RARE EARTH ENGINEERS LIMITED

(Formerly Known as Midland Polymers Limited)
CIN: L42202TS1992PLC178971
Regd. Off: Flat No.1509, 15th Floor, Block-B, Asian Suncity Beside AMB Sarath City Mall, Kondapur, Gachibowli, Hyderabad- 500084, Telangana
Ph.no: +91 9281423746 email id: midland.polymers@gmail.com
Website: www.midlandpolymers.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 2ND EXTRA-ORDINARY GENERAL MEETING FOR THE FY 2026-27 OF THE SHAREHOLDERS OF RARE EARTH ENGINEERS LIMITED (FORMERLY KNOWN AS MIDLAND POLYMERS LIMITED) WILL BE HELD ON THURSDAY, THE 10TH DAY OF DECEMBER, 2026 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

1. **APPOINTMENT OF MR. HARIKRISHNA CHOUDARY POPURI (DIN: 11577613) AS A DIRECTOR OF 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 149, 152 and 161 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Harikrishna Choudary Popuri (DIN: 11577613), who was appointed as an Additional Director of the Company in the Executive Category, on the recommendation of Nomination and Remuneration Committee and by the Board of Directors with effect from 30.10.2026 and who holds office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and is liable to retire by rotation."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard."

2. **APPOINTMENT OF MR. HARIKRISHNA CHOUDARY POPURI (DIN: 11577613) AS A WHOLE TIME DIRECTOR OF 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 any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee and Board of Directors, the approval of the Members be and is hereby accorded for the appointment of Mr. Harikrishna Choudary Popuri (DIN: 11577613), as a Whole time Director of the Company, for a period of 3 years commencing from 30.10.2026 to 29.10.2029 at a

remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) per month and he shall be liable to retire by rotation."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard."

3. CHANGE IN DESIGNATION OF MR. NAGABHYRU SUBBARAO (DIN: 05300681) FROM NON-EXECUTIVE DIRECTOR TO CHAIRMAN AND 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), and pursuant to the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for change in designation of Mr. Nagabhyru Subbarao (DIN: 05300681) from Non-Executive Director to Chairman and Managing Director of the Company, with effect from 30.10.2026 for a period of three (3) years up to 29.10.2029, at a remuneration of Rs. 2,34,667/- (Rupees Two Lakhs Thirty-Four Thousand Six Hundred and Sixty-Seven Only) per month and in accordance with the applicable provisions of the Act."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution."

4. TO APPROVE GRANT OF LOAN TO JMR CLEAN ENERGY PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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 185(2) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is

hereby accorded to the Board of Directors of the Company to advance loan of an amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore only) to JMR Clean Energy Private Limited, a Subsidiary Company, in which the Directors of the Company are interested, for meeting its working capital requirements and for utilisation of the loan towards its working Capital Requirements.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the terms and conditions of the aforesaid loan, including the rate of interest, tenure, repayment terms and other incidental matters, and to execute such agreements, documents and writings as may be necessary in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

5. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH JMR CLEAN ENERGY PRIVATE LIMITED, SUBSIDIARY 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 applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), or any other laws as may be applicable from time to time, the Related Party Transaction Policy of the Company and pursuant to the approval of the Audit Committee and the approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to a) Make Investments in JMR Clean Energy Private Limited, a Subsidiary Company, and b) Give any loan to subsidiary Company, JMR Clean Energy Private Limited, being a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulation, Constituting a Material Related Party Transactions as detailed below:

Name of Related Party	**Nature of Relationship**	**Nature of Transaction (contract(s)/ arrangement(s)/ transaction(s))**	**Proposed Amount (in Rs.)**
JMR Clean Energy Private Limited	Subsidiary Company	Investment by way of subscription to equity shares, preference shares, debentures, bonds or any other instruments	10,00,00,000
JMR Clean Energy Private Limited	Subsidiary Company	Loan towards working Capital Requirements	10,00,00,000

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution."

