



**John  
Cockerill**

Ref.: JCIL/BSE/2023-24

Date: July 3, 2023

To  
The Secretary,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

Security Code: 500147

Ref: Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

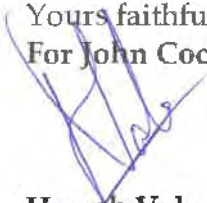
Sub.: Submission of Annual Report for the Financial Year 2022-23 and Notice of 37<sup>th</sup> Annual General Meeting

As required under Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2022-23 including the Notice convening the 37<sup>th</sup> Annual General Meeting of the Company to be held on July 26, 2023 at 2.30 pm at Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400093.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For John Cockerill India Limited

  
Haresh Vala  
Company Secretary



Encl: as above

John Cockerill India Limited

Regd. Office: Mehta House - 64, Road No - 13 - MIDC, Andheri East - Mumbai -400 093 - India - Tel.: +91 22 (0) 6676 2727  
Workshop: A-84, 2/3 MIDC - Talaja Ind. Area - Dist. Raigad 410 208 - Tel.: +91 22 (0) 6673 1500  
Workshop: Village Hedavali - Tal. Sudhagadh - Dist. Raigad 410 205

www.johncockerillindia.com - CIN: L99999MH1986PLC039921

**johncockerill.com**

# In transition



John Cockerill India Limited  
**Annual Report 2022 - 2023**



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# Message from the Chairman

## Dear Shareholders,

Let me begin by thanking my predecessor, João Felix Da Silva, for the expertise and direction that he brought to John Cockerill India Limited through his impeccable leadership during one of the most turbulent times our company, and even the world, witnessed in its history. We are all thankful to him for his guidance and wish him all the best in his new assignments.

The year 2022-23, has been a record year for the Indian steel industry. Its performance in 2022 is the bright spot in a gloomy world scenario spurred by inflation, looming recession, and the energy crisis in Europe. The country is currently the world's second-largest producer of crude steel with an output that jumped 4.2% to a record 125.3 million tonnes in 2022-23. In fact, the World Steel Association (WSA) has also projected the sector's growth in India at 6.1 per cent for 2022 and 6.7 per cent for 2023 in its short-range outlook.

With a rapidly expanding economy, and driven by the country's fast-growing infrastructure, India's steel industry is set for growth in the coming years. For a steel industry that is constantly striving to modernise its steel production facilities while making them more energy-efficient, eco-friendly, and profitable, we are confident that John Cockerill's outstanding products and solid engineering, project management, manufacturing and sourcing skills make us the best solutions provider in the Indian market.

As such, JCIL's long years of experience and the Company's revised product and market strategy, were decisive for the successful penetration of the growing local steel market. The recent orders of several high-performance processing lines received from four of India's top steelmakers, perfectly demonstrate the importance of this strategy as well as the commitment to support India's growth plan. Additionally, we have strengthened our customer services, as well as our spare parts offering to provide hassle free lifecycle support to our clients. Our long-term goal is very clear: significantly expand our Indian footprint and accelerate commercial growth in India.

Our Company can be proud of the steadily increasing references in the Indian market and the recognition that our products and steel processing lines have gained by some of the world's leading steelmakers, such as TATA, AMNS, JSW, and Jindal.

On the implementation front, the high-volume orders for two high-performance steel processing lines received from AMNS in the last 12 months are progressing well with the detailed design milestone completed and equipment being dispatched. The Company also commissioned the CAL (Continuous Annealing Line) supplied to JSW Steel Coated Products Limited at Vasind and completed all the equipment dispatches for the 3 processing lines ordered by Tata Steel for its Kalinganagar plant. Furthermore, several overseas projects in Spain, Mexico and Bangladesh have been commissioned, and JCIL is to rapidly receive the final acceptance from those clients.

India is one of the international growth markets for galvanizing and galvanizing annealing lines. Providing the most advanced technologies and innovations in energy efficiency, optimisation of zinc consumption and corrosion resistance, the galvanizing and annealing lines supplied by John Cockerill to the two giants, Tata Steel and AMNS, will together produce an annual 2.5 million tonnes of high-quality steel. Apart from the high level of reliability, flexibility, quality, and safety that they provide, the environmental performance of those processing lines will enable these premium steelmakers to prepare for the future and continue the path towards sustainable and responsible steel making.

And we are doing more to help our clients better grasp the challenges of the future. John Cockerill's Industry Sector has invested heavily in Research and Development in the past two decades. This investment has enabled us to focus on one of our top priorities, the modernisation and expansion of our product range in the domestic market with a particular focus on serving India with its great ambition to build domestic infrastructure. One of our key areas of focus will be the automotive industry. A major growth sector for which we need to provide high value-added solutions and have a strong heritage from Europe that we intend to carry forward to India. With the emergence of e-mobility in many regions, we have also developed highly specific technologies to meet the demands of the rapidly expanding electrical steel market and to become a preferred partner for steel producers serving this sector.

Another example of how we help our clients meet their sustainability goals are our eco-friendly Fluidized Bed Acid Regeneration Plants (FB ARPs). These plants recycle almost 100% of the hydrochloric acid (HCl) that is used in the strip and long product pickling process, significantly

reducing the environmental footprint of our clients' steel production plants. As environmental laws become more stringent, the demand for these types of installations is on the rise. Thus, it is not a surprise that one of the most recent orders placed with JCIL by Jindal Steel Odisha Limited, was for two FB ARPs.

As the steel market continues to evolve, we will also continue to invest heavily in the development of core technologies, an investment that will enable us to remain at the forefront of all players in an ever-changing steel industry, both in terms of capital and operational expenditure.

At this point, I would also like to underline that JCIL also continues to work on increasing its global footprint and to serve the export market in Europe, the USA, Egypt, Africa, and many other countries where our Industry Sector is setting up steel production plants. As such, we have recently completed a project for one of the leading US steelmakers where the skin pass mill was 100% engineered and produced at our Indian plants. These export activities in combination with the rapidly increasing domestic market requirements are the primary reasons for the growth of our manufacturing plants in India and key pillars of our Sector's growth plan. Our workshop in Talaja is the flagship of this future growth. With the planned expansion of production of high value-added equipment, we will be able to meet almost all current and future requirements of our clients and enable India to witness an unprecedented growth in its steel industry.

When talking about our workshops, we must also address our Group's N°1 priority : Safety. Due to our Zero Accident Policy, Talaja has been accident-free for more than 3500 days and our workshop in Hedavali for over 1800 days. Our domestic and international E&C sites too have accounted for over 1100 accident-free days. Outstanding achievements and brilliant examples of our safety culture, that are even more impressive in an industrial setting. These notable results vividly illustrate that we are not only following safety rules and regulations, but that we are always looking for ways to actively improve our daily safety behavior. I would like to congratulate all our employees for this great achievement that would have not been possible without the hard work and dedication of the people who put their skills at the service of our activities every day.



On behalf of the Board, I am proud to announce the appointment of Michael Kotas as the new Managing Director of JCIL, effective June 1st, 2023. Michael brings a lot of experience in international business, as well as a great track record of building businesses and creating value for shareholders. Before joining John Cockerill, he worked as Company Manager at John Cockerill UVK in Montabaur Germany, specialising in ARP, pickling, and degreasing lines. He then moved to China in 2021 to work as Company Manager of Cockerill Engineering Beijing (CEB), which serves the full metals business. Michael will be spearheading JCIL's future growth and development to make the most of our Company's presence in India.

I extend my sincerest gratitude for Vivek Bhide's contribution to JCIL and my warmest congratulations to him for his new appointment within the John Cockerill Group. As Regional President India, Vivek's objective is to facilitate the development of all of John Cockerill's businesses in this strategic area.

The Board of Directors and I would like to extend our sincerest gratitude to each of you for your ongoing support and understanding. As we enter the new financial year, we are confident that your Company is on the path to sustainable profitable growth and a significant turnaround. Furthermore, we would like to express our gratitude to our employees and other stakeholders for their unwavering loyalty to the Company.

Yours sincerely,  
**Sébastien Roussel**

# Corporate Information

## Board of Directors

Mr. Joao Felix Da Silva	Chairman till August 3, 2022
Mr. Sebastien Roussel	Chairman from August 4, 2022
Mr. Vivek Bhide	Managing Director till May 31, 2023
Mr. Michael Kotas	Managing Director from June 1, 2023
Mr. Yves Honhon	
Mr. Jean Gourp	Resigned effective from May 31, 2023
Mr. N. Sundararajan	
Ms. Roma Balwani	
Mr. Nandkumar Dhekne	
Mr. Praveen Kadle	Appointed effective from April 1, 2022

## Chief Financial Officer

Mr. Kiran Rahate

## Company Secretary

Mr. Haresh Vala

## Bankers

Canara Bank  
Kotak Mahindra Bank Limited  
ICICI Bank Limited  
Standard Chartered Bank  
MashreqBank psc  
Axis Bank Limited  
SBM Bank (India) Limited

## Auditors

S R B C & Co. LLP, Chartered Accountants

## Cost Auditors

Kishore Bhatia & Associates, Cost Accountants

## Legal Advisors

Cyril Amarchand Mangaldas, Advocates & Solicitors

Link Legal, Advocates & Solicitors

## Registrar and Share Transfer Agent

Bigshare Services Private Limited

## Registered Office

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

## Contact Details

Tel. No. : 022 66762727 • Fax No. 022 66762737

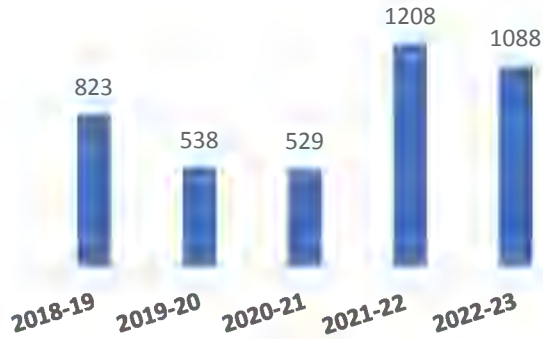
Email : investors@johncockerillindia.com

Website : www.johncockerillindia.com

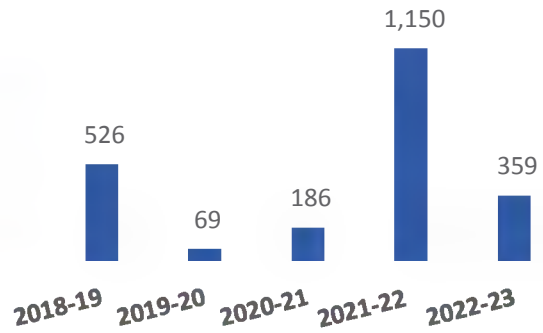
37<sup>th</sup> Annual General Meeting on  
Wednesday, July 26, 2023 at  
2.30 p.m. at Mehta House, Plot No.  
64, Road No. 13, MIDC, Andheri (East),  
Mumbai - 400 093

# Financial Highlights

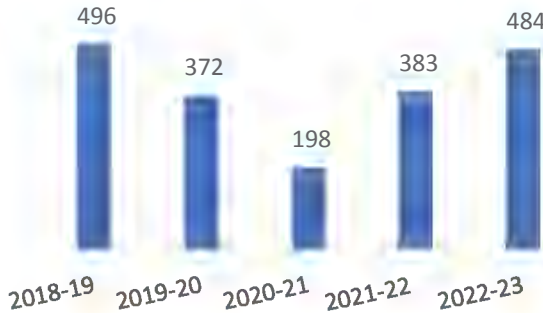
Order Backlog  
(INR crore)



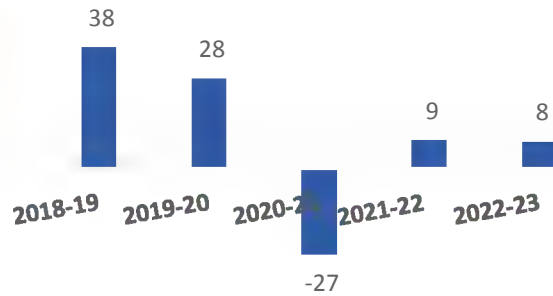
Order Entry  
(INR crore)



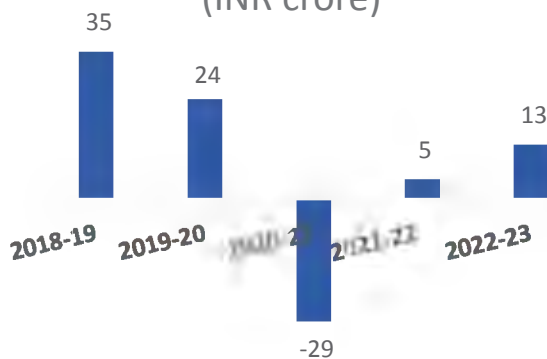
Total Income  
(INR crore)



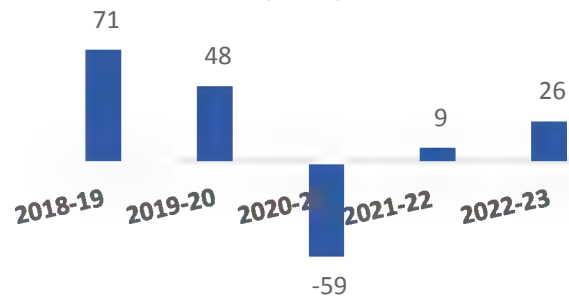
EBITDA  
(INR crore)



PAT  
(INR crore)



Earning Per Share  
(INR)





# Notice

Notice is hereby given that the **Thirty Seventh Annual General Meeting of the Members of John Cockerill India Limited (“the Company”)** will be held on **Wednesday, July 26, 2023 at 2.30 p.m. at Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri (East), Mumbai - 400 093 to transact the following business :**

## ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company including audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares of the Company for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Yves Honhon (DIN 02268831), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Re-appointment of Statutory Auditors and fix their remuneration :**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board, M/s. S R B C & Co. LLP, Chartered Accountants, having Firm Registration No. 324982E/E300003 be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration plus reimbursement of out of pocket expenses, travelling and other expenses, as recommended by the Audit Committee and approved by the Board of Directors in consultation with the Statutory Auditors of the Company.

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

## SPECIAL BUSINESS

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

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

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

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

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

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) and subject to the consents, permissions and sanctions of the Central Government, appropriate and / or concerned authorities and subject to such conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and / or concerned authorities, if required, while granting such approvals, consents, permissions and sanctions and as agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include Nomination and Remuneration Committee) without any further approval of the members of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Michael Kotas (DIN 10053364) as the Managing Director of the Company for a term of 3 (three) years commencing from June 1, 2023, on the terms and conditions as stipulated herein below :

### Remuneration :

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

1. Basic Salary for the first year - ₹ 11,30,000/- (Rupees Eleven Lakhs Thirty Thousand only) per month.
2. Housing : Furnished rent free accommodation or house rent allowance in lieu thereof.

3. City Compensatory Allowance : ₹ 4,32,000/- (Rupees Four Lakhs Thirty Two Thousand only) per month.
4. Education cost for 2 children studying in India or abroad.
5. Expenses on shifting of residence.
6. Other Allowances, Perquisites and Incentive : Subject to overall ceiling as aforesaid, the Managing Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including medical allowance, leave travel allowance and such other allowances, benefits, amenities and facilities, etc. as per the Company's Rules or as may be agreed to between the Board and the Managing Director.
7. The Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company. He will be covered under the Company's Life Insurance under the Company's Group Term Life Insurance policy equivalent to 3 times of fixed annual salary.
8. Performance Link Management Incentive (PLMI) once in a year as per the Company's PLMI policy.
9. Car with driver as per the rules of the Company.
10. Reimbursement towards telecommunications expenses at actuals.
11. The appointment is terminable by giving not less than three months' notice in writing on either party or as may be agreed by the Board.

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

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

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, amend, modify and revise from time to time the terms of remuneration payable to Mr. Michael Kotas as Managing Director, within the above overall limit, as may be deemed appropriate.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to make necessary application(s) to such authorities, as may be required, for seeking its approval and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to seek necessary approvals and settle any questions, difficulties or doubts that may arise in this regard."

#### 7. Approval for Material Related Party Transaction(s) with John Cockerill SA

To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 ("**the Rules**") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill SA, the holding Company and accordingly a 'Related Party' of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill SA, for an aggregate value not exceeding ₹ 100 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms' length pricing basis and in the ordinary course of business.

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

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect."

#### 8. Approval for Material Related Party Transaction(s) with John Cockerill Automation Private Limited

To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (“**the Rules**”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill Automation Private Limited, part of the Promoter Group of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill Automation Private Limited, for an aggregate value not exceeding ₹ 2 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms’ length pricing basis and in the ordinary course of business.

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

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

**9. Approval for Material Related Party Transaction(s) with John Cockerill Trading (Beijing) Company Limited**

To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies

Act, 2013 (“**the Act**”), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (“**the Rules**”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill Trading (Beijing) Company Limited, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill Trading (Beijing) Company Limited, for an aggregate value not exceeding ₹ 50 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms’ length pricing basis and in the ordinary course of business.

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

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

**10. Approval for Material Related Party Transaction(s) with John Cockerill UVK GmbH**

To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (“**the Rules**”) (including any

statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**), which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill UVK GmbH, fellow Subsidiary Company and accordingly a 'Related Party' of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill UVK GmbH, for an aggregate value not exceeding ₹ 10 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms' length pricing basis and in the ordinary course of business.

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

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect."

**11. Approval for Material Related Party Transaction(s) with John Cockerill Industry Americas Inc.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (**"the Rules"**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required

and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**), which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and John Cockerill Industry Americas Inc., fellow Subsidiary Company and accordingly a 'Related Party' of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and John Cockerill Industry Americas Inc., for an aggregate value not exceeding ₹ 25 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms' length pricing basis and in the ordinary course of business.

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

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect."

**12. Approval for Material Related Party Transaction(s) with CMI Energy France SAS**

To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**), as amended from time to time, provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (**"the Rules"**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s), as may be required and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as

“the Board”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and CMI Energy France SAS, fellow Subsidiary Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as detailed in the Explanatory Statement and as may be mutually agreed between the Company and CMI Energy France SAS, for an aggregate value not exceeding ₹ 2 crores during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arms’ length pricing basis and in the ordinary course of business.

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

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

**13. To consider and ratify the remuneration payable to Cost Auditor for the financial year 2023-24**

To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force) and as approved by the Board of Directors, on the recommendations of the Audit Committee, the remuneration of ₹ 2,70,000/- (Rupees Two Lakhs Seventy Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit) be paid to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294) appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2023-24 be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all

acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Haresh Vala**  
Company Secretary

Mumbai  
May 25, 2023

**Registered office :**

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

**Tel. No.:** 022-66762727 | **Fax No.:** 022-66762737/38

**CIN:** L99999MH1986PLC039921

**Email:** investors@johncockerillindia.com

**Website:** www.johncockerillindia.com

**NOTES :**

- A Member entitled to attend and vote at the Annual General Meeting (“AGM” / “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.** Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.

**A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) per-cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or member. The holder of the proxy shall prove his / her identity at the time of attending the AGM.**

- Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative(s) to attend and vote on their behalf at the AGM.
- 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.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the business under Item Nos. 5 to 13 set out above and the relevant details of the Directors seeking appointment / re-appointment at this AGM as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the Secretarial Standard on General Meetings issued by The Institute of the

Company Secretaries of India (“**SS-2**”) are annexed hereto. Requisite declarations have been received from the Directors seeking appointment / re-appointment.

6. In compliance with the Circulars issued by Ministry of Corporate Affairs (“**MCA**”) and Securities and Exchange Board of India (“**SEBI**”), this Notice calling the AGM together with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants (“**DPs**”) for communication purpose unless any Member has requested for a physical copy of the same. Members whose email address is not registered with the Company / DPs, physical copies of the Notice and Annual Report 2022-23 are being sent by the mode permitted under the Act. Members may also note that the Notice and Annual Report 2022-23 has also been uploaded on the website of the Company at [www.johncockerillindia.com](http://www.johncockerillindia.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. The Register of Members and Share Transfer Books of the Company will remain closed from July 21, 2023 to July 26, 2023, both days inclusive, for determining the names of the members eligible for dividend on the Equity Shares, if declared at the AGM.
8. Dividend of ₹ 5/- per equity share of face value of ₹ 10/- each for the year ended March 31, 2023, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on July 20, 2023 as per the downloads furnished to the Company by the Depositories for this purpose and in physical mode, if their names appear in the Company’s Register of Members as on July 20, 2023.
9. The dividend, if approved, will be paid by crediting into the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those members holding shares in electronic form / demat. In respect of members holding shares in physical form or in case of ECS, NECS or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.
10. The Company’s Registrar & Transfer (“**R & T**”) Agent for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited, having their office premises at Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400 093. Their registered email address is [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
11. For receiving all communication (including Annual Report) from the Company electronically :
  - (a) Members holding share(s) in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the R & T Agent at their registered email address or by sending mail to [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com); and
  - (b) Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DPs.
12. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, and other documents as referred in the Notice are available for inspection by the Members at the Registered office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.
14. Members holding shares in single name are advised to avail the facility of nomination in respect of the shares held by them pursuant to the provisions of Section 72 of the Act. Members holding the shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the R & T Agent of the Company. Members holding the shares in electronic mode may contact their respective DPs for availing this facility.
15. MCA has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (“**IEPF Rules**”). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (“**IEPF**”) Authority. The IEPF Rules also mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.
16. Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Investors Section available on the website of the Company and is also available on the website of the R & T Agent. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and

transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its R & T Agent for assistance in this regard.

20. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S R & T AGENT.**

21. The Company has made special arrangement with the R & T Agent for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast their vote electronically.

22. **Process for registration of e-mail addresses :**

The process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows :

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

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

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

23. Members are requested to address all correspondences, including shareholding related documents and dividend matters to the Company's R & T Agent.

24. Members holding the shares in dematerialised form are requested to intimate the change of bank mandates, address, name, bank details, nomination, e-mail address, etc., if any, to their respective DPs.

25. Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, address, e-mail address, telephone number, bank details to the Company's R & T Agent in

prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Investors Section on the Company's website and is also available on the website of the R & T Agent at [www.bigshareonline.com](http://www.bigshareonline.com).

26. Non-Resident Indian Members are requested to immediately inform the Company or its R & T Agent or the concerned DP, as the case may be, about the change in residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished earlier.

27. Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company at least seven days before the date of the AGM, to enable the management to keep the information ready at the AGM.

28. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and National Holidays, up to the date of the AGM and also at the AGM.

29. A brief resume of each of the Directors proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, name of the Companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors *inter se* as stipulated under Regulation 26 and 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of SS-2 on General Meetings, are provided as Appendix A to the Notice.

30. **Voting through electronic means :**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Rules made thereunder, as amended from time to time, Regulation 44 of the Listing Regulations and SS-2, read with the circular of SEBI on e-Voting Facility provided by the Listed Entities dated December 9, 2020, the Company is providing its members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

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

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

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

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

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon the expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, July 20, 2023 (“**cut-off date**”). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person who is not a Member of the Company as on the cut-off date, should treat the Notice for information purpose only.

