



Re Sustainability Reldan Refining Private Limited
(Formerly known as Ramky ARM Recycling Private Limited)
CIN: U74999TG2018PTC122002, GST: 36AAICR7375Q1ZD

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the (1/2023-24) Extra-ordinary General Meeting of the members of **Re Sustainability Reldan Refining Private Limited (Formerly known as Ramky ARM Recycling Private Limited)** will be held at Shorter Notice on **Saturday, 30th day of March, 2024 at 05:00 PM (IST) i.e 7:30 AM (EST)** through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) at the registered office of the Company situated at Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Hyderabad, Telangana-500081, India to transact the following businesses:

SPECIAL BUSINESS

ITEM NO 1:

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS (RPT) WITH VARIOUS RELATED PARTIES OF THE COMPANY.

To consider and thought fit to pass with or without modifications the following resolution as a Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof), consent of the shareholders be and is hereby accorded for carrying out transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), at arms’ length basis and in ordinary course of business with following mentioned related parties of the Company on such terms and conditions as may be agreed as mentioned hereunder:

Name of the related party	Nature of Relationship	Value of Transaction and duration (value in \$ taken as 1USD = 82.50 INR)	Nature and material terms/Particulars of the contract or arrangement
ARM International Holding Company, LLC (ARMI)	Entity with significant influence	Rs. 26,99,686/- (\$ 32,723) One time transaction	Purchase of Capex Machine from ARMI as per agreed terms between the parties. The said machine is customized one that shall be used at company’s operating unit for production and operation of the Company.

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Tel: 040-23015000, **Fax:**040-23015100, **Email:** cs.reel@resustainability.com, **URL:** <https://rereldan.com>

Plant Office: HWMP-Survey No. 684/1, Dundigal Village, Quthubullapur Mandal, Medchal Malkajgiri., Hyderabad, Telangana 500043, India

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Hyderabad Integrated MSW Limited (HIMSWL)	Entity with significant influence	Rs.1,00,00,000/- (\$ 1,21,212) FY 24-25	Collection of e-Waste by HIMSWL for its treatment, recycling and proper disposal as agreed by both the parties.
Re Sustainability Limited (RESL)	Ultimate Holding Company	Rs. 3,80,196/- (\$ 4,608) FY 23-24	Availing Environmental Monitoring services for its production facility from HWMP division of RESL.
Re Sustainability Limited (RESL)	Ultimate Holding Company	Rs. 8,00,000/- (\$ 9,697) FY 24-25	Availing of service for disposal of hazardous waste from HWMP Division of RESL being the only provider of services as per Pollution control board norms and no other entity in the state of Telangana

RESOLVED FURTHER THAT all the Directors or Company Secretary of the Company be and are hereby authorized severally to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies.”

**For, Re Sustainability Reldan Refining Private Limited
(Formerly Ramky ARM Recycling Private Limited)**

Sd/-

Name: - Nisha Sahu

Designation: - Company Secretary

Membership No: A50120

Place: Hyderabad

Date: 29th March, 2024

Registered office: Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Hyderabad, Telangana-500081, India

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Notes:

1. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. *The Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021, 2022 and upto September 30, 2024, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), MCA Circulars, the EGM of the Company is being conducted through VC/OAVM.*
3. *An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Para 1.2.5 of SS-2 ('Secretarial Standard of General Meeting') relating to the Special Business to be transacted at the Meeting is annexed hereto.*
4. *Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.*
5. *In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Hyderabad, Telangana-500081, India, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.*
6. *Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.*
7. *All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e. Thursday, March 30, 2024. Members seeking inspection of the aforementioned documents can send an email to nisha.sahu@rereldan.com.*

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EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL
STANDARDS ON GENERAL MEETINGS (SS-2)

Item No 1

The members are apprised that pursuant to the provision of section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Company proposes to enter various related party transactions with Related Parties to the Company as per section 2(76) of the Companies Act, 2013.

The said provision mandates prior approval of Members by means of an ordinary resolution for all material related party transactions. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual turnover as per the last audited financial statements of the Company.

As the value of such transactions exceeds 10% of total turnover of immediately previous year of the Company, being the threshold limit for Material Related Party Transactions, your approval is being sought for the material related party transaction mentioned in below table.

The transactions are on the terms and conditions as briefed herein below and as agreed mutually between the parties:

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The name of the related party and nature of relationship	The nature, duration of the contract and particulars of the contract or arrangement	The material terms of the contract or arrangement including the value, if any (value in \$ taken as 1USD = 82.50 INR)	Any advance paid or received, if any	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors
ARM International Holding Company, LLC (Entity with significant influence)	Purchase of Capex Machine for (One time transaction)	Rs. 26,99,686/- (\$ 32,723)	Not applicable	Since this machine is customized and developed by ARM, there is no comparable supplier in the market and price is commercially agreed between the both the parties. Hence transaction to be considered at arm's length price.	Yes, all factors relevant to the contract have been considered.
Hyderabad Integrated MSW Limited (Entity with significant influence)	Collection of e-Waste (FY 24-25)	Rs.1,00,00,000/- (\$ 121,212)	Not applicable	Transaction is on an arm's length basis. Pricing is fair, market driven, and aligns with industry standards.	Yes, all factors relevant to the contract have been considered
Re Sustainability Limited (Ultimate Holding Company)	Environmental Monitoring Services (FY 23-24)	Rs. 3,80,196/- (\$ 4,608)	Not applicable	The pricing is commensurate with the general trend in the market for Environmental Monitoring Services	Yes, all factors relevant to the contract have been considered.
	Environmental Monitoring Services (FY 24-25)	Rs. 8,00,000/- (\$ 9,697)			

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Re Sustainability Limited (Ultimate Holding Company)	Disposal of Hazardous Waste FY 24-25	Rs.15,00,000/- (\$ 18,182)	Not applicable	As per the Pollution Control Board norms HWMP division of RESL (Related Party) is the only entity to dispose Harzardous Waste in entire Telangana State therefore no other competitor to ascertain comparable market price. Hence transaction to be considered at arm's length price.	Yes, all factors relevant to the contract have been considered.
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None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Members.

For, Re Sustainability Reldan Refining Private Limited
(Formerly Ramky ARM Recycling Private Limited)

Sd/-
Nisha Sahu
Company Secretary
Membership No: A50120

Place: Hyderabad
Date: 29th March, 2024

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