

**JAIN RESOURCE RECYCLING LIMITED**  
(Formerly Known as Jain Resource Recycling Private Limited)



March 27, 2026

To,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

SYMBOL: JAINREC

SCRIP CODE: 544537

**SUB: Notice of Postal Ballot (remote e-voting) – Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”)**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulation"), we hereby enclose a copy of the Postal Ballot Notice along with explanatory statement, remote e-voting instructions ("Postal Ballot Notice") which is being sent to the members whose name appear on the Register of Members / List of Beneficial Owners as on Friday, March 20, 2026, being the cutoff date for the purpose, in the electronic form to those shareholders whose email address is registered with KFin Technologies Limited ('KFinTech') the Company's Registrar and Share Transfer Agent ("RTA") or Depository Participants("DP"). The Postal Ballot Notice seeks approval of members of JAIN RESOURCE RECYCLING LIMITED ("the Company") in respect of the following resolution through remote e-voting:

Item No	Brief particulars of the resolution	Type of Resolution
1.	To approve the payment of remuneration payable to Mr. Kamlesh Jain (DIN: 01447952), Managing Director of the Company for the Financial Year 2026-27	Special Resolution
2.	Approval of re-designation and remuneration of Mr. Atul Pareek as Whole-Time Director of Jain CY Circular Solutions Private Limited (Subsidiary Company)	Ordinary Resolution
3.	Approval for Utilisation of IPO Funds under “General Corporate Purpose” head towards repayment of Unsecured Loan	Special resolution
4.	To approve the amendment of Articles of Association of the Company	Special resolution

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"), read with the General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and the latest one being General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e- voting") through KFin Technologies Limited ('KFinTech')

Registered Office: THE LATTICE, Old No. 7/1, New No. 20, 4th Floor, Bishop Ezra Sargunam Road, Kilpauk, Chennai 600 010, T.N, India

Unit I : D-12, SIPCOT Indl. Complex, Gummidipoondi, Thiruvallur, 601 201, T.N, India

Unit II : Plot No. R1 - R3, Pappankuppam Village, SIPCOT Indl. Complex, Gummidipoondi, Thiruvallur, 601 201, T.N, India

T: +91 44 4340 9494 E: info@jainmetalgroup.com W: www.jainmetalgroup.com CIN No. L27320TN2022PLC150206

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In terms of MCA Circulars, the Company has made arrangements with its Registrar & Share Transfer Agent for registration of email address of those Shareholders who have not yet registered their email address. Those shareholders are requested to get their email address registered by following the procedure given in the notes to Postal Ballot Notice.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are:

S. No	Particulars	Date
1.	Cut-off date for determining the members eligible for Postal Ballot / remote e-voting	Friday, March 20, 2026
2.	Date of commencement of Postal Ballot Remote e-voting	Saturday, March 28, 2026
3.	Date of conclusion of Postal Ballot Remote e-voting	Sunday, April 26, 2026

A copy of the Postal Ballot Notice is available on the Company's website (<https://jainmetalgrou.com>), Kfintech website (<https://evoting.kfintech.com>) and also on the website of National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the postal ballot voting (remote e-voting) by placing the same on the website of the Company and the same will be communicated to the stock exchange along with Scrutinizer's Report within the prescribed time

Kindly take the above information on your records and acknowledge the receipt of the same.

Thanking you

Yours faithfully,

For **JAIN RESOURCE RECYCLING LIMITED**

**BIBHU KALYAN RAUTA**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**M. NO: A31315**

**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Members,

NOTICE of Postal Ballot ("Notice") is hereby given to the Members of **JAIN RESOURCE RECYCLING LIMITED** ("the Company"), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"), read with the General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and the latest one being General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that Ordinary and Special Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

In compliance with the aforesaid **MCA Circulars**, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrars and Transfer Agents or Depository/ Depository Participants. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Ballot is accordingly being initiated in compliance with the above **MCA Circulars**. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("the Board") have appointed M/s. BP & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice.

The remote e-voting period commences from **9:00 A.M. (IST) on March 28, 2026** and ends at **5:00 P.M. (IST) on April 26, 2026**. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Kfin Technologies Limited (KFin) for the purpose of providing remote e-voting facility to its Members. The results of the Postal Ballot will be announced on or before **5.00 p.m. (IST) on April 28, 2026**.

The said results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <https://jainmetalgrou.com> and on the website of Kfin Technologies Limited (KFin). The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **April, 26, 2026**.

# JAIN RESOURCE RECYCLING LIMITED

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SPECIAL BUSINESS | SPECIAL RESOLUTION

## ITEM NO: 1

TO APPROVE THE PAYMENT OF REMUNERATION PAYABLE TO MR. KAMLESH JAIN (DIN: 01447952), MANAGING DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

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

"RESOLVED THAT in terms of the provisions of Sections 196, 197 and 198 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any amendment, re-enactment or statutory modification thereof) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), as amended from time to time and the Articles of Association of the Company, and subject to such other requisite approvals, if any, in this regard from the appropriate authorities and term(s), condition(s), amendment(s), modification(s) and pursuant to recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include a Committee of the Board, if any, constituted to exercise its powers, including the powers conferred by this Resolution) at their respective meetings held on February 09, 2026, the consent of the Members of the Company be and is hereby accorded to approve the payment of remuneration to Mr. Kamlesh Jain (DIN: 01447952), Managing Director of the Company for a period of one (1) year with effect from April 01, 2026 to March 31, 2027 on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of no profits or inadequate profits during the year), subject to the limits prescribed under the provisions of Schedule V to the Act or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT in accordance with the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, Mr. Kamlesh Jain shall be paid remuneration, on the following terms and conditions:

