

# Notice

Notice is hereby given that the **Thirty Seventh Annual General Meeting of the Members of John Cockerill India Limited (“the Company”)** will be held on **Wednesday, July 26, 2023 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 receive, consider and adopt the financial statements of the Company including audited Balance Sheet as at March 31, 2023, 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, 2023.
3. To appoint a Director in place of Mr. Yves Honhon (DIN 02268831), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Re-appointment of Statutory Auditors and fix their remuneration :**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 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 pursuant to the recommendation of the Audit Committee and the Board, M/s. S R B C & Co. LLP, Chartered Accountants, having Firm Registration No. 324982E/E300003 be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration plus reimbursement of out of pocket expenses, travelling and other expenses, as recommended by the Audit Committee and approved by the Board of Directors in consultation with the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

## SPECIAL BUSINESS

5. **Appointment of Michael Kotas (DIN 10053364) as a Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder, Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) (including any statutory modification(s), clarification(s), substitution(s) or

re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, Mr. Michael Kotas (DIN 10053364) who was appointed as an Additional Director of the Company with effect from June 1, 2023, pursuant to the provisions of Section 161 of the Act and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature as a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. **Appointment of Mr. Michael Kotas (DIN 10053364) 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 Sections 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**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) and subject to the consents, permissions and sanctions of the Central Government, 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 appointment of Mr. Michael Kotas (DIN 10053364) as the Managing Director of the Company for a term of 3 (three) years commencing from June 1, 2023, on the terms and conditions as stipulated herein below :

### Remuneration :

Total Remuneration : Not exceeding an overall ceiling of ₹ 6 crores per annum. The total remuneration (cost to the company basis) for the first year of this term shall not exceed ₹ 4 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 - ₹ 11,30,000/- (Rupees Eleven Lakhs Thirty Thousand only) per month.
2. Housing : Furnished rent free accommodation or house rent allowance in lieu thereof.

3. City Compensatory Allowance : ₹ 4,32,000/- (Rupees Four Lakhs Thirty Two Thousand only) per month.
4. Education cost for 2 children studying in India or abroad.
5. Expenses on shifting of residence.
6. 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.
7. 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.
8. Performance Link Management Incentive (PLMI) once in a year as per the Company's PLMI policy.
9. Car with driver as per the rules of the Company.
10. Reimbursement towards telecommunications expenses at actuals.
11. The appointment is terminable by giving not less than three 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 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 be and is hereby authorised to vary, amend, modify and revise from time to time the terms of remuneration payable to Mr. Michael Kotas 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."

#### 7. 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 ₹ 100 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms' 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 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, part of the Promoter Group of the 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 ₹ 2 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms’ 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 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 ₹ 50 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms’ 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 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 ₹ 10 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms' 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 John Cockerill 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 John Cockerill 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 John Cockerill Industry Americas Inc., for an aggregate value not exceeding ₹ 25 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms' 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 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 ₹ 2 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms’ 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 2023-24**

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 2023-24 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 25, 2023

**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 :**

1. **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) per-cent 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.**

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. 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.
4. 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.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the business under Item Nos. 5 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.

6. 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 2022-23 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 2022-23 are being sent by the mode permitted under the Act. Members may also note that the Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.johncockerillindia.com](http://www.johncockerillindia.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. The Register of Members and Share Transfer Books of the Company will remain closed from July 21, 2023 to July 26, 2023, both days inclusive, for determining the names of the members eligible for dividend on the Equity Shares, if declared at the AGM.
8. Dividend of ₹ 5/- per equity share of face value of ₹ 10/- each for the year ended March 31, 2023, 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 20, 2023 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 20, 2023.
9. 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.
10. 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, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400 093. Their registered email address is [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
11. For receiving all communication (including Annual Report) from the Company electronically :
  - (a) 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](mailto:investors@johncockerillindia.com); and
  - (b) Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DPs.
12. 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.
13. 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](http://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](http://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 26 and 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 :

<b>Commencement of remote e-voting</b>	<b>9.00 am (IST) on July 22, 2023</b>
<b>End of remote e-voting</b>	<b>5.00 pm (IST) on July 25, 2023</b>

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 20, 2023 (“**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 :

<b>Type of shareholders</b>	<b>Login Method</b>
Individual shareholders holding securities in demat mode with NSDL	1. If you are already registered for <b>NSDL IDEAS facility</b> , please follow the below steps :

<b>Type of shareholders</b>	<b>Login Method</b>
	<ol style="list-style-type: none"> <li>a. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile.</li> <li>b. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDEAS</b>” section.</li> <li>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.</li> <li>d. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>e. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>f. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “<b>Register Online for IDEAS</b>” portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>. Please follow steps given above in points ‘a to e’.</li> </ol> <p><b>2. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>a. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile.</li> <li>b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</li> <li>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.</li> <li>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 <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>



