

**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 the Special and Ordinary 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 **Saturday, December 20, 2025** and ends at 5:00 P.M. (IST) on **Sunday, January 18, 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 Tuesday, January 20, 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://jainmetalgroup.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., **Sunday, January 18, 2026**.

## **SPECIAL BUSINESS | SPECIAL RESOLUTION**

### **ITEM NO: 1**

#### **APPROVAL OF THE APPOINTMENT OF MR. SANCHIT JAIN (DIN: 08751991) AS DIRECTOR (EXECUTIVE) OF THE COMPANY:**

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 152, 196, 197, 198, 203 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 October 21, 2025, consent of the Members of the Company be and is hereby accorded to approve the appointment of Mr. Sanchit Jain (DIN: 08751991) as a Director of the Company designated as an Executive Director for a period of one (1) year with effect from October 21, 2025 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 in any financial year during the tenure of his appointment as a Whole-time Director and as the Managing Director of the Company), subject to the limits prescribed under the provisions of Schedule V to the Act or any amendment thereto for the time being in force, with liberty to the Board to alter and vary the terms and conditions of the said appointment, from time to time.

**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. Sanchit Jain shall be paid remuneration, on the following terms and conditions:

- Remuneration: Rs. 6,00,000/- per annum (Rupees Six Lakhs only), inclusive of basic salary, allowances, perquisites, and other benefits, as per the policy of the Company.
- Performance Incentive / Bonus: As may be determined by the Board, based on the performance evaluation of the Executive Director and the overall performance of the Company.



- Other Benefits: Entitlement to leave, gratuity, provident fund, medical reimbursement, and other benefits as per the rules and policies of the Company applicable to senior management.
- Revision: The remuneration may be revised by the Board of Directors from time to time on the recommendation of the Nomination and Remuneration Committee, subject to the limits prescribed under Sections 197 and 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Sanchit Jain, Executive - 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** Mr. Sanchit Jain shall be entitled to receive sitting fees for attending Board meetings and Committee meetings as may be decided by the Board from time to time, subject to the limits prescribed under the Companies Act, 2013 and the rules made thereunder and shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration during his tenure as an Executive Director of the Company.

**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 appointment of the Director."

## **SPECIAL BUSINESS | ORDINARY RESOLUTION**

### **ITEM NO: 2**

### **TO APPOINT M/S. VAK & ASSOCIATES, PRACTICING COMPANY SECRETARIES, (FIRM REGISTRATION NO. P2025TN322600) AS SECRETARIAL AUDITOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 179 and 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, M/s. VAK & Associates (Firm registration No. P2025TN322600), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, Consent of the members be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, on such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

**By Order of the Board of Directors  
For JAIN RESOURCE RECYCLING LIMITED**



**Bibhu Kalyan Rauta  
Company Secretary and Compliance Officer  
M. No: 31315**

**Date: December 17, 2025  
Place: Chennai**



## 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 **Saturday, December 20, 2025 to Sunday, January 18, 2026**, basis the request being sent [cs@jainmetalgroupp.com](mailto:cs@jainmetalgroupp.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://jainmetalgroupp.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 Tuesday, January 20, 2025, and will be displayed on the Company's website at <https://jainmetalgroupp.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., Sunday, January 18, 2025.
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@jainmetalgroupp.com](mailto:cs@jainmetalgroupp.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 December 12, 2025 (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.

