

Notice

Notice is hereby given that the Thirty Eighth Annual General Meeting of the Members of John Cockerill India Limited (“the Company”) will be held on Tuesday, May 14, 2024 at 2.30 p.m. at Ballroom 4, ITC Maratha Mumbai, Sahar Road, Andheri East, Mumbai - 400099 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 December 31, 2023, the Statement of Profit and Loss, and Cash Flow Statement for the nine months period 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 nine months period ended December 31, 2023.
3. To appoint a Director in place of Mr. Vivek Bhide (DIN : 02645197), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Ms. Anupama Vaidya (DIN : 02713517) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) read with Schedule IV of the Act and the applicable provisions of the Securities and Exchange Board of India (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), provisions of the Articles of Association of the Company and receipt of notice in writing from a member of the Company under Section 160 of the Act, proposing the candidature of Ms. Anupama Vaidya (DIN : 02713517), aged about 52 years, who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from April 1, 2024 pursuant to the provisions of Section 161 of the Act, and who is eligible for appointment for the office of a Non-Executive Independent Director of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of the Directors of the Company, and subject to such other approvals, consents, permissions as may be required, consent of the members of the Company be and is hereby accorded for appointment of Ms. Anupama Vaidya, who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from April 1, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) 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.”

5. Appointment of Ms. Anjali Gupte (DIN : 00104884) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) read with Schedule IV of the Act and the applicable provisions of the Securities and Exchange Board of India (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), provisions of the Articles of Association of the Company and receipt of notice in writing from a member of the Company under Section 160 of the Act, proposing the candidature of Ms. Anjali Gupte (DIN : 00104884), aged about 53 years, who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from April 1, 2024 pursuant to the provisions of Section 161 of the Act, and who is eligible for appointment for the office of a Non-Executive Independent Director of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of the Directors of the Company, and subject to such other approvals, consents, permissions as may be required, consent of the members of the Company be and is hereby accorded for appointment of Ms. Anjali Gupte, who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from April 1, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) 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. Re-appointment of Mr. Nandkumar Dhekne (DIN : 02189370) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) read with Schedule IV of the Act and the applicable provisions of the Securities and Exchange Board of India (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 based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Nandkumar Dhekne (DIN : 02189370), who was appointed as an Independent

Director of the Company for a term of 5 (five) consecutive years commencing from February 7, 2020 upto February 6, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from February 7, 2025 up-to February 6, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee), 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.”

7. **Commission to Non-Executive Directors**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), provisions of the Securities and Exchange Board of India (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 the Articles of Association of the Company and subject to all applicable approval(s) as may be required, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the payment of commission to Non-Executive Directors of the Company, for a period of 5 (five) years commencing from the financial year 2024, not exceeding in aggregate 1% percent of the net profits of the Company during that financial year or in accordance with the provisions of Schedule V of the Act in case of no profits or inadequate profits, to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fee payable to the Non-Executive Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee), 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.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations of the 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**”), read with the applicable Rules thereunder (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 continue with the existing transaction(s) / contract(s) / arrangement(s) / agreement(s) and / or enter into and / or proposed to be entered into the transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the 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 Statement and as may be mutually agreed between the Company and John Cockerill SA, for an aggregate value not exceeding ₹ 200 crores during the financial year 2024, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

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

RESOLVED FURTHER THAT the Managing Director and the Chief Financial Officer, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer or Authorised Representative of the Company, to do all such acts and take all such steps, as may be considered necessary or expedient, to give effect to 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 Global Business Services Private Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations of the 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”**), read with the applicable Rules thereunder (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 continue with the existing transaction(s) / contract(s) / arrangement(s) / agreement(s) and / or enter into and / or proposed to be entered into the transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Statement annexed herewith, between the Company and John Cockerill Global Business Services 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 Statement and as may be mutually agreed between the Company and John Cockerill Global Business Services Private Limited, for an aggregate value not exceeding ₹ 50 crores during the financial year 2024, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