For and on behalf of the Board
Rare Earth Engineers Limited
(Formerly Known as Midland Polymers Limited)

Place: Hyderabad
Date: 30.10.2026

Nagabhyru Subbarao
Chairman and Managing Director
(DIN: 05300681)

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI(LODR), REGULATIONS, 2015

ITEM NOS. 1 & 2:

APPOINTMENT OF MR. HARIKRISHNA CHOUDARY POPURI (DIN: 11577613) AS A DIRECTOR AND WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Harikrishna Choudary Popuri (DIN: 11577613) was inducted into Board as an Additional Director (in executive category) of the Company, with effect from 30.10.2026 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and shall hold the office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier.

Mr. Harikrishna Choudary Popuri is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. He has also given his consent to act as Whole-time Director of the Company and the requisite declarations have been received by the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 30.10.2026 and pursuant to the provisions of Sections 178, 196 and 197 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company is sought for appointment of Mr. Harikrishna Choudary Popuri (DIN: 11577613) as a Whole time Director of the Company with effect from 30.10.2026 for a period of 3 years, at a remuneration of Rs. 2,00,000 (Rupees Two Lakhs) Per Month with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Harikrishna Choudary Popuri.

Details of appointment and remuneration are:

1. Period of Appointment: Three Years with effect from 30.10.2026.

2. Remuneration: In terms of Schedule V of the Companies Act, 2013 read together with Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013, the whole time Director shall be paid a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs) Per Month.

INFORMATION IN ACCORDANCE WITH SCHEDULE V OF COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1. **Nature of Industry**: Engineering & Infrastructure.

2. **Date or expected date of commencement of commercial**: The new management is yet to commence its operations in the new activity i.e., Power transmission, wind energy and infrastructure (EPC) business.

3. **In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects**: Not Applicable.

4. **Financial performance based on given indications**:

Particulars	**2025-26 (Rs. in Lakhs.)**	**2024-25 (Rs. in Lakhs.)**	**2023-22 (Rs. in Lakhs.)**
Turnover	Nil	Nil	5.50
Net Profit after Tax	(14.07)	(14.77)	(45.70)

5. **Foreign investments or collaborations, if any:** Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

1. **Background Details:** Mr. Harikrishna Choudary Popuri is a seasoned business leader with more than 20 years of experience spanning business development, project management, and strategic growth. As Director, he leads the organization's expansion efforts, shaping market strategy and cultivating the long-term client relationships on which sustainable success is built. Throughout his career, Mr. Harikrishna has earned a reputation for professionalism, integrity, and a disciplined, results-oriented approach. He has played a pivotal role in identifying and pursuing new business opportunities, entering new markets, and forging strategic partnerships that strengthen the company's competitive position. His ability to align commercial objectives with client needs has enabled him to convert opportunities into lasting, mutually beneficial engagements. Drawing on deep industry expertise and a strong command of project delivery, Mr. Harikrishna bridges the gap between business vision and execution. He works closely with cross-functional teams to ensure that strategic goals are translated into well-planned, successfully delivered outcomes. His leadership style emphasizes collaboration, accountability, and empowering teams to perform at their best. Above all, Mr. Harikrishna is guided by a customer-focused mindset. He takes the time to understand the goals and challenges of each client and partner, building trust through transparency, reliability, and consistent delivery. This approach continues to create meaningful value for clients, partners, and stakeholders alike, while making a significant contribution to the organization's growth and reputation.

2. **Past Remuneration:** Not Applicable

3. **Recognition or awards:** Nil

4. **Job Profile and his suitability:**

   He has over 20 years of experience in business development, project management and strategic planning, with expertise in business expansion, market development and client relationship management. His extensive experience and leadership capabilities make him suitable for the position.

5. **Remuneration proposed:**

   As set out in the resolution for item No.2, the remuneration to Mr. Harikrishna Choudary Popuri, Whole-time Director has the approval of Board of Directors, is within the limits specified under Schedule V of Companies Act.

6. **Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin):**

   Taking into consideration the profile of Mr. Harikrishna Choudary Popuri and the responsibilities shouldered by him, the aforesaid remuneration package is within the industry standards.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

   Not Applicable

III. OTHER INFORMATION:

1. Reasons for inadequate profits: The new management Company is yet to commence the business after the takeover.

2. Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

3. Steps taken or proposed to be taken for improvement: Not Applicable

The Board recommends the Resolutions set out at Item Nos. 1 & 2 of the Notice for approval by the Members.

Save and except, Mr. Harikrishna Choudary Popuri, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolutions as set out in the notice.