The Board of Directors of the Company has appointed M/s. I. Qureshi & Associates, Practicing Chartered Accountants (Membership No. 036915) as the Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

#### Information and Instructions relating to e-voting

##### How to vote electronically using NSDL e-voting system?

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

##### Step 1 : Access to NSDL e-voting system

##### A) Login method for e-voting for individual shareholders holding securities in demat mode





In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed Companies, e-voting process has been enabled to all the individual shareholders holding securities in demat mode, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

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

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

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>a. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>b. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section.</li> <li>c. A new Section will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>d. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>e. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>f. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>. Please follow steps given above in points ‘a to e’.</li> </ol>
	<ol style="list-style-type: none"> <li>2. <b>e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>a. 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.</li> <li>b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</li> <li>c. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>d. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>



Type of shareholders	Login Method
	<p>3. Shareholders can also download NSDL Mobile App 'NSDL Speede' facility for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest, the user will also be able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on Company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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

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

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

**B) Login method for shareholders other an individual shareholder holding securities in demat mode and shareholders holding securities in physical mode**

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

- Visit the e-Voting website of NSDL by opening your web browser and type the following URL : <https://www.evoting.nsd.com/> either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" available under 'Shareholder' / 'Members' section.
- A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services, i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on 'e-Voting' and proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

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

5. Password details for shareholders other than individual shareholders are given below :
  - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you by NSDL from your mailbox. Open the e-mail and open the attachment (it will be a .pdf file). The password to open the file is your 8 digit Client ID for your NSDL account, the last 8 digit of CDSL Client ID or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail address is not registered, please follow the detailed procedure with registration of e-mail address as mentioned in Note No. 22 of this Notice.
6. If you are unable to retrieve or have not received your 'initial password' or have forgotten your password :
  - a) Click on the '**Forgot User Details / Password?**' (for those holding shares in demat accounts with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) Click on '**Physical User Reset Password?**' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.
2. Select the 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
5. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

#### General guidelines for shareholders :

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [iqreshiassociates@yahoo.co.in](mailto:iqreshiassociates@yahoo.co.in) or [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Asst. Vice President – NSDL or Mr. Sanjeev Yadav, Asst. Manager – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
4. The facility for ballot / polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.
5. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
6. The voting rights of the members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. July 20, 2023.
7. Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is

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

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

1. After successful login at Step 1, you will be able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.

already registered with NSDL for remote e-voting, then he / she can use his / her existing User ID and password for casting their vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of individual shareholders holding shares in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 20, 2023 may follow steps mentioned under "Access to NSDL e-voting system".

8. The Scrutinizer shall after the conclusion of voting at the AGM, first scrutinize the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or the Managing Director, who shall countersign the same and declare the result of the voting forthwith.
9. The Results of voting shall be declared within two working days of the conclusion of the AGM of the Company and subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. July 26, 2023.
10. The Results declared along with the consolidated Scrutinizer's Report will be available on the Company's website at [www.johncockerillindia.com](http://www.johncockerillindia.com) and on NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to BSE Limited.

**Process for those shareholders whose email address are not registered with the Depositories for procuring User ID and password and registration of email address for e-voting for the resolutions set out in this Notice :**

1. In case, shares are held in physical mode, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar card) by email to [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com) and [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
2. In case, shares are held in demat mode, please provide DP ID – Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar card) by email to [investors@johncockerillindia.com](mailto:investors@johncockerillindia.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 / member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

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## ANNEXURE TO THE NOTICE

### Re-appointment of Mr. Yves Honhon as Director

Mr. Yves Honhon (DIN 02268831), Non-Executive Director of the Company, retires by rotation and being eligible, has offered himself for re-appointment.

### The information in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings (SS-2):

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

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

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

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

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

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

Save and except Mr. Honhon, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 3 of the Notice.

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

### ITEM NO. 4

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

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

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

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

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

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

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

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

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

### ITEM NOS. 5 AND 6

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

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

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

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

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

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

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

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

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

Mr. Michael Kotas has strong leadership qualities and has grown well in his career. His geographical exposure covers India and overseas markets enabling him to gain hands-on exposure of cross-cultural working. He has contributed significantly towards

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

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

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

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

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

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

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

The approval of the members is sought for his remuneration in the manner stipulated in Section II of Part II of Schedule V of the Act. Schedule V of the Act permits the Companies to pay managerial remuneration in excess of the limits stipulated in Section 197 of the Act subject to satisfaction of certain conditions prescribed therein.

The statement as required under Section II of Part II of Schedule V of the Act is given below :

<b>I. General Information</b>					
1.	Nature of Industry	The Company is engaged in the business of designing, manufacturing and installation of cold rolling mills, galvanizing lines, colour coating lines, tension levelling lines, skin pass mills, acid regeneration plants, wet flux lines and pickling lines for ferrous and non-ferrous industries worldwide.			
2.	Date or expected date of commencement of commercial production	May 28, 1986			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>	<b>2020-21</b>
		(₹ in lakhs)			
		Revenue from Operations (Net)	48,3870.20	38,278.44	19,805.83
		Other Income	1,661.11	645.17	229.81
		Total Revenue	50,031.31	38,923.61	20,035.64
		Profit / (Loss) before depreciation, finance cost and tax	2,325.63	1,593.91	(2,498.90)
	Profit / (Loss) after tax	1,288.54	464.02	(2,906.21)	
5.	Foreign investments or collaborations, if any	Except the shareholding of John Cockerill SA, parent Company, which holds 75% of the Company's equity capital, the Company does not have any foreign direct investment or collaboration.			
<b>II. Information about the Appointee :</b>					
1.	Background details	A brief profile of Mr. Michael Kotas is given herein above.			
2.	Past remuneration	The remuneration drawn by Mr. Michael Kotas in his earlier Company during the past 2 (two) years is as follows :			
		Year	₹ in lakhs		
		2022-23	288.44		
	2021-22	233.00			
3.	Recognition or awards	Nil			

4.	Job profile and his suitability	<p>Mr. Michael Kotas has strong leadership qualities and has grown well in his career. His geographical exposure covers India and overseas markets enabling him to gain hands-on exposure of cross-cultural working. He has contributed significantly towards effective business decisions, as well as developing and shaping up professional teams in his previous roles and he has displayed strong functional capabilities combined with leadership and drive to achieve business outcomes.</p> <p>Mr. Kotas specialises in Strategy Development, Marketing Management, Technology Management, Manufacturing Management, New Business Development and Leadership Development.</p>
5.	Remuneration proposed	The remuneration proposed is set out in the resolution at Item No. 6.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	While deciding the remuneration payable to Mr. Kotas, the Nomination and Remuneration Committee and the Board <i>inter alia</i> considered the compensations levels for similar positions in the Engineering industry and comparable organisations and have considered the proposed levels as appropriate and reasonable.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the present / proposed remuneration, Mr. Michael Kotas does not have any other pecuniary relationship with the Company or relationship with any of the managerial personnel.
<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	<ul style="list-style-type: none"> <li>- Economic slowdown in Indian and global market</li> <li>- Lower margins on projects under execution due to highly competitive environment</li> <li>- Slower growth in the order entries due to volatile business environment.</li> </ul>
2.	Steps taken or proposed to be taken for improvement	All efforts are now being focused on to improve order book by sourcing new orders from domestic as well as overseas customers and improving operational efficiency. The manufacturing facilities have been restructured for better productivity and cost-savings. Greater emphasis is placed on optimisation of various processes to improve operational efficiency across the Company. These proactive steps are aimed at improving profitability in the face of a challenging environment in the steel industry.
3.	Expected increase in productivity and profits in measurable terms	The Company has turned around in the recent months; barring unforeseen circumstances, the Company hopes to increase the revenue and profits significantly, with improved margins in the years to come.

**Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") regarding Director seeking appointment / re-appointment**

**Mr. Michael Kotas**

Age	50 years
Qualifications	Business Administration from HSB Hochschule Bremen – City University of Applied Sciences. Master's Degree in Business Administration from ESSEC Business School and Mannheim Business School
Experience	22 years
Terms and conditions of appointment	<p>Tenure of the appointment of Mr. Michael Kotas as Managing Director shall be for a period of 3 (three) years w.e.f. June 1, 2023.</p> <p>The Managing Director will be employed on whole time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the permission of the Board.</p> <p>The Managing Director shall be entitled to such other privileges, allowances, facilities and amenities in accordance with the rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act.</p> <p>He will cease to be a Director on cessation of his employment with the Company.</p> <p>The appointment shall be governed by Sections 196, 197, 203 read with Schedule V of the Act and Rules made thereunder.</p> <p>The separation from this engagement could be effected by either side by giving three months' notice.</p>

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

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules framed thereunder, the approval of the members is sought on the resolution set out at Item No. 6 of this Notice.

In accordance with the said resolution, within the aforesaid limits, the amount of salary package, perquisites / benefits and performance linked incentive payable to Mr. Kotas (including the types and amount of each type of Perquisites / Benefits / Allowances) will be decided by the Board of the Directors and / or Nomination and Remuneration Committee, at such time or times, as it may deem fit, in its sole and absolute discretion.

Your Directors recommend Resolution No. 6 as a Special Resolution for approval by the members of the Company.

Save and except for Mr. Michael Kotas, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 and 6 of the Notice.

#### ITEM NOS. 7 TO 12 :

##### Approval for Material Related Party Transactions

The Group has adopted the strategy of “One Metals” whereby multiple Business Units collaborate with one another, with clearly identified scope-lines. The Company is considered as the Indian hub integral to the vision of the Group’s strategy. This has helped the Company to get substantial orders from the parent Company, John Cockerill SA and other Related Parties.

The projects with John Cockerill SA will help the Company to establish itself in some of the countries which are viewed as having high potential for the products of the Company and where the Company has not done business in the past. Also, some of the projects will enable the Company to enter into business territories which were hitherto not explored by the Group and establish new references which will also help grow its business in its traditional markets like India, Africa and South East Asia. The scope of such collaborative efforts could include joint marketing, joint engineering and design, joint manufacture and also assist mutually in erection, commissioning, etc. in various geographies of the world.

The Company has entered into Brand Fee Agreement with John Cockerill SA for the payment of brand fees @ 0.6% of the external sales and Referral and Technical Royalty Fees Agreement with John Cockerill SA for the payment of up to 3% referral and technical royalty fees on those portions of contracts assigned to the Company through John Cockerill SA. In terms of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (“the Listing Regulations”), as amended from time to time, approval of the members of the Company is required for payment of brand usage or royalty when it exceeds 2% of the annual consolidated turnover of the Company as per the last audited financial statements.

Section 188 of Companies Act, 2013 (“the Act”) read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, prescribes certain procedure for approval of related party transactions. Regulation 23 of the Listing Regulations, states that effective from April 1, 2022, all Material Related Party Transactions (“RPT”) and subsequent material modifications shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at an arms’ length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Since the aggregate value of the RPTs of the Company with various Related Parties is expected to exceed the threshold of 10% of the turnover of the Company during the financial year 2023-24, the Company is approaching the members for approval of the material RPTs.

The value of RPTs with various Related Parties for the financial year 2023-24 from April 1, 2023 till the date of this Notice has not exceeded the threshold limit and the Company will ensure that the same does not exceed the said threshold up to the date of this AGM i.e. July 26, 2023.

The members may note that entering into RPTs is a common practice amongst Companies to optimise synergies, They allow sharing of resources including material, production capacity, talent, knowledge, etc. and serve in the best interest of the stakeholders of such Companies, as long as the same are done on an arms’ length basis and in the ordinary course of business to enhance shareholders’ value. The Company foresees significant benefits accruing to it through its collaboration with John Cockerill SA and other Related Parties and hence the material RPTs are recommended for approval of the members.

The quantum of the benefits realised by the Company from these RPTs are subject to multiple variables including market circumstances, demand and supply, seasonal and geographical variations and other external conditions that will impact each Company’s ability to realise synergy benefits. Hence, while the objective is to ensure equitable sharing of benefits between the Related Parties, the quantum of benefits realised by each Related Party may vary based on time, market conditions and opportunities.

The Management has provided the Audit Committee with relevant details of the proposed RPTs including material terms. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has

noted that the said transaction(s) will be at arms' length basis and will be in the ordinary course of business. The RPTs carried out with the Related Parties will be reported on a quarterly basis to the Board of Directors of the Company (including the Audit Committee of the Board).

#### Item No. 7

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

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill SA
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	John Cockerill SA is the Holding Company and holds 74.89% of the issued and paid-up capital of the Company.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with John Cockerill SA for sale and purchase of goods, supply of services and reimbursement of expenses for the joint projects under the leadership of John Cockerill SA. The projects will allow the Company to establish its competitiveness in markets where due to language or reference, the Company has no reach. The Company and John Cockerill SA have entered into :- a. Brand Fee Agreement for the payment of brand fees @ 0.6% of the external sales; and b. Referral and Technical Royalty Fees Agreement for the payment of up to 3% fees on those portions of contracts assigned to the Company through John Cockerill SA. The aggregate value of the RPTs with John Cockerill SA will not exceed ₹ 100 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 100 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	20.67%
2.	Justification for the proposed RPTs	The projects will allow the Company to establish its competitiveness in markets where due to language barriers or non-availability of past references, the Company is not able to reach out to potential customers on its own. The transactions are also aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	



Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill SA
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	Mr. Yves Honhon is a Common Director in the Company and John Cockerill SA. Mr. Sebastien Roussel, Director of the Company is an employee of John Cockerill SA. Their interest or concern or that of their relatives is limited only to the extent of their Directorship / employment position in the Company and John Cockerill SA.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material RPTs is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 7 as an Ordinary Resolution for approval by the unrelated members of the Company.

Save and except Mr. Yves Honhon, Director of John Cockerill SA and Mr. Sebastien Roussel, employee of John Cockerill SA and, both by virtue of their respective positions in the Group, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 7 of the Notice.

#### Item No. 8

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

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Automation Private Limited ("JC Auto")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC Auto is a part of the Promoter Group and holds 0.11% of the issued and paid-up capital of the Company. JC Auto is also a fellow subsidiary of the Company.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC Auto for sale and purchase of goods, supply of services and reimbursement of expenses.  The aggregate value of the RPTs with JC Auto will not exceed ₹ 2 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 2 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	0.41%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Automation Private Limited (“JC Auto”)
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	Mr. Sebastien Roussel and Mr. Vivek Bhide, Directors of the Company are also Directors of JC Auto. Their interest or concern or that of their relatives is limited only to the extent of their Directorship in the Company and JC Auto.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material RPTs is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and JC Auto and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

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

Save and except Mr. Sebastien Roussel and Mr. Vivek Bhide, Directors of JC Auto, both by virtue of their Directorship in the Company and JC Auto, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 8 of the Notice.

#### Item No. 9

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

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Trading (Beijing) Company Limited (“JC Beijing”)
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC Beijing is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of JC Beijing.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC Beijing for sale and purchase of goods, supply of services and reimbursement of expenses.  The aggregate value of the RPTs with JC Beijing will not exceed ₹ 50 crores during the financial year 2023-24.

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Trading (Beijing) Company Limited ("JC Beijing")
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 50 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	10.34%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments :  - Nature of indebtedness  - Cost of funds  - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and JC Beijing.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material RPTs is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 9 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 9 of the Notice.

#### Item No. 10

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

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill UVK GmbH ("JC UVK")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC UVK is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of JC UVK.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC UVK for sale and purchase of goods, supply of services and reimbursement of expenses.  The aggregate value of the RPTs with JC UVK will not exceed ₹ 10 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 10 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	2.07%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and JC UVK.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material RPTs is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 10 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 10 of the Notice.

#### Item No. 11

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

Sr. No.	Particulars	Details of proposed RPTs between the Company and John Cockerill Industry Americas Inc. ("JC Americas")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	JC Americas is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of JC Americas.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with JC Americas for sale and purchase of goods, supply of services and reimbursement of expenses.  The aggregate value of the RPTs with JC Americas will not exceed ₹ 25 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 25 crores.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	5.17%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments :  - Nature of indebtedness  - Cost of funds  - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms' length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and JC Americas.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material RPTs is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 11 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 11 of the Notice.

#### Item No. 12

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

Sr. No.	Particulars	Details of proposed RPTs between the Company and CMI Energy France SAS (“CMI France”)
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	CMI France is a fellow Subsidiary of the Company and John Cockerill SA holds 100% of the capital of CMI France.
b.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company will enter into contracts with CMI France for sale and purchase of goods, supply of services and reimbursement of expenses.  The aggregate value of the RPTs with CMI France will not exceed ₹ 2 crores during the financial year 2023-24.
c.	Tenure of the proposed RPTs	Upto March 31, 2024
d.	Value of the proposed RPTs	Estimated amount upto ₹ 2 crores.
e.	Percentage of the Company’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	0.41%
2.	Justification for the proposed RPTs	The transactions are aimed at achieving synergies and economies of scale, reduce operational costs, strengthen sustainability, etc. The transactions are under the strategy of “One Metals” whereby multiple Business Units collaborate with one another, with clearly identified scope-lines to optimise the capacity utilisation.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	
a.	Details of source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : - Nature of indebtedness - Cost of funds - Tenure	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs.	
4.	A copy of the valuation or other external party report, if any such report has been relied upon	The pricing mechanism for the RPTs would be as per arms’ length criteria based on the market price or alternative pricing method of relevant materials and / or services. The transactions do not contemplate any valuation.
5.	Name of the Director or KMP who is related, if any	There are no common Directors or KMP in the Company and CMI France.
6.	Any other information that may be relevant	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material RPTs is sought from the members. Accordingly, all Related Parties of the Company, including, among others, John Cockerill SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Based on the recommendations of the Audit Committee, your Directors recommend Resolution No. 12 as an Ordinary Resolution for approval by the unrelated members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 12 of the Notice.

#### **ITEM NO. 13**

##### **Ratification of remuneration payable to the Cost Auditor**

The Company is required, under the provisions of Section 148(3) of the Companies Act, 2013 ("**the Act**"), read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records conducted by a Cost Accountant in practice.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on May 25, 2023, had approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai (Firm Registration No. 00294) as Cost Auditor to conduct the audit of the cost accounting records of the Company for the financial year 2023-24.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the members of the Company.

The Board, subject to ratification by the members, has approved remuneration of ₹ 2.70 lakhs (previous year ₹ 2.70 lakhs) plus reimbursement of out-of-pocket expenses, for conducting the cost audit for the financial year 2023-24.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 13 of the Notice for ratification of the remuneration payable to the Cost Auditor, as above.

Your Directors recommend Resolution No. 13 as an Ordinary Resolution for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 13 of the Notice.

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

**Haresh Vala**  
Company Secretary

Mumbai  
May 25, 2023

##### **Registered office :**

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

**Tel. No.:** 022-66762727 | **Fax No.:** 022-66762737/38

**CIN:** L99999MH1986PLC039921

**Email:** investors@johncockerillindia.com

**Website:** www.johncockerillindia.com

**Details of the Directors proposed to be appointed / re-appointed pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (SS-2)**

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



# Directors' Report

Dear Members,

Your Directors are pleased to present the Thirty Seventh Annual Report of John Cockerill India Limited ("the Company") on the business and operations of the Company, together with the audited financial statements for the year ended March 31, 2023.

## FINANCIAL PERFORMANCE

(₹ in lakhs)

Particulars	Financial Year 2022-2023	Financial Year 2021-2022
<b>Total Income</b>	<b>50,031.31</b>	38,923.61
Profit before depreciation and amortisation expense, finance costs and tax expense	<b>2,325.63</b>	1,593.91
Less :		
Depreciation and amortisation expense	<b>514.75</b>	466.17
Finance costs	<b>193.16</b>	684.82
<b>Profit / (Loss) before Tax</b>	<b>1,617.72</b>	442.92
Less : Tax expense :		
Current tax	<b>59.00</b>	(7.75)
Deferred tax	<b>270.18</b>	(13.35)
<b>Profit / (Loss) for the year</b>	<b>1,288.54</b>	464.02
Other comprehensive income for the year, net of tax	<b>15.81</b>	39.68
Total comprehensive income for the year	<b>1,304.35</b>	503.70

## HIGHLIGHTS OF THE FINANCIAL PERFORMANCE AND STATE OF COMPANY'S AFFAIRS

### Financial and Operational Performance

Multiple factors, such as COVID-19 pandemic, Ukraine war and resulting food and energy crisis, surging inflation, debt tightening, as well as the climate emergency, battered the world economy in 2022. Amid high inflation, aggressive monetary tightening and heightened uncertainties, these events slowed the pace of economic recovery from the COVID-19 crisis, threatening several countries with fears of recession in 2023. Growth momentum significantly weakened in the United States, the European Union and other developed economies in 2022, adversely impacting the rest of the global economy through a number of channels.

Tightening global financial conditions coupled with a strong dollar exacerbated fiscal and debt vulnerabilities in developing countries. Over 85 per cent of central banks worldwide tightened monetary policy and raised interest rates in quick succession since late 2021, to tame inflationary pressures and avoid a recession.

In spite of such unfavourable conditions, your Company has delivered reasonably good performance during the year :

- Starting the year with a healthy order backlog, your Company could focus on execution and significantly ramped up its capacity utilisation which was a major challenge in the last 2 years.
- The revenue from operations grew 26% from ₹ 382.78 crores in financial year 2021-22 to ₹ 483.70 crores in financial year 2022-23.
- Operating profit (PBDIT) has increased 35% from ₹ 15.93 crores in financial year 2021-22 to ₹ 23.26 crores in financial year 2022-23.
- The Company received new orders worth ₹ 359 crores during the year.

### Global Outlook

The world economic outlook for 2023 is cautiously optimistic but remains uncertain due to various ongoing challenges that continue to impact the global economy. The International Monetary Fund (IMF) predicts that the global economy will grow by 4.9% in 2023, up from an estimated growth of 4.4% in 2022. However, this projection is subject to numerous risks that could derail the recovery. The gross domestic product (GDP) growth rate is expected to continue its upward trajectory, with advanced economies projected to grow by 4.2% and emerging market and developing economies by 5.2%. Inflation is another key indicator to watch in 2023. While central banks worldwide have kept interest rates low to support the economic recovery, inflation has spiked in many countries due to supply chain disruptions and rising energy and commodity prices. The IMF predicts that inflation will remain elevated in advanced economies at 2.4% in 2023 but could rise to 4.4% in emerging market and developing economies, which could undermine growth.

Rising interest rates and the war in Ukraine continue to weigh on economic activity. China's recent reopening has paved the way for a faster-than-expected recovery. Global real GDP is forecasted to grow by 2.2% in 2023, down from 3.3% in 2022. Most of the weakness could be concentrated in Europe and Latin America. However, Asian economies are expected to drive most of global growth in 2023, as they benefit from ongoing reopening dynamics and less intense inflationary pressures compared to other regions.

### India Outlook

India's economy is recovering from the pandemic, supported by infrastructure investment and the resilience of the agriculture sector. The government's National Infrastructure Pipeline aims to boost economic growth and job creation. While unemployment rates remain an area of concern, the overall economic business climate remains positive.

In contrast to the global outlook, there are opportunities for the world to invest in emerging market like India given the need for both physical and digital infrastructure to support its sizable and young labour force. Keys to ensuring growth over the longer term include developing new lines of business; strengthening corporate governance; embracing digital transformation and automation; recruiting talent with new skills that are not currently tapped. India's growth continues to be resilient despite some signs of moderation. The government's focus on reforms and investment in infrastructure is expected to drive economic growth, with the IMF projecting GDP growth of 6.9% in 2023. However, the growth is expected to be constrained by slower consumption growth and challenging external conditions. Rising borrowing costs and slower income growth will weigh on private consumption growth, and government consumption is projected to grow at a slower pace due to the withdrawal of pandemic-related fiscal support measures.

The steel sector in India continues to be fast growing, in-demand and robust sector. While the pandemic and global export / import circumstances did cause the sector to slow down for a while, recent development is bringing the sector back to its glory. Today, the Indian steel industry ranks second in global production. The rising demand for affordable housing, infrastructure development and construction projects, has led to a pan-India need for steel. Increased focus on urban development, logistics parks and industrial corridors are all adding to the improved demand for finished steel and steel as a raw material. The Ministry of Steel signed 57 MoUs with 27 companies for specialty steel under the PLI scheme (Production Linked Incentive). Under the scheme, the Government has approved a sum of ₹ 6,322 crores for steel sector growth. Apart from creating new jobs and contributing to making India the third largest economy globally (by 2030-31), the scheme aims to create an additional capacity of 25 MT of specialty steel in the next five years. Further, initiatives like Green Steel and Hydrogen Mission would open up new investments in the sector.

In line with these positive factors during the year, your Company won new orders worth ₹ 359 crores and added a new customer to its portfolio. As on March 31, 2023, the order backlog is in excess of ₹ 1,000 crores. The Company is in discussions with various customers for further new opportunities.

### **Business Development**

Your Company remains firmly integrated in John Cockerill Industry Metals product and growth strategies and supports investment projects in virtually all regions of the world, either through standalone proposals or in collaboration with other John Cockerill Group entities.

Thanks to its geographic location, India is an ideal hub for tapping into the further development of business in South-East-Asia and is supported in this endeavour through dedicated business development resources located strategically in several of these markets.

Furthermore, your Company plays a vital role in supporting the marketing and sale of products from the Group's innovation pipeline having reached market maturity, and which are expected to play an increasingly dominant role in the Company's future market offering, among those technologies that represent new technological standards in metals coating or in decarbonization of thermal processes in the steel production process. Along with a refined approach in services and after-sales, as well as a continued emphasis on its automation capabilities, your Company is well positioned in its segment.

