



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 NINTH (29TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RE SUSTAINABILITY LIMITED (FORMERLY KNOWN AS RAMKY ENVIRO ENGINEERS LIMITED) (CIN: U74140TG1994PLC018833) WILL BE HELD AT SHORTER NOTICE ON THURSDAY, 28TH SEPTEMBER, 2023 AT 3:00 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 2023, along with the Auditors’ Report and Directors’ Report thereon.
2. To re-appoint Mr. Masood Mallick (DIN 01059902), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **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 Shantharaju, Independent Director of the Company (DIN 00068501), as the Profit Related Commission, forming part of his remuneration for the Financial Year 2022-23;

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.”

4. **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 86,00,000 (Rupees Eighty Six 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 2022-23;

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 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 60,00,000 (Rupees Sixty 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 2022-23;

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 2022-23;

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
(Formerly known as Ramky Enviro Engineers Limited)**



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

Date: 8th September, 2023
Place: Hyderabad

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, General Circular No. 20/2020 dated May 5, 2020, and 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 29th 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 29th AGM shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate at the 29^h 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 29th 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 29th 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 29th 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 29th AGM and the Annual Report for the year 2023 including therein the Audited Financial Statements for year 2023, are being sent only by email to the Members. Members may please note that this Notice and Annual Report 2022-23 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 29th 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 29th 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/99787520001>
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 29th 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 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. 3,4,5 & 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 has recommended the payment of the below-mentioned profit related commission for the Non-Executive Directors/Independent directors of the Company for FY 22-23;

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	86,00,000
3	Mrs. Lim Hwee Hua	Non-Executive Director	60,00,000
4	Mrs. Vaishali Nigam Sinha*	Independent Director	60,00,000

* Mrs. Vaishali Nigam Sinha has resigned as the Independent Director of the Company w.e.f. the close of business hours of 26th May, 2023.

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 & 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.

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)



Govind Singh
Company Secretary
M. No.: F12380

Date: 8th September, 2023

Place: Hyderabad