ITEM NO. 3: CHANGE IN DESIGNATION OF MR. NAGABHYRU SUBBARAO (DIN: 05300681) FROM NON-EXECUTIVE DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

Mr. Nagabhyru Subbarao (DIN: 05300681) is presently serving as the Non-Executive Director of the Company. Considering his experience, knowledge, expertise and contribution towards the affairs and management of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 30.10.2026, approved the change in designation of Mr. Nagabhyru Subbarao from Non-Executive Director to Chairman and Managing Director of the Company, with effect from 30.10.2026, for a period of three (3) years, from 30.10.2026 to 29.10.2029 subject to the approval of the Members of the Company.

The proposed change in designation is intended to entrust Mr. Nagabhyru Subbarao with enhanced responsibility for providing leadership and strategic direction to the Company and overseeing its overall management and affairs.

The terms and conditions of his appointment, shall be in accordance with the provisions of Sections 196, 203 and other applicable provisions of the Companies Act, 2013, read other applicable provisions of the act.

Mr. Nagabhyru Subbarao is not disqualified from being appointed or continuing as a Director under Section 164 of the Companies Act, 2013. He has also given his consent to act as Chairman and Managing Director of the Company and the requisite declarations have been received by the Company.

The Board is of the opinion that the knowledge, experience and expertise of Mr. Nagabhyru Subbarao are beneficial to the Company and that his experience will contribute to the growth and development of the Company.

Information in accordance with Schedule V of Companies Act, 2013

Details of remuneration are:

1. Period of Appointment: Three Years with effect from 30.10.2026.

2. Remuneration: In terms of Schedule V of the Companies Act, 2013 read together with Section 196 and 197 and any other applicable provisions of the Companies Act, 2013, the Managing Director shall be paid remuneration of Rs. 2,34,667/- (Rupees Two Lakhs Thirty-Four Thousand Six Hundred and Sixty-Seven Only) Per Month.

INFORMATION IN ACCORDANCE WITH SCHEDULE V OF COMPANIES ACT, 2013

IV. GENERAL INFORMATION:

1. **Nature of Industry**: Engineering & Infrastructure.

2. **Date or expected date of commencement of commercial**: The new management is yet to commence its operations in the new activity i.e., Power transmission, wind energy and infrastructure (EPC) business.

3. **In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects**: Not Applicable.

4. **Financial performance based on given indications**:

Particulars	**2025-26 (Rs. in Lakhs.)**	**2024-25 (Rs. in Lakhs.)**	**2023-22 (Rs. in Lakhs.)**
Turnover	Nil	Nil	5.50
Net Profit after Tax	(14.07)	(14.77)	(45.70)

5. **Foreign investments or collaborations, if any:** Not Applicable

V. INFORMATION ABOUT THE APPOINTEE:

1. **Background Details:** Mr. Nagabhyru Subbarao is a business leader and entrepreneur with over 35 years of extensive experience across diverse sectors, including infrastructure, electrical, agriculture, and allied business activities. Over the course of his career, he has developed strong expertise in business development, project execution, operations, and strategic management, backed by a deep understanding of evolving market opportunities. His entrepreneurial journey reflects a strong ability to identify new business opportunities, build sustainable ventures and successfully navigate diverse business environments. As a Director, he will contributes valuable strategic insight, entrepreneurial leadership, and industry knowledge to the Company, with a strong focus on sustainable growth, operational excellence, and long-term value creation for the Company and its stakeholders.

2. **Past Remuneration:** Not Applicable

3. **Recognition or awards:** None

4. **Job Profile and his suitability:**

   He has over 35 years of experience in infrastructure, electrical, agriculture and allied sectors, with expertise in business development, project execution, operations and strategic management. His extensive industry knowledge and entrepreneurial experience make him suitable for the position.

5. **Remuneration proposed:**

   As set out in the resolutions for item No.3, the remuneration to Mr. Nagabhyru Subbarao, Chairman and Managing Director is within the limits specified under Schedule V of Companies Act.

6. **Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin):**

   Taking into consideration the profile of Mr. Nagabhyru Subbarao and the responsibilities shouldered by him, the aforesaid remuneration package is within the industry standards.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

   Not Applicable

VI. OTHER INFORMATION:

1. Reasons for inadequate profits: The new management Company is yet to commence the business after the takeover.

2. Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

3. Steps taken or proposed to be taken for improvement: Not Applicable

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 3 of the notice.

