



# JOHN COCKERILL INDIA LIMITED

CIN.: L99999MH1986PLC039921

Registered Office: Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri (East), Mumbai 400093

Tel.: 022-66762727 | Fax: 022-66762737-38

Email: investors@johncockerillindia.com | Website: www.johncockerillindia.com

## POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the members of John Cockerill India Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out material facts relating to the resolution mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached.

The Company is sending this Notice in electronic form, to those members whose e-mail addresses are registered with the Company / Depository Participants and whose names appear on the Register of Members / List of Beneficial Owners as received from the Depository Participants as on Friday, February 10, 2023 (“**cut-off date**”). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108, 110 and other applicable provisions of the Act read with the relevant Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Bigshare Services Private Limited (“**Bigshare**”) to provide the remote e-voting facility to its members. The instructions for remote e-voting are appended to this Postal Ballot Notice and is also available on the website of the Company - [www.johncockerillindia.com](http://www.johncockerillindia.com)

The Board of Directors of the Company (“**the Board**”), in compliance with Rule 22(5) of the Rules, has appointed Mr. Vijay Kumar Mishra (CP No. 4279) of M/s. VKM & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting

process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

VOTING STARTS ON	VOTING ENDS ON
Monday, February 20, 2023 at 9.00 a.m. (IST)	Wednesday, March 22, 2023 at 5.00 p.m. (IST)

The e-voting module shall be disabled by Bigshare for voting after the voting ends. Members are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record their assent or dissent by means of remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on March 22, 2023, failing which it will be strictly considered that no reply has been received from the members.

The Resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot :

## **SPECIAL BUSINESS**

### **1. Change of Object Clause of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions and subject to the approval of the members of the Company and the Registrar of Companies, Maharashtra, Mumbai and such approvals as may be necessary or required, the consent of the members of the Company be and is hereby accorded to amend the Memorandum of Association of the Company as under :

- i. Heading of Part A of Clause III of the Memorandum of Association i.e. "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :'" substituted with the Heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :".
- ii. Sub-Clause 1 of Part A of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause :
  1. To carry on the business of manufacturing Equipments for flat products including Cold Rolling Mills, Reversing Cold Mills, Tandem Cold Mills, Skin Pass Mills, Hot Rolling Mills, modernisation and special equipment for cold / hot strip mills, Slitting Lines, Continuous Casting Machines, Tube Mills, Galvanising Lines, Continuous Annealing Lines, Color Coating Lines, Electrolytic Cleaning Lines, Tension Levelling Lines, Strip Pickling Lines, Acid Regenerations Plants, Processing Lines, and various combinations and allied products including mechanical, Electrical, Electronic and turnkey jobs and for the purpose, to purchase, establish or help in establishment of concern for the purpose of manufacturing procuring or arranging by whatsoever means for treating, refining, manipulating, crushing, milling, reconditioning, manufacturing, electrowinning or preparing for market such articles, commodities and services.
- iii. Part A of Clause III of the Memorandum of Association, be and is hereby amended with the insertion of the following sub-clauses viz :

2. To carry on the business of equipment audit, overhauling and shutdown jobs, annual equipment maintenance contracts, servicing of third party equipment, training and knowledge transfer, remote online services, revamping and modification of the technology, performance and productivity related services for the products offered by the Company, and to undertake all activities that are incidental or ancillary thereto, including but not limited to : (a) partnering with third party operators and service providers for the operation / maintenance / availing / provision of such services; (b) levying fees / charges for providing such services; and to develop and sell / license technology and relevant applications.
  3. To carry on the business of providing Automation solutions, Gauge Control Systems, Management Information System, Mill Management System, Steering System, Thickness Gauge, X-Ray & Isotopes for the products offered by the Company and allied products and services including mechanical, Electrical, Electronic and turnkey jobs for all types of industries and for the purpose, to purchase, establish or help in establishment of concern for the purpose of manufacturing, procuring or arranging by whatsoever means for treating, refining, manipulating, crushing, milling, reconditioning, manufacturing, electrowinning or preparing for market such articles and commodities.
  4. To carry on the business of site development for greenfield and brownfield industrial facilities and for this purpose to manufacture or trade in industrial parts, components, equipment, leakage testing machines, leak testers, special purpose machines, hydraulic press and services related to industrial project management, engineering (EPCM) and a vast range of specialised services for industrial greenfield projects, industrial plants, factories, installation, relocation, shifting, refurbishment of any machinery, services including but not limited to mechanical, electrical, plumbing services, retooling works and services across all the industries through combination of project-management expertise, engineering and event-based architecture with the help of technology and innovation, provide customised training programs to help the customers develop a highly trained work force jobs and for the purpose, to take on hire, rent or acquire, purchase any plant, engines, machinery, tools as referred to above from any person or body or association.
  5. To render consultancy, advisory, liasioning and supervisory services in respect of matters related to objects mentioned above to any company, corporation, body corporate, industry, firm, association, body of individuals, institution, concern, government, public or local authority, trust, research and development centres or any other person.
- iv. Heading of Part B of Clause III of the Memorandum of Association i.e. 'OBJECTS INCIDENTAL OR ANCILIARY TO THE ATTAINMENT OF THE MAIN OBJECTS : ' substituted with the Heading 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) :'
  - v. The Objects of the Company mentioned in Part C of Clause III of the Memorandum of Association i.e. 'OTHER OBJECTS : ' be merged with Part B of Clause III – 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) '.

