



Sustainability

RE SUSTAINABILITY LIMITED
(Formerly Known as Ramky Enviro Engineers 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 TWENTY EIGHTH (28TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RE SUSTAINABILITY LIMITED (FORMERLY KNOWN AS RAMKY ENVIRO ENGINEERS LIMITED) (CIN: U74140TG1994PLC018833) WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 3:30 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 2022, along with the Auditors’ Report and Directors’ Report thereon.
2. To re-appoint Mr. M Goutham Reddy (DIN 00251461), who retires by rotation and being eligible offers himself for re-appointment.
3. **Appointment of Statutory Auditors 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), based on the recommendation of Audit Committee of the Company, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Hyderabad (Firm Registration No. 101049W/E300004), be and are hereby re-appointed as the Statutory Auditors of the Company from the conclusion of 28th Annual General Meeting upto the conclusion of 33rd Annual General Meeting of the Company at such remuneration and the manner of payment as may be mutually decided by the Statutory Auditors and the Board of Directors of the Company;

RESOLVED FURTHER THAT, Mr. Anil Khandelwal, Jt. Managing Director and Mr. Govind Singh, Company Secretary of the Company be and are severally authorised to issue necessary offer/appointment letter, and to do all such acts, deeds and things as may be considered necessary to give effect to the foregoing resolution”

SPECIAL BUSINESS:

4. **TO APPROVE THE AMENDMENT OF 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 Sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Share Subscription and Purchase Agreement dated August 20, 2018, and the Shareholders’ Agreement dated August 20, 2018, and the amendments thereto, between the Company, Metropolis Investment Holdings Pte. Ltd. Mr. Alla Ayodhya Rami Reddy, Oxford Ayyappa Consulting Service (India) Private Limited, and the persons identified in Schedule I to the Shareholder’s Agreement, in accordance with the approval of the Board, and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded to amend the existing Articles of Association of the Company and adopt the revised Articles of Association of the Company as enclosed with this Notice, duly initialled by the Company Secretary for the purpose of identification;

RESOLVED FURTHER THAT any of the Executive Directors(s) or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. APPOINTMENT OF MR. NARAYAN K. SESHADRI (DIN: 00053563) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable clauses of the Articles of Association of the Company, in accordance with the recommendation of the Nomination and Remuneration Committee and Board of the Company and subject to such other approvals as may be required, Mr. Narayan K. Seshadri (DIN: 00053563), be and is hereby appointed as an Independent Director of the Company, for a second term of 5 (Five) years from 7th May 2022 to 6th May 2027 and whose office shall not be liable to retire of rotation as per Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Narayan K. Seshadri (DIN: 00053563) shall be paid the sitting fees of INR 1,00,000 for every Board and Committee Meeting in which he participates as a Member and shall be paid the Profit related Commission as may be decided by the Board and Shareholders of the Company in accordance with the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT, any of the Executive Directors or the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary in relation to the above resolution and to settle all matter arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. 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 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, the approval of the Board of Directors (**“Board”**) and shareholders of the Company in the meetings held on 2nd May, 2019 and Articles of Association of the Company, in line with recommendation of the NRC and consent of the Board, approval of the Shareholders be and is hereby accorded to approve, the amendment of Section 3.3 (Expiration of Option) of (i) the Share Option Agreements executed by the Company in relation to the grant of ESOPs under Plan-I and (ii) the Share Option Agreements proposed to be executed by the Company in relation to the grant of employee stock options under Plan-I, as follows:

“Section 3.3. Expiration of Option

After the first occurrence of the any of the following events, 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) for other Options, the 2nd (second) anniversary of the Grant Date;
- 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 2nd (second) anniversary of the Grant Date, irrespective of the type of Options held by such Participant;
- 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; 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 Nomination and Remuneration Committee of the Company be and is hereby authorized to take all the decisions with respect to change in the terms of the ESOP Agreement and other matters as provided in the Plan-I and give effect to the changes as approved in these resolutions and to do all such acts, deeds, matters and things as may be necessary or desirable, to give effect to these resolutions.”

7. APPROVE THE RE-APPOINTMENT AND REMUNERATION OF MR. M GOUTHAM REDDY (DIN 00251461), MANAGING DIRECTOR 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 Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 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 Mr. M Goutham Reddy (DIN 00251461), as the Managing Director of the Company, for a period of 3 (three) years with effect from 25th September, 2022, on such terms and conditions and payment of such remuneration and perquisites as approved by the Nomination and Remuneration Committee and Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Sujiv Nair, Chief Human Resource Officer of the Company be and is 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. Pankaj Maharaj, Chief financial Officer 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.”