Except Mr. Nagabhyru Subbarao, none of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

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Annexure (for item nos. 1, 2 and 3)

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Harikrishna Choudary Popuri	Nagabhyru Subbarao
Date of Birth and Age	09/02/1985 and 41 Years	01/02/1963 and 63 Years
Brief Resume including Qualification and Experience	Harikrishna Choudary Popuri is a seasoned business leader with more than 20 years of experience spanning business development, project management, and strategic growth. As Director, he leads the organization's expansion efforts, shaping market strategy and cultivating the long-term client relationships on which sustainable success is built. Throughout his career, Harikrishna has earned a reputation for professionalism, integrity, and a disciplined, results-oriented approach. He has played a pivotal role in identifying and pursuing new business opportunities, entering new markets, and forging strategic partnerships that strengthen the company's competitive position. His ability to align commercial objectives with client needs has enabled him to convert opportunities into lasting, mutually beneficial engagements. Drawing on deep industry expertise and a strong command of project delivery, Harikrishna bridges the gap between business vision and execution. He works closely with cross-functional teams to ensure	Mr. Nagabhyru Subbarao is a business leader and entrepreneur with over 35 years of extensive experience across diverse sectors, including infrastructure, electrical, agriculture, and allied business activities. Over the course of his career, he has developed strong expertise in business development, project execution, operations, and strategic management, backed by a deep understanding of evolving market opportunities. His entrepreneurial journey reflects a strong ability to identify new business opportunities, build sustainable ventures and successfully navigate diverse business environments. As a director, he will contribute valuable strategic insight, entrepreneurial leadership, and industry knowledge to the Company, with a strong focus on sustainable growth, operational excellence, and long-term value creation for the Company and its stakeholders.

	that strategic goals are translated into well-planned, successfully delivered outcomes. His leadership style emphasizes collaboration, accountability, and empowering teams to perform at their best. Above all, Harikrishna is guided by a customer-focused mindset. He takes the time to understand the goals and challenges of each client and partner, building trust through transparency, reliability, and consistent delivery. This approach continues to create meaningful value for clients, partners, and stakeholders alike, while making a significant contribution to the organization's growth and reputation.	
Number of Board Meetings attended during the year	Not Applicable	3/3
Remuneration last drawn	Not Applicable	Nil
Date of First Appointment in the Board	30.10.2026	12.08.2026
Nature of expertise in specific functional areas	He has over 20 years of experience in business development, project management and strategic planning, with expertise in business expansion, market development and client relationship management. His extensive experience and leadership capabilities make him suitable for the position.	Business Development, Strategic Management, Project Execution, Operations Management, Infrastructure, Electrical and Agriculture sectors, Entrepreneurship and Business Strategy.
Relationship with other Directors, Key Managerial Personnel	Not Applicable	Not Applicable
Directorship in other Companies	Nil	JMR Clean Energy Private Limited
Membership / Chairmanship in committee of the other companies	Nil	Nil
Names of Listed entities in	Nil	Nil

which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years		
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (Applicable for Independent Director appointment)	Not Applicable	Not Applicable
Shareholding in the Company	Nil	Nil
Terms and conditions of Appointment / Reappointment	Appointed for a Period of 3 Years from 30.10.2026 to 29.10.2029	Appointed for a Period of 3 Years from 30.10.2026 to 29.10.2029
Remuneration sought to be paid	Rs. 2,00,000/- (Rupees Two Lakhs) per month	Rs. 2,34,667/- (Rupees Two Lakh Thirty-Four Thousand Six Hundred and Sixty-Seven Only) per month

ITEM NO. 4: TO APPROVE GRANT OF LOAN TO JMR CLEAN ENERGY PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

The Company proposes to grant an unsecured loan of up to Rs. 10,00,00,000/- (Rupees Ten Crore only) to JMR Clean Energy Private Limited, a Subsidiary Company in which the Company holds 70% of the share capital, towards meeting its working capital requirements.

The proposed loan shall carry an interest rate of 10.90% per annum and shall be repayable on demand. The loan shall be unsecured and shall not carry any conversion rights. No additional charges shall be applicable in connection with the proposed loan.

