



**JTL
DEFENCE
LIMITED**
COPPER & ALLOYS
(erstwhile RCI Industries & Technologies Ltd.)

Registered Office:
1/10B, First Floor, Munshi Niketan Building
Asaf Ali Road, New Delhi 110002, India
CIN: L24320DL1992PLC047055

M : +919056585489
E : compliance@jtl.one
W : www.jtldefence.com

Date: June 06, 2026

To,
The Manager,
Corporate Relationship Department,
BSE Limited, 25th Floor, P.J. Towers,
Dalal Street, Mumbai – 400001
Scrip Code: 537254

Subject: Notice of the Extra-Ordinary General Meeting of members of JTL Defence Limited (“Company”) & E-Voting information

Dear Sir/Ma’am,

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Company is scheduled to be held on Tuesday, June 30, 2026 at 11.00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) Facility.

The EGM Notice is uploaded on the website of the Company www.jtldefence.com.

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide Remote e-Voting facility to all its Members (“Remote e-Voting”) to enable them to cast their vote electronically for all the resolutions set out in the Notice of EGM.

Additionally, the Company is providing the facility of voting through e-voting system during the EGM (“evoting”). The Company has engaged the services of Bigshare Services Pvt. Ltd. for the purpose of providing Remote e-voting and e-voting facilities to all its Members. The Cut-off Date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at the EGM is Tuesday, June 23, 2026. A person whose name is recorded in Register of Members or in the Register of Beneficial owners maintained by the Depositories as on Cut-off Date, shall be entitled to avail the facility of Remote e-voting or e-Voting at the EGM.

The remote e-voting period shall commence on Saturday, June 27, 2026 at (09.00 A.M. IST) and ends on Monday, June 29, 2026 (up to 05.00 p.m. IST).

The EGM Notice has been dispatched electronically to all eligible shareholders whose email addresses are registered with the Company / Bigshare Services Pvt. Ltd., Registrar and Transfer Agents of the Company/ their respective Depository Participants.

Copy of the aforesaid EGM notice is enclosed herewith.

This is for your information and records purpose.

Thanking You,

For JTL Defence Limited

Ankit Singla
Company Secretary & Compliance Officer
Membership No.: A69926



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (“EOGM”) of the members of JTL Defence Limited (Formerly known as RCI Industries & Technologies Limited) will be held on Tuesday June 30, 2026 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following Special Businesses:

SPECIAL BUSINESSES:

ITEM NO. 1

TO ISSUE EQUITY SHARES BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT FOR RAISING OF FUNDS

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the listing agreements entered into by the Company with BSE Limited if any, where the equity shares of face value of ₹ 10 each of the Company are listed (“**Stock Exchange**”, and such equity shares the “**Equity Shares**”), and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, Registrar of Companies, ROC Delhi II (“**RoC**”), the Government of India (“**GOI**”) and such other governmental/ statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, 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 mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company, to create, offer, issue, and allot such number of Equity Shares, through qualified institutions placement (“**QIP**”), to such investors that may be permitted to invest in such issuance of Equity Shares, including eligible qualified institutional buyers (“**QIBs**”) (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions,



incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company (collectively called the “**Investors**”), for an aggregate amount of up to ₹ 100 Crore (Rupees One Hundred Crore Only) (inclusive of such discount or premium to market price or prices permitted under applicable laws), on such other terms and conditions as may be mentioned in the preliminary placement document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board, in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto (“**Issue**”).

RESOLVED FURTHER THAT pending utilization of the proceeds from the issue, the Company shall invest in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or temporarily invest the funds in such creditworthy instruments, in government securities, debt mutual funds and deposits with banks and highly rated financial institutions, as may be decided by the Company.

RESOLVED FURTHER THAT there would be no change in control pursuant to the said Issue of Equity Shares and the Equity Shares will be offered and issued to such investors who are eligible to acquire such Equity Share in accordance with the applicable laws, rules, regulations and guidelines.