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

RESOLVED FURTHER THAT the Managing Director and the Chief Financial Officer, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer or Authorised Representative of the Company, to do all such acts and take all such steps, as may be considered necessary or expedient, to give effect to 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 Industry Technologies (Beijing) Company Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations of the 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”**), read with the applicable Rules thereunder (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 continue with the existing transaction(s) / contract(s) / arrangement(s) / agreement(s) and / or enter into and / or proposed to be entered into the transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Statement annexed herewith, between the Company and John Cockerill Industry Technologies (Beijing) Company Limited, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Statement and as may be mutually agreed between the Company and John Cockerill Industry Technologies (Beijing) Company Limited, for an aggregate value not exceeding ₹ 100 crores during the financial year 2024, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

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

RESOLVED FURTHER THAT the Managing Director and the Chief Financial Officer, be and is hereby authorised to delegate

all or any of the powers herein conferred to any Director(s) or any other officer or Authorised Representative of the Company, to do all such acts and take all such steps, as may be considered necessary or expedient, to give effect to 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 UVK GmbH

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations of the 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**”), read with the applicable Rules thereunder (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 continue with the existing transaction(s) / contract(s) / arrangement(s) / agreement(s) and / or enter into and / or proposed to be entered into the transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the 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 Statement and as may be mutually agreed between the Company and John Cockerill UVK GmbH, for an aggregate value not exceeding ₹ 50 crores during the financial year 2024, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

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

deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Managing Director and the Chief Financial Officer, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer or Authorised Representative of the Company, to do all such acts and take all such steps, as may be considered necessary or expedient, to give effect to 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 Engineering (Beijing) Co. Limited

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations of the 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**”), read with the applicable Rules thereunder (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 continue with the existing transaction(s) / contract(s) / arrangement(s) / agreement(s) and / or enter into and / or proposed to be entered into the transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Statement annexed herewith, between the Company and CMI Engineering (Beijing) Co. Limited, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Statement and as may be mutually agreed between the Company and CMI Engineering (Beijing) Co. Limited, for an aggregate value not exceeding ₹ 50 crores during the financial year 2024, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

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

that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Managing Director and the Chief Financial Officer, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer or Authorised Representative of the Company, to do all such acts and take all such steps, as may be considered necessary or expedient, to give effect to 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. Approval for Material Related Party Transaction(s) with John Cockerill Industry Americas Inc.

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations of the 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**"), read with the applicable Rules thereunder (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 continue with the existing transaction(s) / contract(s) / arrangement(s) / agreement(s) and / or enter into and / or proposed to be entered into the transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the 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 Statement and as may be mutually agreed between the Company and John Cockerill Industry Americas Inc., for an aggregate value not exceeding ₹ 50 crores during the financial year 2024, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalising the terms and conditions, methods and

modes in respect of executing necessary documents including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any other Officer / Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Managing Director and the Chief Financial Officer, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer or Authorised Representative of the Company, to do all such acts and take all such steps, as may be considered necessary or expedient, to give effect to 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."

14. Ratify the remuneration payable to Cost Auditor for the financial year 2024

To consider and, if thought fit, to pass, 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 ₹ 3,00,000/- (Rupees Three Lakhs 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 2024 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**

Mumbai
February 7, 2024

Haresh Vala
Company Secretary

Registered office :

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

Tel. No.: 022-66762727

CIN: L99999MH1986PLC039921

Email: investors@johncockerill.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 on their behalf and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.** Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or member. The holder of the proxy shall prove his / her identity at the time of attending the AGM.
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 (“**the Act**”), 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 Statement pursuant to Section 102 of the Act, in respect to the special business set out under Item Nos. 4 to 14 set out above are annexed hereto. 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 2023 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 2023 are being sent by the mode permitted under the Act. Members may also note that the Notice and Annual Report 2023 has also been uploaded on the website of the Company at www.johncockerillindia.com, website of BSE Limited at www.bseindia.com.
7. The Register of Members and Share Transfer Books of the Company will remain closed from May 7, 2024 to May 14, 2024, 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 ₹ 7/- per equity share of face value of ₹ 10/- each for the nine months period ended December 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 May 6, 2024 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 May 6, 2024.
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, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400 093. Their registered email address is investor@bigshareonline.com.
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@johncockerill.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.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Investors Section available on the website of the Company and is also available on the website of the R & T Agent. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its R & T Agent for assistance in this regard.
20. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S R & T AGENT.**
21. The Company has made special arrangement with the R & T Agent for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast their vote electronically.
22. **Process for registration of e-mail addresses :**
The process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows :

To facilitate the Members to receive notice, documents, Annual Reports and other communications electronically, the Company has made special arrangements with its R & T Agent, Bigshare Services Private Limited for registration of e-mail addresses in terms of the MCA circulars.

