

Notice

Notice is hereby given that the **Thirty Sixth Annual General Meeting of the Members of John Cockerill India Limited (“the Company”)** will be held on **Wednesday, August 3, 2022 at 2.30 p.m. at Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri (East), Mumbai - 400 093 to transact the following business :**

ORDINARY BUSINESS

1. To consider and adopt the financial statements of the Company including audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss, and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares of the Company for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Jean Gourp (DIN 02268912), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Re-appointment of Mr. Vivek Bhide (DIN 02645197) as Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the consents, permissions and sanctions of appropriate and / or concerned authorities and subject to such conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and / or concerned authorities, if required, while granting such approvals, consents, permissions and sanctions and as agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include Nomination and Remuneration Committee) without any further approval of the members of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Vivek Bhide (DIN 02645197) as the Managing Director of the Company for a further period of 5 (five) years and remuneration for a period of 3 (three) years commencing from February 8, 2023, on the terms and conditions as stipulated herein below :

Remuneration for a period of 3 (three) years :

Total Remuneration : Not exceeding an overall ceiling of ₹ 7 crores per annum. The total remuneration (cost to the company basis) for the first year of this term shall not exceed ₹ 5 crores per annum. Subsequent revisions in the remuneration will be determined and approved by the Board within the above overall ceiling.

1. Basic Salary for the first year - ₹ 13,70,000/- (Rupees Thirteen Lakhs Seventy Thousand only) per month.
2. Housing : Furnished rent free accommodation or house rent allowance in lieu thereof.

3. Reimbursement of expenses incurred on entertainment for business purposes & Club subscription.
4. Other Allowances, Perquisites and Incentive : Subject to overall ceiling as aforesaid, the Managing Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including medical allowance, leave travel allowance and such other allowances, benefits, amenities and facilities, etc. as per the Company's Rules or as may be agreed to between the Board and the Managing Director.
5. The Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company. He will be covered under the Company's Life Insurance under the Company's Group Term Life Insurance policy equivalent to 3 times of fixed annual salary.
6. Reimbursement of Health Insurance (Mediclim) premium for the parent of the Managing Director as per the Income Tax Act.
7. Reimbursement of fees of consultant for calculation of taxes to be filed by the Managing Director and his wife as agreed by the Board.
8. Special Retention Allowance as may be agreed by the Board.
9. Performance Link Management Incentive (PLMI) once in a year as per the Company's PLMI policy.
10. Car running allowance and telecommunication facilities as per the rules of the Company.
11. The appointment is terminable by giving not less than six months' notice in writing on either party or as may be agreed by the Board.

In addition to the perquisites referred above, he will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration :

- Retirement benefits : Contribution to provident fund, superannuation fund or annuity fund and gratuity fund shall be made as per the rules of the Company.
- Earned leave with full pay or encashment, as per the rules of the Company.
- Reimbursement of expenses incurred for the business of the Company.

Subject to the applicable provisions of the Act, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost, in the absence of any such Rule.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include the Nomination and Remuneration Committee) be and are hereby authorised to vary, amend, modify

and revise from time to time the terms of remuneration payable to Mr. Vivek Bhide as Managing Director, within the above overall limit, as may be deemed appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to make necessary application(s) to such authorities, as may be required, for seeking its approval and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to seek necessary approvals and settle any questions, difficulties or doubts that may arise in this regard.”

5. Approval for Material Related Party Transaction(s) with John Cockerill SA

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (“**the Rules**”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill SA, the holding Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill SA, for an aggregate value not exceeding ₹ 400 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company,

without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

6. Approval for Material Related Party Transaction(s) with John Cockerill Automation Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (“**the Rules**”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill Automation Private Limited, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill Automation Private Limited, for an aggregate value not exceeding ₹ 60 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

7. Approval for Material Related Party Transaction(s) with John Cockerill Trading (Beijing) Company Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill Trading (Beijing) Company Limited, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill Trading (Beijing) Company Limited, for an aggregate value not exceeding ₹ 200 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

8. Approval for Material Related Party Transaction(s) with John Cockerill UVK GmbH

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill UVK GmbH, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill UVK GmbH, for an aggregate value not exceeding ₹ 100 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

9. Approval for Material Related Party Transaction(s) with CMI Engineering (Beijing) Company Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (**“the Rules”**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”**), which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and CMI Engineering (Beijing) Company Limited, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and CMI Engineering (Beijing) Company Limited, for an aggregate value not exceeding ₹ 100 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

10. Approval for Material Related Party Transaction(s) with CMI Industry Americas Inc.

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), as amended from time to time, provisions of Section

188 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (**“the Rules”**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”**), which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and CMI Industry Americas Inc., fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and CMI Industry Americas Inc., for an aggregate value not exceeding ₹ 100 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