RESOLVED FURTHER THAT in the event the Issue is undertaken by way of a QIP, following provisions of the SEBI ICDR Regulations shall apply:

- i. the same shall be undertaken in accordance with the SEBI ICDR Regulations;
- ii. the allotment of Equity Shares shall only be made to QIBs as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations;
- iii. the allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- iv. the “**relevant date**” for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP as provided under Regulation 171(b) of the SEBI ICDR Regulations;
- v. no single allottee shall be allotted more than 50% of the QIP size and a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;



- vi. the Equity Shares shall be allotted in dematerialised form and on fully paid-up basis;
- vii. the Equity Shares allotted shall not be eligible for sale by the allottee(s) for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- viii. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of closing/allotment of the prior QIP to be undertaken pursuant to the special resolution passed at the meeting of the Shareholders;
- ix. Equity Shares issued under the QIP shall rank pari-passu with existing Equity Shares in all respects, including entitlement to dividend;
- x. no allotment shall be made to any promoter or person related to promoter under SEBI ICDR Regulations; and
- xi. the Equity Shares to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**Floor Price**"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Equity Shares may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Equity Shares and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Equity Shares that are not subscribed.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Equity Shares to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu in all respects including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the issue and allotment of Equity Shares, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment(s) thereof as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or as may be necessary in accordance with the terms of the Issue.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject



to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, consent of the members of the Company be and is hereby accorded to the Board, and the Board, be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Equity Shares are to be issued, determination of the number of Equity Shares, tranches, issue price, finalization and approval of placement document, preliminary or final, listing, premium/discount, permitted under applicable laws (now or hereafter), conversion of Equity Shares, if any, redemption, allotment of Equity Shares, listing of Equity Shares at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), the placement document placement agreement, escrow agreement and any other documents as may be required, approve and finalize the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilization of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Stock Exchanges, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised to that end and intend that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board, and the Board, be and is hereby authorized to approve, finalize, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, escrow bank, monitoring agency, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT subject to applicable law, the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action."



ITEM NO. 2

TO APPROVE SHIFTING OF REGISTERED OFFICE FROM NATIONAL CAPITAL TERRITORY OF DELHI, ROC DELHI II TO THE STATE OF HIMACHAL PRADESH, ROC, SHIMLA AND CONSEQUENTIAL AMENDMENT IN CLAUSE II OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13(4) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other rules as applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to the approval of Central Government (Powers delegated to Regional Director), and / or any authority(ies) as may be prescribed from time to time and further subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, permissions, consents and sanctions, which may be agreed by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from National Capital Territory of Delhi, ROC Delhi II situated at 1/10-B, First Floor, MPL No- VIII/3428, Munshi Niketan Building, Asaf Ali Road, Ajmeri Gate Extn., New Delhi-110002 to the state of Himachal Pradesh proposed to be situated at Plot No. 84-85, HPSIDC Industrial Area, Baddi, District Solan, Himachal Pradesh-173205.

RESOLVED FURTHER THAT subject to confirmation or approval and pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause II of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

“II. The registered office of the Company shall be situated in the State of Himachal Pradesh.”

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations, appoint counsels, advisors, file applications/ petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities as may be required, from time to time.”



NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 03/2025 dated September 22, 2025 (“MCA Circular”) has permitted the companies to conduct the Extra Ordinary General Meeting through Video Conferencing / Other Audio-Visual Means (“VC” / “OAVM”) till further orders, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 (“the Act”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations” or “SEBI LODR”), the Extraordinary General Meeting (“EGM” / “Meeting”) of the Company is being held through VC /OAVM on **Tuesday June 30, 2026**. The venue of the meeting shall be deemed to be at the Registered Office of the Company at 1/10-B, First Floor, MPL No- VIII/3428, Munshi Niketan Building, Asaf Ali Road, Ajmeri Gate Extn., New Delhi-110002.
2. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice. The Board of Directors of the Company at its meeting held on June 03, 2026, considered that the special business(es) being considered to be transacted at the EGM of the Company.
3. The attendance of the Members (members logins) attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. However, the Body Corporate/Institutional/Corporate members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Since the EGM will be held through VC/OAVM facility, the attendance slip and Route Map are not annexed to this Notice.
6. Pursuant to the provisions of Section 113 of the Act, the Body Corporate/Institutional/Corporate members (i.e., other than individuals/ Hindu undivided family, non-resident individuals. etc.) are requested to send a scanned copy (PDF/JPG Format) of the Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/ letter of authorization/power of attorney shall be sent to Company's RTA by email at info@bigshareonline.com with copy to scrutinizer at rajeev.bhambri@gmail.com.
7. The relevant documents referred to in the Notice shall be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of the EGM and during the EGM. Members seeking to inspect such documents may send an email to compliance@jtl.one.
8. The Company has appointed M/s. Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company (hereinafter called “RTA” or “Bigshare”), for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM and e-voting is explained in the notes of the notice and a copy of notice is available on the website of the Company at www.jtldefence.com.
9. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the



