



RE SUSTAINABILITY LIMITED

CIN: U74140TG1994PLC018833
Registered Office: Level 11B, Aurobindo Galaxy,
Hyderabad Knowledge City, Hitech City Road, Gachibowli, Hyderabad 500081
Tel. +91-40-23015000
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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (30TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RE SUSTAINABILITY LIMITED (CIN: U74140TG1994PLC018833) WILL BE HELD ON FRIDAY 26TH AUGUST, 2024 AT 4:00 PM THROUGH VIDEO CONFERENCING (“VC”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the financial year ended 31st March 2024, along with the Auditors’ Report and Directors’ Report thereon.
2. To re-appoint Mr. M. Goutham Reddy (DIN 00251461), Managing Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. APPROVAL OF CHANGE IN TERMS OF THE ESOP AGREEMENT

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 Companies Act. 2013, the Companies (Share Capital and Debentures) Rules, 2014 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 and its Subsidiaries (“**Plan-I**”) adopted by the Company, as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders of the Company be and is hereby accorded to the following amendments in the Share Option Agreements and scheme executed by the Company in relation to the grant of employee stock options under Plan-I:-

(i) *Inclusion of Section 3.1.2 (iv) following Section 3.1.2(iii):*

“(iv) *Notwithstanding anything contained in this Option Agreement, the Committee shall have the discretion to relax any vesting condition for the Performance Options and permit the vesting of any Performance Options.*”

(ii) “**Section 3.3. Expiration of Option (clause stands amended and replaced with the following)**

After the first occurrence of any of the following events, the Participant shall not exercise any vested portion of the Time Option or of the Performance Option:

- i. *The tenth (10th) anniversary of the Grant Date;*

- ii. *The first (1st) anniversary of the date of the termination of Participant's employment with the Service Recipient, if Participant's employment is terminated by reason of death or Disability;*
- iii. *The date of (I) the Service Recipient's termination of Participant for Cause notwithstanding Sections 3.1.1 (ii)(E) and 3.1.2 (ii)(B) of this Option Agreement, or (II) Participant's voluntary resignation without Good Reason, if such resignation occurs on or prior to (A) April 1, 2021, for the Options granted on May 2, 2019; and (B) the 2nd (second) anniversary of the Grant Date, for other Options;*
- iv. ***Fifth (5th) anniversary after the date of Participant's voluntary resignation without Good Reason (except due to Participant's death or Disability) if such resignation occurs after (A) April 1, 2021 for the Options granted on May 2, 2019; and (B) for other Options, the 2nd (second) anniversary of the Grant Date, irrespective of the type of Options held by such Participant;***
- v. ***Fifth (5th) anniversary after the date of (a) the Service Recipient's termination of Participant's employment without Cause (except due to death or Disability); or (b) Participant's voluntary resignation for Good Reason; or***
- vi. *Notwithstanding any of the foregoing, if the Committee so determines pursuant to Section 9 of the Plan I.*

For purposes of the foregoing, Participant's date of termination shall be the earliest of (a) the date on which the Service Recipient provides Participant with a notice of termination, (b) the last day of Participant's active employment with the Service Recipient; or (c) the last day on which Participant is an employee of the Service Recipient, as determined in each case without including any required advance notice period and irrespective of the status of the termination under local labor or employment laws. Unless otherwise expressly provided in this Option Agreement or determined by the Committee, (y) Participant's right to vest in the Option will terminate as of the earliest date described in the immediately preceding sentence and will not be extended by any notice period (e.g., Participant's period of employment would not include any contractual notice period or any period of "garden leave" or similar period mandated under employment laws in the jurisdiction where Participant is employed or the terms of Participant's employment agreement, if any); and (z) the period (if any) during which Participant may exercise the vested portion of the Option after such termination will commence as of the earliest date described in the immediately preceding sentence and will not be extended by any notice period mandated under employment laws in the jurisdiction where Participant is employed or terms of Participant's employment agreement, if any. The Committee shall have the exclusive discretion to determine when Participant is no longer actively providing services for purposes of the Option (including whether Participant may still be considered to be providing services while on a leave of absence)."

RESOLVED FURTHER THAT, the above-mentioned amendments shall come into effect from April 1, 2021, and the above revised terms shall be applicable to the ESOPs that have been granted under the Plan – I since it has come into effect.

RESOLVED FURTHER THAT, these amendments are not prejudicial to the interests of the option holders / Participants.

RESOLVED FURTHER THAT, pursuant to the provisions of Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 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 and its Subsidiaries ("**Plan-I**") adopted by the Company, as amended from time to time, in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Shareholders be and is hereby accorded for the vesting of 40% of the outstanding Performance-Based Options that have been granted to Participants who have been in employment for at least 2 years since the date of grant of such options (pro-rated in case of

Participants whose employment with the Company has already ceased, for the time during which they were in employment);

RESOLVED FURTHER THAT, no grant of options would be made under Plan-I following the date of this resolution.