### **Material changes affecting the Company**

There have been no material changes and commitments affecting the financial position of the Company which has occurred between the end

of the financial year to which the financial statements related to and date of this report. There has been no change in the nature of business of the Company.

### **DIVIDEND**

Your Directors have recommended a final dividend of ₹ 5/- per equity share having face value of ₹ 10/- each amounting to ₹ 246.89 lakhs for the financial year 2022-23, subject to the approval of the members at the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company. The Tax Deducted at Source ("TDS") will be deducted by the Company, wherever applicable, as per the provisions of the Income Tax Act, 1961. In the previous year, your Company paid a dividend of ₹ 2/- per equity share having face value of ₹ 10/- each.

Considering sufficiency, your Directors do not propose to transfer any amount to the General Reserve for the year under review.

### **AMENDMENT TO THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

During the year under review, the Company, with the approval of members of the Company through Postal Ballot on March 22, 2023, has amended the Objects Clause of its Memorandum of Association ("MOA") by amending and substituting sub-clause 1 and inserting sub-clauses from 2 to 5. The primary driver of the change is the paradigm shift that has happened in this business sector during the last decade, with increasing applications of new technology, digital tools as well as the desire of the customers to opt for automation, latest technology and digital solutions. Furthermore, with the increasing focus on environmental objectives, the opportunities for the Company to provide solutions in decarbonisation of steel manufacturing process and use of green hydrogen in steel making process have opened up. In addition to this, the Production Linked Incentive (PLI) scheme announced by the Government for specialty steel will provide new opportunities to the Company in this product line.

The existing MOA of the Company was framed in terms of the provisions of the Companies Act, 1956 and with the enactment of the Companies Act, 2013, major parts of the Companies Act, 1956 are no longer in force.

This will enable your Company to carry on other allied and related business activities, linked to our core areas, as suitable to further strengthen its position in the steel industry and endeavour to offer innovative products and services which enhance, access, customer requirements and needs.

The details of Postal Ballot process and results is provided in the Corporate Governance Report, which forms part of this Report. Your Company has filed the necessary forms with the Ministry of Corporate Affairs for the approval of the Registrar of Companies, Mumbai, Maharashtra along with a copy of the amended MOA of the Company.

### **GROUP ACTIVITIES**

John Cockerill SA, the Holding Company is part of the John Cockerill Group having presence in sectors like Energy, Defence, Industry, Environment and Services. The Company is a part of the Industry Sector within the John Cockerill Group.

Your Company continues to have close, collaborative relationship with customers supported by an extended global network of offices aligned with customer locations. John Cockerill Group invests heavily in R & D activities and investments have been made to support long-term profitable growth and extending help to the customers in value creation.

The John Cockerill Group has been extremely supportive of their Indian operations and continues to provide constant support in terms of strategy, technology, research and development, systems, manufacturing, project management, human resources, etc.

## SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

Your Company does not have any Subsidiary, Joint Venture or Associate Company as defined in the Companies Act, 2013. Hence, no details need be provided in Form AOC-1.

In accordance with the provisions of Section 136 of the Companies Act, 2013 ("**the Act**"), the audited financial statements and related information of the Company are available on the website of the Company at [www.johncockerillindia.com](http://www.johncockerillindia.com).

## SHARE CAPITAL

There has been no increase / decrease in the Authorised Share Capital of your Company during the year under review.

The paid-up equity share capital of your Company as on March 31, 2023 continues to be ₹ 493.78 lakhs.

During the year under review, the Company has neither issued any shares (including shares with differential voting rights) nor granted stock options or sweat equity.

## DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014, and as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Joao Felix Da Silva (DIN 07662251), (consequent to his retirement from the services as President of John Cockerill Industry Sector), resigned as the Chairman and Director of the Company with effect from the close of working hours of August 3, 2022. The Board of Directors ("**Board**") places on record its collective unanimous appreciation of the valuable services rendered and contribution made by Mr. Joao Felix Da Silva during his tenure as Chairman of the Company.

The Board at its meeting held on August 2, 2022, on the recommendation of the Nomination and Remuneration Committee ("**NRC**") appointed Mr. Sebastien Roussel (DIN 09663609) as Additional Director of the Company with effect from August 4, 2022. Subsequently, as mandated by Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), the members had, vide resolution passed through Postal Ballot on September 12, 2022, approved the appointment of Mr. Sebastien Roussel as a Non-Executive Director of the Company. The details of Postal Ballot process and results are provided in the Corporate Governance Report, which forms part of this Report. The Board appointed Mr. Sebastien Roussel as the Chairman of the Board with effect from August 4, 2022.

Mr. Jean Gourp (DIN 02268912) has tendered his resignation as a Director of the Company, to take effect from the closing hours of May 31, 2023. The Board wishes to place on record its appreciation of the services rendered by Mr. Gourp during his tenure as Director of the Company.

As a consequence of the elevation of Mr. Vivek Bhide (DIN 02645197), Managing Director of the Company as the President India – John

Cockerill Group, Mr. Bhide has relinquished his position as the Managing Director and continues to be Non-Executive Non-Independent Director of the Company with effect from the closing hours of May 31, 2023. Mr. Bhide had headed the Company during the most difficult times starting with COVID, and (despite several personal problems), has managed and carried the Company forward to achieve good business results, and execution of major prestigious projects. The Board places on record the appreciation for the valuable services, support and guidance rendered by Mr. Vivek Bhide during his tenure as the Managing Director of the Company.

In terms of the Articles of Association of the Company and as recommended by the NRC, the Board at its meeting held on May 25, 2023 appointed Mr. Michael Kotas (DIN 10053364) as an Additional Director with effect from June 1, 2023 in place of Mr. Vivek Bhide, who had relinquished his office as Managing Director with effect from the closing hours of May 31, 2023. The Board of Directors has also, on the recommendation of the NRC, recommended the appointment of Mr. Michael Kotas as the Managing Director (Key Managerial Personnel) of the Company with effect from June 1, 2023 for a term of three consecutive years, subject to the approval of the members at the 37<sup>th</sup> Annual General Meeting and the Central Government. Mr. Michael Kotas holds office as Additional Director up to the date of the forthcoming Annual General Meeting ("**AGM**") and is eligible for the proposed appointment.

Appointment of Mr. Michael Kotas, being an overseas citizen, and a non-resident in India, is subject to the approval of the Central Government. Mr. Michael Kotas fulfils the criteria provided in the policy of the Company including his qualification, experience, background, expertise, proficiency and integrity. The necessary resolutions for his appointment are being placed before the members for approval. The Board recommends the appointment of Mr. Michael Kotas for the approval of the members at the forthcoming AGM.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Yves Honhon (DIN 02268831), Non-Executive Director of the Company is liable to retire by rotation at the forthcoming AGM of the Company and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment.

Detailed profile of the Directors seeking appointment / re-appointment along with other necessary details as required, are provided in the Notice of the Thirty Seventh AGM of the Company.

Apart from the aforesaid changes, there are no changes in the Directors and Key Managerial Personnel of the Company. The details of the number and dates of meetings held by the Board and its Committees, attendance of Directors and remuneration paid to them are given separately in the Corporate Governance Report which forms a part of this Report.

All the Independent Directors of your Company have submitted the declaration confirming that they meet the criteria of independence as prescribed under the Act and the Listing Regulations and are not disqualified from continuing as Independent Directors and that their names have been included in the data bank of Independent Directors as prescribed under the Act. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, expertise and experience (including the proficiency) and they hold highest standard of integrity. The Independent Directors have confirmed compliance with the relevant provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

As per the provisions of Schedule IV to the Act, the Independent Directors of the Company held a separate meeting on January 30, 2023

without the presence of the Chairman, Managing Director, other Non-Independent Directors or any other managerial personnel.

An annual evaluation has been made by the Board of Directors of its own performance and that of its Committee and individual Directors and the reference to such performance evaluation of Directors, Board and its Committees are available in the Corporate Governance Report, which forms an integral part of this Report.

The Board and the NRC has confirmed that the performance evaluation was completed during the year under review.

The Chairman held a one-on-one meeting with each of the individual Independent Directors as a part of self-appraisal and peer-group evaluation; the engagement and impact of individual Director was reviewed on parameters such as attendance, knowledge and expertise, inter-personal relationship, engagement in discussion and decision-making process, actions oriented and others. The Directors were also asked to provide their valuable feedback and suggestions on the overall functioning of the Board and its Committees and the areas of improvement for a higher degree of engagement with the Management.

In terms of the Listing Regulations, your Company conducts the Familiarisation Program for the Directors about their roles, rights and responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company, etc., through various initiatives. The details of the same are available on the Company's website at [www.johncockerillindia.com](http://www.johncockerillindia.com), and also referred to in detail in the Corporate Governance Report.

### Key Managerial Personnel

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons are acting as Key Managerial Personnel ("KMP") of the Company as on March 31, 2023 :

i)	Mr. Vivek Bhide	Managing Director
ii)	Mr. Kiran Rahate	Chief Financial Officer
iii)	Mr. Haresh Vala	Company Secretary

Mr. Michael Kotas has been appointed as Managing Director and Key Managerial Personnel in place of Mr. Vivek Bhide with effect from June 1, 2023.

### Remuneration Policy

On the recommendation of NRC, the Company has formulated, amongst others, a policy on the remuneration of the Directors, Key Managerial Personnel and Senior Management employees. The details of the Remuneration Policy are mentioned in the Corporate Governance Report and are also placed on the website of the Company at [www.johncockerillindia.com](http://www.johncockerillindia.com)

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Act, your Directors confirm that, to the best of their knowledge and belief :

- that in the preparation of the annual accounts, the applicable Accounting Standards have been followed and there are no material departures from the same;
- that such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent, so as to give a true and fair view of

the state of affairs of the Company as at the end of the financial year and of the Statement of Profit and Loss and Cash Flow of the Company for the year ended on that date;

- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a 'going concern' basis;
- that proper internal financial controls are in place and that such internal financial controls are adequate and were operating effectively; and
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and are adequate and operating effectively.

### MEETINGS OF THE BOARD

5 (five) Meetings of the Board of Directors of your Company were held during the year 2022-23 on May 26, 2022, August 2, 2022, November 9, 2022, January 31, 2023 and February 7, 2023. The particulars of the meetings held and attendance of the Directors in the meetings are detailed in the Corporate Governance Report. The intervening gaps between the meetings were within the limits prescribed under the Act and the Listing Regulations.

### COMMITTEES OF THE BOARD

The Company has duly constituted the Committees required under the Act read with the applicable Rules made thereunder and the Listing Regulations, and also a few other Committees— though not mandatory. As on March 31, 2023, the following Committees of the Board were functional :

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Committee for Finance and Operations

The details with respect to the composition of the Committees, their terms of reference and attendance at the meetings of the aforesaid Committees of the Board are given in the Corporate Governance Report.

### AUDITORS

#### Statutory Auditors

M/s. S R B C & Co. LLP, Chartered Accountants (ICAI Registration No. 324982E/ E300003) were appointed as the Statutory Auditors of the Company for an initial term of five years commencing from the conclusion of the Thirty Second AGM, and up to the conclusion of the Thirty Seventh AGM. Accordingly, M/s. S R B C & Co. LLP will be completing their initial term of five years at the conclusion of the forthcoming AGM.

Your Company is proposing to re-appoint M/s. S R B C & Co. LLP, subject to the approval of the members of the Company at the forthcoming AGM, as the Statutory Auditors of the Company for a further term of five years until the conclusion of the Forty Second AGM to be held in the year 2028.

Your Company has received written consent and certificate of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Act and Rules issued thereunder, from M/s. S R B C & Co. LLP. They have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the Listing Regulations.

The Audit Committee and the Board is of the opinion that the continuation of M/s. S R B C & Co. LLP as Statutory Auditors will be in the best interests of the Company and therefore, the members are requested to consider their re-appointment as Statutory Auditors of the Company, for a term of five years from the conclusion of the forthcoming AGM, and up to the AGM to be held in the year 2028, at such remuneration as mutually agreed and as may be approved by the Board, who may be suitably authorised for this purpose.

The resolution seeking re-appointment of M/s. S R B C & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company, as stated above, has been included in the Notice of the Thirty Seventh AGM for the approval of the members.

The Statutory Auditors have issued an unqualified audit report on the annual accounts of the Company for the year ended March 31, 2023 and they have made no qualification, reservation or adverse remark or disclaimer in their Report. The Notes thereto are self-explanatory and do not require any explanations from the Board.

#### **Cost Auditor**

Your Company is required to maintain cost records under the Companies (Cost Records and Audit) Rules, 2014. Accordingly, your Company has been maintaining such cost records as per the requirements.

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Audit Committee recommended and the Board, appointed M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 000294), being eligible as the Cost Auditors of the Company to carry out the cost audit for the financial year 2023-24. Your Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and Rules framed thereunder. The Cost Auditors have confirmed that they are not disqualified to be appointed as the Cost Auditors of your Company for the financial year 2023-24. The remuneration of Cost Auditors has been approved by the Board, on the recommendation of the Audit Committee. In terms of the Act and Rules thereunder, requisite resolution for ratification of remuneration of the Cost Auditors by the members has been set out in the Notice of the Thirty Seventh AGM of your Company. In the opinion of the Directors, considering the limited scope of audit, the proposed remuneration payable to the Cost Auditors would be reasonable and fair and commensurate with the scope of work carried out by them.

During the year under review, the Cost Auditor had not reported any matter under Section 143(12) of the Act and therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

#### **Secretarial Auditor**

M/s. VKM & Associates, a firm of Company Secretaries in Practice (Certificate of Practice No. 4279) was appointed as the Secretarial Auditors to carry out the Secretarial Audit of the Company for the financial year 2022-23. In terms of Section 204 of the Act and Regulation 24A of the Listing Regulations read with the SEBI Circular, the Report given by the Secretarial Auditors is annexed as Annexure 1 and forms an integral part of this Report. The Secretarial Audit Report is self-explanatory and does not call for any comments. The Secretarial Audit

Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year, the Secretarial Auditors have not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

The Company has undertaken an audit for the financial year ended March 31, 2023 for all applicable compliances as per applicable SEBI Regulations / circulars / guidelines issued thereunder, pursuant to requirement of the Listing Regulations. The Annual Secretarial Compliance Report duly issued by M/s. VKM & Associates has been annexed as Annexure 2 to this Report.

There have been no instances of fraud reported by above-mentioned Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government during the financial year 2022-23.

#### **SECRETARIAL STANDARDS**

During the financial year 2022-23, your Company has complied with all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and adopted under the Act.

#### **PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

The Company has not filed any application, or no proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the financial year 2022-23.

#### **INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, read with the relevant circulars and amendments thereto, all unpaid or unclaimed dividends which were required to be transferred by the Company to the IEPF were transferred to IEPF Authority.

The Company has also transferred shares in respect of which dividend amount remained unpaid / unclaimed for a consecutive period of 7 (seven) years or more to IEPF Authority within stipulated time.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review, your Company has not provided any loan or guarantee or made investments covered under the provisions of Section 186 of the Act and Schedule V of the Listing Regulations.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Being a responsible Corporate Citizen, your Company is committed to fulfil its social responsibilities. Guided by the prevailing regulatory requirements, the Company has constituted a 'Corporate Social Responsibility ("CSR") Committee' and framed a policy on CSR. The policy is available on the website of the Company - [www.johncockerillindia.com](http://www.johncockerillindia.com). Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended ("CSR Rules") is annexed as Annexure 3 and forms an integral part of this Report.

During the financial year 2022-23, in terms of Section 135 of the Act read with CSR Rules, your Company was not required to spend any amount on CSR activities.

The CSR projects of the Company are focussed on the areas of environment and sustainability, healthcare, promotion of education and skill development. The Company has created a tab on the home page

of the Company's website for CSR related information to be displayed. The information related to CSR Committee, CSR policy and the projects undertaken by the Company are updated there regularly.

The Chief Financial Officer of the Company has certified to the Board that the funds disbursed for CSR activities were utilized for that purpose.

The Company had transferred ₹ 59.39 lakhs to Unspent CSR account to be spent on ongoing projects. The CSR Committee recommended the annual action plan which was approved by the Board. Out of this unspent account, an amount of ₹ 14.16 lakhs were spent in the year 2021-22. During the year under review, the Company had spent ₹ 25.08 lakhs out of the unspent account and the balance unspent amount of ₹ 20.15 lakhs will be spent in the financial year 2023-24.

#### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Your Company place on record their deep appreciation for the contribution made by the employees of the Company at all levels. A detailed note on Human Resources is provided in the Management Discussion and Analysis ("MDA") Report, which forms part of this Report.

The information about employees particulars as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as Annexure 4 and forms an integral part of this Report.

In terms of second proviso to Section 136(1) of the Act and second proviso of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Report and Financial Statements are being sent to the members and others entitled thereto, excluding the statement of particulars of employees, which is available for inspection by the members. Any member interested in obtaining a copy thereof may write to the Company Secretary.

None of the employees listed in the said Annexure is related to any Director of the Company. None of the employees holds (by himself or along with his / her spouse and dependent children) more than 2% of the equity shares of the Company.

#### **Health and Safety**

The Company is committed to Health and Safety of its employees, contractors and visitors. The details on Health and Safety are provided in the MDA Report, which forms part of this Report.

#### **Policy on Prevention of Sexual Harassment at Workplace**

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended ("POSH") and the Rules made thereunder, your Company has a robust mechanism in place to redress complaints reported under it. Your Company has complied with the provisions relating to constitution of Internal Committee under POSH. The Internal Committee comprises of internal members, and an external member who has extensive relevant experience in this field.

All employees, especially women employees, were made aware of the Policy and the manner in which the complaints can be lodged.

The following is reported pursuant to Section 22 of the POSH and Regulation 34(3) read with sub-clause 10(I) of Clause C of Schedule V of the Listing Regulations for the year ended March 31, 2023 :

a.	Number of complaints of sexual harassment received / filed during the year	Nil
b.	Number of complaints disposed of during the year	Nil
c.	Number of complaints pending for more than ninety days	Nil
d.	Number of complaints pending as on end of financial year	Nil
e.	Number of workshops or awareness programs carried out	7
f.	Nature of action taken by the employer or District officer	Not Applicable

During the year under review, no case of sexual harassment in the Company was reported.

#### **RISK MANAGEMENT**

As per the amended Listing Regulations, the mandate for constitution of a Risk Management Committee is not applicable to the Company. However, in line with the best global practices, and aligned with the Risk Management Policy of John Cockerill SA (the holding Company), the Board of Directors has voluntarily constituted a Risk Management Committee in 2014, has evolved a Risk Management Policy, and has developed the operating guidelines governing the functioning of this Committee.

Your Company has established comprehensive Risk Management System to ensure that risks to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. The Risk Management Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans, risk reporting and carries out other related activities. The purpose of the Committee is to assist the Audit Committee in fulfilling its oversight responsibilities with regard to enterprise risk management.

The composition and terms of reference of the Risk Management Committee are covered under the Corporate Governance Report, which forms part of this Report. Important elements of risk management process are elaborated in the MDA Report, which forms part of this Report.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The establishment of an effective internal control system is essential for sustainable growth and long-term improvements in corporate value, and accordingly, the Company works to strengthen such structures. Your Company believes that a strong internal control framework is an important pillar of Corporate Governance.

The details and the process of internal control systems, as implemented by the Company, are provided in the MDA Report, which forms part of this Report.

#### **WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Vigil Mechanism of your Company is governed by the Company's Whistle Blower Policy which can be assessed on the Company's website at <https://johncockerillindia.com/financialreport.aspx?Subcat=Whistleblower%20Policy&InvestorType=Policies>. The Whistle Blower

Policy provides for adequate safeguards against victimization of Directors, employees and third parties who can avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is confirmed that no personnel of the Company, in the context of whistle blowing, has been denied access to the Chairman of the Audit Committee.

Your Company sensitizes the availability of the Vigil Mechanism from time to time to its employees and they are encouraged to report any incidents and informed about the availability of direct access / approach to the Chairman of the Audit Committee, wherever necessary.

## **INSURANCE**

Your Company has taken adequate insurance coverage of all its assets and inventories against various types of risks viz. fire, floods, earthquake, cyclone, etc. and also transit insurance to cover the risk during transportation of goods from its plants to customer project sites. Your Company has also started to procure coverage under project specific Trade Credit insurance policies to mitigate its risks during the project execution.

Directors' & Officers' Liability (D & O) policy covers the Directors and Officers of the Company against the risk of third-party claims and liabilities arising out of their actions / decisions in the normal course of discharge of their duties, which may result in financial loss to any third party.

The employees of the Company are covered under various employee benefit Group insurance schemes that provide cover for Hospitalization, Accidental Disability and Death.

## **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Your Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions ("**RPT Policy**") as approved by the Board, which is available on the Company's website at <https://johncockerillindia.com/financialreport.aspx?Subcat=RPT%20Policy%20as%20per%20LODR&InvestorType=Policies>. The Board of your Company has approved the criteria to grant omnibus approval by the Audit Committee within the overall framework of the RPT Policy on related party transactions.

All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for related party transactions for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arms' length basis.

All related party transactions entered during the year were in the ordinary course of business and at arms' length basis and adhered to the applicable provisions of the Act and the Listing Regulations. There were no materially significant related party transactions made with the Promoters, Directors, Key Managerial Personnel or others of your Company, which may have a potential conflict with the interest of the Company at large. No material contracts or arrangements with related parties were entered during the year.

A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

John Cockerill SA is the Holding Company of the Company, and all the subsidiaries of John Cockerill SA are treated as related parties of the Company. Such related party transactions, including those with the Holding Company and fellow subsidiaries, which have been carried

out during the current year and previous year are mentioned in the Annual Report in accordance with the Indian Accounting Standards 24 on Related Party Transactions notified by the Companies (Indian Accounting Standards) Rules, 2015, as amended, and are not repeated in this Report of the Directors. None of the related party transactions entered into by the Company was in conflict with the Company's interests.

In compliance with the provisions of Regulation 34(3) read with Schedule V(A) of the Listing Regulations read with Section 134(3)(h) of the Act, it is confirmed that no loans or advances in the nature of loans have been received or paid to the Holding Company or any Fellow Subsidiary or any Director or to any firms or Companies in which a Director is interested and no investments have been made in the shares of the Holding Company or any of its subsidiaries. The Company does not have any subsidiaries. The Company has no investments. The prescribed disclosure in Form AOC-2 in terms of Section 134 of the Act is not required.

At the Thirty Sixth AGM held on August 3, 2022, the members approved the material related party transactions with John Cockerill SA, John Cockerill Automation Private Limited, John Cockerill Trading (Beijing) Company Limited, John Cockerill UVK GmbH, CMI Engineering (Beijing) Company Limited, John Cockerill Industry Americas Inc., CMI Energy France SAS and John Cockerill Renewables for transactions which are to be considered material in terms of the Listing Regulations.

The approval of the members of the Company is sought in terms of the Listing Regulations for the payment of Brand fee @ 0.6% of the external sales and for the payment of up to 3% referral and technical royalty fees to John Cockerill SA on those portions of contracts assigned to the Company through John Cockerill SA and also for other Related Party Transactions with various Related Parties. During the year, the Technical Royalty Agreement entered into with John Cockerill SA was amended to redefine the purpose of the Agreement, basis on which the cost to be recognised and the slab wise fee % for projects with different size and revenue recognition.

None of the Directors and the Key Managerial Personnel has any pecuniary relationship or transactions with the Company other than in the normal course of the business.

## **ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations.

## **INFORMATION REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information as prescribed under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, in relation to the conservation of energy, technology absorption, foreign exchange earnings and outgo, is provided in Annexure 5, and forms an integral part of this Report.

## **CORPORATE GOVERNANCE**

A separate section on Corporate Governance forms an integral part of this Report and a compliance certificate from M/s. S R B C & Co. LLP, Chartered Accountants, Statutory Auditors of the Company confirming the compliance of conditions of Corporate Governance is attached thereto.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis, which is presented in a separate section, forming part of this Annual Report.