11. Approval for Material Related Party Transaction(s) with CMI Energy France SAS

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (**“the Rules”**) (including any statutory modification(s), clarification(s), substitution(s) or re-

enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and CMI Energy France SAS, fellow Subsidiary Company and accordingly a 'Related Party' of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and CMI Energy France SAS, for an aggregate value not exceeding ₹ 50 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

12. Approval for Material Related Party Transaction(s) with John Cockerill Renewables

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 ("**the Rules**") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee

and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill Renewables, fellow Subsidiary Company and accordingly a 'Related Party' of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill Renewables, for an aggregate value not exceeding ₹ 50 crores during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

13. To consider and ratify the remuneration payable to Cost Auditor for the financial year 2022-23

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force) and as approved by the Board of Directors, on the recommendations of the Audit Committee, the remuneration of ₹ 2,70,000/- (Rupees Two Lakhs Seventy Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit) be paid to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294) appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2022-23 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For John Cockerill India Limited**

Haresh Vala
Company Secretary

Mumbai
May 26, 2022

Registered office :

Mehta House, Plot No. 64,
Road No. 13, MIDC, Andheri (East),
Mumbai 400 093
Tel. No.: 022-66762727 | **Fax No.:** 022-66762737/38
CIN: L99999MH1986PLC039921
Email: investors@johncockerillindia.com
Website: www.johncockerillindia.com

NOTES :

- A Member entitled to attend and vote at the Annual General Meeting (“AGM” / “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.** Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or member. The holder of the proxy shall prove his / her identity at the time of attending the AGM.
- Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative(s) to attend and vote on their behalf at the AGM.
- Members, Proxies and Authorised Representatives are requested to bring to the AGM, the copy of the Annual Report and Attendance Slip, duly completed and signed mentioning therein details of their shareholding, DP ID and Client ID / Folio Number.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) in respect of the business under Item Nos. 4 to 13 set out above and the relevant details of the Directors seeking appointment / re-appointment at this AGM as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) and the Secretarial

Standard on General Meetings issued by The Institute of the Company Secretaries of India (“**SS-2**”) are annexed hereto. Requisite declarations have been received from the Directors seeking appointment / re-appointment.

- In compliance with the Circulars issued by Ministry of Corporate Affairs (“**MCA**”) and Securities and Exchange Board of India (“**SEBI**”), this Notice calling the AGM together with the Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants (“**DPs**”) for communication purpose unless any Member has requested for a physical copy of the same. Members whose email address is not registered with the Company / DPs, physical copies of the Notice and Annual Report 2021-22 are being sent by the mode permitted under the Act. Members may also note that the Notice and Annual Report 2021-22 has also been uploaded on the website of the Company at www.johncockerillindia.com, website of BSE Limited at www.bseindia.com.
- The Register of Members and Share Transfer Books of the Company will remain closed from July 26, 2022 to August 3, 2022, both days inclusive, for determining the names of the members eligible for dividend on the Equity Shares, if declared at the AGM.
- Dividend of ₹ 2/- per equity share of face value of ₹ 10/- each for the year ended March 31, 2022, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on July 25, 2022 as per the downloads furnished to the Company by the Depositories for this purpose and in physical mode, if their names appear in the Company’s Register of Members as on July 25, 2022.
- The dividend, if approved, will be paid by crediting into the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those members holding shares in electronic form / demat. In respect of members holding shares in physical form or in case of ECS, NECS or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.
- The Company’s Registrar & Transfer (“**R & T**”) Agent for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited, having their office premises at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400 093. Their registered email address is investor@bigshareonline.com.
- For receiving all communication (including Annual Report) from the Company electronically :
 - Members holding share(s) in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the R & T Agent at their registered email address or by sending mail to investors@johncockerillindia.com; and
 - Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DPs.
- In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors

are interested, and other documents as referred in the Notice are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.

14. Members holding shares in single name are advised to avail the facility of nomination in respect of the shares held by them pursuant to the provisions of Section 72 of the Act. Members holding the shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the R & T Agent of the Company. Members holding the shares in electronic mode may contact their respective DPs for availing this facility.
15. MCA has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The IEPF Rules also mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.
16. Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Investors Section available on the website of the Company and is also available on the website of the R & T Agent. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised

form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its R & T Agent for assistance in this regard.

20. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S R & T AGENT.**
21. The Company has made special arrangement with the R & T Agent for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast their vote electronically.
22. **Process for registration of e-mail addresses :**
The process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows :
To facilitate the Members to receive notice, documents, Annual Reports and other communications electronically, the Company has made special arrangements with its R & T Agent, Bigshare Services Private Limited for registration of e-mail addresses in terms of the MCA circulars.
 - Visit the link : <https://www.bigshareonline.com/InvestorRegistration.aspx>
 - Select the name of the Company from drop-down : John Cockerill India Limited
 - Enter details in respective field such as DP ID and Client ID (if shares held in electronic form) / Folio No. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail address
 - System will send One Time Password (OTP) on mobile number and e-mail address
 - Enter OTP received on mobile number and e-mail address and after clicking on confirmation, click on Submit.Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DPs / R & T Agent to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.
23. Members are requested to address all correspondences, including shareholding related documents and dividend matters to the Company's R & T Agent.
24. Members holding the shares in dematerialised form are requested to intimate the change of bank mandates, address, name, bank details, nomination, e-mail address, etc., if any, to their respective DPs.
25. Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, address, e-mail address, telephone number, bank details to the Company's R & T Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the

form. The said form can be downloaded from the Investors Section on the Company's website and is also available on the website of the R & T Agent at www.bigshareonline.com.

26. Non-Resident Indian Members are requested to immediately inform the Company or its R & T Agent or the concerned DP, as the case may be, about the change in residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished earlier.
27. Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company at least seven days before the date of the AGM, to enable the management to keep the information ready at the AGM.
28. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and National Holidays, up to the date of the AGM and also at the AGM.
29. A brief resume of each of the Directors proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, name of the Companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors *inter se* as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of SS-2 on General Meetings, are provided as Appendix A to the Notice.
30. **Voting through electronic means :**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Rules made thereunder, as amended from time to time, Regulation 44 of the Listing Regulations and SS-2, read with the circular of SEBI on e-Voting Facility provided by the Listed Entities dated December 9, 2020, the Company is providing its members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (a) Individual Shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals holding shares of the Company in demat mode and shareholders holding shares of the Company in physical mode and (c) Members who have not registered their e-mail address, is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period :

Commencement of remote e-voting	9.00 am (IST) on July 30, 2022
End of remote e-voting	5.00 pm (IST) on August 2, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon the expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, July 27, 2022 ("**cut-off date**"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person who is not a Member of the Company as on the cut-off date, should treat the Notice for information purpose only.

The Board of Directors of the Company has appointed M/s. I. Qureshi & Associates, Practicing Chartered Accountants (Membership No. 036915) as the Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Information and Instructions relating to e-voting

How to vote electronically using NSDL e-voting system?

The way to cast vote electronically on NSDL e-voting system consists of "Two Steps" which are as mentioned below :





Step 1 : Access to NSDL e-voting system

A) Login method for e-voting for individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed Companies, e-voting process has been enabled to all the individual shareholders holding securities in demat mode, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below :

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please follow the below steps : <ol style="list-style-type: none"> a. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. b. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.

Type of shareholders	Login Method
	<p>c. A new Section will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>d. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>e. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>f. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Please follow steps given above in points ‘a’ to ‘f’.</p> <p>2. e-Voting website of NSDL</p> <p>a. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile.</p> <p>b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</p> <p>c. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>d. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders can also download NSDL Mobile App ‘NSDL Speede’ facility for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest, the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. 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-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note : Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot 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. NSDL and CDSL.

Login type	Helpdesk details
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.co.in or call at toll free no. : 1800 1020 990 and 1800 22 44 30.
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 call at 022-23058738 or 022-23058542-43.

B) Login method for shareholders other an individual shareholder holding securities in demat mode and shareholders holding securities in physical mode

How to log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL by opening your web browser and type the following URL : <https://www.evoting.nsd.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" available under 'Shareholder' / 'Members' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on 'e-Voting' and proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID
For members who hold shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
For members who hold shares in demat account with CDSL	16 digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
For members holding shares in physical form	EVEN, followed by Folio Number registered with the Company. For example, if your EVEN is 101456, then User ID is 101456001***.

5. Password details for shareholders other than individual shareholders are given below :
 - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you by

NSDL from your mailbox. Open the e-mail and open the attachment (it will be a .pdf file). The password to open the file is your 8 digit Client ID for your NSDL account, the last 8 digit of CDSL Client ID or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your e-mail address is not registered, please follow the detailed procedure with registration of e-mail address as mentioned in Note No. 22 of this Notice.
6. If you are unable to retrieve or have not received your 'initial password' or have forgotten your password :
 - a) Click on the '**Forgot User Details / Password?**' (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nsd.com
 - b) Click on '**Physical User Reset Password?**' (for those holding shares in physical mode) option is also available on www.evoting.nsd.com
 - c) If you are still unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.

Step 2 : Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select the 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
5. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General guidelines for shareholders :

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to iqureshiassociates@yahoo.co.in or investors@johncockerillindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com, or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President – NSDL or Mr. Sanjeev Yadav, Asst. Manager – NSDL at evoting@nsdl.co.in or at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
4. The facility for ballot / polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.
5. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
6. The voting rights of the members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. July 27, 2022.
7. Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing User ID and password for casting their vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of individual shareholders holding shares in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e.

