

JOHN COCKERILL INDIA LIMITED

CIN.: L99999MH1986PLC039921

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

Corporate Office: 1902, 19th 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 Resolutions appended below are proposed for approval of the members of John Cockerill India Limited ("**the Company**") for passing the Ordinary and Special Resolutions 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.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors ("**Board**") at its meeting held on July 29, 2025 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, August 11, 2025 from 9.00 a.m. (IST) and ends on Tuesday, September 9, 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, September 9, 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, August 11, 2025 at 9.00 a.m. (IST)	Tuesday, September 9, 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 5.00 p.m. (IST) on Thursday, September 11, 2025 and communicated to BSE Limited ("**BSE**"), NSDL and will also be displayed on the website of the Company at 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. Frederic Martin (DIN : 11210964) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Rules**") 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. Frederic Martin (DIN : 11210964), aged about 60 years, who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 1, 2025 pursuant to the provisions of Section 161 of the Act, and who holds office up to the date of forthcoming Annual General Meeting 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. Frederic Martin as a Director of the Company.

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."

2. Appointment of Mr. Frederic Martin (DIN : 11210964) as Managing Director of the Company and fixation of remuneration thereof

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Rules**") 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), in compliance with the provisions of the Articles of Association of the Company and subject to the approval of the Central Government, as necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities in granting such approvals, permissions and sanctions, and as agreed by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include Nomination and Remuneration Committee) without any further approval of the members of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Frederic Martin (DIN : 11210964) as the Managing Director of the Company for a period of 3 (three) years on a remuneration commencing from August 1, 2025 to July 31, 2028, whose office shall not be liable to determination by retirement of director by rotation, on the terms and conditions stipulated herein below :

Remuneration for a period of 3 (three) years from August 1, 2025 :

Total Remuneration : Not exceeding an overall ceiling of ₹ 6 (six) crores per annum. The total remuneration (cost to the company basis) for the first year of this term shall not exceed ₹ 4 (four) crores per annum. Subsequent revisions in the remuneration will be determined and approved by the Board within the above overall ceiling.

1. Basic Salary for the first year - ₹ 12,06,453/- (Rupees Twelve Lakhs Six Thousand Four Hundred Fifty Three only) per month.
2. Housing : Furnished rent free accommodation or house rent allowance in lieu thereof.
3. City Compensatory Allowance : ₹ 8,14,042 /- (Rupees Eight Lakhs Fourteen Thousand Forty Two only) per month.
4. Expenses on shifting of residence.
5. Other Allowances, Perquisites and Incentive : Subject to overall ceiling as aforesaid, the Managing Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including medical allowance, leave travel allowance and such

other allowances, benefits, amenities and facilities, etc. as per the Company's Rules or as may be agreed to between the Board and the Managing Director.

6. The Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company. He will be covered under the Company's Life Insurance under the Company's Group Term Life Insurance policy equivalent to 3 times of fixed annual salary.
7. 2 round trip per year to home country for self and family
8. Performance Link Management Incentive (PLMI) once in a year as per the Company's PLMI policy.
9. Car with driver as per the rules of the Company.
10. Reimbursement towards telecommunications expenses at actuals.
11. The appointment is terminable by giving not less than three months' notice in writing on either party or as may be agreed by the Board.

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

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

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

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V of the Act, where in any financial year during the currency of the tenure of Mr. Frederic Martin as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay Mr. Frederic Martin, the above remuneration as minimum remuneration by way of salary, perquisites and / or allowance, incentives exceeding the limit laid down in Schedule V of the Act, as applicable to the Company or such other limits, as may be prescribed by the Act from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary, amend, modify and revise from time to time the terms of remuneration payable to Mr. Frederic Martin as Managing Director, within the above overall limit, as may be desired appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director, Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties or doubts that may arise in this matter and further

to sign and execute all necessary documents, applications, returns and writings as may be necessary in this regard.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to give notice to this effect to the Stock Exchange, to the shareholders as required under the Companies Act, 2013, and to other concerned authorities, and to file the requisite forms with the Registrar of Companies, Maharashtra, Mumbai."