#### 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://jainmetalgroupp.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://jainmetalgroupp.com/> and are also available for inspection at the Registered 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 Saturday, December 20, 2025 (9.00 a.m. IST) and closes on Sunday, January 18, 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
Individual members holding securities in	<b>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b> <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></ol>

Type of member	Login Method
<u>demat mode with NSDL</u>	<p>iii. A new page will open, Enter the existing user id and password for accessing IDeAS.</p> <p>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.</p> <p>v. Click on company name, i.e., 'Jain Resource Recycling Limited', or e-voting service provider, i.e., KFin.</p> <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> <p>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</p> <p>ii. 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>.</p> <p>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</p> <p>iv. 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.</p> <p>v. 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.</p> <p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. 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.</p> <p><b>C. NSDL Mobile APP</b></p> <p>i) Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>
<u>Individual members holding securities in demat mode with CDSL</u>	<p><b>A. Instructions for existing users who have opted for Electronic Access to Securities Information ("Easi / Easiest") facility:</b></p> <p>i. 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></p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. 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.</p>



Type of member	Login Method
	<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> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.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.: <b>022-48867000 and 022-24997000</b>
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 <b>022-23058738 or 022-23058542-43</b>

**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	<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-</p>

Type of member	Login Method
with the Company / Depository Participant(s)	<p>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> <li>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.</li> <li>Members would need to login again with the new credentials.</li> <li>On successful login, the system will prompt the member to select the "EVEN", i.e., 'Jain Resource Recycling Limited' and click on "Submit".</li> <li>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.</li> <li>Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>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.</li> <li>Members may then cast their vote by selecting an appropriate option and click on "Submit".</li> <li>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).</li> <li>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".</li> </ol>
Members whose email IDs are not	<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>



Type of member	Login Method
registered with the Company / Depository Participant(s)	<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> <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: <ul style="list-style-type: none"> <li>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;</li> <li>b) Through hard copies which are self-attested, which can be shared on the address of KFin;</li> <li>c) 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> </ul> </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	<p><b>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:</b></p> <p>i) 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</p>
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despatch of the Notice and holding shares as on Cut-off date	<p>ii) 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.</p> <p>iii) 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.</p> <p>iv) Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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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).



**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 and 2 of the accompanying Notice dated December 16, 2025

**ITEM NO. 1**

The Board of Directors of the Company ("the Board") in line with the recommendation of the Nomination and Remuneration Committee ("NRC") at their respective meetings held on October 21, 2025, appointed Mr. Sanchit Jain as an additional Director (Executive) of the Company for a period of one (1) year commencing from October 21, 2025 subject to the approval of the Members of the Company.

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, the Board hereby approves the payment of remuneration to Mr. Sanchit Jain for his appointment as Additional Director (Executive) of the Company, on the following terms and conditions:

- Remuneration: Rs. 6,00,000/- per annum (Rupees Six Lakhs only), inclusive of basic salary, allowances, perquisites, and other benefits, as per the policy of the Company.
- Performance Incentive / Bonus: As may be determined by the Board, based on the performance evaluation of the Executive Director and the overall performance of the Company.
- Other Benefits: Entitlement to leave, gratuity, provident fund, medical reimbursement, and other benefits as per the rules and policies of the Company applicable to senior management.
- Revision: The remuneration may be revised by the Board of Directors from time to time on the recommendation of the Nomination and Remuneration Committee, subject to the limits prescribed under Sections 197 and 198 of the Companies Act, 2013.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial years during the currency of the tenure of Mr. Sanchit Jain, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid, will be paid to Mr. Sanchit Jain in accordance with the applicable provisions of the Act and subject to such approvals as may be required.

Mr. Sanchit Jain shall also be entitled to reimbursement of all legitimate expenses incurred by him during the performance of his duties and such reimbursement will not be a part of his remuneration as detailed above.

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), with respect to the Director seeking appointment / payment of remuneration at this EGM, have been provided accompanying notice.

The Board recommends the Special Resolution, as set out in item No. 1 of the accompanying Notice for approval by the Members of the Company.

Mr. Sanchit Jain is son of Mr. Kamlesh Jain, Managing Director. Accordingly, Mr. Kamlesh Jain and their relatives may be deemed to be concerned or interested, to the extent of their relationship. Save as stated above, none of the other Directors / Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution, as set out in item No. 1 of this Notice.

