



RE SUSTAINABILITY LIMITED

CIN: U74140TG1994PLC018833

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (31st) ANNUAL GENERAL MEETING OF THE MEMBERS OF RE SUSTAINABILITY LIMITED (CIN: U74140TG1994PLC018833) WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2025 AT 2:00 PM THROUGH VIDEO CONFERENCING (“VC”) TO TRANACT 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 2025, along with the Auditors' Report and Directors' Report thereon.
2. To re-appoint Mr. Masood Alam Mallick (DIN 01059902), Managing Director & CEO of the Company, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO APPROVE THE AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY.

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following clause 83A:

“83A. Notwithstanding anything contained in these Articles, the Company may appoint such person(s) as may be nominated by any debenture trustee / the holder(s) of the debentures issued by the Company as Nominee Director(s) on the Board, in accordance with the relevant financing documents and the provisions of the SEBI (Debenture Trustee) Regulations, 1993, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other regulations issued by the Securities Exchange Board of India from time to time.

The debenture trustee / the holder(s) of the debentures may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time, appoint any other person as Nominee Director. The right of the debenture trustee / the holder(s) of the debentures to appoint and/or remove the Nominee Director shall subsist so long until such debentures remain outstanding. Further, the Nominee Director shall: (a) not be required to retire by rotation; (b) not be required to hold any qualification shares; (c) be appointed as member of committees of the Board, if so desired by the debenture trustee / the holder(s) of the debentures”

RESOLVED FURTHER THAT the draft Articles of Association of the Company, incorporating the above alteration, as placed before the meeting, be and is hereby approved, and the same be recommended for adoption by the Shareholders of the Company;

RESOLVED FURTHER THAT any of the Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to take all necessary steps including issuance of notice of General Meeting, filing of necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution.”

4. 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 87,00,000/- (Rupees Eighty Seven Lakhs Only) to Mr. BS Shanthalaju, Independent Director of the Company (DIN 00068501), as the Profit Related Commission, forming part of his remuneration for the Financial Year 2024-25;

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.”

5. TO APPROVE THE PROFIT RELATED COMMISSION TO MR. NARAYAN SESADRI (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 84,00,000/- (Rupees Eighty Four 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 2024-25;

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 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 2024-25;

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: 23rd September, 2025

Place: Hyderabad

Sd/-

**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 31st 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 31st AGM shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate at the 31st 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 31st 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 31st 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 31st 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 31st AGM and the Annual Report for the financial year 2024-25 including therein the Audited Financial Statements for year 2025, are being sent only by email to the Members. Members may please note that this Notice and Annual Report 2024-25 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 31st 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 email address which are registered with the Company.
10. As the 31st 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 _____
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, Safari, 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 31st 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 Company has issued 40,000 (Forty Thousand) secured, rated, senior, redeemable, unlisted, non-convertible debentures ("NCDs") of face value INR1,00,000 (Rupees One Lakh) each, aggregating to INR 400 crores (Rupees Four Hundred Crores only), and allotted the same pursuant to the Board approval dated 5th March, 2025 to J.P. Morgan Chase Bank NA, London Branch ("Debenture Holders").

In this regard, the Company and its subsidiaries being Mumbai Waste Management Limited ("MWML"), Medicare Environmental Management Private Limited ("MEMPL"), Re Sustainability IWM Solutions ("RE SISL"), and Re Sustainability Solutions Private Limited ("RE SSPL") (collectively, "Co-Obligors") had executed a debenture trust deed ("DTD") and other transaction documents related thereto (collectively, the "Debenture Documents") on 28th February, 2025 with Axis Trustee Services Limited (the "Debenture Trustee").

As per the terms of clause 11.5 (*Nominee Director*) read with schedule 6 (*Conditions Subsequent*) of the DTD, the Debenture Trustee has a right to appoint a nominee director in accordance with the SEBI (Debenture Trustee) Regulations, 1993, on the Board (hereinafter referred to as the "Nominee Director") upon the occurrence of the following events: (i) two consecutive defaults in payment of coupon on the NCDs, or (ii) default in creation of security for the NCDs, or (iii) default in redemption of the NCDs, in each case, in accordance with the Debenture Documents.

The Company is required to amend its Articles of Association suitably to enable such appointment within 9 (nine) months from the date of allotment of the NCDs. Accordingly the Board in its meeting held on 23rd September, 2025 recommended this resolution for approval of the Shareholders' by passing a special resolution to incorporate the suitable amendments (as mentioned in the proposed resolution) in the Articles of Association of the Company.

None of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution.

Item No. 4,5 &6

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 in its meeting held on 11th June, 2025 has recommended the payment of the below-mentioned profit related commission for the Non-Executive Directors/Independent directors of the Company for FY 24-25;

Sr. No.	Name of the Director	Designation	Amount in INR
1	Mr. BS Shantharaju	Chairman & Independent Director	87,00,000
2	Mr. Narayan Seshadri	Independent Director	84,00,000
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. 4, 5 & 6 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: 23rd September, 2025

Place: Hyderabad

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