Company at www.jtldefence.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of Bigshare i.e. e-voting agency at <https://ivote.bigshareonline.com>.

10. Pursuant to the provisions of the MCA Circulars on convening EGM through VC / OVAM:
 - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
11. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM. The meeting may be joined by following the procedure mentioned in the Notice.
12. In accordance to the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with clarification/Guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company situated 1/10-B, First Floor, Munshi Niketan Building, Asaf Ali Road, New Delhi- 110002 which shall be the deemed venue of the EGM.
13. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“**SS-2**”) issued by the ICSI and Regulation 44 of the Listing Regulations, as amended read with circular of SEBI on e-voting facility provided by Listed entities and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the EGM through remote evoting facility.
14. **Voting at the EGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting (“**e-voting**”). This facility shall be provided by Bigshare.
15. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. The institutional members are encouraged to attend and vote at the EGM.
17. **Updation of PAN and KYC by the Physical shareholders:** SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).



SEBI further vide its Master Circular Ref. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with subsequent Circular Ref. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. Any payment including dividend, interest or redemption payment shall be made only electronically upon complying with the aforesaid requirements of submission of PAN and other KYC details.

Accordingly, shareholders holding shares in physical form are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company as per below details:

Sr. No.	Form	KYC to be submitted
1.	Form ISR-1	Request for Registering PAN, Address, Email, Mobile, Bank Account details or changes / updations thereof.
2.	Form ISR-2	Specimen Signature
3.	Form SH-13 (Form ISR-3 for Opting-out of the Nomination)	Nomination or Declaration for Opting-in or Opting-out of Nomination.

The relevant documents / information for same may be accessed from the Company's website at: www.jtldefence.com.

18. **Transmission:** Pursuant to Regulation 40 of SEBI Listing Regulations as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January 2022, has mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate / claim from unclaimed suspense account/ renewal/ exchange/ endorsement/ subdivision/ splitting/ consolidation/ transmission/ transposition of securities etc.

Therefore, to avail various benefits of dematerialization and to eliminate the risks associated with physical shares, the shareholders are advised to dematerialise their physical shares. They are requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of Bigshare to seek guidance on the Demat procedure. Members may also visit the website of depositories viz. NDSL: <https://nsdl.co.in/faqs/faq.php> or CDSL: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.

19. **Online Dispute Resolution Portal:** SEBI has issued Master Circular No. SEBI/HO/OIAE/OIAE_IAD 3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023) for online resolution of disputes in the Indian securities market. Further, SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market.

Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).



20. Mr. Rajeev Bhambri, Proprietor M/s Rajeev Bhambri & Associates, Company Secretaries, (Membership No. FCS4327 & COP No. 9491) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of votes through the e-voting system during the EGM in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.jtldefence.com and on the website of Bigshare Services Pvt. Ltd. at <https://ivote.bigshareonline.com> immediately after the declaration of result by the Chairperson or any person authorized by him in writing and the same shall be communicated to the BSE Limited. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. **Tuesday, June 30, 2026**.
23. The Company has designated an exclusive email ID compliance@jtl.one for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
24. Procedure for obtaining the EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

In terms of the MCA and SEBI Circulars, the Company has sent the Notice of EGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories/ RTA. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. Members, who have not registered /updated their email addresses are requested to register/ update the same in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093. Member may send an e-mail request at the email id info@bigshareonline.com along with scanned copy of Form ISR 1 and self-attested copy of PAN Card & Aadhar Card etc. Further, also send the original copy to Bigshare on above said address.
- ii. Members holding shares in dematerialized mode who have not registered /updated their email addresses with their Depository Participants are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
- iii. Shareholders may also visit the website of the company www.jtldefence.com or the website of the Registrar and Transfer at <https://ivote.bigshareonline.com> for downloading the Notice of the EGM. Same can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.