Type of shareholders	Login Method
	<p>3. Shareholders can also download NSDL Mobile App 'NSDL Speede' facility for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest, the user will also be able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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; e-mail 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.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</li> <li>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.</li> <li>Click on Company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**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 <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.
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 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?**

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" available under 'Shareholder' / 'Members' section.
- 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.*

- 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.nsdl.com](http://www.evoting.nsdl.com)
  - b) Click on '**Physical User Reset Password?**' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto: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.
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](mailto:iqureshiassociates@yahoo.co.in) or [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto:evoting@nsdl.co.in) or at NSDL, 4<sup>th</sup> 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 20, 2023.
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](mailto:evoting@nsdl.co.in). However, if he / she is

#### 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.

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 20, 2023 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. July 26, 2023.
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 e-voting 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. Yves Honhon as Director**

Mr. Yves Honhon (DIN 02268831), 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. Yves Honhon, aged 59 years, holds Bachelor’s degree in Mathematics, Bachelor’s degree in Business Administration and CEPAC. Mr. Honhon has also attended various advance programmes on Situational Leadership, Communication, Process Management, Total Quality Management, Project Management, etc.

Mr. Yves Honhon has total work experience of nearly 37 years, having handled various functions in Accounts, Finance, Controlling, Administration and General Management, in various firms / companies including Arthur Andersen, DB Stratabit S.A., Carmeuse Coordination Centre (as Group Controller). Presently, he is the Chief Financial Officer of John Cockerill Group and Director of John Cockerill SA.

Mr. Yves Honhon, who was first appointed on the Board on June 25, 2008, will be re-appointed as Non-Executive Non-Independent Director and he does not draw any remuneration from the Company. Mr. Honhon attended 2 (two) Board Meetings out of 5 (five) Board Meetings held during financial year 2022-23.

Mr. Honhon holds other directorships in John Cockerill SA, CMI India Engineering Private Limited, CMI France SAS (Chairman), John Cockerill Services Hainaut SA, John Cockerill Traction SA, DODECA SA (Chairman), John Cockerill Industry Americas Inc., CMI Luxembourg Holding SARL and CMI Europe Environment SA.

Mr. Honhon is a member of the Audit Committee of the Company.

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

Save and except Mr. Honhon, 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

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), though statutorily not required in terms of Section 102 of the Act.

The Members at the Thirty Second Annual General Meeting ('AGM') of the Company held on July 27, 2018, had approved appointment of M/s. S R B C & Co. LLP, Chartered Accountants (ICAI Registration No. 324982E/E300003) ("SRBC"), as the Statutory Auditors of the Company to hold office from the conclusion of the Thirty Second AGM till the conclusion of the Thirty Seventh AGM of the Company to be held in the year 2023.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ("Board") has, based on the recommendation of the Audit Committee, proposed the re-appointment of SRBC, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of Thirty Seventh AGM till the conclusion of Forty Second AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

SRBC have consented to their re-appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

SRBC was paid a fee of ₹ 58.90 lakhs for the audit of the financial statements of the Company for the financial year ended March 31, 2023 plus applicable taxes. The Board, based on the fees proposal received from SRBC and on the recommendations of the Audit Committee, has agreed to retain the same fees for one more year. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors thereafter.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

### ITEM NOS. 5 AND 6

#### Appointment of Mr. Michael Kotas (DIN 10053364) as the Managing Director of the Company

(a) The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 25, 2023, appointed Mr. Michael Kotas (DIN 10053364) as an Additional Director of the Company w.e.f. June 1, 2023, subject to the approval of the members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Michael Kotas holds office of Director up to the date of this Annual General Meeting and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member, proposing his candidature for the office of Director.

The Board are confident that his rich and varied experience will benefit the Company and hence recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for the approval of the members.

(b) The Nomination and Remuneration Committee ("NRC"), at its meeting held on May 24, 2023, approved the terms and conditions including remuneration of Mr. Michael Kotas as Managing Director of the Company. NRC recommended the appointment of Mr. Michael Kotas as Managing Director for a term of 3 (three) years.

The Board at its meeting held on May 25, 2023, appointed Mr. Michael Kotas as Managing Director and Key Managerial Personnel of the Company, for a term of 3 (three) years w.e.f. June 1, 2023 pursuant to the provisions of the Act and Rules framed thereunder, subject to the approval of the members of the Company, Central Government and such other approvals / permissions, if and as may be required in this regard.

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

Mr. Michael Kotas, aged 50 years, has over 22 years of experience within international business environment, mainly within ferrous / non-ferrous metal sectors in various functions. He is passionate in delivering productivity, operations and process efficiency that will impact the bottom-line of the organization. Mr. Kotas has high analytical skills and is enthusiastic about building and improving high performing teams. He is fluent in multiple languages – German, English, Spanish and has extensive work experience abroad.