- (a) Gross Salary: Rs. 30 Lakhs per month with such increments as the Nomination and Remuneration Committee/ Board may decide from time to time, subject to an overall ceiling of Rs. 5 Crore per annum for the financial year 2026-2027.
- (b) Other Benefits, Perquisites & Allowances in addition to the Gross Salary, he will be entitled to:
  - i. Gratuity at the rate of half a month's salary for each completed year of service.
  - ii. Leave as per Company's Rules as specified from time to time.
  - iii. Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
  - iv. Premium paid on personal accident policy.
  - v. Leave encashment at the end of the tenure in accordance with the rules of the company.
  - vi. Reimbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
  - vii. Provision of car for Company's business for official purposes.
  - viii. Such other perquisites and allowances as may be approved by the Nomination and Remuneration Committee / Board from time to time.
- (c) Subject as aforesaid, the Managing Director shall be governed by such other rules and policies as applicable to the Key Managerial Personnel of the Company from time to time.
- (d) For the purposes of Gratuity, Provident Fund, Superannuation and other terminal benefits, the service of Mr. Kamlesh Jain, Managing Director will be considered as continuous service with the Company from the date of his joining the Jain Group.

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- (e) Any revision / change in accommodation, car or other allowances / perquisites shall be adjusted against the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate, the remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Kamlesh Jain, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013 for a period of One (1) year and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 196, 197, 198 read with schedule V of the Companies Act, 2013 and/or Regulation 17 of the Listing Regulations, as may be applicable (including any statutory modifications or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT anyone of the Directors of the company or Mr. Hemant Shantilal Jain, Director & Chief Financial Officer (DIN: 06545627) or Mr. Bibhu Kalyan Rauta, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution, including but not limited to making necessary filings with regulatory authorities, and completing all formalities required for the remuneration payable to the Managing Director."

## SPECIAL BUSINESS | ORDINARY RESOLUTION

### ITEM NO: 2

#### APPROVAL OF RE-DESIGNATION AND REMUNERATION OF MR. ATUL PAREEK AS WHOLE-TIME DIRECTOR OF JAIN CY CIRCULAR SOLUTIONS 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 the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), [including any statutory modification(s) or re - enactment thereof, for the time being in force], and based on the recommendation of the Audit Committee and the approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for redesignation of Mr. Atul Pareek, from Additional Director to Whole-Time Director of Jain CY Circular Solutions Private Limited, a subsidiary of the Company with effect from the date of approval of shareholders, and for payment of remuneration to him for services to be rendered in his executive capacity with effect from the date of approval of shareholders, upon the following terms:

- Remuneration of Rs. 6,00,000/- (Rupees Six Lakhs only) per month, including salary, allowances, perquisites and other benefits.
- Total remuneration not exceeding Rs. 72,00,000/- (Rupees Seventy-Two Lakhs only) per annum, inclusive of variable pay, benefits, perquisites, allowances and facilities applicable to employees in the same grade, and
- Payment of a one-time joining bonus of Rs. 30,00,000/- (Rupees Thirty Lakhs only), in consideration of his association with the project since November 2025 and his appointment in an executive capacity,

The terms and conditions of the appointment and remuneration are further set out in the Explanatory Statement annexed hereto.

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RESOLVED FURTHER THAT any one of the Directors of the Company, or Mr. Hemant Shantilal Jain, Director & Chief Financial Officer (DIN: 06545627), or Mr. Bibhu Kalyan Rauta, Company Secretary and Compliance Officer of the Company, be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

**SPECIAL BUSINESS | SPECIAL RESOLUTION**

**ITEM NO: 3**

**APPROVAL FOR UTILISATION OF IPO FUNDS UNDER “GENERAL CORPORATE PURPOSE” HEAD TOWARDS REPAYMENT OF UNSECURED LOAN**

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

“RESOLVED THAT pursuant to the provisions of Section 27 read with Section 13(8) of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act, read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) , and in accordance with Regulation 59 read with Schedule XX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and other applicable provisions of SEBI ICDR Regulations, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, and based on the recommendation of the Board of Directors, the approval and ratification of the members of the Company be and is hereby accorded for the variation/deviation/alteration in the objects of the issue as stated in the Prospectus of the Company dated September 26, 2025 (the “Prospectus”) filed with the Registrar of Companies, Chennai, Tamil Nadu, and Securities and Exchange Board of India (“SEBI”), in relation to the Initial Public Offering of equity shares (the ‘IPO’) in the manner as provided below:

Original objects of the issue	Amount grouped for each object	Amount Utilized	Amount Unutilized	Amount already utilized in variation to the stated objects	Details of Variation
Pre-payment or scheduled repayment of a portion of certain outstanding borrowings availed by our Company	Rs. 3,750.00 million	Rs. 3,750 Million	Nil	Nil	Nil
General Corporate Purposes	Rs. 986.43 million	Rs. 986.43 million	Nil	540.00 million	Out of the amount allocated for General Corporate Purposes, an amount of INR 540 million has inadvertently been used for repayment of unsecured loan availed from the Promoter-Director of the Company