3. Shifting of Registered Office 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 12 of the Companies Act, 2013 (**"the Act"**), the Companies (Incorporation) Rules, 2014 (**"the Rules"**) and other applicable provisions, if any (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from its present location at Mehta House, Plot No. 64, Road No. 13, MIDC Industrial Area Marol, Andheri (E), Mumbai - 400093, Maharashtra, India to Unit No. 1902, 19th Floor, Aurum Q2 IT Parc, TTC Industrial Area, Thane Belapur Road, Navi Mumbai - 400710, Maharashtra, India, which is outside the local limits of Mumbai city, but within the same state of Maharashtra and under the jurisdiction of the same Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director, Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties or doubts that may arise in this matter and further to sign and execute all necessary documents, applications, returns and writings as may be necessary in this regard.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to give notice to this effect to the Stock Exchange, to the shareholders as required under the Companies Act, 2013, and to other concerned authorities, and to file the requisite 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

Mumbai
July 29, 2025

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 **Website :** 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, August 1, 2025 ("**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, website of BSE at www.bseindia.com and on the website of NSDL at 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.
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, August 1, 2025 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, September 9, 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 with a copy marked to 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 5.00 p.m. (IST) on Thursday, September 11, 2025 and will also be displayed on the website of the Company (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, September 9, 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 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 and 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 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/members may send a request to 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. 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 4. 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. 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

	<p>with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat

	Account. After successful authentication, user will be 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.
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 evoting@nsdl.com 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. 1800-21-09911

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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 ykmassociates@yahoo.com or investors.jcil@johncockerill.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload

their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution/ Authority Letter**” displayed under “**e-Voting**” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details / Password?’ or ‘Physical User Reset Password?’ option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at 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

Mumbai
July 29, 2025

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 Website : www.johncockerillindia.com

ANNEXURE TO THE NOTICE

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

Item Nos. 1 and 2

Appointment of Mr. Frederic Martin (DIN : 11210964) as the Managing Director of the Company

The Board of Directors ("**Board**"), on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), at its meeting held on July 29, 2025 appointed Mr. Frederic Martin (DIN : 11210964), aged about 60 years, as an Additional Director of the Company w.e.f. August 1, 2025, subject to the approval of the members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, Mr. Frederic Martin holds office of Director up to the date of the forth coming Annual General Meeting and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member, proposing his candidature for the office of Director.

The Board are confident that his rich and diverse experience across the industries will benefit the Company and hence recommends the Ordinary Resolution as set out at Item No. 1 of this Notice for the approval of the members.

Further, the Nomination and Remuneration Committee ("**NRC**"), at its meeting held on July 29, 2025, approved the terms and conditions including remuneration of Mr. Frederic Martin as the Managing Director of the Company. NRC recommended the appointment of Mr. Frederic Martin as Managing Director for a period of 3 (three) years.

The Board at its meeting held on July 29, 2025, appointed Mr. Frederic Martin as the Managing Director and Key Managerial Personnel of the Company, for a period of 3 (three) years w.e.f. August 1, 2025 to July 31, 2028 pursuant to the provisions of the Act and Rules framed thereunder, subject to the approval of the members of the Company, Central Government and such other approvals / permissions, if and as may be required in this regard.

The Company has also received the following from Mr. Frederic Martin :

- 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; and
- iii. 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.

The profile and specific areas of expertise of Mr. Frederic Martin along with other details, as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided as an **Appendix A** to this Notice.

Copy of the letter of appointment of Mr. Frederic Martin 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. 2 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. Frederic Martin, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in these resolutions set out at Item No. 1 and 2 of the Notice.

Item No. 3

Shifting of Registered Office of the Company from Mumbai to Navi Mumbai

The registered office of the Company is presently situated at Mehta House, Plot No. 64, Road No. 13, MIDC Industrial Area, Marol, Andheri (East), Mumbai – 400093, Maharashtra, India, which falls within the local limits of Mumbai city.

The Board of Directors of the Company, at its meeting held on July 29, 2025, approved the proposal to shift the registered office of the Company to Unit No. 1902, 19th Floor, Aurum Q2 IT Park, TTC Industrial Area, Thane-Belapur Road, Navi Mumbai – 400710, Maharashtra, India, which is outside the local limits of Mumbai city, but within the same State of Maharashtra and under the jurisdiction of the same Registrar of Companies, Mumbai.