## GREEN INITIATIVES

During the year under review, the Company has continued the “digital platforms” for various meetings including the Board and Committee meetings, internal meetings and meetings with external stakeholders such as customers and vendors. This has helped the Company to reduce multiple sector travel from Europe and from within India for the Directors and others – several times a year – thereby reducing gas / carbon emission and dissemination of information in paper form for various meetings. All the employees, the Board members and external stakeholders have adapted to the new tools and platforms quickly and the experience of adopting a nearly “all-digital” process for all meetings keeps getting better.

## ANNUAL RETURN

In terms of Section 92(3) read with Section 134(3)(a) of the Act, copies of the Annual Return of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company - [www.johncockerillindia.com](http://www.johncockerillindia.com). This extract is also annexed as Annexure 6 and forms an integral part of this Report.

## ACKNOWLEDGEMENT

Your Directors take this opportunity to thank John Cockerill SA - parent Company, customers, members, suppliers, bankers, business partners / associates and the Central and State Governments for their consistent support and co-operation to your Company.

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functions and areas of its operations as well as the efficient utilisation of your Company’s resources for sustainable growth.

Your Directors hereby wish to place on record their appreciation of the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible. Your Directors look forward to the long-term future with confidence. Your Directors also place on record their appreciation to the members for the confidence and faith reposed by them.

**For and on behalf of the Board**

**Sebastien Rousset**

Chairman  
DIN 09663609

Mumbai  
May 25, 2023



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

**The Members,**

**JOHN COCKERILL INDIA LIMITED**

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "**JOHN COCKERILL INDIA LIMITED**" (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable to the Company during the Audit period;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable to the Company during the Audit period;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the Audit period;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the Company during the Audit period;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Company during the Audit period;
  - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 - Not Applicable to the Company during the Audit period.
6. Other Laws applicable to the Company :
- (a) The Factories Act, 1948.
  - (b) The Payment of Wages Act, 1936.
  - (c) The Employee Provident Fund and Miscellaneous Provisions Act, 1952.
  - (d) The Payment of Gratuity Act, 1972.
  - (e) Environment (Protection) Act, 1986 and other environmental laws.
  - (f) Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2016.
  - (g) The Minimum Wages Act, 1948.
  - (h) The Bombay Shops and Establishments Act, 1948.
  - (i) The Maharashtra Labour Welfare Fund Act, 1953.
  - (j) The Industrial Dispute Act, 1947.

We have also examined compliance with the applicable clauses of the following :

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

**During the year, Mr. Praveen Kadle was appointed as an Independent Director effective from 1<sup>st</sup> April, 2022. Mr. Joao Felix Da Silva resigned as a Non-Executive Director from the close of working hours of 3<sup>rd</sup> August, 2022 and Mr. Sebastien Roussel was appointed in his place as a Non-Executive Director effective from 4<sup>th</sup> August, 2022.**

Adequate notice was given to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings were taken unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with the Annexure which forms an integral part of this report.

**For VKM & Associates  
Company Secretaries**

**(Vijay Kumar Mishra)  
Partner**

**C.P.No. 4279**

**UDIN : F005023E000372610**

**PR : 1846/2022**

Place: Mumbai

Date: 25/05/2023

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#### **“ANNEXURE A”**

**To,**

**The Members,  
JOHN COCKERILL INDIA LIMITED**  
Mehta House, Plot No. 64,  
Road No.13, MIDC Andheri (East),  
Mumbai - 400 093.

Our report of even date is to be read along with this letter :

#### **Management’s Responsibility**

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Auditor’s Responsibility**

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events, etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

#### **Disclaimer**

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates  
Company Secretaries**

**(Vijay Kumar Mishra)  
Partner**

**C.P.No. 4279**

**UDIN : F005023E000372610**

**PR : 1846/2022**

Place: Mumbai

Date: 25/05/2023

Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2023

To,

**JOHN COCKERILL INDIA LIMITED**

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

We, VKM &amp; Associates have examined :

- (a) All the documents and records made available to us and explanation provided by **JOHN COCKERILL INDIA LIMITED** ("the listed entity"),
- (b) The filings / submissions made by the listed entity to the stock exchange,
- (c) Website of the listed entity,
- (d) Any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of :
- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include :-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable to the Company during the period under review;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Company during the period under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable to the Company during the period under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable to the Company during the period under review;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the period under review;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client and circulars / guidelines issued thereunder.

and based on the above examination, we hereby report that, during the Review Period :

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1.	<b>Secretarial Standard :</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	---
2.	<b>Adoption and timely updation of the Policies :</b> <ul style="list-style-type: none"> <li>▪ All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity.</li> <li>▪ All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI.</li> </ul>	YES	---
3.	<b>Maintenance and disclosures on Website :</b> <ul style="list-style-type: none"> <li>▪ The listed entity is maintaining a functional website.</li> <li>▪ Timely dissemination of the documents / information under a separate section on the website.</li> <li>▪ Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.</li> </ul>	YES	---
4.	<b>Disqualification of Director :</b> None of the Director's of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	---
5.	<b>To examine details related to Subsidiaries of listed entity :</b> (a) Identification of material subsidiary companies. (b) Requirements with respect to the disclosure of material as well as other subsidiaries.	N.A.	---
6.	<b>Preservation of Documents :</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	---
7.	<b>Performance Evaluation :</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	---

8.	<b>Related Party Transactions :</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	YES	---
9.	<b>Disclosure of events and information :</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	---
10.	<b>Prohibition of Insider Trading :</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	---
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any :</b> No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder.	No	---
12.	<b>Additional Non-compliances, if any :</b>	N.A.	---

(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below :

Sr. No	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of PCS	Management Remarks	Remarks
N.A.										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports :

Sr. No	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation / Remarks of PCS	Management Remarks	Remarks
1	Annual Report on the BSE website under Reg 34 of LODR, 2015	Reg 34 of LODR, 2015	Delay of 1 day in uploading Annual Report on the BSE website under Reg 34 of LODR, 2015	BSE Limited	A fine letter issued to Company from BSE	Delay of 1 day in uploading Annual Report on the BSE website under Reg 34 of LODR, 2015	Penalty of ₹ 2,000 charged by BSE for late submission	Due to oversight, there was delay and the Company paid the penalty.	-	Acknowledged

(c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my / our examination of those records.

**For VKM & Associates  
Company Secretaries**

(Vijay Kumar Mishra)  
Partner

C.P.No. 4279

UDIN : FO05023E000372621

PR : 1846/2022

Place: Mumbai

Date: 25/05/2023

## Annual Report on Corporate Social Responsibility activities for the financial year April 1, 2022 to March 31, 2023

- Brief outline on CSR policy of the Company :** The Company undertakes its CSR activities for the development of the society. The developmental interventions focus on Education, Health and Environment. The vision is to actively contribute to the social and economic development of the communities in which the Company operates, and in doing so, to build a better, sustainable way of life for the weaker sections of the society.
- Composition of CSR Committee and Attendance :**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings attended during the year
1.	Ms. Roma Balwani	Chairperson / Independent Director	1	1
2.	Mr. Jean Gourp	Member / Non-Executive Director	1	1
3.	Mr. Vivek Bhide	Member / Managing Director	1	1

3.	Web-link where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.	<a href="https://www.johncockerillindia.com/CSRReport.aspx?Subcat=CSR%20Committee&amp;CSRType=CSR">https://www.johncockerillindia.com/CSRReport.aspx?Subcat=CSR%20Committee&amp;CSRType=CSR</a>
4.	Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable
5.	Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.	Not Applicable
6.	Average net profit of the Company as per Section 135(5) of the Act.	₹ (253.42) lakhs
7.	(a) Two percent of average net profit of the Company as per Section 135(5) of the Act.	Nil
	(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years.	Nil
	(c) Amount required to be set off for the financial year, if any.	Nil
	(d) Total CSR obligation for the financial year (7a + 7b + 7c)	Nil

- (a) CSR amount spent or unspent for the financial year

Total amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Not Applicable	Not Applicable				

- (b) Details of CSR amount spent against ongoing projects for the financial year : **Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the Project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of implementation - Direct (Yes / No)	Mode of implementation - Through implementing Agency	
				State	District						Name	CSR Registration No.

(c) Details of CSR amount spent against other than ongoing projects for the financial year : **Not Applicable**

Name of the Project	
Item from the list of activities in Schedule VII to the Act	
Local Area (Yes / No)	
Location of the Project State District	
Amount spent in the current financial year (in ₹)	
Mode of implementation - Direct (Yes / No)	
Mode of implementation – Through implementing Agency Name CSR Registration No.	

- (d) Amount spent in Administrative Overheads : Nil
- (e) Amount spent on Impact Assessment, if applicable : Not Applicable
- (f) Total amount spent for the financial year (8b+8c+8d+8e) : Not Applicable
- (g) Excess amount for set off, if any : Not Applicable

Sr. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	
(ii)	Total amount spent for the financial year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

9 (a) Details of Unspent CSR amount for the preceding three financial years :

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.	2020-21	₹ 59,39,350	₹ 25,08,000	Not Applicable			₹ 20,15,350

(b) Details of CSR amount spent in the financial year for ongoing project of the preceding financial year(s) :

Project ID	Long Term 001
Name of the Project	Health camps
Financial Year in which the project was deemed	2021-22
Project duration	3 years
Total amount allocated for the project (in ₹)	33,00,000
Amount spent on the project in the reporting financial year (in ₹)	15,00,000
Cumulative amount spent at the end of the reporting financial year (in ₹)	25,98,000
Status of the project – Completed / Ongoing	Ongoing

Project ID	Long Term 002
Name of the Project	Education support to the underprivileged
Financial Year in which the project was deemed	2021-22
Project duration	3 years
Total amount allocated for the project (in ₹)	26,39,350
Amount spent on the project in the reporting financial year (in ₹)	10,08,000
Cumulative amount spent at the end of the reporting financial year (in ₹)	13,26,000
Status of the project – Completed / Ongoing	Ongoing

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details): **Not Applicable**

(a)	Date of creation or acquisition of the capital asset(s)	
(b)	Amount of CSR spent for creation or acquisition of capital asset	
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.	
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): **Not Applicable**

**On behalf of CSR Committee**

Place : Mumbai  
Date : May 25, 2023

**Vivek Bhide**  
Managing Director  
DIN 02645197

**Roma Balwani**  
Chairperson of the Committee  
DIN 00112756

**ANNEXURE TO THE DIRECTORS' REPORT**

**Annexure 4**

**Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sl. No.	Requirement	Information	Ratio
(i)	The ratio of the remuneration of Executive Director to the median remuneration of the employees of the Company for the financial year.	<b>Director</b>	
		Mr. Vivek Bhide, Managing Director	50.69 : 1
(ii)	The percentage increase in remuneration of Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	<b>Executive Director</b>	
		Mr. Vivek Bhide, Managing Director	9.99%
		<b>CFO &amp; CS</b>	
		Mr. Kiran Rahate, Chief Financial Officer	7.00%
		Mr. Hareesh Vala, Company Secretary	8.00%

<b>Note :</b>		
1.	The Independent Directors are entitled to sitting fees and commission as per the statutory provisions and within the limits approved by the shareholders. The Non-Executive Non-Independent Directors representing John Cockerill SA, are not entitled to sitting fees or any commission. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors remuneration is therefore not considered for the above purpose.	
2.	The increase in remuneration is effective from April 1 of every year.	
(iii)	The percentage increase in the median remuneration of employees in the financial year.	9.01%
(iv)	The number of permanent employees on the rolls of the Company as on March 31, 2023.	413 Employees
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year was 9.57% while the increase in remuneration of managerial personnel was 9.99%. The salary increases during this year reflects the Company's reward philosophy as well as the results of the benchmarking exercise.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company.	Affirmed

## ANNEXURE TO THE DIRECTORS' REPORT

Annexure 5

### Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

#### A. CONSERVATION OF ENERGY

Energy conservation is a continuous process and is one of the prime areas for control of cost. Steps taken by the Company are as under :

##### (a) Energy Conservation Measures taken :

- The lights and cooling temperature in the offices / plants have been rationalized.
- APFC panel management was fine tuned with additions of Capacitor banks to maintain power factor at Talaja. This has resulted in improving the distribution losses at the plant.
- VFDs and soft starters were installed for some of the old crane drives to reduce high current impact during equipment start up.

##### (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy :

- Provision of LEDs at shed 3, 4, 7 and lean to shed 7 is in process.
- Feasibility of replacing DC motors installed on old machines in phase manner is being worked out.
- Proposal for Energy audit is under preparation.

##### (c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods :

The above measures have resulted in reduction of energy consumption and power expenses.

##### (d) Total Energy Consumption and Energy Consumption per unit of production is as follows :

Power and Fuel consumption	2022-23	2021-22
<b>i. Electricity :</b>		
a. Purchased		
Units (Total) - KWH	16,76,399	14,89,638
Total Amount (₹ in lakhs)	179.41	142.70
Rate / Unit (₹)	10.70	9.58
Consumption per unit of production	Not Applicable	Not Applicable
b. Own generation (DG set)		
Units (Total) - KWH	42,500	65,937
Total Amount (₹ in lakhs)	15.19	18.97
Rate / Unit (₹)	35.73	28.77



<b>Power and Fuel consumption</b>	<b>2022-23</b>	<b>2021-22</b>
Consumption per unit of production	<b>Not Applicable</b>	Not Applicable
<b>ii. Coal :</b>	<b>Not Applicable</b>	Not Applicable
<b>iii. Furnace Oil / H.S.D. :</b>		
Purchased – Diesel		
Units (Total) – Litres	<b>17,555</b>	12,581
Total Amount (₹ in lakhs)	<b>16.71</b>	9.76
Rate / Unit (₹)	<b>95.19</b>	77.56
Consumption per unit of production	<b>Not Applicable</b>	Not Applicable
<b>iv. Others :</b>	<b>NIL</b>	NIL

## B. TECHNOLOGY ABSORPTION :

### RESEARCH AND DEVELOPMENT (R&D) :

- Specific areas in which R&D (Innovations) carried out by the Company :
  - iLogic tool of Inventor implemented to improve design productivity.
  - Auto air oil system for Reduction mill.
  - Shear blade auto gap adjustment system.
  - Pinch roll Flattener last roll development for strip lead end correction for smooth threading.
  - Quench tank design with fully submerged roll for improved strip cleaning.
  - Compact pickling line development.
  - Stitcher development with C type stitch profile to improve separation load requirement.
  - Furnace design developed for 2 modes of operations, annealing and galvanizing.
  - Hydraulics developed for design optimization and improved functionality.
- Benefits derived as a result of above R&D :
  - Optimization of weights and manufacturing process for various equipments with improved technological parameters and cost competitiveness.
  - Optimization of process performances allowing more effectiveness of lines and equipments.
  - Safety is of paramount importance and hence the Company has focussed on safety of operations, processes, machinery and most importantly of human beings as a result of above developments.
- Future Plan of Action :
  - Introduction of new products and processes :
    - Reheating Furnace.

- Ongoing value engineering and development in the existing products and processes in various areas in which the Company is operating :

- Manufacture of critical assemblies such as 'air knife' / trimmer – chopper / rotary shears, etc. for worldwide projects.

- Migration to 3D Modelling from conventional 2D drafting.
- Use of Advanced software for Line layout and piping.

#### 4. Expenditure on R&D :

- Capital : Nil
- Recurring : Expenses incurred are charged to normal heads and not allocated separately.
- Total : Not determinable.
- Total R&D expenditure as a percentage of total turnover : Not determinable.

### TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

- Efforts in brief, made towards technology absorption, adaptation and innovation :
  - Participating in national / international technical conferences, seminars and exhibitions.
  - Imparting training to personnel by product line experts, mostly from John Cockerill Group, in various manufacturing techniques, manufacturing technologies, latest products / designs and assembly practices.
- Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, saving in foreign exchange, etc.

The above measures helped in offering lean equipments to our customers with improved technology and to improve the quality of finished products.
- Information regarding technology imported during the last 5 years : NIL

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

(₹ in lakhs)

	<b>2022-23</b>	<b>2021-22</b>
Foreign Exchange earned	<b>4,786.15</b>	8,620.52
Foreign Exchange outflow	<b>4,738.76</b>	5,620.48

Activities relating to exports and export plans :

The Company makes continuous efforts to explore new foreign markets for products and services and makes its presence felt in the global markets through the assistance of its parent Company, as needed.

## Form No. MGT-9

**Extract of Annual Return as on the financial year ended March 31, 2022**  
**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the**  
**Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS**

i.	CIN	L99999MH1986PLC039921
ii.	Registration Date	May 28, 1986
iii.	Name of the Company	John Cockerill India Limited
iv.	Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
v.	Address of the Registered office and contact details	Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri (East), Mumbai 400 093 Tel : 022 66762727 Fax : 022 66762737
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited Office No. S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road Andheri (East), Mumbai 400 093 Tel : 022 62638200 Fax : 022 62638299

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under :

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1.	Manufacturer of Cold Rolling & Processing Equipments	28230	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	John Cockerill SA (formerly Cockerill Maintenance and Ingénierie SA) Rue Jean Potier 1, 4100 Seraing, Belgium	N. A.	Holding Company	74.89%	2(46)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt. / State Government	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	5500	0	5500	0.11	5500	0	5500	0.11	0.00
d) Other Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>5500</b>	<b>0</b>	<b>5500</b>	<b>0.11</b>	<b>5500</b>	<b>0</b>	<b>5500</b>	<b>0.11</b>	<b>0.00</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>(2) Foreign</b>									
a) Bodies Corp.	3697700	0	3697700	74.89	3697700	0	3697700	74.89	0.00
b) Individuals	-	-	-	-	-	-	-	-	-
c) Institutions	-	-	-	-	-	-	-	-	-
d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>3697700</b>	<b>0</b>	<b>3697700</b>	<b>74.89</b>	<b>3697700</b>	<b>0</b>	<b>3697700</b>	<b>74.89</b>	<b>0.00</b>
<b>(3) Non-Institutions</b>									
a) Any Others (specify)	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)+(A)(3)</b>	<b>3703200</b>	<b>0</b>	<b>3703200</b>	<b>75.00</b>	<b>3703200</b>	<b>0</b>	<b>3703200</b>	<b>75.00</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(4) Institutions (Domestic)</b>									
a) Other Financial Institutions	-	-	-	-	-	-	-	-	-
b) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
c) Venture Capital Funds	-	-	-	-	-	-	-	-	-
d) Insurance Companies	-	-	-	-	-	-	-	-	-
e) Banks	-	-	-	-	-	-	-	-	-
f) Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-
g) Any Others (specify)	-	-	-	-	-	-	-	-	-
h) Sovereign Wealth Fund	-	-	-	-	-	-	-	-	-
i) Provident / Pension Funds	-	-	-	-	-	-	-	-	-
j) Alternate Investment Fund	10399	0	10399	0.21	0	0	0	0.00	(0.21)
k) NBFC registered with RBI	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(4)</b>	<b>10399</b>	<b>0</b>	<b>10399</b>	<b>0.21</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>(0.21)</b>
<b>(5) Non-Institutions</b>									
a) Foreign Company	-	-	-	-	-	-	-	-	-
b) Bodies Corporate	34824	1300	36124	0.73	23451	1300	24751	0.50	(0.23)
c) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	623837	32712	656549	13.30	658532	31161	689693	13.97	0.67
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	269314	0	269314	5.45	245293	0	245293	4.97	(0.49)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c) Any Others (specify)									
Hindu Undivided Family	232704	0	232704	4.71	240468	0	240468	4.87	0.16
Clearing Members	3315	0	3315	0.07	2362	0	2362	0.05	(0.02)
Non-Resident Individuals	6467	750	7217	0.15	12205	750	12955	0.26	0.11
IEPF	18891	0	18891	0.38	18891	0	18891	0.38	0.00
<b>Sub-total (B)(5)</b>	<b>1189352</b>	<b>34762</b>	<b>1224114</b>	<b>24.79</b>	<b>1201202</b>	<b>33211</b>	<b>1234413</b>	<b>25.00</b>	<b>0.21</b>
<b>(6) Central Government / State Government</b>									
a) Central Government / State Government	-	-	-	-	-	-	-	-	-
b) Central Government / President of India	-	-	-	-	-	-	-	-	-
c) Central / State Govt. shareholding by Cos or Bodies Corporate	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(6)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>7. Institutions (Foreign)</b>									
a) FIIs	100	0	100	0.00	100	0	100	0.00	0.00
b) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
c) Banks	-	-	-	-	-	-	-	-	-
d) Foreign Portfolio Investor (Corporate) – Category I	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
f) Foreign Portfolio Investor (Corporate) – Category II	-	-	-	-	-	-	-	-	-
g) Overseas Depositories (Holding DRs)	-	-	-	-	-	-	-	-	-
h) Foreign Direct Investment	-	-	-	-	-	-	-	-	-
i) Foreign Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(7)</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.00</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Public Shareholding</b>	<b>1199851</b>	<b>34762</b>	<b>1234613</b>	<b>25.00</b>	<b>1201302</b>	<b>33211</b>	<b>1234513</b>	<b>25.00</b>	<b>0.00</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4903051</b>	<b>34762</b>	<b>4937813</b>	<b>100.00</b>	<b>4904602</b>	<b>33211</b>	<b>4937813</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	John Cockerill Automation Private Limited	5500	0.11	0.00	5500	0.11	0.00	0.00
2.	John Cockerill SA	3697700	74.89	0.00	3697700	74.89	0.00	0.00
	<b>TOTAL</b>	<b>3703200</b>	<b>75.00</b>	<b>0.00</b>	<b>3703200</b>	<b>75.00</b>	<b>0.00</b>	<b>0.00</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
No Change during the year					

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the shareholder	Shareholding at the beginning and end of the year		Date	Increase / Decrease in shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Jay Mahendra Shah (H.U.F.)	85193	1.73		No Change		85193	1.73
		<b>As at the end of the year (March 31, 2023)</b>					<b>85193</b>	<b>1.73</b>
2.	Anand Mahendra Shah (HUF)	78199	1.58		No Change		78199	1.58
		<b>As at the end of the year (March 31, 2023)</b>					<b>78199</b>	<b>1.58</b>
3.	Datta Mahendra Shah	77035	1.56		No Change		77035	1.56
		<b>As at the end of the year (March 31, 2023)</b>					<b>77035</b>	<b>1.56</b>
4.	Jay Mahendra Shah	76944	1.56		No Change		76944	1.56
		<b>As at the end of the year (March 31, 2023)</b>					<b>76944</b>	<b>1.56</b>

Sl. No.	Name of the shareholder	Shareholding at the beginning and end of the year		Date	Increase / Decrease in shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
5.	Suchita Anand Shah	46302	0.94		No Change		46302	0.94
		<b>As at the end of the year (March 31, 2023)</b>					<b>46302</b>	<b>0.94</b>
6.	Mahendra H. Shah (HUF)	33033	0.67		No Change		33033	0.67
		<b>As at the end of the year (March 31, 2023)</b>					<b>33033</b>	<b>0.67</b>
7.	Anand Mahendra Shah	30012	0.61		No Change		30012	0.61
		<b>As at the end of the year (March 31, 2023)</b>					<b>30012</b>	<b>0.61</b>
8.	Jeet Anand Shah	15000	0.30		No Change		15000	0.30
		<b>As at the end of the year (March 31, 2023)</b>					<b>15000</b>	<b>0.30</b>
9.	Jigney Sudhir Bhachech	13817	0.28	September 2, 2022	1000	Sell	12817	0.26
				September 9, 2022	933	Sell	11884	0.24
				September 16, 2022	67	Sell	11817	0.24
				January 6, 2023	1000	Sell	10817	0.22
				January 13, 2023	1000	Sell	9817	0.20
				February 3, 2023	1000	Sell	8817	0.18
		<b>As at the end of the year (March 31, 2023)</b>					<b>8817</b>	<b>0.18</b>
10.	Roha Emerging Companies Fund	10399	0.21	February 24, 2023	10399	Sell	10399	0.21
		<b>As at the end of the year (March 31, 2023)</b>					<b>0</b>	<b>0.00</b>
11.	Deepak Bhuralal Sadhani	10204	0.21		No Change		10204	0.21
		<b>As at the end of the year (March 31, 2023)</b>					<b>10204</b>	<b>0.21</b>
12.	Pravina Rameshchandra Dharia	10000	0.20		No Change		10000	0.20
		<b>As at the end of the year (March 31, 2023)</b>					<b>10000</b>	<b>0.20</b>

**(v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	For each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year		
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1.	<b>Mr. Joao Felix Da Silva – Chairman (resigned w.e.f. August 3, 2022)</b>					
	At the beginning of the year		Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)		No change			
	At the end of the year		Nil	0.00	Nil	0.00

Sl. No.	For each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
<b>2.</b>	<b>Mr. Sebastien Roussel – Chairman (appointed w.e.f. August 4, 2022)</b>				
	As at August 4, 2022	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
<b>3.</b>	<b>Mr. Yves Honhon – Non-Executive Director</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
<b>4.</b>	<b>Mr. Vivek Bhide – Managing Director</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
<b>5.</b>	<b>Mr. N. Sundararajan – Independent Director</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
<b>6.</b>	<b>Ms. Roma Balwani – Independent Director</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
<b>7.</b>	<b>Mr. Nandkumar Dhekne – Independent Director</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00

Sl. No.	For each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
8.	<b>Mr. Jean Gourp – Non-Executive Director</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
9.	<b>Mr. Praveen Kadle – Independent Director</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
10.	<b>Mr. Kiran Rahate – Chief Financial Officer</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
11.	<b>Mr. Haresh Vala – Company Secretary</b>				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-



Indebtedness at the end of the financial year					
i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and / or Manager :

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Managing Director	
		Mr. Vivek Bhide	
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	369.40	369.40
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	33.75	33.75
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission		
	- as % of profit	--	--
	- others, specify..	--	--
5.	Others	19.73	19.73
	<b>Total (A)</b>	<b>422.87</b>	<b>422.87</b>
	Ceiling as per the Act	Not Applicable	Not Applicable

The amended Schedule V of the Companies Act, 2013 deals with the conditions for appointment and payment of remuneration to managerial personnel. The provisions of Schedule V provides that in respect of the remuneration paid to a managerial person functioning in a professional capacity and fulfilling certain other conditions, the Company can pay remuneration in accordance with the terms and conditions approved by the members by way of special resolution, without obtaining the approval of Central Government. In terms of the said notification, the approval of the Central Government is not required for the remuneration paid to Mr. Vivek Bhide as the Managing Director. The remuneration paid to Mr. Vivek Bhide is as per the terms and conditions and within the limits approved by the members at the Annual General Meetings of the Company held on August 27, 2020 and August 3, 2022.