**RESOLVED FURTHER THAT** the Members hereby approve and ratify the utilisation of an amount of Rs. 540.00 million, which forms part of the amount allocated towards General Corporate Purposes in the Prospectus, towards repayment of unsecured loan availed from the Promoter-Director, in deviation to the "Other Confirmations" section of the Objects of the Offer chapter of the Prospectus, which specified that no part of the net proceeds shall be paid to promoters, promoter group, directors, key managerial personnel, senior management or group companies.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, or Mr. Hemant Shantilal Jain, Director & Chief Financial Officer (DIN: 06545627), or Mr. Bibhu Kalyan Rauta, Company Secretary and Compliance Officer of the Company, for the purpose of giving effect to this resolution, be and are hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

**ITEM NO.4**

**TO APPROVE THE AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) ("Act"), and the recommendation made by the board of directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any committee thereof), consent of members of the Company, be and is hereby accorded to alter the Articles of Association of the Company by deleting the existing clause 2(dd) of the Articles of Association of the Company and by deleting in their entirety the following articles which fall under the heading "SEAL" in the existing Articles of Association, namely:

- (i) Article 128 (captioned "Seal"), comprising sub-clauses (a) and (b), which provides for the provision, custody, use and affixation of the common seal of the Company; and
- (ii) The article captioned "Deeds & documents how executed", appearing immediately after Article 128 in the existing Article of Association, comprising sub-clauses (a), (b) and (c), which relates to the execution of deeds and documents under the common seal of the Company.

**RESOLVED FURTHER THAT** the altered Articles of Association, incorporating the deletion of the aforesaid articles, be and is hereby adopted and shall form the revised Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, or Mr. Hemant Shantilal Jain, Director & Chief Financial Officer (DIN: 06545627), or Mr. Bibhu Kalyan Rauta, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to execute and file necessary forms and other necessary documents as may be required by the statutory authorities including with concerned Registrar of Companies and to do all such acts and deeds as may be necessary for the implementation of this resolution and to submit all documents to the concerned authorities in this behalf.

# JAIN RESOURCE RECYCLING LIMITED

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RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary and Compliance Officer of the Company be and is hereby authorised to certify a copy of this resolution and furnish certified true copies thereof to such authorities and persons as may require the same."

BY ORDER OF THE BOARD OF DIRECTORS  
FOR JAIN RESOURCE RECYCLING LIMITED

A handwritten signature in blue ink, appearing to read "Bibhu Kalyan Rauta", with a horizontal line extending to the right.

BIBHU KALYAN RAUTA  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
M. NO: A31315

Date: March 26, 2026  
Place: Chennai

# JAIN RESOURCE RECYCLING LIMITED

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## NOTES

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. All the material and relevant documents referred to Explanatory Statements, shall be available for inspection through electronic mode from **March 28, 2026** to **April 26, 2026**, basis the request being sent [cs@jainmetalgrou.com](mailto:cs@jainmetalgrou.com) to mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
3. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at <https://jainmetalgrou.com>. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.
4. A Shareholders / Members cannot exercise his/her vote by proxy on Postal Ballot.
5. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
6. The Board of Directors has appointed M/s. BP & Associates, a Practicing Company Secretaries, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
7. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before **April 28, 2026**, and will be displayed on the Company's website at <https://jainmetalgrou.com/> and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **April 26, 2026**.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [cs@jainmetalgrou.com](mailto:cs@jainmetalgrou.com).
10. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

## CUT-OFF DATE

1. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is **March 20, 2026** (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares and partly paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

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**DISPATCH OF POSTAL BALLOT NOTICE**

2. This Postal Ballot Notice is being sent in electronic form to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFin.
3. Shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent through remote e-voting facility only and **hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.**
4. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company's website <https://jainmetalgroup.com/> KFin's weblink at (<https://evoting.kfintech.com>) and also on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
5. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
  - Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 and the supporting documents can be provided by any one of the following modes:
    - a) Through 'In Person Verification' (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;
    - b) Through hard copies which are self-attested, which can be shared on the address of KFin;
    - c) Through electronic mode with e-sign by following the link <https://ris.kfintech.com/clientservices/isc/default.aspx>.




Detailed FAQs are available on KFin's weblink <https://ris.kfintech.com/faq.html>.

- Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.
- Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / KFin to enable servicing of notice, annual reports, other documents in electronic form.
- Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website <https://jainmetalgroup.com/> and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

**REMOTE E-VOTING:**

6. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e-voting"). KFin will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolution proposed to be considered through this Postal Ballot Notice by electronic means.
7. The remote e-voting period commences on March 28, 2026 (9.00 a.m. IST) and closes on April 26, 2026 (5.00 p.m. IST). During this period, the shareholders of the Company holding fully paid-up and partly paid-up shares, either in physical form or in demat form, as on the **Cut-off Date** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
8. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.**
9. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for e-voting.
10. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below.
11. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e., KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.
12. **The procedure for remote e-voting is as under:**
  - I) **Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode**

Type of member	Login Method
<u>Individual members holding securities in demat mode with NSDL</u>	<p><b>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>iii. A new page will open, Enter the existing user id and password for accessing IDeAS.</li> <li>iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</li> <li>v. Click on company name, i.e., 'Jain Resource Recycling Limited', or e-voting service provider, i.e., KFin.</li> </ol>