JMR Clean Energy Private Limited is engaged in the business of solar power generation in the renewable energy sector. The proposed loan is intended to provide financial support to the Subsidiary Company towards meeting its working capital requirements and supporting its business operations.

Since Mr. Nagabhyru Subbarao, Chairman and Managing Director of the Company, and Mr. Ajay Raj Chereddy, Chief Financial Officer of the Company, are also Directors of JMR Clean Energy Private Limited, the proposed transaction attracts the provisions of Section 185 of the Companies Act, 2013. Accordingly, pursuant to Section 185(2) of the Act, the approval of the Members by way of a Special Resolution is being sought for granting the aforesaid loan, which shall be utilised by JMR Clean Energy Private Limited towards meeting its working capital requirements in connection with its principal business activities.

The proposed transactions shall be funded through the proceeds raised from the Preferential Issue, 2026, in line with the objects stated in the EGM Notice dated 27.03.2026, and the balance amount, shall be met out of the Company's internal accruals. No financial indebtedness is proposed to be incurred by the Company for granting the aforesaid loan.

The proposed loan is considered to be in the interest of the Company as it will provide financial support to its Subsidiary Company to meet its working capital requirements and support its business operations.

Mr. Nagabhyru Subbarao, Chairman and Managing Director of the Company, and Mr. Ajay Raj Chereddy, Chief Financial Officer of the Company, are also Directors of JMR Clean Energy Private Limited and are accordingly concerned or interested in the proposed resolution.

Except the above-mentioned persons, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

ITEM NO:5: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH JMRCLEAN ENERGY PRIVATE LIMITED, SUBSIDIARY COMPANY

The Board of Directors of Rare Earth Engineers Limited, at its meeting has considered and approved, subject to the approval of the Members, the proposal to invest an amount up to Rs. 10,00,00,000/- (Rupees Ten Crores Only) in JMR Clean Energy Private Limited by way of subscription to equity shares, preference shares, debentures, bonds or any other instruments, as may be decided by the Board, and also to provide financial assistance by way of granting loans up to Rs. 10,00,00,000/- (Rupees Ten Crores Only), aggregating to an overall amount of Rs. 20,00,00,000/- (Rupees Twenty Crores Only) on such terms and conditions as may be decided by the Board.

Details regarding the proposed investment is mentioned below:

S. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	Name of the target entity: JMR Clean Energy Private Limited Issued and Paid-up capital: 10,00,000 Equity shares of Rs.10/- Each i.e., Rs. 1,00,00,000 **Turnover Details:** For FY 2025-26 – Rs. 15,103.95 Lakhs For FY 2024-25 - Rs. 17.50 Lakhs

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2.	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Yes, the transaction would fall within Related Party Transaction, as JMR Clean Energy Private Limited is a Subsidiary Company of the Company. The Promoters/Promoter Group are interested in the JMR Clean Energy Private Limited, being subsidiary of the Company. The investment is proposed to be made on an arm's length basis.
3.	Industry to which the entity being acquired belongs;	Solar Power Generation (Renewable Energy Sector)
4.	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The proposed investment is being made in an entity engaged in the business of Solar Power Generation (Renewable Energy Sector), with the objective of expanding the Company's presence in the renewable energy sector and exploring opportunities in the power generation business. The proposed investment is aligned with the existing objects of the Company, which include undertaking renewable energy projects, including wind energy projects, and other allied power infrastructure activities. The investment is expected to provide the Company with an opportunity to diversify its business operations, expand its presence in the renewable energy sector and generate additional business opportunities and potential returns. The proposed investment is not outside the main line of business of the Company, considering the activities covered under its existing Main Objects.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition;	1 year from the date of shareholders' approval
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration
8.	Cost of acquisition and/or the price at which the shares are acquired;	Investment up to ₹10,00,00,000/- (Rupees Ten Crores Only) by way of subscription to equity shares, preference shares, debentures, bonds or any other instruments, as may be decided by the