- Visit the link : <https://www.bigshareonline.com/InvestorRegistration.aspx>
- Select the name of the Company from drop-down : John Cockerill India Limited.
- Enter details in respective field such as DP ID and Client ID (if shares held in electronic form) / Folio No. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail address.
- System will send One Time Password (OTP) on mobile number and e-mail address.
- Enter OTP received on mobile number and e-mail address and after clicking on confirmation, click on Submit.

Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DPs / R & T Agent to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

23. Members are requested to address all correspondences, including shareholding related documents and dividend matters to the Company's R & T Agent.
24. Members holding the shares in dematerialised form are requested to intimate the change of bank mandates, address, name, bank details, nomination, e-mail address, etc., if any, to their respective DPs.
25. Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, address, e-mail address, telephone number, bank details to the Company's R & T Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Investors Section on the Company's website and is also available on the website of the R & T Agent at www.bigshareonline.com.
26. Non-Resident Indian Members are requested to immediately inform the Company or its R & T Agent or the concerned DP, as the case may be, about the change in residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished earlier.
27. Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company at least seven days before the date of the AGM, to enable the management to keep the information ready at the AGM.
28. Relevant documents referred to in the accompanying Notice and in the Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and National Holidays, up to the date of the AGM and also at the AGM.

29. A brief resume of each of the Directors proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, name of the Companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors *inter se* as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of SS-2 on General Meetings, are provided as Appendix A to the Notice.

30. **Voting through electronic means :**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Rules made thereunder, as amended from time to time, Regulation 44 of the Listing Regulations and SS-2, read with the circular of SEBI no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (“**e-voting**”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”).

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

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

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

Commencement of remote e-voting	9.00 am (IST) on May 10, 2024
End of remote e-voting	5.00 pm (IST) on May 13, 2024

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, May 7, 2024 (“**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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, e-voting process has been enabled to all the individual shareholders holding securities in demat mode, by way of single login credential, through their demat accounts / websites of depositories / DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please follow the below steps : <ol style="list-style-type: none"> a. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. b. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 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. d. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. e. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. f. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Please follow steps given above in points ‘a to e’. 2. e-Voting website of NSDL <ol style="list-style-type: none"> a. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period.
	<ol style="list-style-type: none"> Shareholders can also download NSDL Mobile App 'NSDL Speede' facility for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login The Easi / Easiest, the user will also be able to see the e-voting Menu. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & 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.
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Type of shareholders	Login Method
Individual shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-Voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

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

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

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.nsdl.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.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on 'e-Voting' and proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than individual shareholders are given below :

- If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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 Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - 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 :

- 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
- Click on **'Physical User Reset Password?'** (for those holding shares in physical mode) option is also available on www.evoting.nsdl.com
- If you are still unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

- After entering your password, agree to the terms and conditions by checking the box.
- Next, click on the 'Login' button.
- After you click on the 'Login' button, the homepage of e-voting will open.

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

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

- 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.
- Select the 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period.
- Now you are ready for e-voting as the voting page opens.
- 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.
- Upon confirmation, the message, 'Vote cast successfully', will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General guidelines for shareholders :

- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to iqureshiassociates@yahoo.co.in or investors@johncockerill.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer to the Frequently Asked Questions ("**FAQs**") for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on 022 - 48867000 send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager– NSDL at evoting@nsdl.co.in or at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
- 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.
- 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. May 7, 2024.
7. Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing User ID and password for casting their vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 48867000. 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. May 7, 2024 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. May 14, 2024.
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), Aadhaar (self attested scanned copy of Aadhaar Card) by email to investors@johncockerill.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), Aadhaar (self attested scanned copy of Aadhaar Card) by email to investors@johncockerill.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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by listed companies individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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. Vivek Bhide as Director

Mr. Vivek Bhide (DIN : 02645197), 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. Vivek Bhide, aged 57 years, has over 33 years of experience in the chemicals and industrial manufacturing domain. Mr. Bhide holds a Bachelor of Technology Degree in Mechanical Engineering from the Indian Institute of Technology, Mumbai. He also holds a Master of Science Degree in Statistics from the University of Delaware in U.S.A. He has a Certificate in "Disruptive Strategy" from the Harvard Business School.