### B. Remuneration to other Directors :

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
		Mr. N. Sundararajan	Ms. Roma Balwani	Mr. Nandkumar Dhekne	Mr. Praveen Kadle	
1.	<b>Independent Directors</b>					
	Fee for attending board / committee meetings	10.50	9.30	9.80	7.50	37.10
	Commission	6.00	6.00	6.00	6.00	24.00
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	<b>16.50</b>	<b>15.30</b>	<b>15.80</b>	<b>13.50</b>	<b>61.10</b>
2.	<b>Other Non-Executive Directors</b>					
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total (B)=(1+2)</b>	<b>16.50</b>	<b>15.30</b>	<b>15.80</b>	<b>13.50</b>	<b>61.10</b>

Commission approved for the year 2022-23 and payable in 2023-24 is within the ceiling limits under the Companies Act, 2013.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD :

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total Amount
		Mr. Kiran Rahate	Mr. Haresh Vala	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	61.95	31.24	93.18
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	1.90	1.49	3.39
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify..	-	-	-
5.	Others	1.90	1.49	3.39
	<b>Total</b>	<b>65.74</b>	<b>34.22</b>	<b>99.96</b>

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
<b>B. DIRECTORS</b>					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None

# Management Discussion and Analysis

## INDUSTRY STRUCTURE AND DEVELOPMENTS :

### Global Steel Industry :

The year 2022 saw significant ups and downs in global equity markets as well as the global economy. With central banks prioritizing inflation control at the expense of economic growth, the global economy offers a bleak picture for the near future. Some industries were hurt harder than others as a result of the projected demand slump. The global steel sector was one of them. It faced a 4 per cent year-on-year contraction in global steel production, driven by a 2 per cent fall in production in China and 7 per cent in the rest of the world. Aside from China, data show that output in other significant locations, such as Europe, fell 10% year on year, while the US fell 5%. India and the Middle East, on the other hand, saw year-on-year growth of 5% and 7%, respectively.

In spite of these challenges, Global steel market size which was valued at USD 1307.9 billion in 2021 is projected to grow from USD 1353.28 billion in 2022 to USD 1718.26 billion by 2030 with a CAGR of 3.47% during the forecast period (2022 - 2030). Increasing infrastructural activities in commercial and residential construction and the domestic availability of raw materials such as iron ore and cost-effective labor are the key market drivers enhancing market growth. Residential construction industry and Automotive industry are the current main drivers for the increase in steel demand. Growing urbanization and increased use of steel as cladding for exterior walls & roofs is driving the demand from the construction industry while increased use of alloy steel seeking to improve fuel efficiency and reduce overall vehicle weight is boosting the demand from automotive industry. The flat alloy segment accounted for the majority share in 2021 of the steel market revenue. Slabs, coated alloys, hot and cold-rolled coils, tin plates, and heavy plates are a few examples of flat alloy products. Because it is used to create pipes, various kinds of heavy machinery, tubes, appliances of all kinds, and packaging, flat alloy enjoys a moderate but consistent CAGR.

### Economic Environment :

According to the World Steel Association, India's steel industry is better positioned than many other countries and should see fundamentals improving as a result of improved local demand, more export potential, limited imports, and steel prices firming up at healthy levels.

The Indian steel industry's performance in 2022 was a bright spot in a gloomy world scenario spurred by inflation, looming recession, and the energy crisis in Europe. India is currently the world's second-largest producer of crude steel, with an output of 10.14 million tonnes (MT) per month. World Steel Association (WSA) has projected the sector's growth in India at 6.1 per cent for 2022 and 6.7 per cent for 2023.

Chinese exports have decreased significantly from their high in 2016 and the expected closure of 150 MT of manufacturing capacity, will restrict Chinese exports in a narrow range. This would result in a renewed focus on its home market and a slowing of exports.

This is where the Indian steel makers stand to gain. Even though India may not be able to replace China as the top producer and consumer of steel, its vast domestic market will provide ample scope of growth for the domestic steel makers.

For the domestic steel sector, this year has mostly been a mixed bag. The worldwide steel sector was affected by the Russia-Ukraine conflict. On the one hand, global steel prices declined, lowering domestic prices; on the other hand, input materials, particularly coking coal, rose sharply.

The latest report by SteelMint India, a steel-centric data agency, said India's crude steel output rose by about 5 per cent to 10.34 MT in November, 2022. It added that the imports of finished steel almost doubled to 0.60 MT from 0.31 MT, while its exports fell 53 per cent, especially between May and November. In India, the decision to impose an export tax of 15 per cent on some steel products has also contributed to the slowdown in global demand. Had there been no export tax, India's crude steel production would have nearly touched 130 MT in 2022 with a much higher level of exports.

The export tax on steel was withdrawn recently when the Centre expanded the list of items that fall under the Remission of Duties and Taxes on Exported Products (RoDTEP) scheme to include chemicals, pharmaceuticals, and iron and steel products. This will enhance not only the export of engineering goods containing steel, but also boost steel consumption.

Apart from these government initiatives, what bodes well for growth in FY23 are the strong linkages between the steel industries with other sectors, especially infrastructure. The large demand in India for steel is largely linked to numerous government projects associated with roads, railways, water, and sanitation as well as a revival in the auto sector.

NITI Aayog in its report said by 2030, India will become the world's production centre for green steel and pave the way for the worldwide adoption of green steel. Technologies like DRI (direct reduced iron) are replacing old methods like an integrated blast furnace / basic oxygen furnace (BF / BOF) that used coal to make steel.

With an emphasis on the fourth industrial revolution, — Industry 4.0 — the steel industry would be increasingly using artificial intelligence (AI), Industrial IoT, AR / VR, and machine learning, among others, into everyday practices of smart manufacturing.

These development and practices, along with government policies and initiatives like Public Private Partnership (PPP) model and National Steel Policy, will help the country increase crude steel production capacity from 154 MT per annum (MTPA) to 300 MTPA by 2030, and when this is achieved, India would be self-reliant in steel.

### Steel Scenario and Outlook :

The capacity for producing steel has grown concurrently, and the rise has been largely organic. India is home to the fifth-highest reserves of iron ore in the world. As of April, 2022, India was the world's second-largest producer of crude steel. In FY22, India's export rose by 25.1%, compared with 2021.

The steel industry and its associated mining and metallurgy sectors have seen major investments and developments in the recent past. India was the largest producer of DRI or Sponge Iron in the world in 2021. India is the second largest consumer of finished steel preceded by China as the largest steel consumer as per the World Steel Association.

The National Steel Policy 2017 enshrines the long-term vision of the Government to give impetus to steel sector. It seeks to enhance domestic steel consumption and ensure high-quality steel production and create a technologically advanced and globally competitive steel industry. The policy also envisages domestically meeting the entire demand for high-grade automotive steel, electrical steel, special steels, and alloys for strategic applications and increasing domestic availability of washed coking coal to reduce import dependence on coking coal from about 85% to around 65% by 2030-31.

The Government has also announced a policy for providing preference to domestically manufactured Iron & Steel products in Government procurement.

The Government has also approved a Production-Linked Incentive (PLI) Scheme for Specialty Steel. It is expected that specialty steel production will reach to 42 MT by the end of 2026-27.

The Ministry of Steel is facilitating the setting up of an industry-driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry.

Steel and cement demand is set for a boost, with the Finance Minister announcing a 33% hike in infrastructure-related capital expenditure as well as higher expenditure on low-cost housing, railways and logistics in the Union Budget.

With increasing steel production in the country, focus in 2023 will be on boosting raw material supplies and producing more special grade steel.

Globally, the industry started well on the back of a strong post-Covid recovery and infrastructure investments that many governments across the world had announced to support this recovery. However, conflict in Ukraine made worse the inflationary pressures being felt due to supply chain bottlenecks in the post Covid world. Gas prices shot up as did coal prices which led to steel prices shooting up.

However, India continues to stand out for its economic recovery and infrastructure investment-led growth. This makes us optimistic about the future despite a challenging year. We expect 2023 to be a better year than 2022 for the steel industry in India and globally.

### **Review of Operations :**

During the year under review, your Company added a new customer, M/s. Jindal Steel Odisha Limited (a subsidiary of M/s Jindal Steel & Power Limited) with orders for a Continuous Galvanizing Line and 2 Acid Regeneration Plants. Your Company has won orders for Acid Regeneration Plants after a gap of more than 5 years.

The orders received in the last year from AMNS for 2 processing lines are under execution with approximately 35% completion achieved by March 31, 2023. Your Company has successfully completed basic design; the manufacturing activities and dispatch of equipment & sub-assemblies started from around November, 2022. The execution is on schedule. Your Company has commissioned its continuous annealing line for JSW Steel Coated Products Limited at Vasind and has completed all the equipment dispatches for the 3 processing lines for Tata Steel Limited for its Kalinganagar plant. The export projects in Spain, Mexico & Bangladesh are commissioned, and the Company is in the process of getting final acceptances from the respective customers.

### **Opportunities and Threats :**

The secondary steel sector in India currently contributes over 40% of the total capacity and it will need to play a crucial role for India to reach 300 MT capacity. The need is to identify challenges to capacity expansion in the country with a special focus on secondary steel and to correspondingly initiate risk-mitigation measures. Despite being the third largest steel consumer in the world, India still has low per capita steel consumption that is only around one-third of the world's average. Low per capita consumption due to overall poverty compared to the world average adversely impacts the keenness / readiness to set up huge plants to take advantage of economies of scale.

Despite having a small share of imports by quantity, the alloy and stainless steel contribute disproportionately to the import bill by value. Few Indian entities can establish large factories to benefit from

economies of scale utilizing the equity route because of their limited resources due to low per capita incomes. As a result, the majority of factories rely on borrowing and debt finance. Also, so far India has invested significantly less than the rest of the world in technology, research, and development. The same holds true for the production and consumption of steel, as it has for many years.

The technology utilized in India until recently needed a lot of electricity and was not conducive to its ESG goals. India is at a disadvantage when it comes to producing steel the way it wants to, due to a lack of electricity. With the correct balance of thermal and renewable energy, there might be some relief. For every tonne of iron ore extracted, there is a lot less coal available, necessitating coal imports to maintain captive power plants. India receives coal primarily from Australia and Indonesia. Australia has been increasing its coal prices, which has a direct impact on the cost of iron and steel in India.

Given the importance of a wide range of sectors dependent on steel production as India strives to become a manufacturing powerhouse through governmental initiatives like Make in India, the steel industry in India has emerged as a key emphasis area.

India's export production capability and industry both have the potential to aid the country in regaining a favorable steel trade balance. India's relatively low per capita steel consumption and the anticipated increase in demand due to rising infrastructure construction and the flourishing automobile and railroad sectors present enormous growth potential. The National Green Hydrogen Mission, approved by the Union Cabinet earlier this month, identifies a significant role for green hydrogen in decarbonizing the steel sector to meet India's climate goals. Steel is a key sector for the Indian economy and identified as a key area of significant growth. India is the world's second largest producer of crude steel and second largest consumer of finished steel. In FY 2021-22, the sector contributed approximately 2% to the country's GDP and provided approximately 20 lakh jobs.

At the same time, it is also an emissions-intensive sector. Direct emissions (not counting emissions from purchased electricity use) from iron and steel production stood at approximately 270 MT of carbon dioxide equivalent (MTCO<sub>2e</sub>) in 2018, comprising approximately 9% of total national greenhouse gas emissions. Under a 'business-as-usual' scenario, emissions could increase to around 563 MTCO<sub>2e</sub> in 2030, with the share of the sector in national emissions growing to 14%.

Given this context, efforts to reduce emissions in this sector are essential to put India on a pathway to achieve its net-zero 2070 target. Decarbonizing the steel sector is also important from the perspective of the emerging regulatory landscape internationally. For example, the European Union (EU) is set to charge a tariff on carbon emissions from steel imports from 2026 under its Carbon Border Adjustment Mechanism (CBAM), which is expected to be equal to the carbon price paid by European producers in the EU carbon market. As of 2019, the average emissions intensity of Indian steel was approximately 2.06 tonnes of carbon dioxide (TCO<sub>2</sub>) per tonne, compared to the global average of approximately 1.45 TCO<sub>2</sub> per tonne. This could put Indian steel exports at a disadvantage. Without any additional effort to decarbonize, Indian steel exports to the EU could fall by as much as 58% under a CBAM scenario in 2030 (when compared to a no-CBAM baseline).

Existing measures aimed at increasing energy efficiency, such as the Perform Achieve and Trade (PAT) Scheme, or for promoting greater resource efficiency and material circularity, such as the Steel Scrap Recycling Policy, will play an important role in halting the growth of emissions in the short-term. However, they will be inadequate for achieving deep decarbonization required in the medium to long-term. Hydrogen-based production technologies and carbon capture

and storage (CCS) are likely to play a major role in helping the sector reduce its long-term emissions. The scope for the adoption of these technologies depends on how steel is produced. There are two basic production routes: the Blast Furnace (BF) route, where coke is the primary fuel, and the Direct Reduced Iron (DRI) route, where the fuel can be coal or natural gas. India presently produces around 90% of crude steel through the BF and coal based DRI routes (with an approximately equal share between the two routes). While hydrogen has the potential to fully replace coal or gas in the DRI process, it is seen to have a limited role in being able to substitute coke in the BF route. A net-zero production scenario for the sector would therefore require either a full transition to green hydrogen based DRI steel production and / or the development of CCS options for the BF route.

Industry players have begun exploring the role of both technologies. For example, Tata Steel installed a 5 tonnes per day (TPD) carbon capture plant in Jamshedpur in 2021, while Jindal Stainless Limited (JSL) has announced its intention to set up a green hydrogen plant. However, there are challenges in scaling up these net-zero technologies. The first is cost. Global estimates suggest that the investment for setting up DRI steel plants with upstream green hydrogen generation could reach ₹ 3.2 lakhs/tonne (\$4,000/tonne). Additionally, the cost of green hydrogen at ₹ 300-400/kg (\$3.75-\$5/kg) is higher than the cost of grey hydrogen at ₹ 160-220/kg (\$2-\$2.75/kg). Similarly, CCS plants have a high capital cost. For a plant of 1 million tonnes per annum (MTPA) capacity (required for a 1 MTPA BF plant), capital costs are approximately ₹ 800-1,000 crores (\$100-\$125 million).

The second is supporting infrastructure. There is an inadequate support network for the storage, production, and transportation of hydrogen. This network infrastructure will have to be scaled significantly to ensure that the green hydrogen demand of approximately 8 MT by 2050 from the sector is met. For CCS, there is a lack of data on the availability of potential geological storage sites and their capacities. A comprehensive national study to assess these capacities is needed. Limited use cases also pose a challenge in scaling up CCS technology. The next decade will be crucial for developing confidence in these technologies through pilots and demonstrations and creating the supporting infrastructure for their scale-up. Targeted policy support will help de-risk investments in these technologies and in bringing out the benefits of economies of scale. The recently announced National Green Hydrogen Mission, which provides financial support for pilot programs across sectors, including steel, is a promising step in this direction. International regulations, such as the CBAM, can provide further impetus to the private sector to accelerate the transition to green steel.

To ensure India maintains its global competitiveness in the steel sector while meeting its sustainability goals, both industry and policy action will be essential.

### Risk Management :

Your Company faces a number of risks which, if they occur, could affect its ability to achieve its strategic objectives. The Board is responsible for identifying significant/major risks and ensuring that appropriate risk mitigation process is in place to manage them effectively. Successful management of existing and emerging risks is essential to the long-term success of the Company. Your Company has established a risk management framework, to identify significant risks and determine whether they are being mitigated properly. From sales bidding stage till closure of projects, the Company identifies both internal and external risks. During execution of these processes, well-defined project review mechanism is being followed, which helps us to take timely actions and prudent decisions.

Our risk identification and management activities are continuous and ongoing. Each functional area is responsible for assessing, articulating

and controlling relevant risks. This includes scanning of the internal and external business environment to identify and review new and emerging risks. Such risks could lead to a future impact or emerging circumstances of existing risk, affecting the exposure in the short to medium-term. Risk events are assessed in their current state for the likelihood of occurrence and level of controls.

Risk identification is done in a bottom-up approach starting from functional heads in the Company, Risk Management Committee, Audit Committee and the Board. These groups ensure effective risk management across the Company. The approach is based on the management control, oversight functions and periodic independent assurance by the internal auditors. The Managing Director and the Chairman of the Risk Management Committee identify various operational, business, commercial and external risks and implements processes to address them. Also, periodic review and audit are also conducted to mitigate these risks.

### Finance :

With new order entry of ₹ 359 crores during the period FY 2022-23, the closing order book as on March 31, 2023 is in excess of ₹1,000 crores.

The revenue from Operations grew 26 % from ₹ 382.78 crores in FY 2021-22 to ₹ 483.70 crores in FY 2022-23. The operating profit (PBDIT) has increased 35% from ₹ 15.93 crores in FY 2021-22 to ₹ 23.26 crores.

Your Company has continued to remain debt-free, while having sufficient credit lines to cater to the fluctuations in working capital needs while executing its existing projects. It has initiated discussions with banks for enhancement of banking limits in view of future opportunity pipeline.

The key financial ratios for the year ended March 31, 2023 as compared to the previous financial year are as under :

Ratio	March 31, 2023	March 31, 2022	% Variance
Return on Net Worth	6.70%	2.57%	160%
Return on Investment	6.30%	4.57%	38%
Return on Capital Employed	3.63%	1.99%	82%
Current Ratio	1.18%	1.60	(26%)
Liquid Ratio	1.14%	1.52	(25%)
Operating Profit Margin	(0.09%)	(0.54)%	83%
Net Profit Margin	2.66%	1.25%	120%

During the year under review, the operations of the Company have increased significantly as compared to previous year. The Company increase in the performance was due to increase in net profit during the year as compared to previous year. The decrease was due to higher advance received from customer during the year.

### Human Resource Management and Industrial Relations :

As of March 31, 2023, your Company had 413 permanent employees.

Your Company's human resources are crucial to securing its future. One of the most important components is giving employees the training and support they need to take on new positions within the organization through cross-functional mobility.

The company was able to provide 8539 man-hours of training of its personnel, during 2022-23. The process for performance management is continually improved by the Company.

All levels of the workforce maintained friendly working relationships throughout the year. Your Directors would like to express their gratitude to all the employees of the Company, for their contributions, ongoing support, and cooperation throughout the course of the year.

## Health and Safety :

Your Company continues to take a proactive approach to occupational health and safety by deploying a “hierarchy of controls” in a seamless manner, i.e., elimination / substitution of unsafe conditions, deployment of engineering control and administrative controls, and use of appropriate PPE for performing hazardous tasks. As of March 31, 2023, our Taloja and Hedavali plants had operated for the last 3538 and 1821 days without a Lost Time Accident (LTA), respectively. We have achieved 1115 days without a Lost Time Accident (LTA) at our project sites.

This year, 2494 training hours were spent on safety meetings, trainings, and toolbox lectures, as well as health-related talks and awareness programs. Various safety-related programs were held during the 52<sup>nd</sup> National Safety Week, conducted from March 4 to March 8, 2023.

The Assembly department at Taloja Plant earned the prize for the “best presentation” relating to Safety and health improvements undertaken at the departmental / shop level, while the Machine Shop department won the “Housekeeping Contest”. Competitions for quizzes and posters were also held everywhere.

## Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :

Your Company has a rigorous procedure in place to resolve any complaints submitted, as required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 (POSH). The Company has complied with the provisions of POSH relating to the formation of an Internal Complaints Committee. The Internal Committee (IC) is made up of internal members and an external member with substantial relevant expertise.

This Policy is communicated to employees on a regular basis through various programs and at regular intervals. Third-party training and awareness programs are being organized to familiarize personnel with the terms of the aforementioned Act.

There were no reports of sexual harassment in your Company during the fiscal year under review.

## Information Technology :

During the year under review, your Company has implemented Multi-Factor authentication for securing the VPN access to its data centers from outside. The Company has invested significantly in Autodesk licenses, Autodesk VAULT and other hardware infrastructure to strengthen its design function.

## Internal Control Systems :

The establishment of an effective internal control system is essential for sustainable growth and long-term improvements in corporate value, and accordingly, the Company works to strengthen such structures. The Company believes that a strong internal control framework is an important pillar of Corporate Governance. The current system of internal financial controls is aligned with the requirements of the Companies Act, 2013 (“the Act”) and is in line with globally accepted risk-based framework as issued by the Committee of Sponsoring Organisations (CoSO) of the Treadway Commission. The framework includes entity level policies, processes and Standard Operating Procedures (SOPs). Compliance with these policies and procedure is ingrained into the management practices and review process. Moreover, the Company regularly reviews them to ensure both the relevance and comprehensiveness of the internal financial controls. The Company periodically assesses the design as well as operational effectiveness of its internal controls across multiple functions and locations through internal audit exercises. Based on the assessment of internal audit function, process owners undertake corrective action in their respective areas, and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. Based on its evaluation (as provided under Section 177 of the Act and Clause 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee has concluded that during the year 2022-23, and as on March 31, 2023, the Internal Financial Controls were adequate and operating effectively. M/s. S R B C & Co. LLP, Statutory Auditors of the Company have audited the financial statements included in this Annual Report and have issued a satisfactory report on the internal controls over financial reporting (as defined in Section 143 of the Act).

## Cautionary Statement :

The Statements made in this report are forward-looking and are made based on certain assumptions and expectations of future events. The Company cannot guarantee that these forward-looking statements will be realized, though they are set out based on anticipated results and management plans. The Company’s actual results, performance or achievements are subject to risk, uncertainties, and even inaccurate assumptions, which could thus differ materially from those projected in any such forward looking statements. The Board of Directors of the Company assumes no responsibility in respect of the forward-looking statements mentioned herein, which may differ in future on account of subsequent developments, events or otherwise and the Company is under no obligation to publicly update any forward-looking statements based on subsequent developments, information, future events or otherwise.