8. 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 31,00,000 (Rupees Thirty One 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 2021-22;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director 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 aforementioned resolution.”

9. 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 33,00,000 (Rupees Thirty Three 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 2021-22;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director 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 aforementioned resolution.”

10. TO APPROVE THE PROFIT RELATED COMMISSION TO MRS. VAISHALI NIGAM SINHA, 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 42,00,000 (Rupees Forty Two Lakhs Only) to Mrs. Vaishali Nigam Sinha, Independent Director of the Company (DIN 02299472) as the Profit Related Commission, forming part of her remuneration for the Financial Year 2021-22;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director 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 aforementioned resolution.”

11. 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:

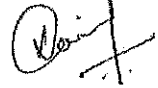
“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 39,00,000 (Rupees Thirty Nine 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 2022-23;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director 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
(Formerly known as Ramky Enviro Engineers Limited)**

Date: 24th August, 2022

Place: Hyderabad



**Govind Singh
Company Secretary
M. No.: A41173**

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (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 28th 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 28th AGM shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate at the 28th 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 Circulars, Members attending the 28th 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 28th 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 28th 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 28th AGM and the Annual Report for the year 2022 including therein the Audited Financial Statements for year 2022, are being sent only by email to the Members. Members may please note that this Notice and Annual Report 2021-22 will also be available on the Company's website at www.ramkyenviroengineers.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 28th 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 only 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 28th 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/95889634007>
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 28th 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 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 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 Members, in the 24th Annual General Meeting (AGM) of the Company held on 30th December, 2018 had appointed M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Hyderabad (Firm Registration No. 101049W/E300004), as Statutory Auditors of the Company from the conclusion of 24th Annual General Meeting to the conclusion of 28th Annual General Meeting of the Company. Accordingly, the current tenure of the Auditors is due to expire on the conclusion of the ensuing AGM of the Company.

Considering the above, the Audit Committee and the Board of Directors in accordance with the provisions of Companies act, 2013 have recommended to the Members, the re-appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the 28th AGM to the conclusion of 33rd AGM of the Company.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

Item No 4

The Company had executed a Share Subscription and Purchase Agreement dated August 20, 2018, and the Shareholders' Agreement dated August 20, 2018, including the amendments thereto (hereinafter referred to as the "SSPA" & "SHA" respectively), with Metropolis Investment Holdings Pte. Ltd., Mr. Alla Ayodhya Rami Reddy, Oxford Ayyappa Consulting Service (India) Private Limited, and the persons identified in Schedule I to the Shareholder's Agreement.

There has been amendments in the SSPA & SHA and these changes are required to be reflected in the Articles of Association ("AOA") of the Company.

Accordingly, based on the approval of the Board, it is proposed to the Members to review and approve the following amendments in the AOA (Changes in ***Bold & Italics***):-

Note: the proposed changes in the existing clauses are provided in Bold and Italic

Article	Erstwhile Clause	Revised Clause	Rationale for amendment
2 (1)(vi),	"Seal" means the common seal of the Company.		As per the Companies Act, 2013 the provisions related to Common Seal have been done away with. Due to the existing Common Seal clause multiple times, the Director(s) have to travel to sign the documents on behalf of the Company wherever the Seal is affixed. Many times
97,	THE SEAL The Board shall provide for the safe custody of the seal.		
98	The seal of the Company shall	<i>Deleted</i>	