While in the U.S.A., Mr. Vivek Bhide worked with DuPont and Invista (Koch Industries), where he was instrumental in spearheading multiple projects across functions like technology, manufacturing, sales and marketing, and new business / product development.

Mr. Bhide moved back to India to lead the Packaging and Industrial polymers business of DuPont for the South Asia region. Later, he was in a Global Marketing role for DuPont's White Pigment business. As a senior leader, he has worked with Danaher Group as the Managing

Director of Gilbarco Veeder Root India. He then became the President of Fortive India, overseeing strategy for Fortive's growth in India across multiple businesses. In his last position, he was the Managing Director for John Cockerill India Limited and a member of the Extended Group Executive Committee. Currently, he is the Regional President of John Cockerill Group, India.

Mr. Bhide has strong leadership qualities and is a highly sought-after mentor by young professionals, interested in profitable business growth across different geographies / cultures and value chains. Mr. Bhide specialises in Strategy Development, Marketing Management, Technology Management, Manufacturing Management, New Business Development and Leadership Development.

Mr. Bhide is a member of the Rotary Club of Bombay Powai. He is also a Fellow of the Institute of Directors in India.

Mr. Bhide is a member of the Corporate Social Responsibility and ESG 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. Vivek Bhide, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No.3 of the Notice.

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

The following Statement sets out all the material facts relating to Item Nos. 4 to 14 mentioned in the accompanying Notice.

ITEM NO. 4

Appointment of Ms. Anupama Vaidya (DIN : 02713517) as an Independent Director of the Company

The Board of Directors ("**Board**"), on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), at its meeting held on February 7, 2024 appointed Ms. Anupama Vaidya (DIN : 02713517), aged about 52 years, as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. April 1, 2024, subject to the approval of the members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("**Act**") and Articles of Association of the Company, Ms. Anupama Vaidya holds office of Director up to the date of this Annual General Meeting and is eligible to be appointed as a Non-Executive Independent Director.

The Board are confident that her rich and diverse experience across the industries will benefit the Company and hence recommends the Special Resolution as set out at Item No. 4 of this Notice for the approval of the members.

Further, as recommended by the NRC and subject to the approval of the members of the Company, the Board, in accordance with the provisions of Section 149 read with Schedule IV of the Act, appointed Ms. Anupama Vaidya as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from April 1, 2024 through March 31, 2029 (both days inclusive).

Ms. Anupama Vaidya is eligible for being appointed as a Director. The Company has received a notice from a member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received the following from Ms. Anupama Vaidya :

- i. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Rules**");
- ii. Intimation in Form DIR-8 in terms of the Rules, to the effect that she is not disqualified under Section 164(2) of the Act;
- iii. A declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"); and
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Ms. Anupama Vaidya has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Anupama Vaidya is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules with respect to her registration with the data bank of Independent Director maintained by the Indian Institute of Corporate Affairs ("**IICA**").

The profile and specific areas of expertise of Ms. Anupama Vaidya along with other details, as required under the provisions of Regulation 36(3)

of the Listing Regulations and other applicable provisions are provided as an Appendix A to this Notice.

In the opinion of the Board, Ms. Anupama Vaidya is a person of integrity and fulfils the conditions specified under the Act read with the Rules thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

Copy of the letter of appointment of Ms. Anupama Vaidya setting out the terms and conditions of appointment are available for inspection without any fee by the members at the registered office of the Company.

The Board recommends the resolution set forth at item No. 4 for the approval of the members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Ms. Anupama Vaidya, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Appointment of Ms. Anjali Gupte (DIN : 00104884) as an Independent Director of the Company

The Board of Directors ("**Board**"), on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), at its meeting held on February 7, 2024 appointed Ms. Anjali Gupte (DIN : 00104884) aged about 53 years, as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. April 1, 2024, subject to the approval of the members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("**Act**") and Articles of Association of the Company, Ms. Anjali Gupte holds office of Director up to the date of this Annual General Meeting and is eligible to be appointed as a Non-Executive Independent Director.