July 27, 2022 may follow steps mentioned under "Access to NSDL e-voting system".

8. The Scrutinizer shall after the conclusion of voting at the AGM, first scrutinize the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or the Managing Director, who shall countersign the same and declare the result of the voting forthwith.
9. The Results of voting shall be declared within two working days of the conclusion of the AGM of the Company and subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. August 3, 2022.
10. The Results declared along with the consolidated Scrutinizer's Report will be available on the Company's website at www.johncockerillindia.com and on NSDL's website at www.evoting.nsdl.com. The results shall simultaneously be communicated to BSE Limited.

Process for those shareholders whose email address are not registered with the Depositories for procuring user id and password and registration of email address for e-voting for the resolutions set out in this Notice :

1. In case, shares are held in physical mode, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar card) by email to investors@johncockerillindia.com and investor@bigshareonline.com.
2. In case, shares are held in demat mode, please provide DP ID – Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar card) by email to investors@johncockerillindia.com and investor@bigshareonline.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for individual shareholders holding securities in demat mode.
3. Alternatively, shareholder / member may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular 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 required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

ANNEXURE TO THE NOTICE

Re-appointment of Mr. Jean Gourp as Director

Mr. Jean Gourp (DIN 02268912), Non-Executive Director of the Company, retires by rotation and, being eligible, has offered himself for re-appointment.

The information in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings (SS-2):

Mr. Jean Gourp, aged 50 years, is an engineer with a degree in mechanical and production engineering from I.N.S.A. Toulouse. He studied engineering and business management at the University of Surrey, Great Britain and detains an Executive MBA from INSEAD business school. He is having international experience in engineering, manufacturing, sales and general management. Mr. Gourp joined the Company in 2008 as Chief Operating Officer and was then elevated to the position of Deputy Managing Director before becoming Managing Director in 2011 until 2013.

Mr. Jean Gourp was a part of John Cockerill (then CMI) and FPE integration team and played a key role in smooth transformation of the Company after the acquisition.

In his earlier assignments, Mr. Gourp had spent over a year as Managing Director of CMI Stalproekt in Moscow. He was also associated with Fives Stein Co. in France for nearly four years as erection & commissioning manager and later on as sales and process engineer before being seconded to their Shanghai joint venture for five years as Deputy Managing Director. He was also associated with Fives Stein India as technical manager.

In 2013, Mr. Jean Gourp joined the Services branch of the Group as Vice-President and focused on the strategic development of the portfolio of activities. From 2019, Mr. Jean Gourp had taken charge of the Environment branch of the Group with the aim to expand the group's position on environmental markets. In his current assignment, Mr. Jean Gourp is the President John Cockerill Asia Pacific and is based in Singapore.

He does not hold any shares in the Company and is not related to any other Director of the Company.

Save and except for Mr. Jean Gourp, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 3 of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ('SS-2') :

ITEM NO. 4

Re-appointment of Mr. Vivek Bhide (DIN 02645197) as the Managing Director of the Company

Mr. Vivek Bhide (DIN 02645197) was appointed as the Managing Director of the Company *w.e.f.* February 8, 2020 for a period of 3 years. The present term of Mr. Vivek Bhide as Managing Director of the Company will expire on February 7, 2023.

In view of his significant and valuable contribution to the Company and considering the future business plans of the Company, it is imperative that the Company should continue to benefit from his stewardship so as to achieve the growth plans so contemplated. Keeping the above in mind, as recommended by the Nomination and Remuneration Committee, the Board of Directors at the meeting held on May 26, 2022 have recommended the re-appointment of Mr. Vivek Bhide, as Managing Director of the Company, for a further period of 5 (five) years commencing from February 8, 2023 on the terms and conditions including the proposed remuneration for a period of 3 (three) years as set out in the resolution at Item No. 4 of the accompanying Notice.

The information in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Mr. Vivek Bhide, aged 55 years, has over 27 years of experience in the chemicals and industrial manufacturing domain. Mr. Bhide holds Bachelor of Technology Degree in Mechanical Engineering from the Indian Institute of Technology, Mumbai. He also holds the Master of Science Degree in Statistics from the University of Delaware. He has a Certificate in Disruptive Strategy from the Harvard Business School.

Mr. Vivek Bhide started his career in the process engineering and R & D domain with DuPont in the U.S. where he was instrumental in spearheading multiple projects across manufacturing, new product development and analytical science. He then joined Koch Industries where he worked on developing strategies for new business opportunities in interior paint, commercial fabrics, countertops and stone flooring. Mr. Bhide moved

back to India with DuPont India to lead the packaging and the industrial polymers business for the South Asia region. As a senior leader, he has worked with Danaher Group for Gilbarco Veeder Root India and Fortive India. In his last assignment, he was the Group President of Fortive India where he managed a global engineering centre.