		Board, and providing financial assistance by way of loans up to ₹10,00,00,000/- (Rupees Ten Crores Only), aggregating to an overall amount of ₹20,00,00,000/- (Rupees Twenty Crores Only). The exact issue price/valuation shall be determined in accordance with applicable regulatory valuation requirements at the time of execution.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Company now proposes to pass an enabling resolution for making investments of up to Rs. 10,00,00,000/- (Rupees Ten Crores Only) in JMR Clean Energy Private Limited by way of subscription to equity shares, preference shares, debentures, bonds or any other instruments, as may be decided by the Board, and providing financial assistance by way of loans up to Rs. 10,00,00,000/- (Rupees Ten Crores Only), aggregating to an overall amount of Rs. 20,00,00,000/- (Rupees Twenty Crores Only). The final percentage of equity/preference shareholding and control, if any, shall be determined based on the valuation, issue price and paid-up capital structure of JMR Clean Energy Private Limited at the time of allotment. The transactions shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013, and the necessary disclosures shall be made to BSE Limited upon completion of the transactions, within the timelines specified in Point No. 6.
10	Brief background about the entity in which investment is made, in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	JMR Clean Energy Private Limited is engaged in the business of Solar Power Generation (Renewable Energy Sector), including generation and supply of electricity through solar energy. The Company operates in the renewable energy sector and is involved in activities relating to solar power generation. The Company was incorporated on 17/12/2024 under the Companies Act, 2013, in India. The turnover of JMR Clean Energy Private Limited for the last three financial years is as follows:

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(Formerly Known as Midland Polymers Limited)
CIN: L42202TS1992PLC178971
Regd. Off: Flat No.1509, 15th Floor, Block-B, Asian Suncity Beside AMB Sarath City Mall, Kondapur, Gachibowli, Hyderabad- 500084, Telangana
Ph.no: +91 9281423746 email id: midland.polymers@gmail.com
Website: www.midlandpolymers.com

		Date of Incorporation: 17/12/2024 Past 3 Years Turnover: For FY 2025-26 – 15,103.95 Lakhs For FY 2024-25 – 17.50 Lakhs Country of presence: India Other significant information: Nil

JMR Clean Energy Private Limited is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The proposed investment constitutes a Material Related Party Transaction under Regulation 23 of the SEBI Listing Regulations and accordingly requires prior approval of the Members pursuant to Regulation 23(4).

The investment may be made in one or more tranches. The number of equity shares, preference shares, debentures, bonds, or any other instruments, as may be decided by the Board., the subscription price, conversion ratio, conversion period, dividend/coupon and other terms and conditions shall be determined by the Board based on the valuation, pricing of JMR Clean Energy Private Limited at the time of execution/allotment in accordance with applicable laws.

Simultaneously, the Company has also proposed to grant loan to JMR Clean Energy Private Limited, its subsidiary, up to Rs. 10,00,00,000/- (Rupees Ten Crores Only).

The relevant information in respect of the proposed Related Party Transactions, as required under the applicable provisions of the SEBI Listing Regulations and the applicable SEBI framework, is provided below.

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 DATED 30.01.2026 AND SEBI CIRCULAR SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions (For Investment and Loan):

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S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A (1). Basic details of the related party			
1.	Name of the related party	JMR Clean Energy Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Solar Power Generation (Renewable Energy Sector)	
A (2). Relationship and Ownership of the related party			
4.	Relationship between the listed entity/Subsidiary (in case of transaction involving the Subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ Subsidiary (in case of transaction involving the Subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ Associate (in case of transaction involving the Subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ Subsidiary (in case of transaction involving the Subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Associate / related party has control. While calculating indirect shareholding, shareholding held	JMR Clean Energy Private Limited is a Subsidiary Company of the Company. The Company holds 70% of the share capital of JMR Clean Energy Private Limited. • Shareholding of the listed entity in the related party: 70% (Directly)	

	by relatives shall also be considered.		
A (3). Details of previous transactions with the related party			
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last Financial year.	Nil	
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil	
7.	Whether prior approval of Audit Committee has been taken for the above Mentioned transactions?	Yes	
8.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its Associate during the last financial year.	Nil	
A (4). Amount of the proposed transactions			
9.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	• Investment in JMR Clean Energy Private Limited: Up to Rs. 10,00,00,000/- (Rupees Ten Crores Only). • Grant of Loan to JMR Clean Energy Private Limited: Up to Rs. 10,00,00,000/- (Rupees Ten Crores Only).	
10.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction with the related party during the current financial year would render a material RPT. However, the Company has not undertaken any previous transaction with the related party during the current financial year.	
11.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	a) Value of proposed transaction(s): Rs.20,00,00,000 (Rupees Twenty Crores Only) b) Annual consolidated turnover	

