

# JOHN COCKERILL INDIA LIMITED

CIN.: L99999MH1986PLC039921

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

**Corporate Office:** 1902, 19<sup>th</sup> Floor, Aurum Q2 IT Parc, TTC Industrial Area, Thane Belapur Road,

Navi Mumbai 400710 | Tel.: +91 9619762727 | Email: investors.jcil@johncockerill.com

Website: www.johncockerillindia.com

## POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”) and subject to other applicable laws, rules and regulations (including any statutory modification(s), re-enactment(s), clarification(s) or substitution(s) thereof for the time being in force) and in accordance with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 9/2023 dated September 25, 2023, No. 9/2024 dated September 19, 2024 and read with other related circulars, issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (collectively referred to as “**MCA Circulars**”) the Resolution appended below is proposed for approval of the members of John Cockerill India Limited (“**the Company**”) for passing a Special Resolution by means of Postal Ballot only by way of voting through electronic means (“**remote e-voting**”).

The Statement, pursuant to the provisions of Section 102, 110 and other applicable provisions, if any, of the Act read with the Rules, and additional information as required under the Listing Regulations and circulars issued thereunder pertaining to the special business setting out the material facts, along with the instructions / procedure for remote e-voting is annexed for your consideration.

The Board of Directors (“**Board**”) at its meeting held on November 29, 2024 appointed Mr. Vijay Kumar Mishra (CP No. 4279) of M/s. VKM & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for providing remote e-voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

In accordance with the provisions of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or Depositories or the Company’s Registrar and Share Transfer Agent (“**RTA**”) – Bigshare Services Private Limited, the members can vote only through remote e-voting. Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope is not being sent to the members. Accordingly, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically and instructions regarding the same are provided under the Notes in this Postal ballot notice (“**Postal Ballot Notice**” or

“**Notice**”). The member may note that the remote e-voting commences on Monday, December 9, 2024 from 9.00 a.m. (IST) and ends on Tuesday, January 7, 2025 at 5.00 p.m. (IST). The members are therefore requested to cast their vote not later than 5.00 p.m. (IST) on Tuesday, January 7, 2025 to be eligible for being considered, failing which it will be considered that no vote has been received from the members.

VOTING STARTS ON	VOTING ENDS ON
Monday, December 9, 2024 at 9.00 a.m. (IST)	Tuesday, January 7, 2025 at 5.00 p.m. (IST)

In compliance with the provisions of the MCA Circulars, the Company has made arrangements for the members to register their e-mail address. Therefore, those members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or Managing Director of the Company after completion of the scrutiny of the e-voting. The results shall be declared on or before Thursday, January 9, 2025 and communicated to BSE Limited (“**BSE**”), NSDL and will also be displayed on the website of the Company at [www.johncockerillindia.com](http://www.johncockerillindia.com).

In the event the resolution as set out in the Notice is assented to by the requisite majority by means of remote e-voting, it shall be deemed to have been passed at a General Meeting.

The process and manner for remote e-voting are detailed in the Notes forming part of the attached Notice.

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

## **SPECIAL BUSINESS**

### **1. Appointment of Mr. Anand Sen (DIN : 00237914) 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 Mr. Anand Sen (DIN : 00237914), aged about 65 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 December 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 Mr. Anand Sen, 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 December 1, 2024.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including communicating to the Stock Exchange and other authorities concerned and electronically file the necessary e-forms with the Registrar of Companies, Maharashtra, Mumbai.”

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

Sd/-  
**Haresh Vala**  
Company Secretary

Navi Mumbai  
November 29, 2024

**Registered Office :**

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

Tel : +91 9619762727

CIN : L9999MH1986PLC039921

E-mail : [investors.jcil@johncockerill.com](mailto:investors.jcil@johncockerill.com) Website : [www.johncockerillindia.com](http://www.johncockerillindia.com)

**NOTES**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and the Secretarial Standard on General Meetings (“**SS-2**”), as amended, setting out all the material facts and reasons for the aforesaid Special Business is annexed hereto and forms part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 29, 2024 (“**Cut-off date**”) and whose e-mail addresses are registered with the Company / Depositories.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at [www.johncockerillindia.com](http://www.johncockerillindia.com), website of BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. The dispatch of the Postal Ballot Notice and the e-Voting information shall be published through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company’s website at [www.johncockerillindia.com](http://www.johncockerillindia.com).
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“**SEBI Master Circular**”), the Company has provided the facility to the members to exercise their votes

electronically and vote on the resolution through the e-voting facility arranged by NSDL. Members can vote only through remote e-voting and are requested to read the instructions on the same under the Notes to this Postal Ballot Notice.