Mr. Kotas is a German National and has completed his Business Administration from HSB Hochschule Bremen – City University of Applied Sciences. He holds a Master's Degree in Business Administration from ESSEC Business School and Mannheim Business School.

Mr. Michael Kotas is associated with John Cockerill Group since 2018. He was the Company Manager at John Cockerill UVK for 3 years and then he moved to Cockerill Engineering Beijing since July, 2021. Mr. Kotas has worked with Danieli Group, Meinerzhagen, ArcelorMittal and Sidstahl before joining John Cockerill Group. In his last assignment, he was the General Manager for Cockerill Engineering Beijing in China.

Mr. Michael Kotas 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. He has contributed significantly towards

effective business decisions, as well as developing and shaping up professional teams in his previous roles and he has displayed strong functional capabilities combined with leadership and drive to achieve business outcomes.

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

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

Mr. Michael Kotas will be a Key Managerial Personnel of the Company as per Section 203(1)(iii) of the Act.

Since Mr. Kotas is not resident in India in terms of Part I of Schedule V of the Act, the approval of Central Government is required for his appointment.

The proposed terms and conditions are in line with the remuneration package, that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director and is in accordance with the Remuneration Policy of the Company.

As required under the provisions of the Act, approval of the members is being sought for the appointment of and the remuneration payable to Mr. Michael Kotas as Managing Director of the Company functioning in a professional capacity.

The approval of the members is sought for his remuneration 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 :

<b>I. General Information</b>					
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	<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>	<b>2020-21</b>
		(₹ in lakhs)			
		Revenue from Operations (Net)	48,370.20	38,278.44	19,805.83
		Other Income	1,661.11	645.17	229.81
		Total Revenue	50,031.31	38,923.61	20,035.64
		Profit / (Loss) before depreciation, finance cost and tax	2,325.63	1,593.91	(2,498.90)
	Profit / (Loss) after tax	1,288.54	464.02	(2,906.21)	
5.	Foreign investments or collaborations, if any	Except the shareholding of John Cockerill SA, parent Company, which holds 75% of the Company's equity capital, the Company does not have any foreign direct investment or collaboration.			
<b>II. Information about the Appointee :</b>					
1.	Background details	A brief profile of Mr. Michael Kotas is given herein above.			
2.	Past remuneration	The remuneration drawn by Mr. Michael Kotas in his earlier Company during the past 2 (two) years is as follows :			
		Year	₹ in lakhs		
		2022-23	288.44		
	2021-22	233.00			
3.	Recognition or awards	Nil			

4.	Job profile and his suitability	<p>Mr. Michael Kotas 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. He has contributed significantly towards effective business decisions, as well as developing and shaping up professional teams in his previous roles and he has displayed strong functional capabilities combined with leadership and drive to achieve business outcomes.</p> <p>Mr. Kotas specialises in Strategy Development, Marketing Management, Technology Management, Manufacturing Management, New Business Development and Leadership Development.</p>
5.	Remuneration proposed	The remuneration proposed is set out in the resolution at Item No. 6.
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. Kotas, 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 and have considered the proposed levels as 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. Michael Kotas does not have any other pecuniary relationship with the Company or relationship with any of the managerial personnel.
<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	<ul style="list-style-type: none"> <li>- Economic slowdown in Indian and global market</li> <li>- Lower margins on projects under execution due to highly competitive environment</li> <li>- Slower growth in the order entries due to volatile business environment.</li> </ul>
2.	Steps taken or proposed to be taken for improvement	All efforts are now being focused on to improve 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. Michael Kotas**

Age	50 years
Qualifications	Business Administration from HSB Hochschule Bremen – City University of Applied Sciences. Master's Degree in Business Administration from ESSEC Business School and Mannheim Business School
Experience	22 years
Terms and conditions of appointment	<p>Tenure of the appointment of Mr. Michael Kotas as Managing Director shall be for a period of 3 (three) years w.e.f. June 1, 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 appointment shall be governed by Sections 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 three months' notice.</p>

Last drawn remuneration	₹ 288.44 lakhs in 2022-23
Date of first appointment on the Board	June 1, 2023
No. of shares held	Nil
Relationship with Directors, Managers & Key Managerial Personnels	Not Related
Number of Board Meetings attended during FY 2022-23	Not Applicable
Other Directorships	Nil
Chairman / Member of the Committees of Board of other companies	Nil

Pursuant to the provisions of Sections 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. 6 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. Kotas (including the types and amount of each type of Perquisites / Benefits / Allowances) will be decided by the Board of the Directors and / or 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. 6 as a Special Resolution for approval by the members of the Company.