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			
Financial performance based on given indicators	<b>Particulars</b>	<b>2024-25 (Amount in millions)</b>	<b>2023-24 (Amount in millions)</b>	<b>2022-23 (Amount in millions)</b>
	Gross Revenue	61,836.91	42,017.48	18,891.22
	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.	The Company has entered into a Joint Venture Agreement with C&Y Group Investments, Inc., USA.			

**2. Information about the Appointee - Mr. Sanchit Jain**

Background details	Mr. Sanchit Jain, aged 29, Executive Director of the Company and associated since 21/10/2025 and currently heads the Operations of the Company.
Past remuneration	Nil
Recognition or awards	Nil
Job profile and his suitability	He possesses extensive experience in the recycling industry and has in-depth exposure to non-ferrous metal segments, including Lead, Copper, and Aluminium. He brings strong strategic leadership and financial stewardship to his role. He holds a Bachelor's degree in Business Administration from SPJ Global



	Management, Sydney, and currently heads the Operations of the Company.
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 possesses extensive experience in the recycling industry and has in-depth exposure to non-ferrous metal segments, including Lead, Copper, and Aluminium. He brings strong strategic leadership and financial stewardship to his role. He holds a Bachelor's degree in Business Administration from SPJ Global Management, Sydney, and currently heads the Operations of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any	Does not have any pecuniary relationship with the Company other than the remuneration payable to him as the Executive Director 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 pay minimum remuneration to the Managing Director and Executive Directors 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. Sanchit Jain including names of companies in which he holds directorships is provided below in Table:

Name of the Director	Sanchit Jain
DIN	08751991
Date of Birth / Age	29
Nationality	Indian
Qualification	Bachelor's degree in Business Administration from SPJ Global Management
Experience	He possesses extensive experience in the recycling industry and has in-depth exposure to non-ferrous metal segments, including Lead, Copper, and Aluminium. He brings strong strategic leadership and financial stewardship to his role. He holds a Bachelor's degree in Business Administration from SPJ Global Management, Sydney, and currently heads the Operations of the Company.

Terms and Conditions of Appointment	Appointment as Executive Director of the Company for a period of One year w.e.f October 21, 2025 and other terms as mentioned in the resolution placed before the members in item No.1 of the Notice read with the explanatory Statement thereto
Last Remuneration drawn	Nil
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	21/10/2025
Shareholding in the Company	Nil
Relationship with other director and Other KMP	Son of Mr. Kamlesh Jain Managing Director
Number of meetings attended during the financial year 2024-25 and till the date of the Notice this EGM	Not Applicable
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. GoCapital Finance Limited</li> <li>2. JBN Associates Private Limited</li> <li>3. Jain CY Circular Solutions Private Limited</li> </ol>



## **ITEM NO. 2:**

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., based on the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on October 21, 2025, approved the appointment of M/s. VAK & Associates, (Firm registration No. P2025TN322600) Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

M/s. VAK & Associates, Company Secretaries (Firm Registration No. P2025TN3226009) is a Peer – Reviewed firm. Peer review certificate no. 7047/2025. The firm is providing various professional services in the field of Corporate Law, Capital Markets & Securities Laws, Foreign Investment & Exchange Control, NBFC, Intellectual Property Rights, Mergers & Acquisitions, Corporate Legal Compliance, Audit & Assurance, Due Diligence, and Obtaining Regulatory Approvals & Appearance, etc.

M/s. VAK & Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

The Board of Directors shall approve revisions to the remuneration of M/s. VAK & Associates for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with M/s. VAK & Associates.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 2 of the Notice.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Resolution set forth in Item No. 2 for the approval of the Members of the Company by way of an Ordinary Resolution

By Order of the Board of Directors  
For JAIN RESOURCE RECYCLING LIMITED



Bibhu Kalyan Rauta  
Company Secretary and Compliance Officer  
M. No: 31315

Date: December 17, 2025  
Place: Chennai