		(FY 2025-26): Not Applicable as on 31.03.2026 the company did not have any subsidiary. c) Transaction value as a percentage of annual consolidated turnover: Not Applicable	
12.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
13.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	**Value of the Proposed Transactions:** • Investment in JMR Clean Energy Private Limited: Rs. 10,00,00,000/- (Rupees Ten Crores Only). • Grant of Loan to JMR Clean Energy Private Limited: Rs. 10,00,00,000/- (Rupees Ten Crores Only). • Total: Rs. 20,00,00,000/- (Rupees Twenty Crores Only). Annual Standalone Turnover of the Related Party: Rs. 15,103.95 Lakhs. Value of Proposed Transactions as a Percentage of Annual Standalone Turnover: 13.24% (Investment: 6.62% and Loan: 6.62%).	
14.	Financial performance of the related party for the immediately preceding financial year:	JMR Clean Energy Private Limited reported a turnover of Rs. 15,103.95 Lakhs during FY 2025-26.	
A (5). Basic details of the proposed transaction:			
15.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of	Investment in JMR Clean Energy Private Limited up to Rs. 10,00,00,000/- (Rupees Ten Crores	

	goods/services, giving loan, borrowing etc.)	Only) and granting of loans to JMR Clean Energy Private Limited up to Rs. 10,00,00,000/- (Rupees Ten Crores Only), aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crores Only).	
16.	Details of the proposed transaction	The proposed investment of an amount up to ₹10,00,00,000/- (Rupees Ten Crores Only) by Rare Earth Engineers Limited in JMR Clean Energy Private Limited, by way of subscription to equity shares, preference shares, debentures, bonds or any other instruments, as may be decided by the Board, to be issued by JMR Clean Energy Private Limited, and granting of loans up to ₹10,00,00,000/- (Rupees Ten Crores Only) to JMR Clean Energy Private Limited, aggregating to an overall amount of ₹20,00,00,000/- (Rupees Twenty Crores Only).	
17.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year from the Shareholder's Approval	
18.	Whether omnibus approval is being sought?	Yes	
19.	Value of the proposed transaction during a financial year.	Value of the Proposed Transactions: - Investment in JMR Clean Energy Private Limited: Rs. 10,00,00,000/- (Rupees Ten Crores Only) - Grant of Loan to JMR Clean Energy Private Limited: Rs. 10,00,00,000/- (Rupees Ten Crores Only). - Total: Rs. 20,00,00,000/- (Rupees Twenty Crores Only).	
20.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed investment of Rs. 10,00,00,000/- in JMR Clean Energy Private Limited, along with the proposed grant of loan up to Rs. 10,00,00,000/-, is in the interest of the Company as it will enable the Company to expand and diversify its business operations into the renewable energy sector, particularly solar power generation. The proposed investment	

		and financial assistance are aligned with the existing objects of the Company and are expected to provide opportunities for business growth, diversification of revenue streams and generation of long-term returns, thereby contributing to the overall growth and value creation for the Company and its shareholders.	
21.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Nagabhyru Subbarao, Chairman and Managing Director of the Company, and Ajay Raj Chereddy, CFO of the Company are also Directors in JMR Clean Energy Private Limited.	
22.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
23.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B (1) Additional details for proposed transactions relating to any investment made by the listed entity			
24.	Source of funds in connection with the proposed transaction.	The proposed transactions shall be funded through the proceeds raised from the Preferential Issue, 2026, in line with the objects stated in the EGM Notice dated 27.03.2026, and the balance amount, shall be met out of the Company's internal accruals.	
25.	Purpose for which funds shall be utilized by the investee company.	The Investee Company shall utilize the same for its business purpose.	
26.	Financial indebtedness is incurred to make investment, specify the following:	No financial indebtedness is proposed to be incurred for making the proposed investment.	
	Nature of indebtedness	Not Applicable	
	Total cost of borrowing	Not Applicable	

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	Tenure	Not Applicable	
27.	Material terms of the proposed transaction	Not Applicable	

B(2) Additional details for proposed transactions relating loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity		
1.	Source of funds in connection with the proposed transaction.	The proposed transactions shall be funded through the proceeds raised from the Preferential Issue, 2026, in line with the objects stated in the EGM Notice dated 27.03.2026, and the balance amount, shall be met out of the Company's internal accruals.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	No financial indebtedness is proposed to be incurred for making the proposed investment.
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10.90% Per Annum
5.	Maturity / due date	Repayable on demand
6.	Repayment schedule & terms	Repayable on demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	To support its business, meet working capital requirements, and maintain financial flexibility

a. Justification for the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.