	not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board or the committee may appoint for the purpose; and such director and the secretary or such other person as mentioned aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.		this creates operational inconvenience. Hence requesting removal of this clause
1.1.	<p>Definition:</p> <p>Existing Shareholders” shall mean the following Persons:</p> <ol style="list-style-type: none"> i. Mr. Y. R.Nagaraja; ii. Mrs. A.Dakshayani; iii. Mrs. Y. N. Madhu Rani; iv. Mr. A Dasratha Rami Reddy; v. Mrs. A.Veeraraghavamma; vi. Mr. A.Sharan; vii. Mr. A Ishaan; viii. Mr. M. Goutham Reddy; and ix. Mrs. M. Udaya Kumari <p>“Individual Promoter” shall mean Mr. Alla Ayodhya Rami Reddy;</p> <p>“Shareholders Agreement” shall mean the shareholders agreement dated August 20, 2018 entered by the Company <i>inter alios</i> with the Investor, Mr. Alla Ayodhya Rami Reddy and Oxford Ayyappa Consulting Services (India) Private Limited;</p>	<p>Existing Shareholders” shall mean the following Persons:</p> <ol style="list-style-type: none"> i. Mr. Alla Ayodhya Rami Reddy; ii. Mr. Y. R.Nagaraja; iii. Mrs. A.Dakshayani; iv. Mrs. Y. N. Madhu Rani; v. Mr. A Dasratha Rami Reddy vi. Mrs. A. Veeraraghavamma; vii. Mr. A. Sharan; viii. Mr. A Ishaan; ix. Mr. M. Goutham Reddy; and x. Mrs. M. Udaya Kumari <p>“Individual Promoter” shall mean Mr. A. Ishaan, son of Mr. Alla Ayodhya Rami Reddy and holding PAN card bearing number AYNPA1768L;</p> <p>“Shareholders Agreement” shall mean the shareholders agreement dated August 20, 2018 entered by the Company <i>inter alios</i> with the Investor, Mr. Alla Ayodhya Rami Reddy and Oxford Ayyappa Consulting Services (India) Private Limited (as amended from time to time);</p>	<p>i) Mr. Ayodhya Rami Reddy added in the definition of Existing Shareholders and Mr. Alla Ishaan removed from the definition. Further name of Late Shri A Dasratha Rami Reddy is also removed from the definition.</p> <p>ii) Individual Promoter redefined due to change in Shareholding where Mr. Alla Ayodhya Rami Reddy Gifted 34.11% Equity shares to Mr. A. Ishaan.</p>
2.1.6 (e)	Within 30 (thirty) days from the end of each Financial Quarter, the Key	Within 30 (thirty) days from the end of each Financial Quarter, the Key Employees	Anti-Bribery and Anti-Corruption Certificate has to be provided by the Individual

	Employees shall provide to the Board and to the board of the relevant Group Company in which such Key Employee is employed; the Individual Promoter shall provide the Investor, a Compliance Certificate in the respective form specified in the Shareholders Agreement.	shall provide to the Board and to the board of the relevant Group Company in which such Key Employee is employed; <i>and Mr. Alla Ayodhya Rami Reddy</i> and the Individual Promoter shall provide the Investor, a Compliance Certificate in the respective form specified in the Shareholders Agreement.	Promoter, who is now Mr. Alla Ishaan and Mr. Alla Ayodhya Rami Reddy, being an Existing Shareholder, by virtue of the Amendment Agreement.
14.8	No Existing Clause	<i>Founding Shareholder's Obligations notwithstanding anything to the contrary contained in these Articles, Mr. Alla Ayodhya Rami Reddy shall be subject to and shall discharge all obligations of the Promoters under these Articles, and he shall be jointly and severally liable for any and all breaches of these Articles by any Promoter or by any Existing Shareholder.</i>	Mr. Alla Ayodhya Rami Reddy has multiple responsibilities pursuant to Shareholders' Agreement, he has been defined as Founding Shareholder and shall undertake such responsibilities.

Copy of the revised AOA shall be placed before the members.

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 of their shareholding, if any. The Directors, therefore, recommend passing of the resolution as a Special Resolution set out in the accompanying Notice under Item No. 4.

Item No. 5

The Members are informed that pursuant to the earlier resolution passed by the NRC Committee and the Board on 2nd May 2019, Mr. Narayan K. Seshadri was appointed as an Independent Director of the Company for a term of 3 (three) years from 7th May, 2019 to 6th May, 2022. Accordingly, the first tenure of Mr. Narayan K. Seshadri expired on 6th May, 2022.

On the recommendation of Nomination and Remuneration committee of the Company, the Board of Directors of the Company had approved the re-appointment of Mr. Narayan K. Seshadri (DIN: 00053563) as Independent Director on the Board of the Company for a second term for a period of 5 years, from 7th May 2022 to 6th May 2027 by passing a circular resolution on 6th May 2022.

The Company has received a declaration of independence from Mr. Narayan K. Seshadri and in the opinion of the Board, Mr. Narayan K. Seshadri fulfils the conditions to be an Independent Director as specified in the Companies Act, 2013.

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid re-appointment of Mr. Narayan K. Seshadri, Independent Director requires approval of Members of the Company by way of Special Resolution.