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

Further, as recommended by the NRC and subject to the approval of the members of the Company, the Board, in accordance with the provisions of Section 149 read with Schedule IV of the Act, appointed Ms. Anjali Gupte as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from April 1, 2024 through March 31, 2029 (both days inclusive).

Ms. Anjali Gupte is eligible for being appointed as a Director. The Company has received a notice from a member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received the following from Ms. Anjali Gupte :

- i. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Rules**");
- ii. Intimation in Form DIR-8 in terms of the Rules, to the effect that she is not disqualified under Section 164(2) of the Act;
- iii. A declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"); and

- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Ms. Anjali Gupte has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Anjali Gupte is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules with respect to her registration with the data bank of Independent Director maintained by the Indian Institute of Corporate Affairs ("IICA").

The profile and specific areas of expertise of Ms. Anjali Gupte along with other details, as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided as an Appendix A to this Notice.

In the opinion of the Board, Ms. Anjali Gupte is a person of integrity and fulfils the conditions specified under the Act read with the Rules thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

Copy of the letter of appointment of Ms. Anjali Gupte setting out the terms and conditions of appointment are available for inspection without any fee by the members at the registered office of the Company.

The Board recommends the resolution set forth at item No. 5 for the approval of the members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Ms. Anjali Gupte, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

Re-appointment of Mr. Nandkumar Dhekne (DIN : 02189370) as an Independent Director of the Company

Mr. Nandkumar Dhekne (DIN : 02189370), aged about 66 years, is currently an Independent Director of the Company, Chairman of the Risk Management Committee and member of the Nomination and Remuneration Committee and Committee for Finance and Operations.

Mr. Nandkumar Dhekne was appointed as an Independent Director of the Company by the Members at the 34th Annual General Meeting of the Company held on August 27, 2020 to hold the office for a term of 5 (five) consecutive years up-to February 6, 2025 as per the provisions of the Companies Act, 2013 ("**the Act**") read with the Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"). He holds office as an Independent Director of the Company up-to February 6, 2025 ("first term" in line with the explanation to Section 149(10) and 149(11) of the Act) and is eligible for re-appointment for a second term on the Board of the Company.

As per the provisions of the Act and the Listing Regulations, as amended from time to time, an Independent Director can hold office for a term of up-to 5 (five) consecutive years on the Board of a Company and can be re-appointed with the approval of the members of the Company by way of a special resolution.

Mr. Nandkumar Dhekne, has over 44 years of experience in diverse areas including Field Services, Operations Management, Sales &

Marketing and General Management. He was the Managing Director, India & South Asia of GE Water during 2001-2004, and was President & CEO of GE Energy India during 2004-2007. During 2007-2009, he was the Managing Director - Asia, Aqualon Division of Hercules Inc. based in Shanghai. From 2009-2014, he was the Vice President - Asia at Ashland based in Shanghai. In his last assignment, Mr. Dhekne was the Vice President - Asia Pacific for Solenis LLC, USA, a global leader of paper making and industrial water treatment chemicals. He was responsible for the business growth and performance in over 10 countries including China, Korea, Japan, Australia, New Zealand, Indonesia, Thailand, Malaysia and South Asia including India. He is a recognized growth leader with outstanding team building skills and has delivered consistent profitable growth in a broader geography for these MNCs.

Mr. Nandkumar Dhekne is a Chemical Engineering graduate and a distinguished Alumnus of University Department of Chemical Technology, Mumbai and an Alumnus of Harvard Business School (AMP).

Mr. Nandkumar Dhekne was the Chairman of American Chamber of Commerce, Bangalore, 2005, Chairman of Energy Committee - Bangalore Chamber of Industry and Commerce and an active CII Committee Member CII - Delhi, 2006. He has served on the Board of AICM and ENACTUS in China, a non-profit organisation.

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

Mr. Nandkumar Dhekne is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Nandkumar Dhekne for the office of Independent Director of the Company. The Company has also received declaration from Mr. Nandkumar Dhekne that he meets the criteria of independence as prescribed under the Act and the Listing Regulations.

In the opinion of the Board, Mr. Nandkumar Dhekne fulfils the conditions of independence specified in the Act, the Rules framed thereunder and the Listing Regulations and he is independent of the management.