Type of member	Login Method
	<p>vi. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting.</p> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>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.</li> <li>Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>Click on company name, i.e., Jain Resource Recycling Limited, or e-voting service provider name, i.e., KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting.</li> </ol> <p><b>C. NSDL Mobile APP</b></p> <ol style="list-style-type: none"> <li>Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual members holding securities in demat mode with CDSL	<p><b>A. Instructions for existing users who have opted for Electronic Access to Securities Information ("Easi/Easiest") facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System MyEasi.</li> <li>Login to MyEasi option under quick login.</li> <li>Enter the registered user ID and password for accessing Easi / Easiest.</li> <li>Members will be able to view the e-voting Menu.</li> <li>The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast vote without any further authentication.</li> </ol> <p><b>B. Instructions for users who have not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no.A above to cast vote.</li> </ol> <p><b>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</b></p>

# JAIN RESOURCE RECYCLING LIMITED

(Formerly Known as Jain Resource Recycling Private Limited)



Type of member	Login Method
	<ol style="list-style-type: none"> <li>Visit <a href="http://www.cdsindia.com">www.cdsindia.com</a></li> <li>Provide demat Account Number and PAN</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Jain Resource Recycling Limited' or select KFin.</li> <li>Members will be re-directed to the e-voting page of KFin to cast vote without any further authentication.</li> </ol>
<u>Individual members login through their demat accounts / Website of Depository Participant(s)</u>	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against Jain Resource Recycling Limited or KFin.</li> <li>Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>
<b>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</b>	
<b>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</b>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## II) Method of login / access to KFin e-voting system in case of individual members holding shares in physical mode and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p><b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></li> <li>Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>After entering these details appropriately, click on "LOGIN".</li> </ol>

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Unit II : Plot No. R1 - R3, Pappankuppam Village, SIPCOT Indl. Complex, Gummidipoondi, Thiruvallur, 601 201, T.N, India

T: +91 44 4340 9494 E: [info@jainmetalgroup.com](mailto:info@jainmetalgroup.com) W: [www.jainmetalgroup.com](http://www.jainmetalgroup.com) CIN No. L27320TN2022PLC150206

# JAIN RESOURCE RECYCLING LIMITED

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Type of member	Login Method
	<p>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v. Members would need to login again with the new credentials.</p> <p>vi. On successful login, the system will prompt the member to select the "EVEN", i.e., 'Jain Resource Recycling Limited' and click on "Submit".</p> <p>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</p> <p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).</p> <p>xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:rangarajan@bpcorpadvisors.com">rangarajan@bpcorpadvisors.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p>
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p><b>B. Instructions for Members whose email IDs are not registered with the Company/ Depository Participant(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</b></p> <p>i. Members, who have not registered their email address may send an email request at the email id <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and e-voting instructions.</p> <p>ii. After receiving the e-voting instructions, please follow all the above steps to cast vote by electronic means.</p> <p>iii. It is clarified that for permanent registration of the email address,</p>

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# JAIN RESOURCE RECYCLING LIMITED

(Formerly Known as Jain Resource Recycling Private Limited)



Type of member	Login Method
	<ul style="list-style-type: none"><li>Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <a href="https://ris.kfintech.com/">https://ris.kfintech.com/</a>. Form ISR-1 and the supporting documents can be provided by any one of the following modes:<ol style="list-style-type: none"><li>Through 'In Person Verification' (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;</li><li>Through hard copies which are self-attested, which can be shared on the address of KFin;</li><li>Through electronic mode with e-sign by following the link <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a>. Detailed FAQs are available on KFin's weblink <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a>.</li></ol></li><li>Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.</li></ul>

### III) Method for obtaining User ID and password for shareholders who have forgotten the User ID and password

Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date	<p>Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date, may obtain/retrieve the same in the manner mentioned below:</p> <ol style="list-style-type: none"><li>If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD&lt;SPACE&gt; IN12345612345678 Example for CDSL: MYEPWD&lt;SPACE&gt; 1402345612345678 Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</li><li>If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</li><li>Members may send an email request to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</li><li>Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</li></ol>
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13. In case of any queries, the shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the download section of <https://evoting.kfintech.com>. In case of any queries / concern / grievances, the shareholders may contact Mr. Ganesh Chandra Patro, Depy. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Rangareddi-500032, Telangana India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1-800-309-4001 (toll free).

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1, 2 and 3 of the accompanying Notice dated March 26, 2026.

**ITEM NO. 1**

The Members of the Company had earlier approved the appointment and remuneration of Mr. Kamlesh Jain (DIN: 01447952) as Managing Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee and considering his leadership, experience, performance, and contribution to the growth and operations of the Company, the Board of Directors at its meeting held on February 09, 2026 approved, subject to the approval of the Members, the remuneration payable to Mr. Kamlesh Jain with effect from April 1, 2026 for the financial year 2026-2027.

The proposed remuneration is in accordance with the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The remuneration structure has been aligned considering industry standards, the size and scale of operations of the Company, and the responsibilities handled by him.

The details of the remuneration are set out in the Resolution forming part of the Notice. The total remuneration payable shall remain within the limits prescribed under Section 197 read with Schedule V of the Act.