**RESOLVED FURTHER THAT** necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

**RESOLVED FURTHER THAT** any reference to the Companies Act, 1956 be substituted with the relevant provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Managing Director of the Company, Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

Sd/-  
**Haresh Vala**  
Company Secretary

Mumbai  
February 7, 2023

**Registered Office :**

Mehta House, Plot No. 64, Road No. 13

MIDC, Andheri West, Mumbai 400 093

Tel : +91 22 6676 2727

CIN : L9999MH1986PLC039921

E-mail : investors@johncockerillindia.com Website : www.johncockerillindia.com

**NOTES**

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and the Secretarial Standard on General Meetings ("**SS-2**"), as amended, setting out all the material facts and reasons for the aforesaid Special Business is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. Member(s) whose name(s) appear in the Register of Members / List of Beneficial Owners as on Friday, February 10, 2023 ("**Cut-off date**") will be considered for the purpose of voting in proportion to his / her / their / its shareholding in the paid-up equity share capital of the Company as on the cut-off date.

A person who is not a member as on the cut-off date should treat the Notice for information purpose only. Member(s) cannot exercise his / her votes by proxy on Postal Ballot.

Members are requested to exercise their voting rights through remote e-voting only. No other means is permitted. The Company is not dispatching physical copies of Notice of

Postal Ballot to any member. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

3. Members who have not registered their e-mail addresses are requested to register / update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Bigshare Services Private Limited.

Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their Depository Participant(s) / Bigshare Services Private Limited to enable serving of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

4. This Postal Ballot Notice is uploaded and available electronically at the following links :

Website of the Company	<a href="http://www.johncockerillindia.com">www.johncockerillindia.com</a>
Website of the Stock Exchange where the equity shares of the Company are listed	<a href="http://www.bseindia.com">www.bseindia.com</a>
Website of e-voting agency	<a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a>

5. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, as amended, MCA Circulars read with circular dated December 9, 2020 issued by SEBI on e-voting facility provided by the listed entities, SS-2, members are provided with the facility to cast their votes electronically, through the e-voting services provided by Bigshare Services Private Limited ("**Bigshare**") on the resolution set forth in this Notice of Postal Ballot, through remote e-voting.

Members are requested to note that the Company is providing facility for remote e-voting and the business is to be transacted through electronic voting system only.

The vote in this Postal Ballot cannot be exercised through proxy.

6. The remote e-voting shall commence on Monday, February 20, 2023 at 9.00 a.m. (IST) and shall end on Wednesday, March 22, 2023 at 5.00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by Bigshare for voting thereafter.
7. The Board of Directors has appointed Mr. Vijay Kumar Mishra (CP No. 4279) of M/s. VKM & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman or Managing Director, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Friday, March 24, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.johncockerillindia.com](http://www.johncockerillindia.com) and on the website of Bigshare <https://ivote.bigshareonline.com> immediately after the result is declared by the Chairman or Managing Director and the same shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

10. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Wednesday, March 22, 2023.
11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com) from their registered e-mail address mentioning their names, folio numbers / DP ID and Client ID, between the period from Monday, February 20, 2023 to Wednesday, March 22, 2023.
- 12. 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 Registrar and Share Transfer 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 id
  - System will send One Time Password (OTP) on mobile number and e-mail id
  - Enter OTP received on mobile number and e-mail id 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 / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

13. Process to cast votes through remote e-voting :
- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.



- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

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

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

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

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

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

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

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.

- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

*Note:* If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

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

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

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

**Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

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

**Helpdesk for queries regarding e-voting:**

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

## **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 vkmassociates@yahoo.co.in or investors@johncockerillindia.com with a copy marked to ivote@bigshareonline.com.
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 <https://ivote.bigshareonline.com> to reset the password.

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

Sd/-  
**Haresh Vala**  
Company Secretary

Mumbai  
February 7, 2023

### **Registered Office :**

Mehta House, Plot No. 64, Road No. 13  
MIDC, Andheri West, Mumbai 400 093

**Tel :** +91 22 6676 2727

**CIN :** L9999MH1986PLC039921

**E-mail :** investors@johncockerillindia.com **Website :** www.johncockerillindia.com

## **ANNEXURE TO THE NOTICE**

### **STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.**

#### **Item No. 1**

#### **Change of Object Clause of the Memorandum of Association of the Company**

The existing Memorandum of Association ("MOA") of the Company was framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, major parts of the Companies Act, 1956 is no longer in force.

The business landscape in the sector which the Company operates in has witnessed a paradigm shift in the last decade with increasing applications of new technology, digital tools as well as the desire of the customers to opt for automation, latest technology and digital solutions. With growing penetration of new products and services in the business sector of the Company, the buying behaviour of our customers has evolved to prefer fast and digital solutions across the value chain for enhanced efficiency. Furthermore, with the increasing focus on environmental objectives, the opportunities for the Company to provide solutions in decarbonization of steel manufacturing process and use of green hydrogen in steel making process have opened up. In addition to this, the Production Linked Incentive (PLI) scheme announced by the Government for speciality steel will provide new opportunities to the Company in this product line.

The Group has introduced Industrial Project Services (IPS) as a new segment within the Industry sector business which the Company expects to carry out in the future. Subsequent to the discussions for the integration of automation business with the Company and to offer the automaton as an integral part of offerings provided by the Company, it is proposed to include automation products and services in the main objects of the Company.

A copy of the MOA of the Company together with the proposed alterations is available for inspection through electronic mode and shall remain open and be accessible to any members from the date of dispatch of this Postal Ballot Notice up to the last day of voting and shall also be available on the Company's website [www.johncockerillindia.com](http://www.johncockerillindia.com).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of MOA of the Company requires approval of the Members by passing a Special Resolution through Postal Ballot and the alteration shall have effect once registered by the Registrar of Companies.

The Board recommends the resolution set forth at item No. 1 for the approval of the members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution set out at Item No. 1 of the Postal Ballot Notice.

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

Sd/-  
**Haresh Vala**  
Company Secretary

Mumbai  
February 7, 2023

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