except Mr. M. Goutham Reddy or their relatives are in any way concerned or interested, financial or otherwise in the resolutions. The Directors, therefore, recommend passing of the resolution as a Special Resolution set out in the accompanying Notice.

Item No. 2:

The Company has implemented the 2019 Share Option Plan for Key Employees of Re Sustainability Limited (formerly known as Ramky Enviro Engineers Limited) and its Subsidiaries ("Plan-I"), under which Employee Stock Options have been granted to eligible employees.

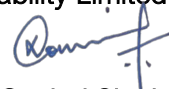
Under the existing terms of the Share Option Agreements executed pursuant to Plan-I, vested Employee Stock Options held by Participants whose employment is terminated without Cause or who voluntarily resign for Good Reason are required to be exercised within 5 (five) years from the date of cessation of employment.

The Board considers it appropriate to provide greater flexibility to certain identified Participants by extending the exercise period from 5 (five) years to 6 (six) years from the date of cessation of employment (specifically in cases of termination without Cause or voluntary resignation for Good Reason). The proposed amendment will become effective upon approval of the Members and shall apply only to such Participants as may be identified and approved by the Board.

The Board recommends the Special Resolution set out at Item No. 2 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of Employee Stock Options, if any, held by them under Plan-I.

For and on behalf of the Board
Re Sustainability Limited



Govind Singh

Company Secretary

Membership No: F12380

Date: 06th July 2026

Place: Hyderabad