In the event of absence or inadequacy of profits during the aforesaid period, the remuneration proposed to be paid to Mr. Kamlesh Jain shall be treated as minimum remuneration in accordance with Schedule V of the Act.

The Board recommends the Special Resolution as set out in the Notice for approval of the Members.

Except Mr. Kamlesh Jain and his relatives, Mr. Sanchit Jain (Son of Mr. Kamlesh Jain), none of the Directors, or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors is of the opinion that the proposed remuneration is in the best interests of the Company and therefore recommends the Resolution for approval of the Members as a Special Resolution.

**In respect of Item No.1 the following disclosures in terms of Section II under Part II of the Schedule V of the Companies Act, 2013 is provided:**

**1. General Information**

Nature of Industry	The Company is engaged in the business of recycling of Ferrous and non-ferrous metals
Date or expected date of commencement of commercial Operation	25/02/2022
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA

**JAIN RESOURCE RECYCLING LIMITED**  
(Formerly Known as Jain Resource Recycling Private Limited)



Financial performance based on given indicators	Particulars	2024-25 (Amount in millions)	2023-24 (Amount in millions)	2022-23 (Amount in millions)
	Gross Revenue		61,836.91	42,017.48
Profit before tax		2,889.23	2,095.63	815.19
Profit after tax		2,111.35	1,595.62	606.41

Foreign investments or collaborations, if any.	<ul style="list-style-type: none"> <li>The Company has investments in Jain Ikon Global Ventures, UAE based company.</li> <li>The Company has investments in Sun Minerals Mannar (Private) Limited, Jain Investment (Private) Limited, Sri Lankan based company.</li> <li>The Company has Joint Venture with Jain C&amp;Y Global Holdings LLC, USA.</li> <li>The Board has considered and approved the proposal to acquire 25% of equity shares of M/s. Abraj Al Khaleej, Kuwait Company.</li> </ul>
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**2. Information about Mr. Kamlesh Jain**

Background details	Mr. Kamlesh Jain, aged 57 Managing Director of the Company and associated since 25/02/2022 and currently heads the Operations of the Company.
Past remuneration	30 Lakhs per month
Recognition or awards	Nil
Job profile and his suitability	He obtained his bachelor's degree in commerce from the University of Madras in 1989. He has an experience of more than 30 years in the Metal industry. He has been associated with Bombay Metal Exchange Limited as the Senior Vice President of their South India chapter since October, 2024. He is the Regional Vice President, South India of the Recycling Association of Africa since October 2023. He has been associated with our Company since 2022 and was a partner of Jain Metal Rolling Mills since 1993 till its conversion into our Company in 2022.
Remuneration proposed	As per the Resolution
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 with respect to the country of his origin)	He has an experience of more than 30 years in the Metal industry. He has been associated with Bombay Metal Exchange Limited as the Senior Vice President of their South India chapter since October, 2024. He is the Regional Vice President, South India of the Recycling Association of Africa since October 2023. He has been associated with our Company since 2022 and was a partner of Jain Metal Rolling Mills since 1993 till its conversion into our Company in 2022.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any	He is the Promoter Shareholder of the Company

**3. Other Information**

Reasons of loss or inadequate profits	The Company has not incurred loss during the year and the profits for remuneration is sufficient. The resolutions proposed to
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# JAIN RESOURCE RECYCLING LIMITED

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	pay minimum remuneration to the Managing Director in the event of Company not able to earn adequate profit or making no profits in future due to various external factors which are beyond the control of the Company.
Steps taken or proposed to be taken for improvement	Not applicable
Expected increase productivity and profits measurable terms	Not applicable

As stipulated under Secretarial Standard-2, brief profile of Mr. Kamlesh Jain including names of companies in which he holds directorships is provided below in Table:

Name of the Director	Kamlesh Jain
DIN	01447952
Date of Birth / Age	57
Nationality	Indian
Qualification	Bachelor's degree in commerce from the University of Madras in 1989
Experience	He has an experience of more than 30 years in the Metal industry. He has been associated with Bombay Metal Exchange Limited as the Senior Vice President of their South India chapter since October, 2024. He is the Regional Vice President, South India of the Recycling Association of Africa since October 2023. He has been associated with our Company since 2022 and was a partner of Jain Metal Rolling Mills since 1993 till its conversion into our Company in 2022.
Terms and Conditions of Appointment	Appointment as Managing Director of the Company for a period of five years w.e.f February 25, 2022.
Last Remuneration drawn	30 Lakhs per month
Details of Remuneration sought to be paid	As mentioned in the resolution placed before the members in item No.1 of the Notice read with the explanatory Statement thereto
Date of first appointment on the Board	25/02/2022
Shareholding in the Company	65.87%
Relationship with other director and Other KMP	Father of Mr. Sanchit Jain, Director
Number of meetings attended during the financial year 2025-26 and till the date of this Postal Ballot Notice	Out of the total 9 (Nine) Meetings of the Board of Directors till February, 2026 in FY 25-26, Mr. Kamlesh Jain attended 8 (Eight) meetings.
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on date of notice	Nil
Directorship held in other companies as on as on date of notice	<ol style="list-style-type: none"><li>1. Jain Green Technologies Private Limited</li><li>2. K.S.J. Metal Impex Private Limited</li><li>3. JBN Associates Private Limited</li><li>4. Salputri Dealers Private Limited</li><li>5. KSJ Infrastructure Private Limited</li><li>6. GoCapital Finance Limited</li><li>7. Jain Titanium Private Limited</li><li>8. Jain CY Circular Solutions Private Limited</li></ol>

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# JAIN RESOURCE RECYCLING LIMITED

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## ITEM NO. 2:

Pursuant to Section 102 read with Section 188(1)(f) of the Companies Act, 2013, govern the related party/ies appointment to any office or place of profit in the Company, and the Company is required to seek approval of shareholders by way of an Ordinary Resolution, when proposed remuneration exceeds the thresholds provided in Rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 23 of (SEBI LODR Regulations, 2015).