Brief Profile of Mr. Narayan K. Seshadri, Independent Director pursuant to para 1.2.5 of Secretarial Standard on General Meetings (SS-2) is provided in the table below:

Name of the Director	Mr. Narayan K. Seshadri
Father's Name	Mr. Keelveedhi Srinivas Seshadri
Date of Birth	13.04.1957
Age	65 years
Initial Date of appointment as Additional Director	7 th May, 2019
Experience	33 Years
Qualification	Chartered Accountant
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	<p>Copy of appointment letter will be available at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and terms and conditions for appointment of Independent Directors is also available on the website of the Company.</p> <p>The remuneration sought includes sitting fees of INR 1 lakh per meeting and profit related Commission as approved by the NRC, Board and shareholders of the Company.</p> <p>The Last drawn remuneration is Rs. 17 lakhs as the sitting fee for FY 21-22.</p>
Directorship held in other companies	<ol style="list-style-type: none"> 1. PI INDUSTRIES LIMITED 2. ASTRAZENECA PHARMA INDIA LIMITED 3. KALPATARU POWER TRANSMISSION LIMITED 4. SBI LIFE INSURANCE COMPANY LIMITED 5. PI HEALTH SCIENCES LIMITED 6. INDIA DEBT RESOLUTION COMPANY LIMITED 7. KRITDEEP PROPERTIES PRIVATE LIMITED 8. A2O SOFTWARE INDIA PRIVATE LIMITED 9. HALCYON RESOURCES & MANAGEMENT PRIVATE LIMITED 10. TRANZMUTE CAPITAL & MANAGEMENT PRIVATE LIMITED 11. CLEARCORP DEALING SYSTEMS (INDIA) LIMITED 12. HALCYON ENTERPRISES PRIVATE LIMITED 13. SVASTH-HEART INDIA FOUNDATION
Chairman/member of the committee of the Board of Directors of the Company	<p>Audit Committee- Chairman</p> <p>Nomination and remuneration Committee – Chairman</p> <p>Risk Management Committee - Member</p>
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	As provided in Annexure A
Number of shares held in the Company	Nil
Number of Board Meeting attended during the year	8 (Eight) Board Meetings

Relationship with other Directors, Manager and KMPs	Not related to any other Directors and KMPs of the Company
Summary of performance evaluation	The Board has evaluated the performance, while discussing the re-appointment and considers it satisfactory for the same.

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

Item No. 6

The information required pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:-

The Shareholders are informed that considering a substantial amount to be paid to exercise any vested portion of the employee stock options ("ESOPs") granted under the 2019 Share Option Plan for Key Employees of Re Sustainability Limited (Formerly known as Ramky Enviro Engineers Limited) Limited and its Subsidiaries ("Plan-I") at the time of exercise period due date, it may not be feasible for every employee to make such lump sum amount available to exercise the ESOPs within the restrictive timelines provided in the Share Option Agreement. Therefore, it is proposed to extend the time period under Section 3.3 of the Share Option agreement as per the timelines as mentioned in the resolution.

The effective date of the proposed change, as set out above, shall be effective from 1st April, 2021, and the above revised terms shall be applicable to (i) the ESOPs that have been granted under the Plan – I since it has come into effect; and (ii) the ESOPs that will be granted under Plan -I.

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. 7

This is to inform the Shareholders that, Mr. M Goutham Reddy was re-appointed as the Managing Director of the Company for a period of three years with effect from 24th September 2019, and his existing tenure as Managing Director will expire on 24th September 2022.

The Board has based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders in the ensuing General meeting of the Company, approved the re-appointment of Mr. M Goutham Reddy as Managing Director of the Company for a further period of three (3) Years with effect from 25th September 2022.

In view of the above, the approval of the Shareholders of the Company be and is hereby accorded for the reappointment of Mr. M Goutham Reddy as Managing Director of the Company for a further period of three (3) Years with effect from 25th September 2022. Mr. M Goutham Reddy is not disqualified from being re-appointed as Managing Director of the Company in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as Managing Director of the Company. Mr. M Goutham Reddy satisfies all the conditions as set out in Section 196 of the Companies Act, 2013, and Part-1 of Schedule-V of the Companies Act, 2013 for being eligible for appointment.