The Board of Directors at its meeting held on February 7, 2024, based on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and the contributions made by him during his tenure, the association of Mr. Nandkumar Dhekne would be beneficial to the Company and it is desirable to re-appoint Mr. Nandkumar Dhekne as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. February 7, 2025.

The details of Mr. Nandkumar Dhekne as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Appendix A to this Notice.

Copy of the draft letter of appointment of Mr. Nandkumar Dhekne setting out the terms and conditions of appointment are available for inspection without any fee by the members at the registered office of the Company.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the members.

Save and except for Mr. Nandkumar Dhekne, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 6 of the Notice.

ITEM NO. 7

Commission to Non-Executive Directors

Keeping in view the competitive business environment, stringent accounting standards, corporate governance norms and consequent increase in the responsibilities of the Non-Executive Directors (“NEDs”), it is considered prudent and appropriate to remunerate the NEDs of the Company. However, the Companies Act, 2013 (“the Act”), restricted payment of any remuneration to NEDs in case of loss or inadequate profits in any financial year.

In order to address this situation, Ministry of Corporate Affairs vide notification dated March 18, 2021 made necessary amendments in the Act and Schedule V of the Act, which now enables the Companies to pay remuneration to NEDs in case of loss or inadequate profits, within the limits of Schedule V of the Act. However, the same is subject to approval of shareholders. The Company believes in the philosophy to remunerate adequately the NEDs for contributing their time, guidance and advice to the Company and their active valuable inputs in the strategic decisions of the Company.

As the Company is in the growth trajectory, and being in the Projects business which is subject to substantial fluctuations in the short run, the Company may or may not have adequate profits or may incur loss in any particular financial year. As a precautionary measure, the Board proposes to take the enabling standing approval of shareholders by way of Special resolution in terms of Section 197 and Schedule V of the Act read with Rules made thereunder, for payment of remuneration to the NEDs, for each of the five financial years commencing from the financial year 2024, of an amount not exceeding limit prescribed under Schedule V of the Act. The Board of Directors on recommendation of Nomination and Remuneration Committee will determine each year, the specific amount to be paid as remuneration to the NEDs.

The Board recommends the resolution set forth at item No. 7 for the approval of the members of the Company by way of a Special Resolution.

Except all the NEDs, to whom the resolution relates, none of the 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 NOS. 8 TO 13

Approval for Material Related Party Transactions

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 5% of the annual consolidated turnover of the Company as per the last audited financial statements.

Section 188 of the Companies Act, 2013 (“the Act”) read with Rules 15 and 16 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, prescribes certain procedure for approval of related party transactions (“RPTs”). Regulation 23 of the Listing Regulations, states that effective from April 1, 2022, all Material Related Party Transactions 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 2024, the Company is approaching the members for approval of the material RPTs. Further, these being enabling resolutions, the amounts for which approval of shareholders is sought for each of the Related Party, and also the aggregate limit for all the Related Parties taken together, will provide sufficient headroom and safety margins for meeting contingencies that may arise at the global level in international trade, warranting changes in the procurement/business arrangements. However, each individual contract with every Related Party will be approved by the Audit Committee and the Board, within these overall limits has always been the practice.

The value of RPTs with various Related Parties for the financial year 2024 from January 1, 2024 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. May 14, 2024.

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 from time to time, 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. 8

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

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill SA
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	John Cockerill SA is the Holding Company and holds 74.89% of the issued and paid-up capital of the Company.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	<p>The Company will enter into contracts with John Cockerill SA for sale and purchase of goods, supply of services and reimbursement of expenses for the joint projects under the leadership of John Cockerill SA and for leasing of properties. The projects will allow the Company to establish its competitiveness in markets where due to language or reference, the Company has no reach.</p> <p>The Company and John Cockerill SA have entered into :-</p> <ol style="list-style-type: none"> 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. <p>The aggregate value of the RPTs with John Cockerill SA will not exceed ₹ 200 crores during the financial year 2024.</p>
c.	Tenure of the proposed RPTs	Upto December 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 200 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	30.00%
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. Pursuant to these transactions, 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	
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	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill SA
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 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 Global Business Services Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

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

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. 8 of the Notice.