Mr. Bhide has strong leadership qualities and has grown well in his career. His geographical exposure covers India and overseas markets enabling him to gain hands-on exposure of cross-cultural working.

Mr. Bhide specialises in Strategy Development, Marketing Management, Technology Management, Manufacturing Management, New Business Development and Leadership Development.

He is also a Director of CMI India Engineering Private Limited. Mr. Bhide is a member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and Risk Management Committee and is the Chairman of Borrowing Committee and Banking Operations Committee of the Company.

He does not hold any shares in the Company and is not related to any other Director of the Company.

Mr. Vivek Bhide is a Key Managerial Personnel of the Company as per Section 203(1)(iii) of the Act.

Mr. Bhide satisfies all the conditions set out in Part I of Schedule V of the Act and is eligible for re-appointment.

As required under the provisions of the Act, approval of the members is being sought for the re-appointment for a term of 5 (five) years and the remuneration for a term of 3 (three) years payable to Mr. Vivek Bhide as Managing Director of the Company functioning in a professional capacity.

The approval of the members is sought for his remuneration for a term of 3 (three) years in the manner stipulated in Section II of Part II of Schedule V of the Act. Schedule V of the Act permits the Companies to pay managerial remuneration in excess of the limits stipulated in Section 197 of the Act subject to satisfaction of certain conditions prescribed therein.

The statement as required under Section II of Part II of Schedule V of the Act is given below :

I. General Information					
1.	Nature of Industry	The Company is engaged in the business of designing, manufacturing and installation of cold rolling mills, galvanizing lines, colour coating lines, tension levelling lines, skin pass mills, acid regeneration plants, wet flux lines and pickling lines for ferrous and non-ferrous industries worldwide.			
2.	Date or expected date of commencement of commercial production	May 28, 1986			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	Particulars	2021-22	2020-21	2019-20
		(₹ in lakhs)			
		Revenue from Operations (Net)	38,278.44	19,805.83	37,156.95
		Other Income	645.17	229.81	1,518.55
		Total Revenue	38,923.61	20,035.64	38,675.50
		Profit / (Loss) before depreciation, finance cost and tax	1,593.91	(2,498.90)	3,766.89
	Profit / (Loss) after tax	464.02	(2,906.21)	2,374.50	
5.	Foreign investments or collaborations, if any	Except the shareholding of John Cockerill SA (formerly Cockerill Maintenance and Ingenierie SA), parent Company, which holds 75% of the Company's equity capital, the Company does not have any foreign direct investment or collaboration.			
II. Information about the Appointee :					
1.	Background details	A brief profile of Mr. Vivek Bhide is given herein above.			
2.	Past remuneration	The remuneration drawn by Mr. Vivek Bhide from the Company during the past 2 (two) years is as follows :			
		Year	₹ in lakhs		
		2020-21	342.17		
	2021-22	386.13			
3.	Recognition or awards	Nil			
4.	Job profile and his suitability	<p>Mr. Vivek Bhide has strong leadership qualities and has grown well in his career. His global exposure covers India and overseas markets enabling him to gain hands on exposure of cross-cultural working.</p> <p>Mr. Vivek Bhide with his qualification and vast experience in strategy development, marketing management, technology management, manufacturing management, new business development and leadership development is expected to add considerable value to the Company as its Managing Director.</p>			
5.	Remuneration proposed	The remuneration proposed is for a period of 3 (three) years and is set out in the resolution at Item No. 4.			
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	While deciding the remuneration payable to Mr. Bhide, the Nomination and Remuneration Committee and the Board <i>inter alia</i> considered the compensations levels for similar positions in the Engineering industry and comparable organisations, his role and responsibilities, the performance expected, the current and forecast business conditions, etc. and have concluded that the proposed remuneration is appropriate and reasonable.			

7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the present / proposed remuneration, Mr. Vivek Bhide does not have any other pecuniary relationship with the Company or relationship with any of the managerial personnel.
III. Other Information		
1.	Reasons of loss in the previous year, and lower profits in 2021-22.	<ul style="list-style-type: none"> - Economic slowdown in Indian and global market due to COVID-19 - Lower margins on projects under execution due to highly competitive environment - Slower growth in the order entries due to volatile business environment.
2.	Steps taken or proposed to be taken for improvement	All efforts are now being focused on timely execution of the large orders secured recently, to improve the order book by sourcing new orders from domestic as well as overseas customers and improving operational efficiency. The manufacturing facilities have been restructured for better productivity and cost-savings. Greater emphasis is placed on optimisation of various processes to improve operational efficiency across the Company. These proactive steps are aimed at improving profitability in the face of a challenging environment in the steel industry.
3.	Expected increase in productivity and profits in measurable terms	The Company has turned around in the recent months; barring unforeseen circumstances, the Company hopes to increase the revenue and profits significantly, with improved margins in the years to come.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") regarding Director seeking appointment / re-appointment