Save and except for Mr. Michael Kotas, 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 resolutions set out at Item No. 5 and 6 of the Notice.

#### ITEM NOS. 7 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 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 Referral and Technical Royalty Fees Agreement with John Cockerill SA for the payment of up to 3% referral and 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") and subsequent material modifications 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 RPTs 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 2023-24, the Company is approaching the members for approval of the material RPTs.

The value of RPTs with various Related Parties for the financial year 2023-24 from April 1, 2023 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. July 26, 2023.

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. 7

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	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. The Company and John Cockerill SA have entered into :- a. Brand Fee Agreement for the payment of brand fees @ 0.6% of the external sales; and b. Referral and Technical Royalty Fees Agreement for the payment of up to 3% fees on those portions of contracts assigned to the Company through John Cockerill SA. The aggregate value of the RPTs with John Cockerill SA will not exceed ₹ 100 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
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	20.67%
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. Sebastien Roussel, Director of the Company is an employee 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 RPTs 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.

Save and except Mr. Yves Honhon, Director of John Cockerill SA and Mr. Sebastien Roussel, employee of John Cockerill SA and, both 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. 7 of the Notice.

#### Item No. 8

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 ₹ 2 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 2 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	0.41%
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	

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Automation Private Limited (“JC Auto”)
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. Sebastien Roussel and Mr. Vivek Bhide, 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 RPTs 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. 8 as an Ordinary Resolution for approval by the unrelated members of the Company.

Save and except Mr. Sebastien Roussel and Mr. Vivek Bhide, 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. 8 of the Notice.

#### Item No. 9

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.
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 ₹ 50 crores during the financial year 2023-24.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details of proposed RPTs between the Company and John Cockerill Trading (Beijing) Company Limited ("JC Beijing")</b>
c.	Tenure of the proposed RPTs	Upto March 31, 2024
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	10.34%
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 RPTs 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 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 ₹ 10 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 10 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	2.07%
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 RPTs 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 John Cockerill 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 John Cockerill Industry Americas Inc. ("JC 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)	JC Americas is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of JC Americas.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC Americas for sale and purchase of goods, supply of services and reimbursement of expenses.  The aggregate value of the RPTs with JC Americas will not exceed ₹ 25 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 25 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	5.17%
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 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 RPTs 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 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 ₹ 2 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 2 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	0.41%
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 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 RPTs 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 25, 2023, 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 2023-24.

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 ₹ 2.70 lakhs) plus reimbursement of out-of-pocket expenses, for conducting the cost audit for the financial year 2023-24.

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 25, 2023

##### **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

**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 (SS-2)**

<b>Name of the Director</b>	<b>Mr. Yves Honhon</b>	<b>Mr. Michael Kotas</b>
<b>Director Identification Number</b>	02268831	10053364
<b>Date of Birth</b>	September 27, 1963	October 20, 1972
<b>Date of first appointment on the Board of the Company</b>	June 25, 2008	June 1, 2023
<b>Qualifications</b>	Bachelor's degree in Mathematics, Bachelor's degree in Business Administration and CEPAC.  Attended various advance programmes on Situational Leadership, Communication, Process Management, Total Quality Management, Project Management, etc.	Business Administration from HSB Hochschule Bremen – City University of Applied Sciences.  Master's Degree in Business Administration from ESSEC Business School and Mannheim Business School
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	Mr. Yves Honhon has total work experience of nearly 34 years, having handled various functions in Accounts, Finance, Controlling, Administration and General Management, in various firms / companies including Arthur Andersen, DB Stratabit S.A., Carmeuse Coordination Centre (as Group Controller).	Mr. Kotas has over 22 years of experience and specialises in Strategy Development, Marketing Management, Technology Management, Manufacturing Management, New Business Development and Leadership Development.
<b>Shareholding in the Company (as on the date of the Notice)</b>	Nil	Nil
<b>Relationship with other Director / Key Managerial Personnel of the Company</b>	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
<b>List of Directorships held in other Indian Companies (as on the date of the Notice)</b>	CMI India Engineering Private Limited	None
<b>Chairman / Member of the Committees of the Boards of other Companies in which he / she is a Director</b>	None	None
<b>Terms and conditions of appointment / re-appointment</b>	As per the Resolution No. 3 of the Notice read with the Annexure thereto.	As per the Resolution No. 6 of the Notice read with Explanatory Statement thereto.
<b>No. of Board Meetings attended during the year (FY 2022-23)</b>	2	Not Applicable
<b>Remuneration last drawn (including sitting fees, if any) (FY 2022-23)</b>	Nil	Not Applicable
<b>Details of remuneration proposed to be paid</b>	Nil	As mentioned in the Resolution No. 6 of the Notice and as may be decided by the Board within the overall limits approved by the members.