This shifting is being proposed to provide the Company with improved infrastructure and enhanced operational efficiency. The proposed location offers modern office facilities, which are expected to support the Company's growing business requirements.

In accordance with the provisions of Section 12(5) of the Companies Act, 2013 read with Rule 27 of the Companies (Incorporation) Rules, 2014, such a change in the situation of the registered office outside the local limits of a city / town / village requires approval of the members by way of a special resolution.

The proposed change does not involve a change in the State of incorporation or ROC jurisdiction, and hence no approval from the Regional Director is required.

The Board recommends the resolution set forth at item No. 3 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, is in any way, concerned or interested, financially or otherwise, in these resolutions set out at Item No. 3 of the Notice.

By Order of the Board of Directors
For John Cockerill India Limited
Sd/-
Haresh Vala
Company Secretary

Mumbai
July 29, 2025

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 **Website :** www.johncockerillindia.com

Details of Director seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard ("SS-2") on General Meetings.

Profile of Mr. Frederic Martin

Mr. Frederic Martin, aged 60 years, holds a Master's Degree in Mechanical Engineering from ENSAM (Ecole Nationale Sup des Arts et Metiers).

Mr. Frederic Martin is associated with John Cockerill Group since 2005. He started in the Group as General Manager of CMI Thermline and then promoted as the Vice President Operations. In 2009, he was appointed as General Manager of CMI Engineering Beijing till 2016 and then he moved to CMI Industry America from 2016 to 2020. In his last assignment since 2021, Mr. Frederic Martin was the Vice President CEO Metals Business Line of John Cockerill Industry sector. Mr. Martin has previously worked with Fives Stein, Shanghai Stein Heurtey, Durmech Engineering before joining John Cockerill Group.

Mr. Frederic Martin has more than 35 years of experience within international business environment, mainly within ferrous / non-ferrous metal sectors in various functions. Mr. Martin has robust skill set that includes steel processing engineering, training, leadership, continuous improvement, project management and more. With his vast experience in general management, business planning, project management, contract negotiations, international transactions, sales and others, Mr. Frederic Martin is capable of delivering productivity, operations and process efficiency that will impact the bottom-line of the organization.

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

Mr. Martin has extensive experience in international business environment, mainly within ferrous / non-ferrous metal sectors in various functions. Mr. Martin has robust skill set that includes steel processing engineering, training, leadership, continuous improvement, project management and more. He is capable of delivering productivity, operations and process efficiency that will impact the bottom-line of the organization.

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

The NRC considered the extensive knowledge and experience of Mr. Martin in the area of general management, business planning, project management, contract negotiations, international transactions, sales and others. Considering the above attributes, NRC is of the view that Mr. Martin fulfils the criteria of skills and capabilities required on the Board.

Terms and conditions of appointment

As per the Resolution No. 2 of the Postal Ballot Notice read with the Statement thereto.

List of other Directorships of Mr. Martin (July 29, 2025)

Indian Companies - Nil

Listed entities from which Mr. Martin has resigned as a Director in past 3 years - Nil

Chairman / Member of Committees of the Board of other Companies in which Mr. Martin is a Director (as on July 29, 2025) - Nil

The statement as required under Section II of Part II of Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given below :

I.	General Information				
1.	Nature of Industry	The Company is engaged in the business of designing, manufacturing and installation of cold rolling mills, galvanizing lines, colour coating lines, tension levelling lines, skin pass mills, acid regeneration plants, wet flux lines and pickling lines for ferrous and non-ferrous industries worldwide.			
2.	Date or expected date of commencement of commercial production	May 28, 1986			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	Particulars	F.Y ended December 31, 2024	F.Y ended December 31, 2023*	F.Y 2022-23
		(₹ in lakhs)			
		Revenue from Operations (Net)	38,872.60	66,661.43	48,370.20
		Other Income	487.81	619.00	1,661.11
		Total Revenue	39,360.41	67,280.43	50,031.31
		Profit / (Loss) before depreciation, finance cost and tax	108.91	3,255.17	2,325.63
		Profit / (Loss) after tax	(538.21)	2,163.92	1,288.54
5.	Foreign investments or collaborations, if any	Except the shareholding of John Cockerill SA, parent Company, which holds 75% of the Company's equity capital, the Company does not have any foreign direct investment or collaboration.			
	Note: *The Company has changed its financial year from April – March to January – December. The Regional Director Western Region, Ministry of Corporate Affairs, Mumbai approved this change of financial year. Consequently, the financial year for the year 2023 is for a period of nine months from April 1, 2023 to December 31, 2023.				
II.	Information about the Appointee :				
1.	Background details	A brief profile of Mr. Frederic Martin is given herein above.			
2.	Past remuneration	The remuneration drawn by Frederic Martin in his earlier Company during the past 2 (two) years is as follows :			
		Year	₹ in lakhs		
		2024	1,68,36,703*		
		2023	1,46,08,688*		

