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 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF RE SUSTAINABILITY LIMITED (CIN: U74140TG1994PLC018833) WILL BE HELD ON 30TH SEPTEMBER, 2026 AT 03:30 P.M. IST 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 31 March 2026, along with the Auditors' Report and Directors' Report thereon.
2. To re-appoint Mr. M. Goutham Reddy (DIN: 00251461), Non-Executive Director 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 5, Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable rules (including any statutory modification or amendments thereto or re-enactment thereof) permission and as recommended by the Board, the consent and approval of the Members be and is hereby accorded for approving and adopting the further amended and restated articles of association of the Company ("Restated Articles"), in place of the existing Articles of Association of the Company, as placed before the Members, and the Restated Articles be adopted in substitution to the existing Articles of Association in its entirety with effect from the date of approval in this Annual General Meeting;

RESOLVED FURTHER THAT Managing Director & CEO or Chief Financial Officer or Company Secretary of the Company, be and are hereby jointly/severally authorized to: (i) sign and file all the necessary forms and other necessary documents as may be required with the statutory authorities including filing of form MGT-14 with the Registrar of Companies; (ii) do all such acts, deeds and things that may be required for the purpose of adopting the Restated Articles; (iii) authorize such person or persons to give effect to the above resolutions; (iv) to liaise with concerned authorities with regard to the same and to settle all such questions, difficulties or doubts that may arise in relation to the aforesaid amendment to the articles of association of the Company; (v) issue certified true copies of this resolution and share the same with all those concerned; and (vi) take all steps necessary and do all such acts, deeds matters and things as may be necessary, proper, desirable, or expedient in implementation to the aforesaid 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 89,00,000/- (Indian Rupees Eighty Nine Lakh only) to Mr. BS Shantharaju (DIN: 00068501), Independent Director of the Company, as Profit Related Commission, forming part of his remuneration for the Financial Year 2025-26;

RESOLVED FURTHER THAT Managing Director & CEO or Chief Financial Officer or Company Secretary of the Companyof 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 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 90,00,000/- (Indian Rupees Ninety Lakh only) to Mr. Narayan Seshadri (DIN: 00053563), Independent Director of the Company as Profit Related Commission, forming part of his remuneration for the Financial Year 2025-26;

RESOLVED FURTHER THAT Managing Director & CEO or Chief Financial Officer or Company Secretary of the Company 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



Govind Singh
Company Secretary
M. No.: F12380

Date: 22nd September, 2026
Place: Hyderabad

NOTES:

1. In view of the Ministry of Corporate Affairs (“MCA”) circular vide General Circular No. 03/2025 dated 22.09.2025 permitted holding of the Annual General Meeting (“the Meeting/AGM") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), and aforesaid MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members including the other eligible people can attend and participate in the AGM through VC/OAVM only as per the procedure mentioned in this Notice of AGM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Company has enabled the Members to participate at the 32nd 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 32nd 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 32nd 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 32nd 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@re.one

6. The Notice of the 32nd AGM and the Annual Report for the financial year 2025-26 including therein the Audited Financial Statements for year 2026, are being sent only by email to the Members. Members may please note that this Notice and Annual Report 2025-26 will also be available on the Company’s website at https://re.one/about/corporate-governance/

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 32nd AGM. Members seeking to inspect any documents can send an email to govind.singh@re.one

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@re.one through their registered their registered email address which are registered with the Company.

10. As the 32nd 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/99770171928?pwd=MbtuP8Ubbwtdm2nBzGaa6jETVY0msK.1

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 32nd 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@re.one 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@re.one

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 are informed that the Articles of Association of the Company ("AoA") were amended and restated in the Extra-Ordinary General Meeting held on 30 March 2026 pursuant to the restructuring exercise to incorporate and give effect to the terms of the Amended and Restated Shareholders' Agreement dated January 18, 2024, as subsequently amended ("SHA").

Upon a further review of the AoA, certain additional amendments are proposed. These amendments comprise: (i) substantive amendments to Part C of the AoA, relating to the Employee Shareholders, to align the rights and obligations applicable to them with the corresponding provisions applicable to the other shareholders under the SHA and Part B of the AoA; and (ii) certain minor clean-up amendments to Parts A and B of the AoA, including correction of internal cross-references, removal of duplicated provisions and correction of numbering and formatting inconsistencies, which do not alter any substantive rights or obligations.

The proposed amendments to Part C principally align the provisions relating to tag-along and drag-along rights and obligations of the Employee Shareholders with the corresponding provisions applicable under the current SHA and Part B of the AoA. Certain consequential amendments to defined terms and references are also proposed to ensure consistency across the AoA.

The proposed amended and restated Articles of Association are being placed before the Members for approval and adoption in substitution of the existing Articles of Association of the Company.

A copy of the proposed amended and restated Articles of Association, together with other relevant documents, will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and will also be available for inspection at the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 03 of the Notice for approval of the Members.

Item No. 4 and 5:

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 09 June 2026 has recommended the payment of the below-mentioned profit related commission for independent directors of the Company for FY 2025-26;

Sr. No.	Name of the Director	Designation	Amount in INR
1	Mr. BS Shantharaju	Chairman & Independent Director	89,00,000
2	Mr. Narayan Seshadri	Independent Director	90,00,000

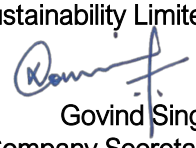
The commission as proposed is within the limits and is in compliance with the provisions of the Companies Act, 2013.

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 and 5 of this notice requires approval of Members of the Company by way of Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 04 and 05 of the Notice for approval of the Members.

None of the other Directors (except the IDs 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



Govind Singh
Company Secretary
M. No.: F12380

Date: 22nd September, 2026
Place: Hyderabad

*****