Item No. 9

The relevant information pertaining to transactions with John Cockerill Global Business Services 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 Global Business Services Private Limited ("JC GBS")
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 GBS is a part of the Promoter Group and holds 0.11% of the issued and paid-up capital of the Company. JC GBS 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 GBS for sale and purchase of goods, supply of services, reimbursement of expenses, sale and purchase of assets and leasing of properties. The aggregate value of the RPTs with JC GBS will not exceed ₹ 50 crores during the financial year 2024.
c.	Tenure of the proposed RPTs	Upto December 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	7.50%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. As a part of business operations, 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	
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	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Global Business Services Private Limited ("JC GBS")
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	Not Applicable
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	Mr. Yves Honhon, Director of John Cockerill SA, and Mr. Sebastien Roussel and Mr. Vivek Bhide, Directors of the Company are also Directors of JC GBS. Their interest or concern or that of their relatives is limited only to the extent of their Directorship in the Company, John Cockerill SA and JC GBS.
6.	Any other information that may be relevant	All relevant information as mentioned in the 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 GBS 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.

Save and except Mr. Yves Honhon, Director of John Cockerill SA, and Mr. Sebastien Roussel and Mr. Vivek Bhide, Directors of JC GBS, all by virtue of their Directorship in the Company, John Cockerill SA and JC GBS, 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. 9 of the Notice.

Item No. 10

The relevant information pertaining to transactions with John Cockerill Industry Technologies (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 Industry Technologies (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 ₹ 100 crores during the financial year 2024.
c.	Tenure of the proposed RPTs	Upto December 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	15.00%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. As a part of business operations, 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	
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	Not Applicable

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Industry Technologies (Beijing) Company Limited ("JC Beijing")
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
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 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 Global Business Services 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 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 ₹ 50 crores during the financial year 2024.
c.	Tenure of the proposed RPTs	Upto December 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	7.50%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. As a part of business operations, 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	
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	Not Applicable

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill UVK GmbH ("JC UVK")
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
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 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 Global Business Services 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 Engineering (Beijing) Co. Limited as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sr. No.	Particulars	Details of proposed RPTs between the Company and CMI Engineering (Beijing) Co. Limited ("CMI Beijing")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	CMI Beijing is a fellow Subsidiary of the Company and John Cockerill SA holds 60% of the capital of CMI Beijing.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with CMI Beijing for sale and purchase of goods, supply of services and reimbursement of expenses. The aggregate value of the RPTs with CMI Beijing will not exceed ₹ 50 crores during the financial year 2024.
c.	Tenure of the proposed RPTs	Upto December 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	7.50%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. As a part of business operations, 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	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and CMI Beijing.
6.	Any other information that may be relevant	All relevant information as mentioned in the 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 Global Business Services 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

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 ₹ 50 crores during the financial year 2024.
c.	Tenure of the proposed RPTs	Upto December 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	7.50%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. As a part of business operations, 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	
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	Not Applicable
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 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 Global Business Services 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. 13 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. 13 of the Notice.

ITEM NO. 14

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 February 7, 2024, 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 2024.

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 ₹ 3.00 lakhs (previous year ₹ 2.70 lakhs) plus reimbursement of out-of-pocket expenses, for conducting the cost audit for the financial year 2024.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditor, as above.

Your Directors recommend Resolution No. 14 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. 14 of the Notice.

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

Mumbai
February 7, 2024

Haresh Vala
Company Secretary

Registered office :

