

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON THE MEETING OF THE MEMBERS OF JAIN RESOURCE RECYCLING LIMITED (FORMERLY KNOWN AS JAIN RESOURCE RECYCLING PRIVATE LIMITED) HELD ON SUNDAY, 23rd MARCH 2025 AT 10.30 AM 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.

ITEM NO.3 INCREASE IN FII INVESTMENT

SPECIAL BUSINESS | SPECIAL RESOLUTION

RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Companies Act, 2013, and all other applicable rules, regulations, guidelines, and laws (including any statutory modification or re-enactment thereof for the time being in force), and subject to all applicable approvals, permissions, and sanctions of the Reserve Bank of India (RBI), Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India, and other concerned authorities, and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall include any Committee of Directors exercising the powers conferred by the Board of Directors), the consent of the members be and is hereby accorded to increase the limit of investment by Foreign Portfolio Investors (FPIs), including their investor groups, in the equity shares of the Company under the Portfolio Investment Scheme under FEMA, subject to the following conditions:

(a) The total holding of all FPIs shall not exceed the sectoral cap or statutory ceiling as prescribed by the Reserve Bank of India for the Company's sector, in accordance with Schedule I of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019

RESOLVED FURTHER THAT any one of the Board of Directors or Mr. Bibhu Kalyan Rauta, Company Secretary and Compliance Officer of the Company be and are hereby authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Tamil Nadu at Chennai.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required.”

//CERTIFIED TRUE COPY//
FOR JAIN RESOURCE RECYCLING LIMITED
(FORMERLY KNOWN AS JAIN RESOURCE RECYCLING PRIVATE
LIMITED)

Bibhukalyan

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

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ITEM NO.2 INCREASE IN NRI AND OCI LIMIT

SPECIAL BUSINESS | SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended up to date ("FEMA Non- Debt Instrument Rules"), the Consolidated Foreign Direct Investment Policy Circular of 2020 dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013 as amended, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, the respective limits of investment by non-resident Indians and overseas citizens of India in the Equity Shares of the Company in accordance with the FEMA Non- Debt Instrument Rules, the consent of the members be and hereby accorded to increase the limit upto 24% of the paid-up equity share capital of the Company provided that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by the Reserve Bank of India in each case, from time to time.

RESOLVED FURTHER THAT any one of the Board of Directors or Mr. Bibhu Kalyan Rauta, Company Secretary and Compliance Officer of the Company be and are hereby authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Tamil Nadu at Chennai.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required.”

//CERTIFIED TRUE COPY//

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



BIBHU KALYAN RAUTA
COMPANY SECRETARY

M. NO: 31315

OLD NO. 9/1, NEW NO. 16/1, GROUND FLOOR,
MUTHU THOTTAM 2ND STREET, KODAMBAKKAM, CHENNAI 600024

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ITEM NO.1 APPROVAL OF THE FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES TO THE PUBLIC BY THE COMPANY

SPECIAL BUSINESS | SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force, each as amended, (collectively, the **“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 (**“SCRA”**) and the Securities Contracts (Regulation) Rules, 1957 (**“SCRR”**), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), and the rules and regulations made thereunder including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the SEBI, the RBI, GOI and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the **“Stock Exchanges”**), and subject to any approvals, consents, permissions and sanctions as may be required from the RoC, SEBI, RBI, the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Ministry of Commerce and Industry, GOI, the Stock Exchanges, and all other appropriate statutory authorities and departments (collectively the **“Regulatory Authorities”**), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include the IPO committee (**“IPO Committee”**) or any other duly constituted committee of the Board, the consent of members be and is hereby accorded by way of Special Resolution, to create, to offer, issue, allot and/or transfer Equity Shares consisting of a fresh issue of Equity Shares up to an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred crores only) (including share premium), out of the authorised share capital of the Company (**“Fresh Issue”**) and by way of an offer of sale of upto Rs. 1500,00,00,000/-

(Rupees One Thousand Five Hundred crores only) Equity Shares by certain of the existing and eligible shareholders of the Company, as may be determined at the Board's discretion after considering the prevailing market conditions and other relevant factors ("Offer for Sale" and together with the Fresh Issue, the "Offer"), (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment) including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and / or any other person pursuant to any pre-IPO placement in terms of the SEBI ICDR Regulations at a price to be determined, by the Company, in consultation with the book running lead manager so appointed ("BRLM") by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company, in consultation with the BRLM in accordance with the SEBI ICDR Regulations (and such price, the "Offer Price").