6. The voting rights for equity shares is one vote per equity share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, November 29, 2024 i.e. Cut-off date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. A person who is not a shareholder on the relevant date should treat this Notice for information purpose only.
7. Members are requested to cast their vote through the remote e-voting process not later than 5.00 p.m. (IST) on Tuesday, January 7, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.
8. Non-individual members (i.e. Institutional / Corporate members) intending to vote through their authorised representatives are requested to send a scanned copy (in JPEG / PDF format) of a duly certified Board Resolution authorising their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Company and the Scrutinizer at [vkmassociates@yahoo.com](mailto:vkmassociates@yahoo.com) with a copy marked to [investors.jcil@johncockerill.com](mailto:investors.jcil@johncockerill.com).
9. The Scrutinizer will submit his report to the Chairman or the Managing Director after the completion of scrutiny, and the results of voting by postal ballot through remote e-voting process will be announced by the Chairman or Managing Director or any person authorised by them, on or before Thursday, January 9, 2025 and will also be displayed on the website of the Company ([www.johncockerillindia.com](http://www.johncockerillindia.com)), besides being communicated to BSE, Depositories and the Registrar and Share Transfer Agent (RTA).
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Tuesday, January 7, 2025.
11. Relevant documents referred to in the Postal Ballot Notice shall be made available for inspection electronically by the members in accordance with the applicable statutory requirements based on the requests received at [investors.jcil@johncockerill.com](mailto:investors.jcil@johncockerill.com) mentioning their name, Folio No. / DP ID and Client ID, until the last date for receipt of votes through remote e-voting.
12. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 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.jcil@johncockerill.com](mailto:investors.jcil@johncockerill.com) and [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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) to [investors.jcil@johncockerill.com](mailto:investors.jcil@johncockerill.com) and [investor@bigshareonline.com](mailto: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/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Process to cast votes through remote e-voting :

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>       <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.</li> </ol>

	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, 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 i.e. 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 Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) 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*****.
b) 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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits 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'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General guidelines for shareholders :**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [vkmassociates@yahoo.com](mailto:vkmassociates@yahoo.com) or [investors.jcil@johncockerill.com](mailto:investors.jcil@johncockerill.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution/ Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details / Password?’ or ‘Physical User Reset Password?’ option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. Communication of assent or dissent of the members will take place only through the remote e-voting.

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

Sd/-  
**Haresh Vala**  
Company Secretary

Navi Mumbai  
November 29, 2024

**Registered Office :**

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

MIDC, Andheri West, Mumbai 400 093

Tel : +91 9619762727

CIN : L9999MH1986PLC039921

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## ANNEXURE TO THE NOTICE

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

#### Item No. 1

#### Appointment of Mr. Anand Sen (DIN : 00237914) 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 November 29, 2024 appointed Mr. Anand Sen (DIN : 00237914), aged about 65 years, as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. December 1, 2024, subject to the approval of the members. Mr. Anand Sen is eligible to be appointed as a Non-Executive Independent Director for a period of 5 (five) consecutive years.

The Board are confident that his rich and diverse experience across the industries will benefit the Company and hence recommends the Special Resolution as set out at Item No. 1 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 Mr. Anand Sen 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 December 1, 2024 through November 30, 2029 (both days inclusive).

Mr. Anand Sen 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 his candidature for the office of Director. The Company has also received the following from Mr. Anand Sen :

- 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 he is not disqualified under Section 164(2) of the Act;
- iii. A declaration to the effect that he 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 he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Mr. Anand Sen has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Anand Sen is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules with respect to his 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 Mr. Anand Sen 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, Mr. Anand Sen is a person of integrity and fulfils the conditions specified under the Act read with the Rules thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the letter of appointment of Mr. Anand Sen 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. 1 for the approval of the members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Mr. Anand Sen, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 1 of the Notice.

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

Sd/-  
**Haresh Vala**  
Company Secretary

Navi Mumbai  
November 29, 2024

**Registered Office :**

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

MIDC, Andheri West, Mumbai 400 093

Tel : +91 9619762727

CIN : L9999MH1986PLC039921

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**Details of Director seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.**

**Profile of Mr. Anand Sen**

Mr. Anand Sen, aged 65 years, has done his B. Tech (Metallurgical Engineering) from IIT Kharagpur. He also holds a Postgraduate Diploma in Business Management from IIM Kolkata and Executive MBA from CEDEP at INSEAD, France.