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

Tel. No.: 022-66762727

CIN: L99999MH1986PLC039921

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

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

Name of the Director	Mr. Vivek Bhide	Mr. Nandkumar Dhekne
Director Identification Number	02645197	02189370
Date of Birth	December 26, 1966	September 2, 1957
Date of first appointment on the Board of the Company	February 8, 2020	February 7, 2020
Qualifications	Bachelor of Technology Degree in Mechanical Engineering from the Indian Institute of Technology, Mumbai. Master of Science Degree in Statistics from the University of Delaware. Certificate in Disruptive Strategy from the Harvard Business School.	Chemical Engineer graduate and a distinguished Alumnus of University Department of Chemical Technology, Mumbai and an Alumnus of Harvard Business School (AMP).
Experience (including expertise in specific functional area) / Brief Resume	Mr. Bhide has over 33 years of experience in the chemical and industrial manufacturing domain. He has strong leadership qualities and has grown well in his career. His global exposure covers India and overseas markets enabling him to gain hands on exposure of cross-cultural working.	Mr. Nandkumar Dhekne has over 44 years of experience in diverse areas including Field services, Operations Management, Sales & Marketing and General Management.
Shareholding in the Company (as on the date of the Notice)	Nil	Nil
Relationship with other Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
List of Directorships held in other Indian Companies (as on the date of the Notice)	<ul style="list-style-type: none"> ● John Cockerill Global Business Services Private Limited ● CMI India Engineering Private Limited ● John Cockerill Greenko Hydrogen Solutions Private Limited ● John Cockerill Defense India Private Limited 	<ul style="list-style-type: none"> ● Astec Lifesciences Limited ● Elantas Beck India Limited ● Aron Universal Limited ● Ecochem Private Limited
Chairman / Member of the Committees of the Boards of other Companies in which he / she is a Director	None	Elantas Beck India Limited <ul style="list-style-type: none"> ● Member of Stakeholders Relationship Committee ● Chairman of Nomination and Remuneration Committee
Names of listed entities from which the person has resigned in the past three years.	None	None
Terms and conditions of appointment / re-appointment	As per the Resolution No. 3 of the Notice read with the Statement thereto.	As per the Resolution No. 6 of the Notice read with Statement thereto.
No. of Board Meetings attended during the nine months period ended December 31, 2023	3	3
Remuneration last drawn (including sitting fees, if any) (nine months ended December 31, 2023)	₹ 76.94 lakhs	₹ 11.45 lakhs
Details of remuneration proposed to be paid	Nil	As mentioned in the Resolution No. 6 of the Notice and not exceeding limit prescribed under Schedule V of the Companies Act, 2013.

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

Name of the Director	Ms. Anupama Vaidya	Ms. Anjali Gupte
Director Identification Number	02713517	00104884
Date of Birth	October 30, 1971	September 3, 1970
Date of first appointment on the Board of the Company	April 1, 2024	April 1, 2024
Qualifications	Bachelor's in Computer Science from University of Pune and Master's in Business Administration (MBA) with specialization in Human Resource Development from Svmbiosis Institute of Business Management. Pune	B. Com. Graduate, Chartered Accountant & Cost Accountant
Experience (including expertise in specific functional area) / Brief Resume	30 years of diverse experience across industries such as Conglomerates, Manufacturing / Engineering, Construction, Information Technologies & Services and various organisational functions	25 years' experience across a varied range of industries from media to financial information, to manufacturing and real estate
Shareholding in the Company (as on the date of the Notice)	Nil	Nil
Relationship with other Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
List of Directorships held in other Indian Companies (as on the date of the Notice)	<ul style="list-style-type: none"> ● Wanbury Limited ● Platinumone Business Services Limited 	Astec Lifesciences Limited
Chairman / Member of the Committees of the Boards of other Companies in which he / she is a Director	Wanbury Limited <ul style="list-style-type: none"> ● Member of Audit Committee ● Member of Stakeholders Relationship Committee ● Member of Nomination and Remuneration Committee ● Member of Risk Management Committee Platinumone Business Services Limited <ul style="list-style-type: none"> ● Chairperson of Audit Committee ● Member of Nomination and Remuneration Committee ● Member of Stakeholders Relationship Committee 	Nil
Names of listed entities from which the person has resigned in the past three years.	None	None
Terms and conditions of appointment / re-appointment	As per the Resolution No. 4 of the Notice read with Statement thereto.	As per the Resolution No. 5 of the Notice read with Statement thereto.
No. of Board Meetings attended during the nine months period ended December 31, 2023	Not Applicable	Not Applicable
Remuneration last drawn (including sitting fees, if any) (nine months ended December 31, 2023)	Not Applicable	Not Applicable
Details of remuneration proposed to be paid	As mentioned in the Resolution No. 4 of the Notice and not exceeding limit prescribed under Schedule V of the Companies Act, 2013.	As mentioned in the Resolution No. 5 of the Notice and not exceeding limit prescribed under Schedule V of the Companies Act, 2013.