

JAIN RESOURCE RECYCLING LIMITED

(Formerly Known as Jain Resource Recycling Private Limited)



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON THE MEETING OF THE BOARD OF DIRECTORS OF JAIN RESOURCE RECYCLING LIMITED (FORMERLY KNOWN AS JAIN RESOURCE RECYCLING PRIVATE LIMITED) HELD ON TUESDAY, 25TH FEBRUARY 2025 AT 7.30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT THE LATTICE, OLD NO 7/1, NEW NO 20 4TH FLOOR, WADDLES ROAD, KILPAUK, CHENNAI 600010.

APPOINTMENT OF MR. MAYANK PAREEK AS JOINT MANAGING DIRECTOR (DIN: 00595657) OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals as may be necessary, and subject to the approval of the Members, the consent of the Board be and is hereby accorded to appoint Mr. Mayank Pareek, (DIN: 00595657), as the Joint Managing Director of the Company for the period and on the terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Mayank Pareek, as the Joint Managing Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law:

- A. **Period:** Five-year w.e.f. February 25, 2025 to February 24, 2030 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. **Remuneration:** ₹17 Lakhs per month with such increments as the Nomination and Remuneration Committee/Board may decide from time to time, subject however to a ceiling of ₹ 4.00 Crores per year for a period of five (five) years
- C. **Perquisites**
- Gratuity at the rate of half a month's salary for each completed year of service.
 - Leave as per Company's Rules as specified from time to time.
 - Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
 - Premium paid on personal accident policy.
 - Leave encashment at the end of the tenure in accordance with the rules of the company.
 - Reimbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
 - Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
 - Such other perquisites as may be approved by the Nomination and Remuneration Committee / Board from time to time.
- D. Subject as aforesaid, the Joint Managing Director shall be governed by such other rules as are applicable to the Key Managerial Personnel of the Company from time to time.

Registered Office: THE LATTICE, Old No. 7/1, New No. 20, 4th Floor, Waddles 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. U27320TN2022PLC150206

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- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Mayank Pareek, Joint Managing Director will be considered as continuous service with the Company from the date of his joining the Jain Group.
- F. Any revision / change in allowance / perquisite relating to Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of Company provided accommodation / Car or other allowances/ perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- G. Though considering the provisions of section 188 of the Act 2013, and the applicable rules and Schedule of the Act, Mr. Mayank Pareek would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries / Joint Ventures / Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other directors for attending the meetings of Board(s) of Directors/ Committee(s) of Subsidiaries / Joint Ventures/ Associates of the Company or companies promoted by the Jain Group.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Mayank Pareek, Joint Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013 for a period of 3 (three) years 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 the Board of Directors (including its Committee thereof) be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company for giving effect to this resolution, including filing of necessary forms with Registrar of Companies, intimating Stock Exchanges, issuing letter of appointment etc."

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FOR JAIN RESOURCE RECYCLING LIMITED
(FORMERLY KNOWN AS JAIN RESOURCE RECYCLING PRIVATE LIMITED)

HEMANT SHANTILAL JAIN
DIRECTOR & CHIEF FINANCIAL OFFICER
DIN:06545627
DOOR NO. 1602, G BLOCK, ABINANDAN
APARTMENTS, STRAHANS ROAD, PATTALAM
PERAMBUR BARRACKS, CHENNAI – 600012

BIBHU KALYAN RAUTA
COMPANY SECRETARY
M. NO: 31315
OLD NO. 9/1, NEW NO. 16/1, GROUND FLOOR,
MUTHU THOTTAM 2ND STREET,
KODAMAKKAM, CHENNAI 600024

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APPOINTMENT OF MR. HEMANT SHANTILAL JAIN AS EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER (DIN: 06545627) OF THE COMPANY

SPECIAL BUSINESS | SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals as may be necessary and subject to the approval of the Members, the consent of the Board be and is hereby accorded to appoint Mr. Hemant Shantilal Jain, (DIN: 06545627), as the Executive Director & Chief Financial Officer of the Company for the period and on the terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Hemant Shantilal Jain, as the Executive Director & Chief Financial Officer in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law:

- A. **Period:** Five-year w.e.f. February 25, 2025 to February 24, 2030 not liable to retire by rotation, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. **Remuneration:** ₹8 lakh per month with such increments as the Nomination and Remuneration Committee/Board may decide from time to time, subject however to a ceiling of ₹ 2.00 Crores per year for a period of 5 (five) years.
- C. **Perquisites**
 - 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 use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
 - viii. Such other perquisites as may be approved by the Nomination and Remuneration Committee / Board from time to time.

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- D. Subject as aforesaid, the Executive Director & Chief Financial Officer shall be governed by such other rules as are applicable to the Key Managerial Personnel of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Hemant Shantilal Jain, Executive Director & Chief Financial Officer will be considered as continuous service with the Company from the date of his joining the Jain Group.
- F. Any revision / change in allowance / perquisite relating to Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of Company provided accommodation / Car or other allowances/ perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- G. Though considering the provisions of section 188 of the Act 2013, and the applicable rules and Schedule of the Act, Mr. Hemant Shantilal Jain would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries / Joint Ventures / Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other directors for attending the meetings of Board(s) of Directors/ Committee(s) of Subsidiaries / Joint Ventures/ Associates of the Company or companies promoted by the Jain Group.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Hemant Shantilal Jain, Executive Director & Chief Financial Officer as the minimum remuneration as per applicable provisions of the Companies Act, 2013 for a period of 3 (three) years 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 the Board of Directors (including its Committee thereof) be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company for giving effect to this resolution, including filing of necessary forms with Registrar of Companies, intimating Stock Exchanges, issuing letter of appointment etc."

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MAYANK PAREEK
DIRECTOR

DIN: 00595657

TVH LUMBINI SQUARE, FLAT NO. 7023,
7TH BLOCK, 127A BRICKLIN ROAD,
PURASAVALLAKKAM, VEPPERY,
CHENNAI 600007

BIBHU KALYAN RAUTA
COMPANY SECRETARY

M. NO: 31315

OLD NO. 9/1, NEW NO. 16/1, GROUND FLOOR,
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