RESOLVED FURTHER THAT the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the Regulation 57 of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws.

RESOLVED FURTHER THAT the Board shall do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the BRLM in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds set up by army, navy, or air force of the Union of India, trusts / societies registered under the Societies Registration Act, 1860, development financial institutions, Indian mutual funds, multilateral and bilateral financial institutions, systematically important non-banking financial companies, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities/persons, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Law (collectively referred to as the "Investors"), through an offer document and/or prospectus, if any, and the decision to determine the category or

categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters, placement agents and / or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, the number of securities to be allotted, Offer Price, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit in relation to the Offer, in consultation with the BRLM, and approve and appoint intermediaries in relation to the Offer, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to the utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the shareholders, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or any committee of the Board thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of Equity Shares ("**Pre-IPO Placement**") to certain investors up to such number of Equity Shares at such price as the Board may determine, in consultation with the BRLM, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or any committee of the Board thereof may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Offer to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and applicable law.

RESOLVED FURTHER THAT, the Board either by itself or through any committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees of the Company and its Subsidiaries (the "**Reservation**") or to provide a discount to the Offer Price to retail individual bidders, retail individual shareholders, eligible employees or such other eligible categories of investors (the "**Discount**"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give

directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT, subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including Foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company or of its subsidiary, and other persons or entities, as may be permissible under Applicable Laws, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA.

RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the receipt of consent of SEBI, RBI, the Registrar of Companies and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company & such Selling Shareholders in consultation with the BRLM to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT, the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT, the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to green shoe option) shall be subject to the memorandum of association and articles of association of the Company and shall rank *pari passu* with the existing Equity Shares in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT, in consultation with the stock exchanges and as may be permitted under the SEBI ICDR Regulations, or any other Applicable Laws, the Company will have an option to retain an oversubscription, to the extent of 1% of the net Offer size or such other extent as may be permitted under the Applicable Laws, made for the purpose of making allotment in minimum lots for the purpose of rounding off to the nearest integer, while finalizing the basis of allotment.

RESOLVED FURTHER THAT, all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013,

and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company and the selling shareholders shall pay interest on failure thereof, as per Applicable Laws.

RESOLVED FURTHER THAT, subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks/ financial institutions / investment institutions/ mutual funds/ foreign portfolio investors/ bodies corporate/ such other persons or otherwise, in accordance with Applicable Laws.

RESOLVED FURTHER THAT, the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of the Board or any other officer or officers of the Company to do such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the Offer.

RESOLVED FURTHER THAT the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, the following:

- (i) constituting a committee for the purposes of any issue, transfer, offer and allotment of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer Price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid / Offer closing date, determining the anchor investor portion and allocating such number of Equity Shares to Anchor Investors as may be decided by the Company, in consultation with the BLRMs in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including the SEBI Listing Regulations;
- (ii) making available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees of the Company and the Subsidiaries (the "Reservation") and/or to provide a discount to the Offer price to any category(ies) of persons permitted under applicable law, including without limitation, retail individual bidders and/or eligible employees (the "Discount") and to take any and all actions in connection with any Reservation or Discount as the Board or a duly constituted committee thereof, in consultation with the BRLM, may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, and seek any consent or approval required or necessary;
- (iii) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;

- (iv) giving or authorising any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (vi) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (vii) appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (viii) to invite the existing shareholders of the Company to participate in the offer for sale component of the Offer at the same price as in the Offer;
- (ix) taking on record the approval, notices and intentions of the current shareholder(s) who express their intention to participate in the Offer to offer their Equity Shares in the Offer for Sale;
- (x) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements including, without limitation, customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI and/or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- (xi) deciding, in consultation with the Selling Shareholders (to the extent required) and with the BRLM, the pricing and terms of the Equity Shares, the Offer Price, the price band (including the offer price for anchor investors), the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the Bid/Offer Opening and Bid/ Offer Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- (xii) approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus"), the abridged prospectus ("Abridged Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof, as may be considered desirable or expedient) in relation to the Offer as finalised in consultation with the BRLM, in accordance with Applicable Laws;