Brief Profile of Mr. M Goutham Reddy, Managing Director pursuant to para 1.2.5 of 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	50 Years																																				
Date of First Appointment	11.03.2002																																				
Experience and expertise in specific functional areas	Expert in Environmental Services																																				
Qualification	Masters Degree in Civil Engineering from the US																																				
Directorship held in other companies	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the entity</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Re Sustainability International (Singapore) Pte. Ltd.</td> <td>Director</td> </tr> <tr> <td>2</td> <td>Re Sustainability Cleantech Services Pte. Ltd.</td> <td>Director</td> </tr> <tr> <td>3</td> <td>Al Ahlia Environmental Services Co. (L.L.C).</td> <td>Authorised Manager</td> </tr> <tr> <td>4</td> <td>Ramky Enviro Engineers Middle East FZ-LLC</td> <td>Director</td> </tr> <tr> <td>5</td> <td>Ramky Risal Environmental Services Co. LLC</td> <td>Director</td> </tr> <tr> <td>6</td> <td>PT Ramky Indonesia</td> <td>Director</td> </tr> <tr> <td>7</td> <td>Ramky International (India) Pte. Ltd.</td> <td>Director</td> </tr> <tr> <td>8</td> <td>Re Sustainability Solutions Pte. Ltd.</td> <td>Director</td> </tr> <tr> <td>9</td> <td>Oman Maritime Waste Treatment Saoc</td> <td>Representative</td> </tr> <tr> <td>10</td> <td>Al Ahlia Waste Treatment LLC</td> <td>Director</td> </tr> <tr> <td>11</td> <td>Imdaad Al Batinah Environmental Services LLC</td> <td>Representative</td> </tr> </tbody> </table>	S. No.	Name of the entity	Designation	1	Re Sustainability International (Singapore) Pte. Ltd.	Director	2	Re Sustainability Cleantech Services Pte. Ltd.	Director	3	Al Ahlia Environmental Services Co. (L.L.C).	Authorised Manager	4	Ramky Enviro Engineers Middle East FZ-LLC	Director	5	Ramky Risal Environmental Services Co. LLC	Director	6	PT Ramky Indonesia	Director	7	Ramky International (India) Pte. Ltd.	Director	8	Re Sustainability Solutions Pte. Ltd.	Director	9	Oman Maritime Waste Treatment Saoc	Representative	10	Al Ahlia Waste Treatment LLC	Director	11	Imdaad Al Batinah Environmental Services LLC	Representative
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Chairman/member of the committee of the Board of Directors of the Company	1. Corporate Social Responsibility (CSR) Committee and 2. Executive Board Committee of the Company. 3. Risk Management 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	40 Equity Shares (Class A)																																				
Number of Board Meeting attended during the year	8 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 Companyt																																				

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.

Item No. 8, 9, 10 & 11

The Members requested to note that pursuant to the provisions of section 197 of the Companies Act, 2013, the Independent (‘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 21-22;

Sr. No.	Name of the Director	Designation	Amount in INR
1	Mr. BS Shantharaju	Chairman & Independent Director	31,00,000
2	Mrs. Lim Hwee Hua	Non-Executive Director	39,00,000
3	Mr. Narayan Seshadri	Independent Director	33,00,000
4	Mrs. Vaishali Nigam Sinha	Independent Director	42,00,000

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. 8,9,10 & 11 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.

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
(Formerly known as Ramky Enviro Engineers Limited)**

Date: 24th August, 2022

Place: Hyderabad



**Govind Singh
Company Secretary
M. No.: A41173**

Annexure A

Sr No	Name of the Companies in which Committee Memberships held	Name of the Committee	Relation
1	P I Industries Limited	1) Audit Committee 2) Management Advisory Committee 3) Nomination & Remuneration Committee 4) Risk Management Committee	Chairman Member Member Member
2	Kalpataru Power Transmission Limited	1) Risk Management Committee 2) Audit Committee	Chairman Member
3	AstraZeneca Pharma India Limited	1) Nomination & Remuneration Committee 2) Audit Committee	Member Member
4	SBI Life Insurance Company Limited	1) Investment Committee 2) Corporate Social Responsibility Committee 3) Policyholder Protection Committee 4) Risk Management Committee 5) Audit Committee 6) Nomination & Remuneration Committee	Chairman Member Chairman Member Chairman Chairman
5	India Debt Resolution Company Limited	1) Audit Committee 2) Nomination & Remuneration Committee	Member Chairman & Member

Others: 1.) Investment Committee Member in TVS Shriram Growth Fund 1B