The Board of Directors of the Company at its meeting held on February 09, 2026 based on the recommendation and prior approval of the Audit Committee under Section 177 of the Companies Act, 2013 and Regulation 23(2) of the SEBI Listing Regulations, approved the proposal for payment of remuneration to Mr. Atul Pareek and his redesignation from Additional Director to Whole-Time Director of Jain CY Circular Solutions Private Limited, a subsidiary of the Company.

Mr. Atul Pareek is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013. The proposed transaction relating to his appointment as Whole-Time Director in Jain CY Circular Solutions Private Limited and payment of remuneration in connection with his office or place of profit in the subsidiary company falls within the ambit of Section 188(1)(f) of the Companies Act, 2013.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions require prior approval of the shareholders by way of an Resolution, with related parties abstaining from voting.

Given below is a statement of disclosures as required under Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules 2014:

Accordingly, approval of the Members is being sought for the following:

Name of the Related Party	Mr. Atul Pareek
Name of the director or key managerial personnel who is related, if any	Relative of the Mayank Pareek, Joint Managing Director of the Company.
Nature of Relationship	Mr. Atul Pareek is a brother of the Joint Managing Director of the Company, Mr. Mayank Pareek.
Name of the Subsidiary Company	Jain CY Circular Solutions Private Limited
Nature, material terms, monetary value and particulars of the contract or arrangement	<p><b>Nature:</b></p> <p>Redesignation of Mr. Atul Pareek from Additional Director to Whole-Time Director of the subsidiary, Jain CY Circular Solutions Private Limited.</p> <p><b>Monetary Value and other terms:</b></p> <ul style="list-style-type: none"><li>• <b>Remuneration:</b> Rs. 6,00,000/- (Rupees Six Lakhs only) per month upon his redesignation as Whole-Time Director of the subsidiary company;</li><li>• <b>One-Time Joining Bonus:</b> Rs. 30,00,000/- (Rupees Thirty Lakhs only) in recognition of his contributions to the project since November 2025.</li><li>• <b>Total Annual Remuneration:</b> Rs. 72,00,000/- per annum towards remuneration plus Rs. 30,00,000/- one-time joining bonus.</li></ul>

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Any other information relevant or important for the Members to take a decision on the proposed resolution	The redesignation, remuneration and joining bonus are commensurate with the responsibilities entrusted, experience of Mr. Atul Pareek, industry benchmarks and the scale of operations of the subsidiary company. The joining bonus is being paid in recognition of his contribution to the project since November 2025, and the remuneration is aligned with the role and the level of responsibility in the subsidiary company.
Tenure	As per terms of appointment approved by the Board of the subsidiary company, Jain CY Circular Solutions Private Limited.

The Audit Committee has reviewed the proposed transaction and noted that the same is in the ordinary course of business of the subsidiary company and on arm's length basis. However, in view of the applicability of Section 188 and Regulation 23 of the SEBI Listing Regulations and applicable materiality thresholds, approval of the Members is being sought.

As per the second proviso to Section 188(1) of the Companies Act, 2013 and Regulation 23(4) of the SEBI Listing Regulations, related parties shall abstain from voting on this resolution. Except for Mr. Atul Pareek and his relatives, and Mr. Mayank Pareek, Joint Managing Director of the Company, and their relatives, if any, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

**ITEM NO. 3:**

The Company had undertaken an Initial Public Offering (IPO) of its equity shares pursuant to the Prospectus dated September 26, 2025, which was duly filed with the Registrar of Companies, Chennai, Tamil Nadu, Securities and Exchange Board of India and the equity shares of the Company were subsequently listed on the National Stock Exchange of India Limited and BSE Limited.

The Company had raised funds through Initial Public Offering which consisted of a fresh issue of 21,551,724 equity shares of face value of Rs. 2 each by the Company aggregating to Rs. 5000.00 million (the "Fresh Issue") and an offer for sale of 32,327,585 equity shares of face value of Rs. 2 each aggregating to Rs. 7,500.00 million (the "Offer for Sale"). The Net proceeds from the fresh issue were Rs. 5,000.00 million.