- (xiii) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM;
- (xiv) settling any questions, difficulties or doubts that may arise in relation to the Offer, in consultation with the BRLM if the need so arises;
- (xv) approving suitable policies on insider trading, whistle blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- (xvi) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- (xvii) appointing, in consultation with the BRLM, the registrar, advertisement agency, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;
- (xviii) deciding, in consultation with the BRLM, size, timing (including opening and closing dates), pricing, the terms of the issue of the Equity Shares, and all other related matters regarding the Pre-IPO Placement if any, including the execution of the relevant documents with the investors, and rounding off, if any, in the event of oversubscription and in accordance with applicable laws;
- (xix) finalising and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
- (xx) authorising the maintenance of a register of holders of the Equity Shares;
- (xxi) finalising of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- (xxii) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- (xxiii) accepting and appropriating of the proceeds of the Fresh Issue in accordance with Applicable Laws; and
- (xxiv) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and the cash escrow agreement for the handling of refunds for the Offer and to authorize one or more officers/ employees of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxv) to make any applications to, seek clarifications/exemptions and obtain approvals from, if necessary, RBI, SEBI, Corporate Debt Restructuring Cell or to any other statutory and governmental authorities in

connection with the Offer, as may be required, (including for the purpose of issue of shares by the Company to non-resident investors, including Non Resident Indians and Foreign Institutional Investors) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;

- (xxvi) to submit undertaking/certificates or provide clarifications to the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- (xxvii) to make applications to the Stock Exchanges for in-principal approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the Securities Exchange Board of India, as may be required for the purpose;
- (xxviii) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
- (xxix) to authorize and empower officers of the Company (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the issue agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement, share escrow agreement, the escrow agreement and confirmation of allocation notes, with the BRLMs, lead manager, syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
- (xxx) acceptance and appropriation of the proceeds of the Offer in accordance with the Applicable Laws; and
- (xxxi) doing any other act and/or deed, negotiating and executing any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or giving such direction, including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time in relation to the Offer or allotment of the Equity Shares in the Offer and utilizing the Offer Proceeds, in such manner as the Board may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations,

deletions, additions as regards the terms and conditions, and taking such actions or giving such directions as may be necessary or desirable and as it deems fit or as may be necessary or desirable with regard to the Offer.

RESOLVED FURTHER THAT, in connection with any of the foregoing resolutions, the members of the Board and/or a duly constituted committee thereof, including the IPO committee and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any one of the Board of Directors or Mr. Bibhu Kalyan Rauta, Company Secretary and Compliance Officer of the Company be and are hereby authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Tamil Nadu at Chennai.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required.”

//CERTIFIED TRUE COPY//

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

Bibhu Kalyan

**BIBHU KALYAN RAUTA
COMPANY SECRETARY**

M. NO: 31315

**OLD NO. 9/1, NEW NO. 16/1, GROUND
FLOOR, MUTHU THOTTAM 2ND STREET,
KODAMBAKKAM, CHENNAI 600024**

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT OF THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF JAIN RESOURCE RECYCLING LIMITED (FORMERLY KNOWN AS JAIN RESOURCE RECYCLING PRIVATE LIMITED) HELD ON SUNDAY, 23rd MARCH 2025 AT 10.30 PM AT THE REGISTERED OFFICE SITUATED AT THE LATTICE, OLD NO 7/1, NEW NO 20 4th FLOOR, WADDLES ROAD, KILPAUK, CHENNAI 600010.

Item 1:

The Company intends to list its equity shares ("Equity Shares") on one or more recognised stock exchanges to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an issue of the Equity Shares ("Offer"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead manager ("BRLM") and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals. The Board has appointed M/s. DAM Capital Advisors Limited, M/s. ICICI Securities Limited, M/s. Motilal Oswal Investment Advisors Limited and M/s. PL Capital Markets Private Limited as BRLM to the Offer.

In view of the above and in terms of Sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Companies Act"), the approval of the members of the Company is required through a special resolution.