The proposed investment of up to Rs. 10,00,00,000/- (Rupees Ten Crores Only) and grant of loan up to Rs. 10,00,00,000/- (Rupees Ten Crores Only) to JMR Clean Energy Private Limited, aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crores Only), are in the interest of the Company, as they will enable the Company to expand and diversify its business operations into the renewable energy sector, particularly solar power generation. The proposed investment and financial assistance are aligned with the existing objects of the Company and are expected to provide opportunities for business growth, diversification of revenue streams and generation of long-term returns, thereby contributing to the overall growth and value creation for the Company and its shareholders.

b. The issue price/valuation for the investment shall be determined based on the applicable regulatory valuation requirements at the time of execution/allotment. The amount, tenure, rate of interest, repayment schedule and other terms and conditions of the loan shall be determined by the Board in accordance with applicable laws.

c. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

d. Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable

e. Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval: Audit Committee and Board approved the same.

f. The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making: Not Applicable

g. Any other information that may be relevant: Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommends to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 5 of the Notice.

Except Mr. Nagabhyru Subbarao, Chairman and Managing Director and Ajay Raj Chereddy, Chief Financial Officer none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

For and on behalf of the Board
Rare Earth Engineers Limited
(Formerly Known as Midland Polymers Limited)

Place: Hyderabad
Date: 30.10.2026

Nagabhyru Subbarao
Chairman and Managing Director
(DIN: 05300681)

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NOTES:

1) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No.03/2025, dated 22.09.2025 and SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 (hereinafter collectively referred to as "the Circulars"), in relation to "Clarification on holding of Extra Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)", permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the said Circulars, the EGM of the Company is being held through VC/OAVM.

2) Pursuant to the provisions of the Act, 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 will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3) The Deemed Venue of the EGM of the Company shall be its Registered Office.

4) Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.

5) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.

6) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ R&T Agent. Members may note that the Notice will also be available on the Company's website midland.polymers@gmail.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evotingindia.com.

7) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

8) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.

9) To avoid fraudulent transaction(s), the identity/ signature of the Members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.

10) Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.

11) Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.

12) For any communication, the shareholders may also send requests to the Company's email id: midland.polymers@gmail.com.

13) Company has appointed CDSL to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.

14) In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.

15) Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at viveksurana24@gmail.com.

16) Recent circular requires submission of Aadhaar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhaar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhaar card/PAN details to the Company/ Venture Capital & Corporate Investments Private Limited.

17) Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Venture Capital & Corporate Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.

18) In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

19) The company has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.

20) Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.

21) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

22) The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

23) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 07.12.2026 at 09:00 a.m. and ends on 09.12.2026 at 05:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 03.12.2026. may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e., 03.12.2026.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

In case of Individual shareholders holding shares in demat mode:

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Website: www.midlandpolymers.com

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.

	Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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(Formerly Known as Midland Polymers Limited)
CIN: L42202TS1992PLC178971
Regd. Off: Flat No.1509, 15th Floor, Block-B, Asian Suncity Beside AMB Sarath City Mall, Kondapur, Gachibowli, Hyderabad- 500084, Telangana
Ph.no: +91 9281423746 email id: midland.polymers@gmail.com
Website: www.midlandpolymers.com

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 1. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Rare Earth Engineers Limited (Formerly Known as Midland Polymers Limited)> on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non–Individual Shareholders and Custodians –For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viveksurana24@gmail.com and midland.polymers@gmail.com respectively. (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- The Company has appointed M/s. Vivek Surana and Associates, Practicing Company Secretaries, as Scrutinizer of the Company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchanges within Two working days from the conclusion of the Meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

For and on behalf of the Board
Rare Earth Engineers Limited
(Formerly Known as Midland Polymers Limited)

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Website: www.midlandpolymers.com

Place: Hyderabad
Date: 30.10.2026

Nagabhyru Subbarao
Chairman and Managing Director
(DIN: 05300681)