# Corporate Governance Report

## Company's Philosophy on Code of Corporate Governance

Good corporate governance is about enhancing value for all the stakeholders. John Cockerill India Limited's ("the Company"), as a part of John Cockerill Group, Belgium has over the years followed best practices of Corporate Governance been an integral part of the way the Company has been doing business. The Company believes that good Corporate Governance is a key driver in building sustainable corporate growth and maintaining trust and adding value to all the stakeholders i.e. investors, employees, shareholders, customers, suppliers and the community at large. Ethical business conduct, integrity and commitment to values, which enhance and retain stakeholders' trust are the hallmarks of the Company's good corporate governance. The Company conducts its business by deploying the highest standards and corporate codes of practice, an undeterred zero-tolerance approach, exemplary governance, ethics, honesty, integrity, compliance to all applicable laws, regulations and directives.

The Company aspires to achieve long-term corporate goals by adopting best practices that are essential in the area of Corporate Governance and places great emphasis on its core values such as empowerment and integrity of its employees, safety of the employees and communities surrounding its plants, transparency in decision making process, fair and ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. The Company also believes that its operations should ensure conservation and development of economic, social and environmental capital and that the precious natural resources are utilized in a manner that contributes to its growth. These principles are also articulated through the Company's Code of Conduct applicable to the Board, Senior Management and every single employee of the Company. Under its comprehensive Code of Conduct, the Company is committed to a culture of sustainability and views it as a prerequisite for the Company's long-term success. Good Governance practices stem from the dynamic culture and positive mindset of the organization.

The Board of Directors and its Committees play significant role in upholding and furthering the principals of good governance which translates into ethical business practices, transparency and accountability in creating long term stakeholder value. The Company acts on the following governance principles :

- (i) To act in the spirit of law and not just the letter of law;
- (ii) Do what is right and not what is convenient;
- (iii) Provide complete transparency on its operations; and
- (iv) Follow openness in its communication with all the stakeholders.

The employees of the Company adhere to the highest standards of integrity. The Company is guided by the values of collaborative spirit, unrelenting dedication and expert knowledge. These values are deeply embedded in the thoughts and are manifested in actions.

The Company's Corporate Governance framework conforms to all regulatory and legal requirements and the Company is in full

compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46(2)(b)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), with regard to Corporate Governance.

## BOARD OF DIRECTORS ("the Board")

The primary role of the Board is to protect the interests of and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals and targets, policies, governance standards, reporting mechanism, accountability and the decision-making process to be followed.

The Board closely monitors the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organizational growth. The Board ensures statutory and ethical conduct and place high importance on the internal financial reporting. It shoulders the responsibility and holds itself accountable to the shareholders as well as other stakeholders for the long-term well-being of the Company.

## Composition of Board

The Company has a very balanced and diverse Board of Directors and comprises of 8 experts drawn from diverse fields / professions. The Board is constituted with appropriate combination of Executive, Non-Executive and Independent Directors. As on March 31, 2023, the Company had 8 (eight) Directors, of whom 7 (seven) Directors were Non-Executive Directors; and out of these 7 (seven), 4 (four) Directors are Independent Directors including 1 (one) Woman Director. The Chairman of the Board is a Non-Executive Director. The composition of the Board is in conformity with the requirement of the Listing Regulations.

There is no relationship between the Directors inter-se or with any employees of the Company.

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. The Board Members possess such varied background that as a combined body, they provide a portfolio of experience and knowledge that will serve the Company's governance and strategic needs. The Directors demonstrate experience and ability that is relevant to the Board's oversight role with respect to the Company's business and affairs.

The Non-Executive Directors including the Independent Directors are well qualified, experienced, competent and highly renowned persons from the fields of manufacturing, finance & taxation, economics, law, governance, corporate communications, etc. They take active part in the Board and Committee Meetings by providing valuable guidance, compliance, etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision-making process of the Board.

The Managing Director is entrusted with the management of the Company. He is assisted by the Core Management Team and Senior Executives having expertise in their respective fields. The Holding

Company, John Cockerill SA provides directional guidance, by nominating its Group CFO and Director, the President of the Industry Sector and the Head of their Asia Pacific operations, as Directors on the Board of the Company. They are actively involved in the deliberations of the Board and provide directional inputs.

The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and to provide updates to senior management and the Board regularly. The Board periodically reviews the status of compliances with applicable laws and provides valuable guidance to the management team, as necessary.

#### Other Directorships, etc.

None of the Directors on the Board is a Director in more than 10 public limited companies or is an Independent Director in more than 7 listed Companies. The Managing Director does not serve as Independent Director on any listed Company. Further, none of the Directors is a member of more than 10 (ten) Committees or is a Chairman of more than 5 (five) Committees (as stipulated under the Listing Regulations) across all the Indian public Companies, in which he / she is a Director. All the Directors have furnished annual disclosures relating to their membership of in the Boards and Committees in other companies.

#### Independent Directors

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations, read with Section 149(6) of the Companies Act, 2013 (“the Act”) along with the Rules framed thereunder. The Company has issued formal letter of appointment / re-appointment to its Independent Directors. The terms and conditions of the appointment letter are published on the website of the Company at <https://www.johncockerillindia.com/financialreport.aspx?Subcat=Letter%20of%20Appointment%20%E2%80%93%20Independent%20Directors&InvestorType=Corporate%20Governance>. The tenures of the Independent Directors are in accordance with the Act and the Listing Regulations.

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and have provided the declaration under Section 149(7) of the Act. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they were not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from them, in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and the Act and are independent of the management.

The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which are currently available with the Board. The specific areas of expertise of individual Board Members as on March 31, 2023 are as under :

Skills / Expertise / Competencies	Mr. Sebastien Roussel	Mr. Yves Honhon	Mr. N. Sundararajan	Ms. Roma Balwani	Mr. Nandkumar Dhekne	Mr. Praveen Kadle	Mr. Jean Gourp	Mr. Vivek Bhide
Strategy and Strategic planning	√	√	√	√	√	√	√	√
Policy development	√		√			√		√
Executive Management	√	√	√	√	√	√	√	√
Commercial experience	√				√	√	√	√
International	√	√	√	√	√	√	√	√

Further, the Board confirms that all the Independent Directors have completed the registration with the Databank as required under the Ministry of Corporate Affairs notification dated October 22, 2019.

During the year under review, none of the Independent Directors of the Company had resigned before the expiry of his / her respective tenure.

#### Separate Meeting of Independent Directors

The role of Independent Directors has been mandated to include a review of the performance of the non-Independent Directors (including the Chairman) and the entire Board and also to assess the quality, content and timeliness of the flow of information between the management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

As per the provisions of the Act and the Listing Regulations, a separate Meeting of the Independent Directors was held on January 30, 2023, without the presence of any other person of the Company's executives. All the 4 Independent Directors were present at the meeting. The key points arising from this meeting were promptly communicated to the Chairman of the Board.

#### Selection, Appointment and Tenure of Directors

The Nomination and Remuneration Committee (“NRC”) have approved a Policy for the appointment and remuneration of Directors. In line with the said Policy, the NRC facilitates the identification and selection of the Directors of high integrity, relevant expertise and experience so as to maintain the required diversity of the Board.

The Directors are appointed or re-appointed with the approval of the shareholders and remain in office in accordance with the provisions of the law. The Independent Directors are appointed for a term of 5 (five) years and are not liable to retire by rotation. The Managing Director is appointed for a term recommended by the NRC and Board with the approval of the members of the Company and is not liable to retire by rotation. Non-Executive Directors (except Independent Directors) are liable to retire by rotation and are eligible for re-appointment, unless otherwise specifically provided under the Articles of Association or under any statute.

The Company has obtained a certificate from M/s. VKM & Associates, Practicing Company Secretaries confirming that none of the Directors on the Board of the Company is debarred or disqualified from being appointed or continuing as Director of the Company, as per the Guidelines of Securities and Exchange Board of India (“SEBI”), the Ministry of Corporate Affairs (“MCA”) or any such authority. The above certificate is annexed to this Report and forms part of this Annual Report.



Skills / Expertise / Competencies	Mr. Sebastien Roussel	Mr. Yves Honhon	Mr. N. Sundararajan	Ms. Roma Balwani	Mr. Nandkumar Dhekne	Mr. Praveen Kadle	Mr. Jean Gourp	Mr. Vivek Bhide
Vendor and Client engagement	√						√	√
Financial performance	√	√	√		√	√		√
Risk and compliance oversight	√	√	√	√	√	√		√
Information Technology strategy				√		√		
Manufacturing							√	√
Engineering							√	
Technology innovation							√	√
Member, Community and stakeholders engagement	√		√	√	√	√		√
Marketing					√			√
Governance	√	√	√	√		√		√
Human Resources				√	√	√		√
Corporate Communications	√			√	√	√		
CSR & ESG				√				
Brand Building				√				
Legal			√			√		
Government Relations				√	√	√		√
Geographic, gender and cultural diversity	√	√	√	√	√	√	√	√

#### Board Meeting Procedure

The schedule of the Board and Committee meetings is decided in advance in consultation with the Directors.

The Board generally meets at least 4 (four) times during the year and the maximum interval between two meetings does not exceed 120 days. Various Committees of the Board also meet periodically, as per the statutory requirements. The Company adheres to the Secretarial Standards on Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India ("ICSI"). At the meetings, the Board reviews, deliberates and approves various matters, including business performance, strategy, capex, CSR, governance and compliance.

Key Information of Directors as on March 31, 2023 is as below :

Directors	Category / Position	No. of Board Meetings attended (FY 2022-23)	Attendance at last AGM held on August 3, 2022	No. of Directorships in Indian Public Companies	Positions held in Committees (only Audit and Stakeholders Relationship Committee) of the Board of Public Companies	
					Member	Chairman
<b>Non-Executive</b>						
Mr. Joao Felix Da Silva <sup>1</sup>	Promoter Group (Chairman)	2	Yes	NA	NA	NA
Mr. Sebastien Roussel <sup>2</sup>	Promoter Group (Chairman)	3	NA	1	-	-
Mr. Yves Honhon	Promoter Group	2	No	1	1	-
Mr. Jean Gourp <sup>3</sup>	Promoter Group	3	No	1	-	-
Mr. N. Sundararajan	Independent	5	Yes	1	-	2
Ms. Roma Balwani	Independent	5	Yes	1	1	-
Mr. Nandkumar Dhekne	Independent	5	Yes	4	-	-
Mr. Praveen Kadle <sup>4</sup>	Independent	4	Yes	6	3	2
<b>Executive</b>						
Mr. Vivek Bhide <sup>5</sup>	Non-Independent (Managing Director)	5	Yes	1	1	-

The Board has complete access to all the information within the Company. Agenda papers containing all necessary information / documents are made available to the Board / Committee Members in advance to enable them to discharge their responsibilities effectively and take informed decisions. Detailed presentations are also made at the meetings, for relevant items in the Agenda.

During the year under review, the Board of Directors had 5 (five) meetings - on May 26, 2022, August 2, 2022, November 9, 2022, January 31, 2023 and February 7, 2023. In case of urgent business needs, the Board's approval is obtained by way of circular resolution in accordance with the provisions of the Act.

<sup>1</sup> Mr. Joao Felix Da Silva resigned as a Director with effect from the closing hours of August 3, 2022.

<sup>2</sup> Mr. Sebastien Roussel was appointed as a Non-Executive Director of the Company with effect from August 4, 2022.

<sup>3</sup> Mr. Jean Gourp resigned as a Director with effect from the closing hours of May 31, 2023.

<sup>4</sup> As informed in the last year Annual Report, Mr. Praveen Kadle was appointed as an Independent Director of the Company for a term of five years with effect from April 1, 2022.

<sup>5</sup> Mr. Vivek Bhide will relinquish the position of Managing Director with effect from the closing hours of May 31, 2023 and will continue as Non-Executive Non-Independent Director.

The Board has, subject to the approval of the members of the Company and the Central Government, appointed Mr. Michael Kotas as the Managing Director with effect from June 1, 2023.

The details of Directors who are Directors of other Listed Companies along with the category, as on March 31, 2023 :

Directors	Name of other Listed Company	Category / Position
Mr. Sebastien Roussel	None	Not Applicable
Mr. Yves Honhon	None	Not Applicable
Mr. Jean Gourp	None	Not Applicable
Mr. N. Sundararajan	None	Not Applicable
Ms. Roma Balwani	None	Not Applicable
Mr. Nandkumar Dhekne	Astec Lifesciences Limited Elantas Beck India Limited	Independent Director Independent Director
Mr. Praveen Kadle	Tide Water Oil Company India Limited Divgi Torqtransfer Systems Limited Persistent Systems Limited Veedol UK Limited	Independent Director Independent Director Independent Director Independent Director
Mr. Vivek Bhide	None	Not Applicable

## Agenda

The Company provides Agenda papers containing all necessary information / documents to the Board / Committees in line with the compliance requirement under the Act, Listing Regulations and applicable Secretarial Standards prescribed by ICSI. The Board Agenda covers the strategic matters, compliance and other statutory matters. Agenda papers are made available to the Board / Committee Members in advance to enable them to discharge their responsibilities effectively and take informed decisions. The Board Agenda also covers update from the Committees, highlights of the business and finance for the quarter, update by the Chairman and also by the Managing Director on the overall business, risks, strategies, etc. The information as specified in Schedule II to the Listing Regulations is regularly made available to the Board, whenever applicable, for discussion and consideration.

All agenda items are backed by necessary supporting information and documents which are circulated seven days prior to the Board / Committee Meeting, (except for the critical price sensitive information, which is circulated separately in advance or placed at the meeting) to enable the Board / Committee to take informed decisions. Agenda also includes Minutes of the previous meetings of all the Board Committees, for the information of the Board.

Additional Agenda items in the form of "Other Business" are included with the permission of the Chairman and majority of the Directors present at the meeting. Further, information is also provided to the Board Members on critical matters for their inputs, review and approval. In case of urgent business needs, the Board's approval is obtained by way of circular resolutions in accordance with the Act and later confirmed at the subsequent Board / Committee meeting.

The Board Members advise the management on the critical issues and provide them strategic guidance. Significant developments and

material events are brought to the notice of the Board, either as a part of the Agenda papers or by way of presentation or circulation of relevant documents during the meeting.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

## Invitees and Proceedings

The Board and Committee meetings are attended by all the Directors, the Chief Financial Officer and the Company Secretary. Senior management executives are invited as and when necessary. The Chief Financial Officer briefs the Board on the financial performance of the Company during the previous quarter and trend analysis as compared to the budgets, operational performance and market scenario.

The Chairperson of every Board Committee briefs the Board on all the important matters discussed and decided at their respective Committee meetings, which are generally held prior to the Board meeting.

The Company Secretary records the Minutes of the proceedings of every meeting of the Board and Committees. The draft Minutes are circulated to the members of the Board or Committees for their perusal. Comments from the Directors are incorporated in the Minutes and are approved by the members of the Board / Committees. The above steps are completed within the stipulated time prescribed by the Secretarial Standard on Meeting of the Board of Directors.

## Post Meeting Action and Follow-up system

After the finalization of the Minutes, all important decisions taken at the meeting are communicated to the concerned officials and departments. "Actions Taken Report" is prepared and reviewed periodically by the

Managing Director and the Company Secretary for the actions taken / pending to be taken. These are placed before the Board / Committees at their subsequent meetings.

### **Compliance Officer**

Mr. Haresh Vala, Company Secretary is the Compliance Officer for complying with the provisions of the Act, the Listing Regulations and other mandatory compliances. He is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

### **Directors seeking appointment / re-appointment**

Mr. Yves Honhon, Non-Executive Director, retires by rotation and being eligible, has offered himself for re-appointment.

The Board, on the recommendation of the NRC, has approved the appointment of Mr. Michael Kotas as Managing Director of the Company for a period of 3 (three) years with effect from June 1, 2023, subject to the approval of the members of the Company, and of the Central Government.

Brief background information relating to Mr. Yves Honhon and Mr. Michael Kotas has been given in the Notice convening the AGM.

### **Familiarization Programme for Directors (including Independent Directors)**

The Company has an elaborate familiarization programme for all the Directors to enable them to get to know the Company, its management and operations. This helps the Directors to understand the Company's operation and practices, which in turn helps to handle their own roles in contributing significantly towards the growth of the Company. Induction, orientation or familiarization programme are done pursuant to the requirements of the Listing Requirements.

The business presentations at the Board / Committee meetings cover business strategies, management structure, HR initiatives, compliance framework, business performance, finance plan, customer experience, innovative solutions, review of internal audit, risk management framework, internal financial controls, regulatory updates, etc. Familiarization trainings through various presentations are provided to the Directors to give them insights to the Company including nature of industry in which the Company operates, business model of the Company, relevant information to business processes, etc. This enables the Directors and provides them an opportunity to understand the Company and its business potential.

The Company circulates news and articles related to the industry as and when relevant, and as a general practice, the Board is updated about the highlights of changes in various applicable laws from time to time.

Details of such familiarization program along with the details of the same and the number of hours attended by the Independent Directors are available on the website of the Company at <http://www.johncockerillindia.com/financialreport.aspx?Subcat=Familiarisation%20Program&InvestorType=Corporate%20Governance>.

### **Annual Performance Evaluation**

The Board in consultation with the NRC have for evaluating the performance, on an annual basis, of the Board, its Committees and each Director including the Chairman of the Board of Directors.

Pursuant to the provisions of the Act, Listing Regulations, the Board of Directors have approved the framework for, and have undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including the Independent Directors and the Chairman of the Board based on various parameters relating to attendance, roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. The evaluation templates are consistent with the guidelines issued under the Listing Regulations and Secretarial Standards, and also take into consideration the suggestions given by the Directors.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. All Directors also individually reviewed the overall performance of the Board and of the Committees.

As an outcome of the evaluation process, it was noted that the Board as a whole has a composition that is diverse in experience and perspective and fosters lively and constructive debates. The discussion quality is robust, well intended and leads to clear direction and decision. It was noted that the Board Committees function professionally and smoothly and, besides the Board Committee's terms of reference as mandated by law, important issues are brought up and discussed in the respective Committees. The Board also noted that the extent of information presented at the Board / Committee meetings, helps to assimilate and analyze the issues for discussion during the meetings. Specific observations and suggestions made by individual Directors are also summarized and presented to the Board as a whole.

After the conclusion of the evaluation process and after reviewing the findings, the Chairman of the Board has held individual meetings with each Independent Director to get his / her feedback on the functioning of the Board and its constituents, *inter alia*, on the criteria such as level of participation at the meetings of the Board and Committees, independence of judgment exercised by Independent Directors, interpersonal relationship, etc. The Chairman has also given to every Director his own summarized feedback, and the highlights of the evaluation by the other Directors.

The Directors were satisfied with the evaluation results, and the processes followed.

### **Code of Conduct**

The Company's Code of Conduct ("**Code**") for Directors, Senior Management and Independent Directors is applicable to all the Board Members and the Senior Management Personnel of the Company. The duties of Directors including the duties as an Independent Director as laid down in the Act also forms part of the Code. The Code of Conduct is available on the website of the Company at <https://www.johncockerillindia.com/financialreport.aspx?Subcat=Code%20of%20Conduct&InvestorType=Policies>. During the year, the members of the Board disclosed to the Board their material interest, directly, indirectly or on behalf of third parties, in any transaction or matter directly affecting the Company. They have made necessary disclosures so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code and disclosure under Regulation 26(5) and 26(6) of the Listing Regulations, for the financial year ended March 31, 2023.

A declaration to that effect, signed by Mr. Vivek Bhide, Managing Director is attached at the end of this Report and forms part of the Annual Report of the Company.

## Prevention of Insider Trading Code

The Company has framed a Code of Conduct for Prevention of Insider Trading in the securities of the Company (“**PIT Code**”) and Fair Disclosure Code in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. These Codes are framed to protect the interest of shareholders at large and to prevent misuse of any Unpublished Price Sensitive Information (“**UPSI**”). The PIT Code aims at preventing insider trading activity by dealing in shares of the Company by its Designated Persons and their immediate relatives. The objective of Fair Disclosure Code is to ensure timely and adequate public disclosure of UPSI no sooner than credible and concrete information comes into being in order to make such information generally available.

All Directors, employees and third parties such as Auditors who could have access to the UPSI of the Company are governed by the PIT Code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the PIT Code.

Under PIT Code, Designated Persons are prohibited from dealing in the shares of the Company during the closure of Trading Window. They are required to obtain compliance approval when trading in securities beyond a specified limit. They are prohibited from executing a contra trade for a period of six months. They are also required to make relevant periodic disclosures as defined in the PIT Code.

Mr. Haresh Vala, Company Secretary, has been designated as the Compliance Officer for monitoring compliances with this Code.

## Whistle Blower Policy / Vigil Mechanism

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. The Act and the Listing Regulations requires all listed Companies to institutionalize the vigil mechanism and whistle blower policy. The Company has adopted a Whistle Blower Policy and established vigil mechanism through this policy for the employees and other stakeholders to report concerns about any actual or suspected incidents of unethical behavior, violations of Code for applicable laws and regulations, actual or suspended fraud or violation of the integrity policy. The Whistle Blower Policy is available on the Company’s website and can be accessed through the link at <https://www.johncockerillindia.com/financialreport.aspx?Subcat=Whistleblower%20Policy&InvestorType=Policies>.

The Whistle Blower Policy broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and provides adequate safeguards to the Whistle Blowers against any victimization or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment. The Policy also ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be made to any person for a genuinely raised concern.

Adequate safeguards have been provided in the policy to prevent victimization of anyone who is using this platform and direct access to the Chairman of Audit Committee is also available where necessary. No personnel have been denied access to the Audit Committee.

## Policy for Protection of Women against Sexual Harassment at Workplace

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace to ensure prevention, prohibition and protection against sexual harassment. The policy provides the guidelines for reporting of such harassment and the procedure for resolution and redressal of the complaints of such nature. The details of the complaints and trainings are provided in the Directors’ Report.

## COMMITTEES OF THE BOARD

In compliance with both the mandatory and non-mandatory requirements under the Act and Listing Regulations and applicable laws, the Board has constituted the following Committees and laid down the terms of reference for each Committee :

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee
- v. Risk Management Committee
- vi. Committee for Finance and Operations

During the year under review, there has been no instances of rejection by the Board of any recommendations made by any of its Committees.

### (i) Audit Committee – Mandatory Committee

The Audit Committee has been constituted fully aligned with the requirement of statutes. The Audit Committee reports to the Board. It comprises of experts who are financially literate and specialize in accounting / financial management. The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting process, reviewing the Company’s established systems and processes of internal financial controls, governance and reviewing the Company’s Statutory and Internal Audit activities. All the members of the Committee are Non-Executive Directors with majority of them, including the Chairman being Independent Directors. The Company Secretary acts as the Secretary to the Committee.

### Composition and Meetings

During the year under review, the Audit Committee was re-constituted and Mr. Praveen Kadle, Independent Director was appointed as a member of the Audit Committee with effect from May 26, 2022 in place of Mr. Nandkumar Dhekne. As on March 31, 2023, the Audit Committee comprised of Mr. N. Sundararajan as the Chairman, Mr. Yves Honhon and Mr. Praveen Kadle as Members. The Board at its meeting held on May 25, 2023 reconstituted the Audit Committee and Mr. Praveen Kadle was appointed as the Chairman of the Committee. Mr. N. Sundararajan continues as a member of the Audit Committee.

The Audit Committee met 4 (four) times during the financial year 2022-23 on May 25, 2022, August 2, 2022, November 9, 2022 and January 31, 2023. The maximum gap between any two meetings was less than one hundred and twenty days. The composition of the Audit Committee as at March 31, 2023 and attendance of each Committee Member are as under :

Name of the Director	Position	Category	No. of meetings attended
Mr. N. Sundararajan	Chairman	Independent Director	4 of 4
Mr. Yves Honhon	Member	Non-Executive Director	1 of 4
Mr. Nandkumar Dhekne <sup>1</sup>	Member	Independent Director	1 of 1
Mr. Praveen Kadle <sup>2</sup>	Member	Independent Director	3 of 3

<sup>1</sup> Mr. Nandkumar Dhekne ceased to be a member of the Committee w.e.f. May 26, 2022

<sup>2</sup> Mr. Praveen Kadle has been inducted as a member of the Committee in place of Mr. Nandkumar Dhekne w.e.f. May 26, 2022.