Mr. Vivek Bhide

Age	55 years
Qualifications	Bachelor of Technology Degree in Mechanical Engineering from the Indian Institute of Technology, Mumbai Master of Science Degree in Statistics from the University of Delaware Certificate in Disruptive Strategy from the Harvard Business School
Experience	27 years
Terms and conditions of appointment	<p>Tenure of the re-appointment of Mr. Vivek Bhide as Managing Director shall be for a period of 5 (five) years <i>w.e.f.</i> February 8, 2023.</p> <p>The Managing Director will be employed on whole time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the permission of the Board.</p> <p>The Managing Director shall be entitled to such other privileges, allowances, facilities and amenities in accordance with the rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act.</p> <p>He will cease to be a Director on cessation of his employment with the Company.</p> <p>The re-appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Act and Rules made thereunder.</p> <p>The separation from this engagement could be effected by either side by giving six months' notice.</p>
Last drawn remuneration	₹ 386.13 lakhs for 2021-22
Date of first appointment on the Board	February 8, 2020
No. of shares held	Nil
Relationship with Directors, Managers & Key Managerial Personnels	Not Related
Number of Board Meetings attended during FY 2021-22	5
Other Directorships	1. CMI India Engineering Private Limited
Chairman / Member of the Committees of Board of other companies	Nil

Pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules framed thereunder, the approval of the members is sought on the resolution set out at Item No. 4 of this Notice.

In accordance with the said resolution, within the aforesaid limits, the amount of salary package, perquisites / benefits and performance linked incentive payable to Mr. Bhide for a period of 3 (three) years (including the types and amount of each type of Perquisites / Benefits / Allowances) will be decided by the Board of the Directors based on the recommendations of the Nomination and Remuneration Committee, at such time or times, as it may deem fit, in its sole and absolute discretion.

Your Directors recommend Resolution No. 4 as a Special Resolution for approval by the members of the Company.

Save and except for Mr. Vivek Bhide, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NOS. 5 TO 12 :

Approval for Material Related Party Transactions

The Group has adopted the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines. The Company is considered as the Indian hub integral to the vision of the Group's strategy. This has helped the Company to get substantial orders from the parent Company, John Cockerill SA (formerly CMI SA) and other Related Parties.

The projects with John Cockerill SA will help the Company to establish itself in some of the countries which are viewed as having high potential for the products of the Company and where the Company has not done business in the past. Also, some of the projects will enable the Company to enter into business territories which were hitherto not explored by the Group and establish new references which will also help grow its business in its traditional markets like India, Africa and South East Asia. The scope of such collaborative efforts could include joint marketing, joint engineering and design, joint manufacture and also assist mutually in erection, commissioning, etc. in various geographies of the world.

The Company has entered into Brand Fee Agreement with John Cockerill SA for the payment of brand fees @ 0.6% of the external sales and Technical Royalty Agreement with John Cockerill SA for the payment of 3% technical royalty fees on those portions of contracts assigned to the Company through John Cockerill SA. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), as amended from time to time, approval of the members of the Company is required for payment of brand usage or royalty when it exceeds 2% of the annual consolidated turnover of the Company as per the last audited financial statements.

Section 188 of Companies Act, 2013 ("**the Act**") read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, prescribes certain procedure for approval of related party transactions. Regulation 23 of the Listing Regulations, states that effective from April 1, 2022, all Material Related Party Transactions ("**RPT**") shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at an arms' length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Since the aggregate value of the RPT of the Company with various Related Parties is expected to exceed the threshold of 10% of the turnover of the Company during the financial year 2022-23, the Company is approaching the members for approval of the material RPTs.

The value of RPTs with various Related Parties for the financial year 2022-23 from April 1, 2022 till the date of this Notice has not exceeded the threshold limit and the Company will ensure that the same does not exceed the said threshold up to the date of this AGM i.e. August 3, 2022.

The members may note that entering into RPTs is a common practice amongst Companies to optimise synergies, They allow sharing of resources including material, production capacity, talent, knowledge, etc. and serve in the best interest of the stakeholders of such Companies, as long as the same are done on an arms' length basis and in the ordinary course of business to enhance shareholders' value. The Company foresees significant benefits accruing to it through its collaboration with John Cockerill SA and other Related Parties and hence the material RPTs are recommended for approval of the members.