	Note: The conversion rate of 1 Euro (€) = ₹ 101.2734, has been considered based on the RBI reference rate dated August 4, 2025	
3.	Recognition or awards	Nil
4.	Job profile and his suitability	<p>Mr. Frederic Martin has over 35 years of experience in international business environments – particularly in the ferrous and non-ferrous metals sectors. Mr. Martin brings a deep and diverse skill set. His expertise spans steel processing engineering, project management, leadership, training, continuous improvement, business planning, contract negotiation, and international transactions.</p> <p>Mr. Martin's track record demonstrates his ability to drive productivity, streamline operations, and enhance process efficiency, all of which contribute significantly to organizational performance. His leadership style emphasizes collaboration, mutual respect, and team empowerment, making him a strong asset for any strategic role within the organization.</p>
5.	Remuneration proposed	As per terms of appointment given herein above
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	While deciding the remuneration payable to Mr. Frederic Martin, the Nomination and Remuneration Committee and the Board <i>inter alia</i> considered the compensations levels for similar positions in the Engineering industry and comparable organisations and have considered the proposed levels as appropriate and reasonable.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the present / proposed remuneration, Frederic Martin does not have any other pecuniary relationship with the Company or relationship with any of the managerial personnel.
III.	Other Information	
1.	Reasons of loss or inadequate profits	<ul style="list-style-type: none"> - Economic challenges, volatile global steel demand and business environment and rising geopolitical risks. - Slower growth in the order entries due to volatile business environment.
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> - Improved project execution and cost absorption driving stronger gross margins. - Focus on spares, revamp and other recurring businesses. - Overhead costs reduced, despite higher salary expenses due to bonus provisions. - Significant savings from strategic sourcing and supply chain efficiencies. - Strengthened cash position, enhancing financial stability and flexibility.

3.	Expected increase in productivity and profits in measurable terms	The Company is well-positioned to emerge from its transition stronger, more competitive, and closely aligned with the evolving needs of the steel industry. The Company hopes to increase the revenue and profits significantly, with improved margins in the years to come.
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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. Frederic Martin
Director Identification Number	11210964
Date of Birth	January 02, 1965
Date of first appointment on the Board of the Company	Effective from August 1, 2025
Qualifications	Master's Degree in Mechanical Engineering from ENSAM (Ecole Nationale Sup des Arts et Metiers)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Frederic Martin has more than 35 years of experience within international business environment, mainly within ferrous / non-ferrous metal sectors in various functions. Mr. Martin has robust skill set that includes steel processing engineering, training, leadership, continuous improvement, project management and more. With his vast experience in general management, business planning, project management, contract negotiations, international transactions, sales and others.
Shareholding in the Company (as on the date of the Notice)	Nil
Relationship with other Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel
List of Directorships held in other Companies (as on July 29, 2025)	Nil
Chairman / Member of the Committees of the Boards of other Companies in which he / she is a Director	Nil
Names of listed entities from which the person has resigned in the past three years.	Nil
Terms and conditions of appointment / re-appointment	As per the Resolution No. 2 of the Postal Ballot Notice read with the Statement thereto.
No. of Board Meetings attended during the year (FY 2025)	Not Applicable
Remuneration last drawn (including sitting fees, if any) (FY 2025)	Nil
Details of remuneration proposed to be paid	As per the Resolution No. 2 of the Postal Ballot Notice read with the Statement thereto.