Mr. Anand Sen is a strategic visionary with a keen understanding of international markets, he brings extensive experience in driving growth, fostering innovation, and optimizing operations. He is recognized for building high-performance teams and implementing transformative strategies that enhance profitability and shareholder value. He is a dynamic and results-driven leader with a proven track record of driving global organizations to unprecedented success.

Mr. Anand Sen has over four decades of experience, primarily within the Tata Group. His extensive experience encompasses diverse areas including Marketing and Sales, Strategy and Business Leadership, Operations, Maintenance, Technology, Supply Chain, and Projects. His leadership extends beyond Tata Steel, having chaired several Tata companies such as Tata Steel Processing & Distribution, Tayo Rolls, and NatSteel. He notably served as the Managing Director of Tata International Limited for a period of over two years. He has also served on the boards of Tata Bluescope, Tinplate Company of India, Jamshedpur Continuous Annealing & Processing, and Bhushan Steel.

**Particulars of experience, attributes or skills that qualify Mr. Sen for Board membership**

Mr. Sen has extensive experience in driving growth, fostering innovation, and optimizing operations. He is recognized for building high-performance teams and implementing transformative strategies that enhance profitability and shareholder value.

**Skills and capabilities required for the role and the manner in which Mr. Sen meets such requirements**

The NRC considered the extensive knowledge and experience of Mr. Anand Sen in the area of marketing & sales, strategy & business leadership, operations, management, technology, supply chain and projects. Considering the above attributes, NRC is of the view that Mr. Sen fulfils the criteria of skills and capabilities required on the Board.

**Terms and conditions of appointment**

As per the Resolution No. 1 of the Postal Ballot Notice read with the Statement thereto.

**List of other Directorships of Mr. Sen (as on November 29, 2024)**

**Indian Companies**

- The Sandur Manganese and Iron Ores Limited
- Tega Industries Limited

**Listed entities from which Mr. Sen has resigned as a Director in past 3 years**

Nil

**Chairman / Member of Committees of the Board of other Companies in which Mr. Sen is a Director (as on November 29, 2024)**

**The Sandur Manganese and Iron Ores Limited**

- Audit Committee - Member
- Stakeholders Relationship Committee - Chairman
- Nomination and Remuneration Committee - Member
- Corporate Social Responsibility Committee - Member
- Risk Management Committee - Member

**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)**

<b>Name of the Director</b>	<b>Mr. Anand Sen</b>
<b>Director Identification Number</b>	00237914
<b>Date of Birth</b>	September 17, 1959
<b>Date of first appointment on the Board of the Company</b>	Effective from December 1, 2024
<b>Qualifications</b>	Metallurgical & Minerals Engineering from IIT Kharagpur. Postgraduate Diploma in Business Management from IIM Kolkata. Executive MBA from CEDEP at INSEAD, France.
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	Mr. Anand Sen is a strategic visionary with a keen understanding of international markets, he brings extensive experience in driving growth, fostering innovation, and optimizing operations. He is recognized for building high-performance teams and implementing transformative strategies that enhance profitability and shareholder value. He is a dynamic and results-driven leader with a proven track record of driving global organizations to unprecedented success.
<b>Shareholding in the Company (as on the date of the Notice)</b>	Nil
<b>Relationship with other Director / Key Managerial Personnel of the Company</b>	Not related to any Director / Key Managerial Personnel
<b>List of Directorships held in other Companies (as on November 29, 2024)</b>	<ul style="list-style-type: none"> <li>• The Sandur Manganese and Iron Ores Limited</li> <li>• Tega Industries Limited</li> </ul>
<b>Chairman / Member of the Committees of the Boards of other Companies in which he / she is a Director</b>	<b>The Sandur Manganese and Iron Ores Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Stakeholders Relationship Committee - Chairman</li> <li>• Nomination and Remuneration Committee - Member</li> <li>• Corporate Social Responsibility Committee - Member</li> <li>• Risk Management Committee - Member</li> </ul>
<b>Names of listed entities from which the person has resigned in the past three years.</b>	Nil
<b>Terms and conditions of appointment / re-appointment</b>	As per the Resolution No. 1 of the Postal Ballot Notice read with the Statement thereto.
<b>No. of Board Meetings attended during the year (FY 2024)</b>	Not Applicable
<b>Remuneration last drawn (including sitting fees, if any) (FY 2024)</b>	Nil
<b>Details of remuneration proposed to be paid</b>	No remuneration other than sitting fee and profit related commission.