RESOLVED FURTHER THAT the Executive Directors, the Company Secretary and Mr. Sujiv Nair, Chief Human Resource Officer of the Company 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.”

4. APPROVE THE RE-APPOINTMENT AND REMUNERATION OF MR. MASOOD ALAM MALLICK (DIN: 01059902), WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 203 and the Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company, and in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Masood Alam Mallick (having DIN: 01059902) as Whole Time Director of the Company for a further period of Five years with effect from 29th December 2023 to 28th December 2028, on such terms and conditions and payment of such remuneration and perquisites as may be decided by the Nomination and Remuneration Committee of the Company in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Sujiv Nair, Chief Human Resource Officer or M. Goutham Reddy, Managing Director (DIN:00251461) of the Company be and are hereby authorized to make such amendments or modifications in the employment agreement as may be recommended by the NRC or the Board of Directors of the Company;

RESOLVED FURTHER THAT Mr. M. Goutham Reddy, Managing Director (DIN:00251461) and Mr. Govind Singh, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

5. TO APPROVE THE PROFIT RELATED COMMISSION TO MR. BS SHANTHARAJU (DIN 00068501), CHAIRMAN & INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 85,00,000/- (Rupees Eighty Five Lakhs Only) to Mr. BS Shantharaju, Independent Director of the Company (DIN 00068501), as the Profit Related Commission, forming part of his remuneration for the Financial Year 2023-24;

RESOLVED FURTHER THAT any of the Executive Directors(s) and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

6. TO APPROVE THE PROFIT RELATED COMMISSION TO MR. NARAYAN SESHADRI (DIN 00053563), INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 82,00,000/- (Rupees Eighty Two Lakhs only) to Mr. Narayan Seshadri, Independent Director of the Company (DIN 00053563) as the Profit Related Commission, forming part of his remuneration for the Financial Year 2023-24;

RESOLVED FURTHER THAT any of the Executive Directors(s) and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

7. TO APPROVE THE PROFIT RELATED COMMISSION TO MRS. LIM HWEE HUA, NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 60,00,000/- (Rupees Sixty Lakhs Only) to Mrs. Lim Hwee Hua, Non-Executive Director of the Company (DIN 08305430) as the Profit Related Commission, forming part of her remuneration for the Financial Year 2023-24;

RESOLVED FURTHER THAT any of the Executive Directors(s) and Mr. Govind Singh, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

**By order of the Board of Directors
For Re Sustainability Limited**

Date: 2nd August, 2024
Place: Hyderabad

**Govind Singh
Company Secretary
M. No.: F12380**

NOTES:

1. In view of the General Circular No. 10/2022 dated December 28, 2022 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013, the 30th AGM of the Company is being convened and conducted through VC facility, which does not require physical presence of members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate at the 30th AGM through the Zoom call Video Conferencing. The instructions for participation by Members are given in the subsequent paragraphs.
3. As per the provisions under the MCA Circular(s), Members attending the 30th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 30th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 30th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Corporate Member is required to send a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf on the email address at govind.singh@resustainability.com.
6. The Notice of the 30th AGM and the Annual Report for the financial year 2023-24 including therein the Audited Financial Statements for year 2024, are being sent only by email to the Members. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company’s website at <https://resustainability.com/>
7. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 30th AGM. Members seeking to inspect any documents can send an email to govind.singh@resustainability.com.
8. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
9. When a poll is required to be taken during the meeting on any resolution, the member shall cast their vote on the resolution by show of hands or by sending the email to govind.singh@resustainability.com through their registered their registered email address which are registered with the Company.
10. As the 30th AGM is being held through VC, the route map is not annexed to this Notice

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:

1. Members may access the platform to attend the AGM through VC at <https://zoom.us/j/92285614431>
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
3. Members are encouraged to join the Meeting using 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 AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 30th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the email address govind.singh@resustainability.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting replied by the Company suitably.
7. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.
8. Members who may want to express their views or ask questions during the AGM may and click on the tab "chat" to post their queries in the window provided, by mentioning their name, demat account number/folio number.
9. Members who may require any technical assistance or support before or during the AGM are requested to contact at +91 7337597697 or write to us 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 of General Meeting”), the following explanatory statement sets out material facts relating to the special business item mentioned under the accompanying Notice:

Item No. 3

The Shareholders are informed that as per the terms of the employee stock options (“ESOPs”) granted under the 2019 Share Option Plan for Key Employees of Re Sustainability Limited and its Subsidiaries (“Plan-I”), employees whose employment with the Company terminated were required to exercise these options within an outer date as specified in their respective Share Options Agreements. Considering that the exercise of these options would entail payment of large sums and that funds would be unavailable with such ex-employees, the Company proposes to extend the exercise period for exercise of vested options by such ex-employees, including for employees whose services had been terminated prior to the date of this amendment.