The Company proposes to create, to offer, issue, allot and/or transfer Equity Shares consisting of a fresh issue of Equity Shares up to an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred crores only) (including share premium), out of the authorised share capital of the Company ("Fresh Issue") and by way of an offer of sale of Equity Shares by certain of the existing and eligible shareholders of the Company, as may be determined at the Board's discretion after considering the prevailing market conditions and other relevant factors ("Offer for Sale" and together with the Fresh Issue, the "Offer", on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares.

The proposed offering ("Offer") of the Equity Shares by the Company. The Board has in its meeting held on March 21, 2025 approved the Offer, subject to the approval of the members of the Company.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India (the "SEBI") and the Stock Exchanges, and

subsequently file a red herring prospectus (the "RHP") with the Registrar of Companies, Tamil Nadu at Chennai ("Registrar of Companies") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the Registrar of Companies and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "Prospectus", and together with the DRHP and the RHP, the "Offer Documents"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force)

Material information pertaining to the Offer is follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) The object(s) of the Offer:

The proceeds from the Offer shall be disclosed in the DRHP to be filed with SEBI in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the BRLM to the Offer in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(iii) Intention of Directors/Key managerial personnel to subscribe to the Offer:

The Company has not made and will not make an offer of equity Shares to any directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

Other than through their participation in the Offer as mentioned above, none of the directors and key managerial personnel of the Company and their relatives of (as defined in the Companies Act) are concerned or interested in the proposed resolution.

(iv) Whether a change in control is intended or expected

No change in control is intended or expected as a result of the Offer.

(v) Allotment

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.

(vi) Pre-Offer and post-Offer shareholding pattern

The pre-Offer and post-Offer shareholding pattern (to the extent applicable) shall be as disclosed in the Offer Documents filed in connection with the Offer

The Equity Shares are proposed to be listed on the BSE Limited and the National Stock Exchange of India Limited and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013 the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and to the extent shares may be subscribed for and allotted in their names.

Item 2:

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the "FEMA Rules"), the Master Direction-Foreign Investment in India issued by RBI through Master Direction No. 11/2017-18 and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Rules, the "FEMA Laws"), the Non-resident Indians ("NRI") and the Overseas Citizens of India ("OCI"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of a listed Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders of the Indian company and followed by necessary filings, if any with Reserve Bank of India. The Board of Directors of the Company has, at its meeting held on March 21, 2025 ("Board Resolution"), proposed, subject to the approval of the shareholders by way of a special resolution, to finalize the foreign investment limit of NRIs and OCIs upto 24% of the paid up equity share capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution set out in Item No. 2 of the notice as Special Resolution for the kind approval of the members.

None of the Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

Item 3:

The Reserve Bank of India (RBI), through amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, has permitted Foreign Portfolio Investors (FPIs), including their investor groups, to invest in Indian companies up to the sectoral cap/statutory limit applicable to the respective industry. For companies operating in the pharmaceutical sector, the sectoral cap is 100%, subject to compliance with applicable conditions. However, any increase in the FPI investment limit beyond 24% of the paid-up equity capital of the Company requires approval of the shareholders through a Special Resolution.

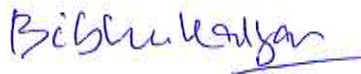
The Board of Directors of the Company, at its meeting held on March 21, 2025, approved, subject to the approval of the Members by way of a Special Resolution, the enhancement of the investment limit for FPIs up to the sectoral limit prescribed by the RBI from time to time. Increasing the FPI investment limit to the sectoral cap will enhance the visibility and weightage of the Company's shares in global benchmark indices, which are widely tracked by institutional investors. This increase is expected to attract greater foreign investment, thereby improving the liquidity and marketability of the Company's shares.

The Resolution set out at Item No.3 of the accompanying Notice will enable the FPIs who are considered to be prudent investors, to acquire shares of the Company through authorised dealers within the revised ceiling, under the Portfolio Investment Scheme of FEMA.

Your Directors, therefore, recommend the resolution for your approval. None of the Directors of the Company is, in any way, concerned or interested in the resolution.

//CERTIFIED TRUE COPY//

**FOR JAIN RESOURCE RECYCLING LIMITED
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**BIBHU KALYAN RAITA
COMPANY SECRETARY**

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