The quantum of the benefits realised by the Company from these RPTs are subject to multiple variables including market circumstances, demand and supply, seasonal and geographical variations and other external conditions that will impact each Company's ability to realise synergy benefits. Hence, while the objective is to ensure equitable sharing of benefits between the Related Parties, the quantum of benefits realised by each Related Party may vary based on time, market conditions and opportunities.

The Management has provided the Audit Committee with relevant details of the proposed RPTs including material terms. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at arms' length basis and will be in the ordinary course of business. The RPTs carried out with the Related Parties will be reported on a quarterly basis to the Board of Directors of the Company (including the Audit Committee of the Board).

Item No. 5

The relevant information pertaining to transactions with John Cockerill SA as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill SA
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	John Cockerill SA is the Holding Company and holds 74.89% of the issued and paid-up capital of the Company.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	<p>The Company will enter into contracts with John Cockerill SA for sale and purchase of goods, supply of services and reimbursement of expenses for the joint projects under the leadership of John Cockerill SA. The projects will allow the Company to establish its competitiveness in markets where due to language or reference, the Company has no reach.</p> <p>The Company and John Cockerill SA have entered into :-</p> <ol style="list-style-type: none"> Brand Fee Agreement for the payment of brand fees @ 0.6% of the external sales; and Technical Royalty Agreement for the payment of 3% technical royalty fees on those portions of contracts assigned to the Company through John Cockerill SA. <p>The aggregate value of the RPTs with John Cockerill SA will not exceed ₹ 400 crores during the financial year 2022-23.</p>
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 400 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	104.71%
2.	Justification for the proposed RPTs	The projects will allow the Company to establish its competitiveness in markets where due to language barriers or non-availability of past references, the Company is not able to reach out to potential customers on its own. The transactions are also aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill SA
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	Mr. Yves Honhon is a Common Director in the Company and John Cockerill SA. Mr. Joao Felix Da Silva and Mr. Jean Gourp, Directors of the Company are employees of John Cockerill SA. Their interest or concern or that of their relatives is limited only to the extent of their Directorship / employment position in the Company and John Cockerill SA.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 5 as an Ordinary Resolution for approval by the unrelated members of the Company.

Save and except Mr. Yves Honhon, Director of John Cockerill SA and Mr. Joao Felix Da Silva and Mr. Jean Gourp, employees of John Cockerill SA and, all by virtue of their respective positions in the Group, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 5 of the Notice.

Item No. 6

The relevant information pertaining to transactions with John Cockerill Automation Private Limited as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Automation Private Limited ("JC Auto")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC Auto is a part of the Promoter Group and holds 0.11% of the issued and paid-up capital of the Company. JC Auto is also a fellow subsidiary of the Company.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC Auto for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with JC Auto will not exceed ₹ 60 crores during the financial year 2022-23.
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 60 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	15.67%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Automation Private Limited (“JC Auto”)
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	Mr. Joao Felix Da Silva and Mr. Jean Gourp, Directors of the Company are also Directors of JC Auto. Their interest or concern or that of their relatives is limited only to the extent of their Directorship in the Company and JC Auto.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and JC Auto and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 6 as an Ordinary Resolution for approval by the unrelated members of the Company.

Save and except Mr. Joao Felix Da Silva and Mr. Jean Gourp, Directors of JC Auto, both by virtue of their Directorship in the Company and JC Auto, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 6 of the Notice.

Item No. 7

The relevant information pertaining to transactions with John Cockerill Trading (Beijing) Company Limited as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Trading (Beijing) Company Limited (“JC Beijing”)
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC Beijing is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of JC Beijing.

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Trading (Beijing) Company Limited (“JC Beijing”)
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC Beijing for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with JC Beijing will not exceed ₹ 200 crores during the financial year 2022-23.
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 200 crores.
e.	Percentage of the Company’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	52.25%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of “One Metals” whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms’ length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and JC Beijing.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 7 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 7 of the Notice.

Item No. 8

The relevant information pertaining to transactions with John Cockerill UVK GmbH as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill UVK GmbH ("JC UVK")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC UVK is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of JC UVK.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC UVK for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with JC UVK will not exceed ₹ 100 crores during the financial year 2022-23.
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 100 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	26.12%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and JC UVK.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 8 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 8 of the Notice.

Item No. 9

The relevant information pertaining to transactions with CMI Engineering (Beijing) Company Limited as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and CMI Engineering (Beijing) Company Limited ("CMI Beijing")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	CMI Beijing is a fellow Subsidiary of the Company and John Cockerill SA holds 60% of the capital of CMI Beijing.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with CMI Beijing for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with CMI Beijing will not exceed ₹ 100 crores during the financial year 2022-23.
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 100 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	26.12%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and CMI Beijing.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 9 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 9 of the Notice.