Bigshare i-Vote E-Voting System

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Saturday, June 27, 2026 at 09:00 A.M. (IST) and ends on Monday, June 29, 2026 at 05:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, June 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is



securities in Demat mode with CDSL	<p>https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal</p>



	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at



	helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.



- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
 - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
 - Enter all required details and submit.
 - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
 - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.



Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the EGM through VC/ OAVM:

For shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under: -

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise



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not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

**By Order of the Board
JTL Defence Limited
(Erstwhile RCI Industries & Technologies Limited)**

**Sd/-
Ankit Singla
Company Secretary and Compliance Officer
Membership No: A69926**

**Place: Chandigarh
Date: June 06, 2026**



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item No. 1

The Board of Directors of the Company, at its meeting held on June 03, 2026, approved a proposal to raise funds by way of Qualified Institutions Placement (“QIP”)/ Preferential Issue/ Further Public Offer (“FPO”)/ Rights Issue/ any other permissible mode and/or combination thereof for an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) (inclusive of such discount or premium to market price or prices permitted under applicable law), in one or more tranches and Constituted a Fund Raising Committee thereof and the Committee in its meeting held on June 05, 2026 approved an issuance of Equity Shares by way of a Qualified Institutions Placement (“QIP”) in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

Section 62(1)(c) of the Companies Act, 2013 (the “Act”) provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations. Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after receipt of prior approval of its members by way of a special resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Act read with applicable provisions of the SEBI ICDR Regulations, as amended for issuance of the Equity Shares.

The resolution proposed is an enabling resolution and the detailed terms and conditions for the offer (including number of Equity Shares to be issued, identification of investors, price, quantum and timing of the issue) of fund raising through QIP will be determined by the Fund Raising Committee in consultation with the lead managers, advisors, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors. The same will be in accordance with the terms approved by the members in the proposed resolution.

The price of equity shares shall be determined in accordance with the pricing formula prescribed under the SEBI ICDR Regulations and QIP shall be undertaken in terms of the SEBI ICDR Regulations as follows:

- i. the same shall be undertaken in accordance with the SEBI ICDR Regulations;
- ii. the allotment of Equity Shares shall only be made to QIBs as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations;
- iii. the allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- iv. the “**relevant date**” for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP as provided under Regulation 171(b) of the SEBI ICDR Regulations;
- v. no single allottee shall be allotted more than 50% of the QIP size and a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the



- aforsaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- vi. the Equity Shares shall be allotted in dematerialised form and on fully paid-up basis;
 - vii. the Equity Shares allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
 - viii. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at the meeting of the Shareholders;
 - ix. Equity Shares issued under the QIP shall rank pari-passu with existing Equity Shares in all respects, including entitlement to dividend;
 - x. a SEBI-registered credit rating agency shall monitor the use of proceeds and submit quarterly reports in the format specified under Schedule XI of SEBI ICDR Regulations until full utilization if applicable;
 - xi. no allotment shall be made to any promoter or person related to promoter under SEBI ICDR Regulations; and
 - xii. the Equity Shares to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and
 - xiii. the Board or any Committee authorized by the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

Objects of the Issue

The Company proposes raising capital of upto Rs. 100 Crore only (Rupees One Hundred Crore only), in one or more tranches, by way of issuance of Equity Shares, as may be decided by the Board or a duly constituted committee thereof, in accordance with applicable laws and regulatory frameworks. The funds raised through this issuance will be utilized to support a range of objectives, including but not limited to the Company's future growth and expansion. The Company shall utilize the proceeds from the Issue (after adjustment of expenses related to the Issue) ("**Net Proceeds**") at various stages, towards one or more, or a combination of the following:

- Funding the capital expenditure requirements of existing and/or any new manufacturing facility of the Company; **and/or**
- Funding the working capital requirements of the Company and/or Subsidiaries; **and/or**
- General Corporate Purposes of the Company and/or Subsidiaries (collectively referred to as "**Objects**")

The purpose for which fund is proposed to be raised shall be disclosed under the separate heading "Objects of the Issue and Use of Proceeds".