The Shareholders may note that the NRC, Board and shareholders on March 27, 2022, April 22, 2022, and September 30, 2022, respectively, had approved the extension in the time periods for exercise of vested options from 6 months post termination to 1 year post termination.

It is now proposed that the exercise period be further revised as summarised in the table set out below.

| Clause no. | Existing Clause | Proposed Clause | Remarks |
|-------------------|--|--|---|
| 3.3(iv) | First (1st) anniversary after the date of Participant’s voluntary resignation without Good Reason (except due to Participant’s death or Disability) if such resignation occurs after (A) April 1, 2021 for the Options granted on May 2, 2019; and (B) for other Options, the 2 nd (second) anniversary of the Grant Date, irrespective of the type of Options held by such Participant; | Fifth (5th) anniversary after the date of Participant’s voluntary resignation without Good Reason (except due to Participant’s death or Disability) if such resignation occurs after (A) April 1, 2021, for the Options granted on May 2, 2019; and (B) for other Options, the 2 nd (second) anniversary of the Grant Date, irrespective of the type of Options held by such Participant; | Extension of the exercise period is proposed from 1 year to 5 years post termination in the case of (A) |
| 3.3(v) | First (1st) anniversary after the date of (a) the Service Recipient’s termination of Participant’s employment without Cause (except due to death or Disability); or (b) Participant’s voluntary resignation for Good Reason; | Fifth (5th) anniversary after the date of (a) the Service Recipient’s termination of Participant’s employment without Cause (except due to death or Disability); or (b) Participant’s voluntary resignation for Good Reason; | Extension of the exercise period is proposed from 1 year to 5 years post termination |

The effective date of the proposed changes, as set out above, shall be 1st April, 2021, and the above revised terms shall be applicable to the ESOPs that have already been granted under the Plan – I.

Further, as per the Vesting Schedule under Clause 3.1.2 of the ESOP Agreements, for each of the fiscal years, the Performance Based Options were to vest in the following manner:-

- i. if the Company's actual PBT for respective fiscal year was equal to, or exceeded, the applicable PBT target for such fiscal year (each an "Annual PBT Performance Target"), then the Performance Option shall have vested, and thereby become exercisable, with respect to twenty percent (20%) of the Shares subject thereto, on the applicable Determination Date for such fiscal year;
- ii. if the Annual PBT Performance Target was not achieved in respect of a particular fiscal year (a "Missed PBT Year"), then the Shares which failed to so vest due to missed PBT targets, would vest, and thereby become exercisable, on the applicable Determination Date for such Subsequent PBT Year(s), if the Committee determines that the cumulative Annual PBT Performance Target (the "Cumulative Annual PBT Performance Target") has been achieved or exceeded on a cumulative basis for the 2 (two) fiscal years immediately following the Missed PBT Year;
- iii. if the Committee determines in good faith that the Shares subject to such Performance Option should not become vested because the Annual PBT Performance Target or Cumulative Annual PBT Performance Target, as applicable, was not achieved, the Shares subject to such Performance Option shall not vest and shall be automatically forfeited upon the Determination Date.

"PBT" shall mean profit before tax as shown in the consolidated profit & loss account of the Company for the respective fiscal year, after removing the following:

- (i) any non-recurring extraordinary income or expense; and
- (ii) any cost relating to the employee stock options plans (including the Plan I) adopted by the Company.

"Determination Date" shall mean the date on which the Committee determines whether or not the applicable Annual PBT Performance Target for a fiscal year has been achieved.

Whilst the Annual PBT Performance Target has not been achieved by the Company for the fiscal years 2019-2024. However, considering the improved performance of the Company year on year and the contribution of the employees who were granted performance based options and who were employed with the Company for at least 2 (years) following the grant of such performance based ESOPs ("**Eligible Employees**"), based on the recommendation of the NRC and the Board, the Shareholders are requested to consider and approve a proposal to vest 40% of the granted performance-based options for the Eligible Employees. For Eligible Employees who no longer continue to be employed as on date, the number of performance-based ESOPs that would vest in them would be pro-rated for the period during which they were in employment subject to a minimum of 2 (years) following grant of performance based ESOPs. This will also require a change to the Share Options Agreements to enable the NRC to relax any vesting condition associated with any performance-based option and permit its vesting, in its sole discretion.

The directors, managers, key managerial personnel of the Company and their respective relatives do not have any interest, financial or otherwise, in the proposed resolution, except to the extent to the ESOPs granted by the Company. The Directors, therefore, recommend passing of the resolution as a Special Resolution set out in the accompanying Notice.