**1. Original Objects of the Issue and details of variation**

The net proceeds from the Fresh Issue raised from the IPO aggregating to Rs. 4,736.43 million were proposed to be utilised for the objects specified in the Prospectus. The summary of utilisation of the proceeds as per the Prospectus including details of the variation is given below:

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Original objects of the issue	Amount grouped for each object	Amount utilized	% of achievements as per prospectus	Amount Unutilized	Amount Already Utilized and Details Thereof	Purpose
Pre-payment or scheduled re-payment of a portion of certain outstanding borrowings availed by our Company	Rs. 3,750.00 million	Rs. 3,750.00 million	100%	Nil	Nil	Nil
General Corporate Purposes*	Rs. 986.43 million	Rs. 986.43 million	100%	Nil	Rs. 540.00 million	Out of the amount allocated for General Corporate Purposes, an amount of INR 540 million has inadvertently been used for repayment of unsecured loan availed from the Promoter-Director of the Company

**2. Monitoring Agency Observation**

Pursuant to Regulation 41 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company had appointed a Monitoring Agency to monitor the utilisation of the IPO proceeds. In its report submitted to the Company and the Stock Exchanges, the Monitoring Agency observed that an amount of Rs. 540.00 million, out of the amount allocated towards General Corporate Purposes, had been utilised towards repayment of unsecured loan availed from the Promoter-Director of the Company.

The Monitoring Agency has informed that the utilisation constitutes a deviation / variation in the utilisation of the IPO proceeds from the objects disclosed in the Prospectus and a deviation to the "Other Confirmations" section of the Objects of the Offer chapter of the Prospectus, which specified that no part of the net proceeds shall be paid to promoters, promoter group, directors, key managerial personnel, senior management or group companies.

**3. The particulars of the variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued**

As disclosed in the Prospectus dated September 26, 2025, an amount aggregating to Rs. 986.43 million was earmarked towards General Corporate Purposes out of the net proceeds of the IPO.

During the course of utilisation of the IPO proceeds, the Company has utilised a sum of Rs. 540.00 million out of the amount allocated towards General Corporate Purposes for the purpose of repayment of unsecured loan

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availed from the Promoter-Director of the Company. This is in deviation to the "Other Confirmations" section of the Objects of the Offer chapter of the Prospectus, which specified that no part of the net proceeds shall be paid to promoters, promoter group, directors, key managerial personnel, senior management or group companies.

The utilisation was not undertaken with any intent to deviate from the stated objects of the Fresh Issue or to confer any undue benefit on the Promoter. Upon identification of the matter, the Company has initiated corrective action and amount paid to the Promoter has been returned by him to the Company again as loan, thereby restoring the amount to the Company for business use.

However, in order to ensure full compliance with the provisions of Section 27 of the Companies Act, 2013 read with Section 13(8) of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act, read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Schedule XX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the approval of the shareholders of the Company is being sought by way of Special Resolution for ratification and approval of the aforesaid variation / deviation in the utilisation of the IPO proceeds.

#### 4. The amount proposed to be utilised for the new objects;

As stated above, no amount is proposed to be used for any new objects. An amount aggregating to Rs. 986.43 million was earmarked towards General Corporate Purposes from the IPO proceeds. Out of this, an amount of Rs. 540.00 million has inadvertently been used towards part repayment of unsecured loan from the Promoter.

#### 5. The Reason and Justification for Seeking Variation:

The said amount of Rs. 540.00 million utilised towards part repayment of unsecured loan from the Promoter occurred due to an inadvertent error in routing of funds from the designated IPO account under the General Corporate Purposes head. The utilisation was not undertaken with any intent to deviate from the stated objects of the Fresh Issue or to confer any undue benefit on the Promoter. Upon identification of the matter, the Company has initiated corrective action and amount paid to the Promoter has been returned by him to the Company again as loan, thereby restoring the amount to the Company for business use. The unsecured loan from the Promoter continues to remain outstanding, not to the extent of such reinstated amount but at higher level and there is no permanent appropriation of IPO proceeds in favour of the Promoter. The outstanding balance due to the Promoter aggregated to Rs. 1,818 million as at the end of November 2025, Rs. 1,502 million as at December 2025, and Rs. 2,211 million as at January 2026.

In view of this, the deviation was purely due to inadvertent error and temporary in nature, does not result in any change in the overall utilisation of the issue proceeds, has no material adverse impact on the financial position of the Company, and does not prejudice the interests of public shareholders. The funds position of the Company is healthy and this inadvertent use of the funds has been fully redeemed and hence has no material or adverse impact.

#### 6. Proposed Timeline for Achieving the Revised Object

The repayment of the unsecured loan has already been undertaken during the financial year 2025-26, and the Company has accordingly reported the same in the Monitoring Agency Report submitted to the stock exchanges.

#### 7. The Risk Factors Pertaining to The New Objects:

The Board does not foresee any risk arising out of the variation.

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**8. The estimated financial impact of the proposed alteration on the earnings and cash flow of the company:**

There is no financial impact of the proposed variation / deviation. As stated, upon identification of the matter, the Company has initiated corrective action and amount paid to the Promoter has been returned by him to the Company again as loan, thereby restoring the amount to the Company for business use. The unsecured loan from the Promoter continues to remain outstanding, not to the extent of such reinstated amount but at higher level and there is no permanent appropriation of IPO proceeds in favour of the Promoter.

**9. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:**

The Company has utilised more than 75% of the Fresh Issue proceeds towards the objects of the IPO. The deviation in utilisation of Rs. 540 million out of the Fresh Issue amount of Rs. 5,000 million constituted about 10.8% of the proceeds. Therefore, the conditions for applicability of the exit offer under Regulation 59 read with Schedule XX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") do not apply to this proposed variation.