Each object of the issue, for which funds are proposed to be raised shall be stated clearly and same shall not be open ended/ vague.

The amount of funds proposed to be utilized against each of the object shall be stated clearly. In case, it is difficult to quantify the exact amount of fund to be used, a broad range of amount may be provided but the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of issue size. Further, while giving broad range, the reason for providing the same shall be specified.



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Total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue as specified in the placement document/ notice to shareholders and same cannot be added to General Corporate Purposes (GCP).

The tentative timeline for utilization of issue proceeds for each of the object shall be clearly stated. Till such time the issue proceeds are fully utilized, the issuer shall also disclose the mode in which such funds will be kept.

The fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through QIP, under the current issue.

Pending utilization of the proceeds from the Issue, the Company shall invest in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or temporarily invest the funds in such creditworthy instruments, in government securities, debt mutual funds and deposits with banks and highly rated financial institutions, as may be decided by the Company.

The details for deployment of funds will be specifically mentioned in the preliminary placement document and the placement document in terms of applicable circulars of BSE, in this regard.

The aforementioned objects are dependent on a variety of factors such as timing of completion of the Issue, budgets, financial, market and sectoral conditions, business performance and strategy, competition, market conditions and other external factors etc., which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Board and the management opine that a QIP allows the Company to raise substantial capital in an expedient manner, optimize pricing based on market conditions, and maintain flexibility in structuring of the Issue to align with strategic objectives, which further drives growth and expand operations, without being constrained by shareholder participation while also safeguarding shareholder value and supporting long-term growth. Further, considering commercial, regulatory, and strategic factors, the Board has proposed to raise funds through a QIP.

The equity shares issued pursuant to the QIP shall be listed on the Stock Exchange i.e. BSE Limited, subject to necessary approvals.

All required disclosures shall be made to the Stock Exchange i.e. BSE Limited in accordance with the SEBI LODR Regulations.

The directors recommend the resolution for your approval.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

None of the Promoters, member of promoter group, Directors, KMP or Senior Management intend to subscribe to the proposed issue.



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ITEM NO. 2

The Registered Office of the Company is presently situated at 1/10-B, First Floor, MPL No- VIII/3428, Munshi Niketan Building, Asaf Ali Road, Ajmeri Gate Extn., New Delhi-110002.

The Company's manufacturing activities, factory/plant operations, and key business functions are primarily situated in the State of Himachal Pradesh, In order to ensure effective management, closer supervision of operations, administrative convenience, and greater operational efficiency, it is proposed to shift the Registered Office of the Company from National Capital Territory of Delhi, ROC Delhi II to the state of Himachal Pradesh, ROC, Shimla.

Pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013, shifting of the Registered Office of the Company from one State to another requires approval of the Members by way of a Special Resolution and confirmation by the Central Government (powers delegated to the Regional Director). Consequent upon such shifting, Clause II of the Memorandum of Association of the Company is required to be altered to reflect the State in which the registered office of the Company will be situated.

Subject to the approval of the Members and confirmation by the Regional Director, the registered office of the Company shall be shifted to **Plot No. 84-85, HPSIDC, Industrial Area, Baddi, District Solan, Himachal Pradesh-173205.**

The Board of Directors recommends the resolution set out at item no. 2 of the Notice for the approval of the members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

**By Order of the Board
JTL Defence Limited
(Erstwhile RCI Industries & Technologies Limited)**

**Sd/-
Ankit Singla
Company Secretary and Compliance Officer
Membership No: A69926**

**Place: Chandigarh
Date: June 06, 2026**