Mr. N. Sundararajan, Chairman of the Audit Committee was present at the last Annual General Meeting for answering the shareholders queries.

### Invitees / Participation

The Managing Director is a permanent invitee to all the meetings of the Audit Committee. The representatives of the Internal Auditors attend all the Audit Committee Meetings (for a limited duration) and brief the Committee on the points covered in the Internal Audit Report as well as other related issues that come up during the discussions. The representatives of the Statutory Auditors have attended all the Audit Committee meetings, where financial results were approved. The Chief Financial Officer also attends all the Committee meetings to provide inputs on issues relating to internal audit findings, internal controls, accounts, taxation, risk management, etc. Other Directors are always invited to join the meetings, subject to their convenience. The Audit Committee invites such other Executives as it considers appropriate to be present at the meeting.

### Terms of Reference

The terms of reference of the Audit Committee include matters specified in the Act, Rules made thereunder, Listing Regulations and those specified by the Board in writing. Besides having access to all required information within the Company, the Committee has the freedom and authority to investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise or obtain legal or other professional advice from external sources, whenever required.

The role broadly includes oversight of the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment, re-appointment, remuneration and terms of appointment of Statutory auditors and Internal Auditors, and approval of payment for any other services rendered by the statutory auditors; reviewing with the management quarterly results and annual financial statements before submission to the Board of Directors for approval; approval or any subsequent modification of any transactions of the Company with the related parties; review and monitor the auditors' independence and performance and effectiveness of audit process; scrutiny of inter-corporate loans and investments, if any; evaluation of internal financial controls and risk management system; reviewing the functioning of the vigil mechanism / whistle blower policy; reviewing the internal controls to ensure compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and verifying that the system for internal control under PIT Regulations are adequate and are operating effectively.

The Audit Committee mandatorily reviews information such as internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement of related party transactions and such other matters as prescribed under the Act and Listing Regulations.

### (ii) Nomination and Remuneration Committee – Mandatory Committee

Pursuant to the provisions of Section 178 of the Act read with Regulation 19 of the Listing Regulations, the Nomination and Remuneration

Committee ("NRC") of the Board is duly constituted. The powers, role and terms of reference of the NRC covers the areas as contemplated under the Act and the Listing Regulations, besides other terms as referred to by the Board. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board a policy relating to nomination and remuneration for the Directors, Key Managerial Personnel and other employees; formulation of criteria for evaluation of Directors and the Board as a whole; devising a policy on diversity of Board of Directors; and approval of persons who are qualified to become Directors and who may be appointed in the senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment, removal and noting their cessation; recommendation on extension or continuation of the terms of appointment of Directors and recommendation to the Board of Directors of all remuneration, in whatever form, payable to the senior management and Key Managerial Personnel.

### Composition and Meetings

During the year under review, the NRC was re-constituted and Mr. Sebastien Roussel was appointed as a member of the Committee with effect from August 4, 2022 in place of Mr. Joao Felix Da Silva, who ceased to be a member of the Committee upon his resignation as a Director of the Company with effect from August 3, 2022. As on March 31, 2023, the NRC comprised of Ms. Roma Balwani as the Chairperson and Mr. Sebastien Roussel and Mr. Nandkumar Dhekne as members. The Company Secretary of the Company acts as the Secretary to the NRC.

During the year under review, the NRC met 4 (four) times on May 25, 2022, August 2, 2022, January 30, 2023 and February 7, 2023. The Managing Director is a permanent invitee to the NRC meetings. Other Directors are always invited to join the meetings, subject to their convenience. The composition of NRC as on March 31, 2023, and the attendance of the members are as under :

Name of the Director	Position	Category	No. of meetings attended
Ms. Roma Balwani	Chairperson	Independent Director	4 of 4
Mr. Joao Felix Da Silva <sup>1</sup>	Member	Non-Executive Director	2 of 2
Mr. Sebastien Roussel <sup>2</sup>	Member	Non-Executive Director	2 of 2
Mr. Nandkumar Dhekne	Member	Independent Director	4 of 4

<sup>1</sup> Mr. Joao Felix Da Silva ceased to a member of the NRC with effect from August 3, 2022.

<sup>2</sup> Mr. Sebastien Roussel was appointed as a member of the NRC in place of Mr. Joao Felix Da Silva with effect from August 4, 2022.

Ms. Roma Balwani, Chairperson of NRC, was present at the last Annual General Meeting of the Company.

### Remuneration Policy

The Company follows a policy on remuneration of the Directors, Key Managerial Personnel and other senior management employees, which is available on the website of the Company at <https://johncockerillindia.com/financialreport.aspx?Subcat=Remuneration%20>

Policy&InvestorType=Policies. The Remuneration Policy of the Company is performance driven and is structured to motivate employees, recognize their merits and achievements and promote excellence in their performance. Remuneration to Directors, Key Managerial Personnel and other senior management employees involves a balance between fixed and incentive components, related to their short and long-term performance objectives, which in turn are aligned to the business goals and results of Company. The remuneration policy is focused on ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate people of the quality required to run the Company successfully.

#### **Non-Executive Directors**

The Non-Executive Independent Directors are paid sitting fees for attending each meeting of the Board and Committees thereof. In addition to the sitting fees, the Company also pays commission to Non-Executive Independent Directors based on their contribution to the decision making at the meetings, their overall engagement and Industry standards / practice. None of the Non-Executive Directors received remuneration amounting to 50% of the total remuneration paid to all the Non-Executive Directors during the financial year 2022-23.

Non-Executive Directors nominated by the Holding Company are not entitled to sitting fees for attending the meetings of the Board or any Committee thereof nor do they receive any commission on net profits.

#### **Senior Management Employees**

The remuneration to senior management employees (including the Managing Director) has fixed as well as variable components.

The Company has arranged / purchased a Directors and Officers Liability Insurance Policy covering all Directors and Officers of the Company in respect of specified legal actions that might be initiated or liabilities that may devolve against any Director or Officer of the Company.

#### **Details of Remuneration paid to the Directors**

##### **(a) Pecuniary relationship and transactions of Non-Executive Directors with the Company**

Except for sitting fees and commission paid to the Non-Executive and Independent Directors as stated above, the Company has not entered into any pecuniary relationship or transaction with any Non-Executive Director.

##### **(b) Criteria of making payment to Non-Executive Directors**

- Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Committees of which they are members.
- In addition to the sitting fees, the Company also pays commission to Non-Executive Directors for their overall engagement and contribution for the Company's business. The Commission is within regulatory limits and is recommended by the NRC and approved by the Board.
- Overall remuneration is considered reasonable and sufficient to attract, retain and motivate Non-Executive Directors who can contribute value to the Company, taking into consideration the challenges faced by the Company and its future growth imperatives. Remuneration paid is reflective of the size of the Company, complexity of the sector / industry / Company's operations.

- The remuneration payable is inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

##### **(c) Details of Remuneration to Non-Executive Directors for the year ended March 31, 2023**

Details of remuneration to Non-Executive Directors during the year ended March 31, 2023 are as under :

<b>Directors</b>	<b>Commission # (₹ in lakhs)</b>	<b>Sitting Fee paid (₹ in lakhs)</b>
Mr. Sebastien Roussel *	Nil	Nil
Mr. Yves Honhon *	Nil	Nil
Mr. Jean Gourp *	Nil	Nil
Mr. N. Sundararajan	6.00	10.50
Ms. Roma Balwani	6.00	9.30
Mr. Nandkumar Dhekne	6.00	9.80
Mr. Praveen Kadle	6.00	7.50

\* Mr. Sebastien Roussel, Mr. Yves Honhon and Mr. Jean Gourp are not entitled to sitting fees for attending the meetings of the Board or any Committee thereof nor do they receive any commission on net profits.

# Commission is within the limits specified under Section 197 of the Act and will be paid after the financial statements are approved by the members at the Annual General Meeting scheduled to be held on July 26, 2023.

All the Directors have been reimbursed the expenses incurred by them for travel and accommodation for attending the meetings, and for any expenses incurred directly in discharge of their duties as Directors.

None of the Directors holds any shares of the Company as on March 31, 2023.

##### **(d) Remuneration to Managing Director for the year ended March 31, 2023**

The Board, on the recommendations of the NRC, is authorized to decide the remuneration of the Managing Director, subject to the approval of the members, and also of the Central Government, if required. The remuneration structure of the Managing Director comprises of Salary, Perquisites, Retirement benefits as per law / rules and Performance Linked Management Incentive (PLMI). There is no separate provision in the contract of Mr. Vivek Bhide as Managing Director, for payment of severance fees.

Annual increments are decided by the NRC and recommended to the Board within the salary range approved by the members. The remuneration of Managing Director is arrived at, in a manner which will ensure and support a high-performance culture, after taking into account the Company's overall performance, his contribution towards the same, and also the trends in the industry in general. The Managing Director is entitled to PLMI with target payouts fixed to be paid at the end of the financial year as may be determined by the Board and are based on certain pre-agreed performance parameters, and specific targets for the Managing Director.

The terms and conditions of appointment and remuneration of Managing Director may be varied, altered, increased, enhanced or widened from time to time by the Board, as deemed fit, but within the overall limits / parameters approved by the members.

The details of remuneration paid / payable to the Managing Director for the year ended March 31, 2023 is as under :

Name of Managing Director	Salary	Performance incentive	Company's Contribution to Funds	Perquisites and allowances	(₹ in lakhs)		Total Contract Period	Notice period in months
						Total		
Mr. Vivek Bhide	324.40	45.00	19.73	33.75	422.87		February 8, 2023 to February 7, 2028	3

**Notes :**

- (1) All the above components of remuneration, except performance incentive, are fixed in nature.
- (2) The amended Schedule V of the Act deals with the conditions for appointment and payment of remuneration to managerial personnel. The provisions of Schedule V provides that in respect of the remuneration paid to a managerial person functioning in a professional capacity and fulfilling certain other conditions, the Company can pay remuneration in accordance with the terms and conditions approved by the members by way of special resolution, without obtaining the approval of Central Government. In terms of the said notification, the approval of the Central Government is not required for the remuneration paid / payable to Mr. Vivek Bhide as the Managing Director. The remuneration paid to Mr. Vivek Bhide is as per the terms and conditions and within the limits approved by the members at the Annual General Meetings of the Company held on August 27, 2020 and August 3, 2022.

Presently, the Company does not have any stock options scheme.

**(iii) Stakeholders Relationship Committee – Mandatory Committee**

The Stakeholders Relationship Committee oversees, *inter alia*, redressal of shareholder and investor grievances, transmission / transposition of shares, non-receipt of annual report or declared dividend, issue of letter of confirmation in lieu of duplicate shares, exchange of new share certificates, reviewing dematerialization of shares and related matters. The roles and responsibilities of the Stakeholders Relationship Committee are as prescribed under Section 178 of the Act and Regulation 20 of the Listing Regulations.

**Composition and Meeting**

Mr. N. Sundararajan, Non-Executive Independent Director is the Chairman of the Committee, and the other members of the Committee are Ms. Roma Balwani and Mr. Vivek Bhide. The Company Secretary acts as the Secretary to the Committee. The Chief Financial Officer is the Nodal Officer and the Company Secretary is the Deputy Nodal Officer under the Investor Education and Protection Fund.

The Board of Directors have approved the reconstitution of the Stakeholders Relationship Committee. Mr. Michael Kotas has been appointed as a Member of the Committee, to take the place of Mr. Vivek Bhide, with effect from June 1, 2023.

The Committee met once during the year on January 30, 2023, when all the members attended the meeting.

The table below highlights the composition and attendance of the members at the meeting of the Committee :

Name	Position	Category	No. of meeting attended
Mr. N. Sundararajan	Chairman	Independent Director	1 of 1
Ms. Roma Balwani	Member	Independent Director	1 of 1
Mr. Vivek Bhide	Member	Managing Director	1 of 1

The Chairman of the Stakeholders Relationship Committee was present during the last Annual General Meeting of the Company.

**Redressal of Investors' Grievance**

The Company Secretary is designated as the Compliance Officer who oversees the redressal of the investors' grievances.

Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrar and Share Transfer Agent in due course after verification. All the complaints received during the financial year were attended to and resolved satisfactorily. No investor grievances remain pending / unattended for a period exceeding 15 days. During the year under review, the Company has not received any complaint.

The Company has a designated e-mail id : investors@johncockerillindia.com exclusively for the purpose of registering complaints by shareholders / investors electronically. This e-mail id is displayed on the Company's website at www.johncockerillindia.com.

Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate easy communication and prompt response.

**(iv) Corporate Social Responsibility Committee – Mandatory Committee**

The Corporate Social Responsibility ("CSR") Committee oversees, *inter alia*, corporate social responsibility and other related matters as may be referred by the Board and discharges the roles as prescribed under Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended ("CSR Rules"), which includes formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, as per Schedule VII of the Act; the amount of expenditure to be incurred; and monitoring the CSR Policy of the Company.

The Company has formulated a CSR policy, and this is available on the website of the Company at <https://www.johncockerillindia.com/CSRReport.aspx?Subcat=CSR%20Policy&CSRType=CSR>.

## Composition and Meeting

The CSR Committee is headed by Ms. Roma Balwani, Non-Executive Independent Director. The Committee met once on May 26, 2022. The details of the composition and attendance at meeting as on March 31, 2023 are as under :

Name	Position	Category	No. of meeting attended
Ms. Roma Balwani	Chairperson	Independent Director	1 of 1
Mr. Jean Gourp	Member	Non-Executive Director	1 of 1
Mr. Vivek Bhide	Member	Managing Director	1 of 1

The Company Secretary acts as the Secretary to the Committee.

The Board of Directors have approved the reconstitution of the Corporate Social Responsibility Committee. Consequent to the resignation of Mr. Jean Gourp as the Director of the Company, he ceased to be a member of the Committee and Mr. Michael Kotas has been appointed as a Member of the Committee effective from June 1, 2023.

Annual Report on CSR activities is a part of the Directors' Report detailing the CSR projects undertaken by the Company.

### (v) Risk Management Committee – Non-Mandatory Committee

The Risk Management Committee (“RMC”) was constituted pursuant to Regulation 21 of the Listing Regulations. SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2021, has amended Regulation 21 of the Listing Regulations, making it mandatory for top 1000 listed Companies determined on the basis of market capitalization at the end of the immediate preceding financial year to have RMC. The Company does not fall within this threshold, but, in the spirit of governance beyond the mandatory limits, the Board of Directors has voluntarily continued with the RMC which was constituted in the year 2014.

The Company has a well-defined Risk Management framework to identify, monitor and minimizing / mitigating risks. The Risk Management framework has been developed and approved by the senior management in accordance with the business strategy.

## Composition and Meeting

The RMC was reconstituted as Mr. Praveen Kadle, Independent Director was appointed as a member of the Committee with effect from May 26, 2022. Mr. Nandkumar Dhekne is the Chairman of the RMC. During the year under review, RMC met once on May 6, 2022, all the members attended the meeting.

Name	Position	Category	No. of meeting attended
Mr. Nandkumar Dhekne	Chairman	Independent Director	1 of 1
Mr. N. Sundararajan	Member	Independent Director	1 of 1
Mr. Vivek Bhide	Member	Managing Director	1 of 1
Mr. Shridhar Sulebhavi	Member	Company Executive	1 of 1

The Board of Directors at its meeting held on May 25, 2023 have approved the reconstitution of the Risk Management Committee. Mr. Michael Kotas has been appointed as a Member of the Committee in place of Mr. Vivek Bhide with effect from June 1, 2023. Mr. Shridhar Sulebhavi ceased to be a member of the Committee and the Board appointed Mr. Kiran Rahate, Mr. Sachin Mohod, Mr. Deepak Zemse, Mr. Rajiv Pathiyil and Mr. Ashutosh Deshpande as permanent invitees to the Committee meetings.

### Terms of Reference

The Committee is required to lay down the procedures to review the risk assessment and minimization procedures and is responsible for framing, implementing and monitoring the risk management plan of the Company.

The terms of reference to RMC are to :

- review the framework of Business Risk Management process;
- risk identification and assessment;
- review and monitoring of risk mitigation plans and its implementation;
- ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new projects; and
- review management's prioritization of risks as set out in the risk management framework and refer significantly high risks to the Audit Committee for review / advice.

During the year under review, RMC reviewed the risk trends, exposure and potential impact analysis carried out by the Management.

### (vi) Committee for Finance and Operations – Non Mandatory Committee

The Board of Directors at its meeting held on May 25, 2023 constituted a Committee for Finance and Operations and discontinued the Borrowings Committee and Banking Operations Committee. Mr. Michael Kotas (Chairman of the Committee), Mr. Praveen Kadle, Mr. Nandkumar Dhekne and Mr. Kiran Rahate were appointed as members of the Committee. The Company Secretary acts as the Secretary to the Committee. The terms of reference of this Committee is opening, closing of bank accounts & demat accounts, authorising personnel for operation of the accounts and other operational matters including but not limited to Income Tax, EXIM, Customs, Goods and Services Tax Act, State VAT Acts, Central Excise Act, Service Tax Act, Local Body Tax, Group Gratuity and Group Superannuation Scheme, Legal Entity Identifier, borrowings from banks, etc.

### CEO / CFO Certification

The Managing Director and the Chief Financial Officer of the Company have certified to the Board of Directors, *inter alia*, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the year ended March 31, 2023.

### DISCLOSURES

#### Disclosure of transactions with Related Parties

During the year under review, there were no materially significant transactions with the related parties viz. Promoters, Directors or the Management or their relatives or subsidiaries, which may be considered



to have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note No. 32 to the annual audited financial statements.

All related party transactions are entered into with the prior approval of the Audit Committee. The interested Directors do not participate in the discussions and vote on such matters. The Audit Committee has granted omnibus approval for related party transactions in the ordinary course of business. The Company maintains Register under Section 189 of the Act. The management updates the Board and Audit Committee on related party transactions, as set out in the financials on quarterly basis. The Audit Committee and Board take the same on record and note that these transactions are at arms' length and in the ordinary course of business.

The policy on related party transactions as approved by the Board is uploaded on the website of the Company and the weblink is <https://johncockerillindia.com/financialreport.aspx?Subcat=RPT%20Policy%20as%20per%20LODR&InvestorType=Policies>.

#### Details of non-compliance

The equity shares of the Company are listed on BSE Limited; Mumbai and the Company has complied with all the applicable regulations of capital markets. Apart from one instance of minor penalty by BSE Limited for delay in submission of annual report by one day, there has been no penalty or strictures imposed on the Company by the Stock Exchange, Securities and Exchange Board of India, Registrar of Companies or any other statutory authority relating to the capital markets during the last three financial years.

#### Disclosure of Accounting Treatment

The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing the financial statements.

The previous year figures have been regrouped / reclassified or restated as per Ind AS, so as to make the figures comparable with the figures of current year. The significant accounting policies which are consistently applied have been set out in the Notes to the financial statements.

#### Management Discussion and Analysis

Management Discussion and Analysis (MDA) Report is set out in a separate Section included and forms part of the Annual Report.

#### Subsidiary Companies

At present, the Company has no subsidiary and accordingly, the requirement of appointing at least one Independent Director on the Board of Directors of the material unlisted subsidiary is not applicable.

#### Credit Rating

The Company does not have any debt instrument or a fixed deposit program or any scheme or proposal involving mobilization of funds either in India or abroad that requires credit rating. The rating for the long term / short term bank facility is CARE BBB+, Stable / CARE A2 by CARE Ratings Limited. The reaffirmation reflects the Company's continued strong parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility and conservative financial policies. The details of credit rating are available on the website of the Company at <https://www.johncockerillindia.com/financialreport.aspx?Subcat=Disclosures%20Under%20Regulation%2030%20&InvestorType=Corporate%20Governance>.

#### Compliances with Governance framework

The Company has complied with all the mandatory corporate governance requirements under Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of the Listing Regulations. Some of the non-mandatory requirements have also been complied with by the Company.

#### Auditors' remuneration

The details of total fees for all services paid by the Company to its Statutory Auditors, M/s. S R B C & Co. LLP and all entities in the network firm / network entity of which the statutory auditors are part of are as follows :

Particulars	Amount (₹ in lakhs)
Payment to Statutory Auditors (including limited review and out of pocket expenses)	58.90
Payment to entities in the network firm / network entity of the Statutory Auditors	NIL
<b>Total</b>	<b>58.90</b>

#### MEANS OF COMMUNICATION

The Company focuses on prompt, continuous and efficient communication to all its stakeholders. The Company constantly interacts with the shareholders through multiple channels of communication such as result announcement, annual reports, updates on the Company's website, etc. As a step towards continuous improvement, the Company has started sending out a quarterly shareholder communication, as soon as the financial results are sent to the Stock Exchange. The shareholders have welcomed this initiative.

**Financial results :** Quarterly and annual financial results are published in English and regional (Marathi) newspapers i.e. Business Standard and Mumbai Lakshdeep. Simultaneously, they are also uploaded on the Company's website at <https://www.johncockerillindia.com/financialreport.aspx?Subcat=Quarterly%20/%20Annual%20Results&InvestorType=Financial%20Information>.

**Website :** The Company has an active website i.e. <https://www.johncockerillindia.com>. A separate section for the 'Investors' on the website of the Company contains, with a search option, the details relating to the financial results declared by the Company, Annual Reports, shareholding patterns and such other material information which is relevant to the members of the Company and as required under Regulation 46 of the Listing Regulations are made available on the website.

**Annual Report :** The Annual Report containing, *inter alia*, audited financial statements together with the Directors' Report, Auditors' Report and other important information are circulated to members and others entitled thereto and is also made available on the Company's website.

**Stock Exchange filings :** The Company also uploads its disclosures and announcements like shareholding pattern, corporate governance report, media releases, statement of investor complaints, amongst others, as required under the Listing Regulations on BSE Online Listing Centre.

**SEBI Complaints Redress System (SCORES) :** The investors can raise complaints in a centralized web-based complaint redress system called "SCORES". The Company uploads the action taken report on

the complaints raised by the shareholders on SCORES, which can be viewed by the shareholder. The complaints are closed to the satisfaction of the shareholders and SEBI.

During the year under review, no presentation was made to analysts / investors.

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the Stock Exchange.

The Company has designated the email address : investors@johncockerillindia.com exclusively for investor communication, and

the same is prominently displayed on the Company's website : www.johncockerillindia.com

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under the Listing Regulations.

During the year under review, the Board of Directors accepted all recommendations of the Committees of the Board of Directors, which were mandatorily required to be made.

During the year, the Company has not provided any loans and advances in the nature of loans to firms / companies in which Directors are interested.

## GENERAL BODY MEETINGS

### Details of General Meetings and Special Resolutions passed

The details of Annual General Meetings ("AGMs") held in last 3 years along with the details of the Special Resolutions, as more particularly set out in the notices of the respective AGMs and passed by the members are as follows :

Year	Location	Date	Time	Whether any Special Resolution passed
2019-2020	Through video-conferencing / other audio visual means	August 27, 2020	2.30 p.m.	- Appointment of Mr. Vivek Bhide as the Managing Director of the Company
2020-2021	Through video-conferencing / other audio visual means	August 4, 2021	2.30 p.m.	No special resolution was passed
2021-2022	Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093	August 3, 2022	2.30 p.m.	- Re-appointment of Mr. Vivek Bhide as the Managing Director of the Company

During the year under review, the Company has approached the shareholders through 2 Postal Ballots for two resolutions, details of which are given below :

#### 1. Postal Ballot for appointment of Mr. Sebastien Roussel (DIN 09663609) as a Non-Executive Director of the Company

The details of Resolution passed through Postal Ballot and the voting pattern for the said Resolution is disclosed as under :

Date of Postal Ballot Notice : August 2, 2022

Voting Period : August 12, 2022 to September 12, 2022

Date of declaration of results : September 13, 2022

Sr. No.	Ordinary Resolution	No. of valid votes received	No. and % of votes in favour	No. and % of votes against
1.	Appointment of Mr. Sebastien Roussel (DIN 09663609) as a Non-Executive Director of the Company	3713419	3713261 (99.99%)	158 (0.01%)

#### 2. Postal Ballot for change of Objects clause of the Memorandum of Association of the Company

The details of Resolution passed through Postal Ballot and the voting pattern for the said Resolution is disclosed as under :

Date of Postal Ballot Notice : February 7, 2023

Voting Period : February 20, 2023 to March 22, 2023

Date of declaration of results : March 23, 2023

Sr. No.	Special Resolution	No. of valid votes received	No. and % of votes in favour	No. and % of votes against
1.	Change of the Objects clause of Memorandum of Association of the Company	4162751	4162751 (100.00%)	0 (0.00%)

### Procedure for Postal Ballot

The Company had sought the approval of the members of the Company through Postal Ballots for the above resolutions only through remote e-voting in compliance with the provisions of Section 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs and SEBI.