**10. The place from where any interested person may obtain a copy of the notice of resolution to be passed.**

Any interested person may obtain a copy of the notice of the resolution from the Registered Office of the Company during the business hours or may access through the website of our Company at <https://www.jainmetalgrou.com/>.

**11. Inspection of Documents**

All relevant documents, including a copy of the notice, resolution, and explanatory statement in relation to the proposed variation of the objects, will be available for inspection by the members of the Company at the Registered Office during normal business hours. These documents will also be available on the Company's website at <https://www.jainmetalgrou.com/>.

**12. Interest of Directors / KMP**

Except Mr. Kamlesh Jain, Promoter and Managing Director of the Company to whom the said loan was inadvertently repaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

All relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of objects would be made available for inspection.

Based on the rationale and justification provided above, the Board of Directors recommends the Special Resolution set out in the Postal Ballot Notice for approval of the Members.

**ITEM NO. 4:**

The existing provisions contained in the Articles of Association of the Company include clauses relating to Common Seal of the Company. Traditionally, the Common Seal has been considered as the official signature of the Company and was required to be affixed on certain documents in accordance with the provisions of the Articles of Association and the applicable provisions of law.

However, pursuant to the provisions of the Companies Act, 2013 and the amendments made thereunder, the requirement for a company to have a Common Seal has been made optional. A company may execute documents by having them signed by authorized signatories such as directors or other authorized officers of the Company instead of affixing the Common Seal.

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In light of the above, the Company does not presently use a common seal, and the provisions relating to the seal contained in the Articles of Association of the Company (the "AOA") have become **redundant and inoperative**. The Board of Directors of the Company (the "Board"), accordingly resolved to recommend the deletion of the seal-related articles from the AOA to the Members for their approval.

## Articles/Clauses Proposed to be Deleted

### Article 2(dd) – Seal - means the common seal for the time being of the Company

Article 2(dd) of the AOA defines the term 'Seal' as follows. Since the Company no longer maintains or uses a common seal, the definition clause has also become redundant and is proposed to be deleted:

Article No.	Caption	Sub-clause	Existing Clause Text	Action
2(dd)	Seal	–	"Seal" means the common seal for the time being of the Company	DELETED

### Article 128 – Seal (Sub-clauses (a) and (b))

Article No.	Clause	Sub-clause	Existing Clause Text	Action
128	Seal	(a)	The Board may provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same, and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.	DELETED
		(b)	The Company shall also be at liberty to have an official Seal in accordance with the relevant provisions of the Act, for use in any territory, district or place outside India.	DELETED

Since the Company does not maintain or use a common seal, Article 128(a) and Article 128(b) have become wholly redundant. The Board accordingly proposes that Article 128 be deleted in its entirety from the AOA.

### Article captioned – "Deeds & Documents How Executed" (appearing after Article 128) (Sub-clauses (a), (b) and (c))

The Article captioned "Deeds & Documents How Executed" (appearing after Article 128) in the existing AOA, comprises the following sub-clauses relating to the execution of deeds and documents under the common seal.

The said Article relates to execution of deeds under the common seal, reads as under:

Article No.	Clause	Sub-clause	Existing Clause Text	Action
Article captioned – "Deeds & Documents How Executed" (appearing	Seal	(a)	Every deed shall be executed on behalf of the Company by its duly constituted attorney(s) by way of a general or specific authorisation under a resolution of the Board, which shall be authenticated by two Directors or by a Director and Company Secretary.	DELETED
		(b)	Where the Board provides for a Seal, any deed that requires affixation of the Seal, shall be executed by	DELETED

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after Article 128)		person(s) authorised under the Seal as Company's attorney(s), either generally or in respect of any specific matters. Any deed signed by such duly constituted attorney(s) under his seal shall be deemed to have been signed under the Seal of the Company. The Seal shall not be affixed on any instrument authorising such person(s) to be Company's duly constituted attorney(s), except under the authority of a resolution of the Board and such instrument of authorisation shall be signed in the presence of two Directors, or a Director and the Company Secretary.	
	(c)	All other documents, contracts etc. shall be executed as per the provisions of the Act.	DELETED

The said Article, in its sub-clauses, is **premised entirely on the existence and use of a common seal**. Since the Company does not use a common seal and Article 128 (the substantive seal provision) is itself proposed to be deleted, the said Article is **consequentially rendered inoperative**.

The Board accordingly proposes that the said Article captioned - "Deeds & Documents How Executed" (appearing after Article 128) be also deleted in its entirety from the AOA, simultaneously with the deletion of Article 128.

In terms of the provisions of Section 14 of the Companies Act, 2013, any alteration in the Articles of Association of a company requires the approval of the members of the Company by way of a Special Resolution. Therefore, the approval of the members is being sought for the proposed alteration of the Articles of Association by deleting the provisions relating to the Common Seal.

A copy of the existing Articles of Association of the Company along with the proposed alterations shall be available for inspection by the members at the Registered Office of the Company during business hours on all working days, from the date of circulation of this Notice up to the date of conclusion of remote e-voting period.

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

The Board of Directors recommends the Special Resolution set out in the Notice for approval of the members of the Company.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR JAIN RESOURCE RECYCLING LIMITED

BIBHU KALYAN RAUTA  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
M. NO: 31315

DATE: March 26, 2026  
PLACE: CHENNAI