Item No. 4

This is to inform the Shareholders that, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board, Mr. Masood Alam Mallick (DIN: 01059902) was appointed as the Whole Time Director (designated as Joint-Managing Director) of the Company for a period of five years with effect from 29th December 2018 to 28th December 2023. Thereafter, Mr. Mallick was also appointed as the Chief Executive Officer ("CEO") of the Company w.e.f. 24th August 2022.

The tenure of Mr. Masood Alam Mallick (DIN: 01059902) as Whole Time Director ("WTD") expired on 28th December 2023. Pursuant to the provisions of sections 196, 197, 198, and Schedule V of the Companies Act, 2013 and the rules made thereunder, the terms and conditions of the reappointment and remuneration payable to a WTD have to be reviewed and recommended by the NRC and thereafter to be approved by the Board of Directors and Shareholders of the Company. Hence, based on the

recommendation of the NRC, and the Board, subject to the approval of the Shareholders, Mr. Masood Alam Mallick (having DIN: 01059902) was re-appointed as the WTD of the Company for a further period of five years with effect from 29th December 2023 to 28th December 2028.

Mr. Masood Alam Mallick's appointment was in compliance with the provisions of Section 196 and Part-I of Schedule V of the Companies Act, 2013, and he had provided his consent for re-appointment as Whole Time Director of the Company. Mr. Masood Alam Mallick was not disqualified from being re-appointed as the Whole time Director of the Company in terms of Section 164 of the Companies Act, 2013.

In view of the above, the approval of the Shareholders of the Company be and is hereby accorded for the reappointment of Mr. Masood Alam Mallick (having DIN: 01059902) for a further period of five years with effect from 29th December 2023 to 28th December 2028.

Brief Profile of Mr. M Masood Alam Mallick, CEO & Whole Time Directors, pursuant to para 1.2.5 of SS-2 is provided in the table below

| | | | |
|---|--|--|--------------------|
| Name of the Director | Mr. Masood Alam Mallick | | |
| Father's Name | Late Dr. Mahmood Alam | | |
| Date of Birth | 15th August, 1974 | | |
| Age | 50 Years | | |
| Date of First Appointment | 29 th December, 2018 | | |
| Experience and expertise in specific functional areas | Around 30 years of experience Environmental Services and commercial aspects of business | | |
| Qualification | Masters Degree in Civil Engineering from the USA | | |
| Directorship held in other companies including foreign Companies | S. No. | Name of the entity | Designation |
| | 1. | Re Sustainability Middle East FZ-LLC (Formerly known as Ramky Enviro Engineers Middle East FZ-LLC) | Director |
| | 2. | Ramky-Al-Turki Environmental Services Company Limited | Director |
| Chairman/member of the committee of the Board of Directors of the Company | 1. Executive Board Committee 2. Risk Management Committee 3.Environment, Social & Governance Committee | | |
| Chairman/member of the committee of the Board of Directors of other companies in which he is a director | No | | |
| Number of shares held in the Company | NIL | | |
| Number of Board Meeting attended during the year | 4 Board Meeting | | |
| Relationship with other Directors, Manager, and KMPs | Not related | | |
| Terms and conditions of reappointment along with details of remuneration sought to be paid | As approved by the Nomination and Remuneration of the Company | | |

None of the directors, key managerial personnel except Mr. Masood Alam Mallick or their relatives are in any way concerned or interested, financial or otherwise in the resolutions.

Item No. 5,6 &7

The Members are requested to note that pursuant to the provisions of section 197 of the Companies Act, 2013, the Independent Directors ('IDs) and Non-Executive Directors ('NEDs) can be paid remuneration by way of sitting fees for attending board and committee meetings and profit related commission as approved by Board and Shareholders of the Company.

The Board has recommended the payment of the below-mentioned profit related commission for the Non-Executive Directors/Independent directors of the Company for FY 23-24;

| Sr. No. | Name of the Director | Designation | Amount in INR |
|----------------|-----------------------------|---------------------------------|----------------------|
| 1 | Mr. BS Shantharaju | Chairman & Independent Director | 85,00,000 |
| 2 | Mr. Narayan Seshadri | Independent Director | 82,00,000 |
| 3 | Mrs. Lim Hwee Hua | Non-Executive Director | 60,00,000 |

The commission as proposed is within the limits and is in compliance with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 149 read with Section 197 of the Companies Act, 2013, the payment of remuneration to Independent Director and Non-Executive Directors as mentioned in the item no. 5, 6 & 7 of this notice requires approval of Members of the Company by way of Ordinary Resolution. Accordingly, the members are requested to accord their approval to the same by passing ordinary resolution.

None of the other Directors (except the IDs & NEDs as mentioned above), Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution.

**By order of the Board of Directors
For Re Sustainability Limited**

Date: 2nd August, 2024
Place: Hyderabad

**Govind Singh
Company Secretary
M. No.: F12380**