Item No. 10

The relevant information pertaining to transactions with CMI Industry Americas Inc. as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and CMI Industry Americas Inc. ("CMI Americas")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	CMI Americas is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of CMI Americas.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with CMI Americas for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with CMI Americas will not exceed ₹ 100 crores during the financial year 2022-23.
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 100 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	26.12%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and CMI Americas.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 10 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 10 of the Notice.

Item No. 11

The relevant information pertaining to transactions with CMI Energy France SAS as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and CMI Energy France SAS ("CMI France")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	CMI France is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of CMI France.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with CMI France for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with CMI France will not exceed ₹ 50 crores during the financial year 2022-23.
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 50 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	13.06%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.

Sr. No.	Particulars	Details of proposed RPTs between the Company and CMI Energy France SAS (“CMI France”)
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and CMI France.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 11 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 11 of the Notice.

Item No. 12

The relevant information pertaining to transactions with John Cockerill Renewables as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Renewables (“JC Renewables”)
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC Renewables is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of JC Renewables.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC Renewables for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with JC Renewables will not exceed ₹ 50 crores during the financial year 2022-23.
c.	Tenure of the proposed RPTs	Upto March 31, 2023
d.	Value of the proposed RPTs	Estimated amount upto ₹ 50 crores.
e.	Percentage of the Company’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	13.06%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of “One Metals” whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Renewables (“JC Renewables”)
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	Not Applicable
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and JC Renewables.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 12 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 12 of the Notice.

ITEM NO. 13

Ratification of remuneration payable to the Cost Auditor

The Company is required, under the provisions of Section 148(3) of the Companies Act, 2013 (“the Act”), read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records conducted by a Cost Accountant in practice.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on May 26, 2022, had approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai (Firm Registration No. 00294) as Cost Auditor to conduct the audit of the cost accounting records of the Company for the financial year 2022-23.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the members of the Company.

The Board, subject to ratification by the members, has approved remuneration of ₹ 2.70 lakhs (previous year ₹ 2.30 lakhs) plus reimbursement of out-of-pocket expenses, for conducting the cost audit for the financial year 2022-23.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 13 of the Notice for ratification of the remuneration payable to the Cost Auditor, as above.

Your Directors recommend Resolution No. 13 as an Ordinary Resolution for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 13 of the Notice.

**By Order of the Board of Directors
For John Cockerill India Limited**

Haresh Vala
Company Secretary

Mumbai
May 26, 2022

Registered office :

Mehta House, Plot No. 64,
Road No. 13, MIDC, Andheri (East),
Mumbai - 400 093

Tel. No.: 022-66762727 | **Fax No.:** 022-66762737/38

CIN: L99999MH1986PLC039921

Email: investors@johncockerillindia.com

Website: www.johncockerillindia.com

APPENDIX A

Details of the Directors proposed to be appointed / re-appointed pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	Mr. Jean Gourp	Mr. Vivek Bhide
Director Identification Number	02268912	02645197
Date of Birth	January 15, 1972	December 26, 1966
Date of first appointment on the Board of the Company	June 25, 2020	February 8, 2020
Qualifications	<p>Engineer with a degree in Mechanical and Production engineering from I.N.S.A. Toulouse. Studied Engineering and Business Management at University of Surrey, Great Britain.</p> <p>Executive MBA from INSEAD business school.</p>	<p>Bachelor of Technology Degree in Mechanical Engineering from the Indian Institute of Technology, Mumbai.</p> <p>Master of Science Degree in Statistics from the University of Delaware.</p> <p>Certificate in Disruptive Strategy from the Harvard Business School.</p>
Experience (including expertise in specific functional area) / Brief Resume	Mr. Gourp is having experience in manufacturing, sales and general management.	Mr. Bhide has over 27 years of experience in the chemical and industrial manufacturing domain. He has strong leadership qualities and has grown well in his career. His global exposure covers India and overseas markets enabling him to gain hands on exposure of cross-cultural working.
Shareholding in the Company (as on the date of the Notice)	Nil	Nil
Relationship with other Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
List of Directorships held in other Companies (as on the date of the Notice)	<ul style="list-style-type: none"> ▪ John Cockerill Automation Private Limited 	<ul style="list-style-type: none"> ▪ CMI India Engineering Private Limited
Chairman / Member of the Committees of the Boards of other Companies in which he / she is a Director	None	None
Terms and conditions of appointment / re-appointment	As per the Resolution No. 3 of the Notice read with the Explanatory Statement thereto.	As per the Resolution No. 4 of the Notice read with Explanatory Statement thereto.
No. of Board Meetings attended during the year (FY 2021-22)	5	5
Remuneration last drawn (including sitting fees, if any) (FY 2021-22)	Nil	₹ 386.13 lakhs
Details of remuneration proposed to be paid	Nil	As mentioned in the Resolution No. 4 of the Notice and as may be decided by the Board within the overall limits approved by the members.