The Company had engaged the services of National Securities Depository Limited ("NSDL") for providing e-voting facility to the members for appointment of Mr. Sebastien Roussel; the services of Bigshare Services Private Limited ("Bigshare") were availed for the e-voting facility in respect of the resolution for change of object clause of Memorandum of Association. The members were provided with the option of exercising their right to vote on the above resolutions through e-voting during the period mentioned for the resolution. The Company published a notice in the newspapers declaring the completion of the dispatch and other requirements for both the postal ballots.

Mr. Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practising Company Secretaries was appointed as the Scrutinizer for carrying out both the postal ballot process in a fair and transparent manner.

Upon completion of the voting period, the Scrutinizer, Mr. Vijay Kumar Mishra of M/s. VKM & Associates completed the scrutiny of votes cast and submitted his reports for each of the postal ballot to the Chairman / Managing Director. The results of the voting were declared and displayed, on the website of the Stock Exchange, the Company and NSDL / Bigshare.

No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report.

## GENERAL SHAREHOLDER INFORMATION

### 37<sup>th</sup> Annual General Meeting (“AGM”)

Date : July 26, 2023  
 Time : 2.30 p.m. IST  
 Venue : Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093

### Book Closure dates

Dates of Book Closure will be from July 21, 2023, to July 26, 2023 (both days inclusive).

### Financial Year

The Company follows the period from April 1 to March 31 of the next year, as the financial year.

### Financial Calendar 2023-24 (tentative)

First Quarter Results : First / Second week of August, 2023  
 Half Yearly Results : First / Second week of November, 2023  
 Third Quarter Results : First / Second week of February, 2024  
 Fourth Quarter and Annual Results : Third / Fourth week of May, 2024

### Dividend

The Board of Directors at its meeting held on May 25, 2023, has recommended, subject to the approval of the shareholders at the ensuing AGM a final dividend of ₹ 5/- per share, on equity shares of the Company having face value of ₹ 10/- each (50%). The dividend shall be paid to the members whose names appear on the Company's Register of Members on July 20, 2023 in respect of physical members and whose name appear in the list of Beneficial Owners on July 20, 2023 furnished by NSDL and CDSL for this purpose. The dividend, if declared at the AGM shall be paid after July 26, 2023.

The Company has not transferred any amount out of profits to General Reserve.

## Listing on Stock Exchange

The equity shares of the Company are presently listed on BSE Limited (BSE).

The Listing fees for the year 2023-24 has been paid to BSE Limited.

### Stock Code

BSE Limited

Scrip Code : 500147 Scrip Name : COCKERILL

### ISIN Code for Company's equity share

The ISIN no. for dematerialization of the Company's shares with NSDL and CDSL is INE515A01019.

### Corporate Identification Number (CIN)

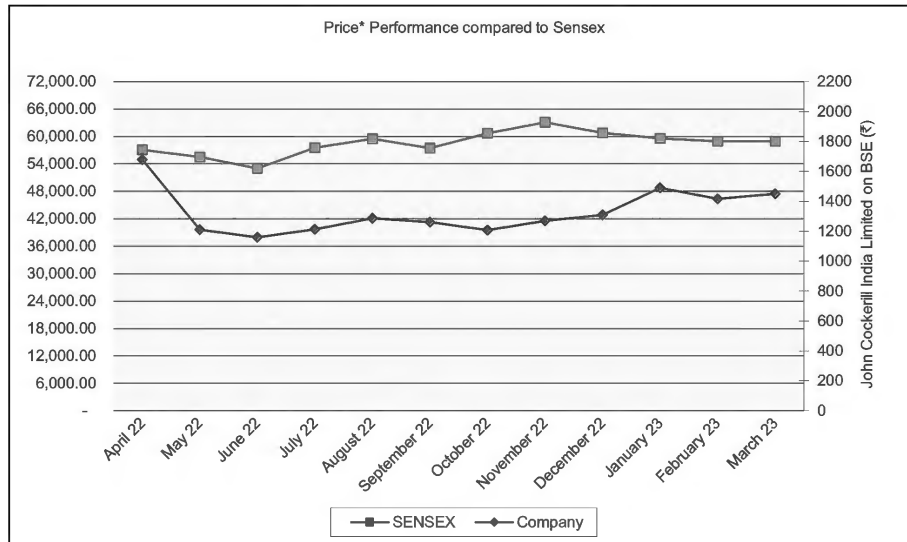
The Company's CIN as allotted by the Ministry of Corporate Affairs is L99999MH1986PLC039921.

### Market Price Data

The high and low prices of the Company's equity shares (face value of ₹ 10/- each) on BSE Limited during the financial year 2022-23 were as under :

Month	High (₹)	Low (₹)	Sensex (closing)
April, 2022	1,835.00	1,524.00	57,060.87
May, 2022	1,674.00	1,160.50	55,566.41
June, 2022	1,305.00	1,000.00	53,018.94
July, 2022	1,239.80	1,145.00	57,570.25
August, 2022	1,308.00	1,043.05	59,537.07
September, 2022	1,438.00	1,164.00	57,426.92
October, 2022	1,300.00	1,132.40	60,746.59
November, 2022	1,356.00	1,135.65	63,099.65
December, 2022	1,375.90	1,161.00	60,840.74
January, 2023	1,512.00	1,266.05	59,549.90
February, 2023	1,615.00	1,370.00	58,962.12
March, 2023	1,520.00	1,385.10	58,991.52

Performance of the Company's shares in comparison to BSE Sensex is given in the chart below :



\*based on closing price on last trading day of the Month

## Registrar and Share Transfer Agent

Bigshare Services Private Limited  
Unit : John Cockerill India Limited  
Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park  
Next to Ahura Centre, Mahakali Caves Road  
Andheri East, Mumbai 400 093  
Tel. No.: 022-62638200  
Fax No.: 022-62638299  
Email: investor@bigshareonline.com

## Distribution of Shareholding as at March 31, 2023

Range of equity shares held	No. of holders	% of shareholders	No. of equity shares held	% of share capital
Up to 500	4,573	94.06	3,47,639	7.04
501 – 1000	154	3.17	1,15,711	2.34
1001 – 2000	67	1.38	97,601	1.98
2001 – 3000	26	0.53	62,591	1.27
3001 – 4000	8	0.16	28,898	0.59
4001 – 5000	6	0.12	26,849	0.54
5001 – 10000	14	0.29	1,00,215	2.03
10001 and above	14	0.29	41,58,309	84.21
<b>Total</b>	<b>4,862</b>	<b>100.00</b>	<b>49,37,813</b>	<b>100.00</b>

## Shareholding pattern as at March 31, 2023

Category	No. of shares	% of share capital
Promoters & Promoters Group	37,03,200	75.00
Government Companies, Mutual Funds & Banks	0	0.00
Alternate Investment Funds	0	0.00
IEPF	18,891	0.38
Foreign Institutional Investors (FIIs) / OCB	100	0.00
Non-Resident Indians	12,955	0.26
Domestic Companies	24,751	0.50
Resident individuals	11,77,916	23.86
<b>Total</b>	<b>49,37,813</b>	<b>100.00</b>

## Dematerialization of shares as at March 31, 2023

Category	No. of equity shares	% of share capital	No. of shareholders	% of shareholders
Electronic Form	49,04,602	99.33	4,625	95.13
Physical Form	33,211	0.67	237	4.87
<b>Total</b>	<b>49,37,813</b>	<b>100.00</b>	<b>4,862</b>	<b>100.00</b>

## Share Transfer System

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialized form. Further, SEBI vide its circular dated January 25, 2022, mandated that all service requests for issue of duplicate certificate, claim for unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting / consolidation of certificate, transmission and transposition which were allowed in physical form should be processed in dematerialized form only.

Shareholders holding shares in physical form are advised to avail themselves of the facility of dematerialization.

Shareholders should communicate with Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agent (at investor@bigshareonline.com) quoting the Company name, their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.

The average time taken for processing and registration of relodged share transfer requests is less than 15 days. Requests for dematerialization of shares are processed and confirmation thereof is given to the respective Depositories viz National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") within the statutory time limit from the date of receipt of share certificates provided all the documents are complete in all respects.

## Reconciliation of Share Capital Audit

As stipulated by the Securities and Exchange Board of India (“SEBI”), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and that total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchange, NSDL and CDSL. No discrepancies were noticed during these audits.

## Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity

The Company has not issued GDR / ADR / Warrants or any convertible instruments.

## Unclaimed / Unpaid Dividend

As per the provisions of the Act and the Rules framed thereunder, the dividend which remains unclaimed / unpaid for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (“IEPF”) of the Central Government. Shareholders are advised to claim the un-encashed dividend lying in the unpaid dividend account of the Company before the due date. During the year under review, there was no unclaimed dividend which was transferred to the IEPF.

Entitled members are requested to lodge their claims before the last date for claiming unpaid / unclaimed dividend. The details of the unclaimed dividends are available on the Company’s website at <https://www.johncockerillindia.com/financialreport.aspx?Subcat=Listing&InvestorType=Unclaimed%20Dividend> and IEPF Authority’s website at [www.iepf.gov.in](http://www.iepf.gov.in)

In compliance with the provisions of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (“IEPF Rules”), all the shares in respect of which dividend has remained unclaimed or unpaid for a period of seven consecutive years or more are required to be transferred to the demat account of Investor Education and Protection Fund Authority (“IEPFA”).

The shares and unclaimed dividend transferred to IEPFA can however be claimed back by the concerned shareholders from IEPFA after complying with the procedure prescribed under the IEPF Rules. The member / claimant is required to make an online application to IEPFA in web Form No. IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with the requisite fee as decided by the IEPFA from time to time. After submitting the application, the member shall send the duly signed Form IEPF-5 along with the requisite documents to the Company at its registered office for verification of the claim and payment / transfer of shares by IEPFA. All corporate benefits on such shares viz. bonus shares, split of shares, etc. including dividend shall be credited to the demat account of the IEPFA. The voting rights on such shares shall remain frozen until the rightful owner claims the share.

## Plant Locations

### Unit No. I

A-84, 2/3 MIDC, Talaja Industrial Area,  
District Raigad 410 208, Maharashtra

### Unit No. II

Gat No. 21, 41 and 61, Village Hedavali, Khopoli-Pali Road, Taluka Sudhagad, District Raigad 410 205, Maharashtra

## Commodity price risk or foreign exchange risk and hedging activities

The Company does not have any exposure hedged through commodity derivatives.

The Company has managed foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports.

## Address for correspondence

Members are requested to correspond with the Company’s Registrar and Share Transfer Agent with respect to all queries, requests, information on matters relating to dematerialization of shares, payment of dividend and any other query relating to equity shares of the Company at :

Bigshare Services Private Limited  
Unit : John Cockerill India Limited  
Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park  
Next to Ahura Centre, Mahakali Caves Road  
Andheri East, Mumbai 400 093  
Tel. No. : 022-62638200  
Fax No. : 022-62638299  
Email : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Members are requested to mention the company name, their folio number / DP ID and Client ID in case of demat shares, phone or mobile number and their email address while corresponding with the Company and its Registrar and Share Transfer Agent to enable us to contact them and redress their complaints immediately.

The Company has designated [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com) as an exclusive email ID for Investors for the purpose of registering complaints and the same email ID has been displayed on the Company’s website.

For any specific other assistance, members may also write to or contact the Company Secretary & Compliance Officer at Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093. Tel. No. : 022-66762727 Fax No. : 022-66762737 Email : [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com).

## DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS

The status of compliance with discretionary recommendations of Regulation 27 of the Listing Regulations is provided below :

### • The Board of Directors

The present Chairman is a foreign national and a Non-Executive Director. All Independent Directors significantly contribute to the deliberations of the Board and provide valuable inputs in directing the Company. The Board carefully evaluates the qualifications and experience of every Independent Director at the time of the appointment, and also involves the Independent Directors in various Board Committees, to utilize their expertise and experience in managing the business of the Company.

### • Separate posts of Chairman and Managing Director

The Chairman of the Board is a Non-Executive Director (representing the promoters / principal shareholders) and his position is separate from that of Managing Director, who is a professional.

### • Audit qualifications

During the year under review, there is no audit qualification on the Company’s financial statements.

### • Reporting by Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

{Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015}

We have examined and verified the records of the Board of Directors available and maintained on the online portal of Ministry of Corporate Affairs of **JOHN COCKERILL INDIA LIMITED** (hereinafter known as "the Company"), having its Registered Office at Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri (East), Mumbai 400093, Maharashtra, India incorporated vide its Company Registration Number L99999MH1986PLC039921 on 28<sup>th</sup> May, 1986 under the jurisdiction of Registrar of Companies, Mumbai, Maharashtra.

On the basis of examination and verification, we hereby state that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as the directors of companies by the Securities and Exchange Board of India / MCA or any such statutory authority for the Financial Year ended on 31<sup>st</sup> March, 2023.

The Board of Directors of the Company comprises of 8 (Eight) Directors as follows :

Sr. No.	Name of the Director	DIN	Type of the Director	Date of Appointment	Status of the Director
1	Sundararajan Natarajan	00051040	Independent Director	28/10/2010	Active
2	Roma Ashok Balwani	00112756	Independent Director	29/10/2014	Active
3	Nandkumar Vasant Dhekne	02189370	Independent Director	07/02/2020	Active
4	Vivek Mukund Bhide	02645197	Executive Director (Managing Director)	08/02/2020	Active
5	Yves Ernest L Honhon	02268831	Non-Executive Director	25/06/2008	Active
6	Jean Henri Gourp	02268912	Non-Executive Director	25/06/2020	Active
7	Praveen Purushottam Kadle	00016814	Independent Director	01/04/2022	Active
8	Sebastien Benoit Roussel	09663609	Non-Executive Director	04/08/2022	Active

*During the year, Mr. Praveen Kadle was appointed as an Independent Director effective from 1<sup>st</sup> April, 2022. Mr. Joao Felix Da Silva resigned as a Non-Executive Director from the close of working hours of 3<sup>rd</sup> August, 2022 and Mr. Sebastien Roussel was appointed in his place as a Non-Executive Director effective from 4<sup>th</sup> August, 2022.*

This Certificate is being issued at the request of the Company for the compliance with Para 3(x) (c) (iii) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

**For VKM & Associates  
Company Secretaries**

**(Vijay Kumar Mishra)  
Partner**

**C.P.No. 4279**

**UDIN : F005023E000372654**

Place: Mumbai

Date: 25/05/2023

## Certificate on Compliance with Code of Conduct

To,

**The Shareholders of John Cockerill India Limited**

I, Vivek Bhide, Managing Director, declare that all the Directors and Senior Management Personnel of the Company have affirmed in writing, their compliance with the Company's Code of Conduct, for the year ended March 31, 2023.

**For John Cockerill India Limited**

**Vivek Bhide**

Managing Director

DIN 02645197

Place: Mumbai

Date : May 25, 2023

# INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

## Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

### The Members of John Cockerill India Limited

1. The Corporate Governance Report prepared by John Cockerill India Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2023 as required by the Company for annual submission to the Stock exchange.

### Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
  - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
  - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
  - iii. Obtained and read the Register of Directors as on March 31, 2023 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
  - iv. Obtained and read the minutes of the following committee meetings held between April 01, 2022 to March 31, 2023:

- (a) Board of Directors;
- (b) Audit Committee;
- (c) Annual General Meeting (AGM);
- (d) Nomination and Remuneration Committee;

(e) Stakeholders Relationship Committee;

(f) Risk Management Committee;

(g) Corporate Social Responsibility Committee

- v. Obtained necessary representations and declarations from the directors of the Company including the independent directors.
  - vi. Obtained and read the policy adopted by the Company for related party transactions.
  - vii. Obtained the schedule of related party transactions during the year and balances at the year-end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee, and also annual general meeting in which these transactions were approved by the shareholders.
  - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management, including that the Company is in process of submitting the secretarial compliance report to stock exchange and the due date for submission of the same is May 30, 2023.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2023, referred to in paragraph 4 above.

### Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **SRBC & COLLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Vinayak Pujare**

Partner

Place of Signature : Mumbai

Membership Number : 101143

Date: May 25, 2023

UDIN : 23101143BGYWMZ4305

# INDEPENDENT AUDITOR’S REPORT

To the Members of John Cockerill India Limited

Report on the Audit of the Financial Statements

## Opinion

We have audited the accompanying financial statements of John Cockerill India Limited (“the Company”), which comprise the Balance sheet as at March 31 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Company

in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue recognition on contracts with customers as per Ind AS 115 (as described in Note 23 of the financial statements)</b>	
<p>The Company derives its revenues from sale of goods and services pursuant to contracts with customers. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, ‘Revenue from Contracts with Customers’.</p> <p>Due to the nature of the contracts, revenue is accounted over a period of time, using the input method, which requires significant judgments and estimates to be made by Management, including identification of contractual obligations, expected duration and cost of fulfilling the obligations, the Company’s right to receive payments for performance completed till date, changes in scope or duration and consequential revisions to contract price or costs, and recognition of liability for lossmaking contracts / onerous obligations. As a result, revenue, costs and profits can vary during project execution, and on reassessment of project estimates.</p> <p>Accordingly, considering the complexities involved, revenue recognition for contracts is considered as a key audit matter.</p>	<p>As part of our audit procedures, we:</p> <ul style="list-style-type: none"> <li>- understood the Company’s policies and processes, control mechanisms and methods in relation to the revenue recognition for these contracts and evaluated the design and operating effectiveness of the financial controls through our test of control procedures.</li> <li>- read the accounting policy of the Company relating to revenue recognition, to assess compliance with the requirements of Ind AS 115.</li> <li>- evaluated Management judgments and assumptions for contracts selected on a sample basis, regarding estimates of expected costs-to-complete, timing and recognition of variation orders, and assumptions made in calculating warranty provisions, with underlying data, including the effects of the COVID-19 pandemic.</li> <li>- inspected a sample of underlying customer contracts, evaluated contract terms to assess revenue recognition over a period of time, and tested completeness of costs incurred and compared those with estimated costs (including residual costs-to-complete), in order to determine if significant variations in work-scope, contract duration, cost of key inputs, and foreign exchange rates have been considered in the periodic reassessment of residual costs-to-complete.</li> <li>- inspected a sample of underlying vendor contracts and purchase orders issued to vendors, declarations from vendors confirming work performed by them, tested contract costs in respect of such work completed, and evaluated related management judgments and estimates. On a sample basis, obtained direct confirmations from vendors for extent of work performed by them.</li> <li>- evaluated Management’s assessments around potential for liquidated damages for projects behind contracted schedule and contingency provisions to mitigate contract-specific financial risks.</li> <li>- read and evaluated the presentation and disclosures as per the requirements of Ind AS 115, of such contracts in the financial statements.</li> </ul>



## Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or

when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
  2. As required by Section 143(3) of the Act, we report that:
    - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
    - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
    - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
    - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
    - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
    - (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
    - (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
    - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 (i) to the financial / statements;
      - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 19 to the financial statements;
      - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
- iv.
    - a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 38(a)(v) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 38(a)(vi) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
  - vi. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
  - vii. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **SRBC & COLLP**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

**per Vinayak Pujare**  
Partner

Place of Signature: Mumbai  
Date: May 25, 2023

Membership Number: 101143  
UDIN: 23101143BGYWMX9619

**Annexure “1” referred to in paragraph under the heading  
“Reporting on other legal and regulatory requirement” of our report of even date**

**Re: John Cockerill India Limited (“the Company”)**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Property, Plant and Equipment have been physically verified by management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified during the year by the Management, except for inventories lying with third parties, and no discrepancies were noticed in respect of such physical verification. In our opinion, the frequency of verification by the Management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2023 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations.
- (b) As disclosed in note 36.14 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company.
- (iii) (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made investment, provided guarantees, provided security and granted loans and advances in the nature of loans to companies,

firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirements to report on clause 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order are not applicable to the Company.
- (iv) There are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company and hence not commented upon.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of cold rolling mill complexes, processing lines, chemical equipment industrial furnaces & auxiliary equipment, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ Lakhs)*	Period to which amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	12.78	AY 2018-19	Commission of Income Tax (Appeal), Mumbai

Name of the statute	Nature of the dues	Amount (₹ Lakhs)*	Period to which amount relates	Forum where the dispute is pending
The Central Excise Act, 1944	Service Tax – Cenvat Credit (excluding interest and penalty)	5,320.86	2010-11 to June 2017	CESTAT, Mumbai
Maharashtra Municipal Corporation Act	Municipal taxes	85.89	FY 2022-23	High Court Mumbai

\*Net of Deposits

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) We report that no fraud by the Company and no fraud on the Company has been noticed or reported during the year, except for a matter relating to an ex-employee, as described in note 38(g) to the financial statements, and upon which we are unable to comment as it is under investigation by the Company.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and as well as in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 39 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing

has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 38(b) to the financial statements.

- (b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 38(b) to the financial statements.

For **SRBC & COLLP**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

**per Vinayak Pujare**  
Partner  
Place of Signature: Mumbai  
Date: May 25, 2023  
Membership Number: 101143  
UDIN: 23101143BGYWMX9619

**Annexure 2 to the Independent Auditor's Report of even date on the Financial Statements of  
John Cockerill India Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of  
Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls of John Cockerill India Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to these financial statements.

**Meaning of Internal Financial Controls With Reference to Financial Statements**

A company's internal financial control with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to these Financial Statements**

Because of the inherent limitations of internal financial controls with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these financial statements to future periods are subject to the risk that the internal financial control with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to these financial statements and such internal financial controls with reference to these financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SRBC & COLLP**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

**per Vinayak Pujare**

Partner

Place of Signature: Mumbai

Date: May 25, 2023

Membership Number: 101143

UDIN: 23101143BGYWMX9619

# John Cockerill India Limited

## Balance Sheet as at March 31, 2023

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>I ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	4,691.64	4,839.70
(b) Capital work-in-progress	3	155.01	66.26
(c) Right-of-use assets	4	290.36	276.59
(d) Intangible assets	5	5.66	1.46
(e) Financial assets			
(i) Trade receivables	6	1,178.35	2,682.69
(ii) Other financial assets	7	1,751.38	1,428.42
(f) Income tax assets (Net)	8	565.30	320.80
(g) Other non-current assets	9	481.64	452.08
<b>Total non-current assets</b>		<b>9,119.34</b>	<b>10,068.00</b>
<b>Current assets</b>			
(a) Inventories	10	2,322.88	978.49
(b) Contract assets	11.1	34,911.77	2,668.88
(c) Financial assets			
(i) Trade receivables	6	13,350.04	12,045.30
(ii) Cash and cash equivalents	12	9,150.17	2,908.47
(iii) Bank balances other than (ii) above	13	2,700.38	1,846.62
(iv) Other financial assets	7	144.59	269.70
(d) Other current assets	9	13,374.53	3,253.23
<b>Total current assets</b>		<b>75,954.36</b>	<b>23,970.69</b>
<b>Total Assets</b>		<b>85,073.70</b>	<b>34,038.69</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	14	493.78	493.78
(b) Other equity	15	18,741.23	17,535.64
<b>Total Equity</b>		<b>19,235.01</b>	<b>18,029.42</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	16	15.47	-
(ii) Trade payables	17		
- Total outstanding dues to micro and small enterprises		23.93	19.75
- Total outstanding dues to other than micro and small enterprises		338.37	613.32
(iii) Other financial liabilities	18	87.00	87.00
(b) Provisions	19	828.10	286.04
(c) Deferred tax liabilities (Net)	20	275.49	-
<b>Total non-current liabilities</b>		<b>1,568.36</b>	<b>1,006.11</b>
<b>Current liabilities</b>			
(a) Contract liabilities	11.2	35,602.99	6,736.73
(b) Financial liabilities			
(i) Lease liabilities	16	6.21	2.32
(ii) Trade payables	17		
- Total outstanding dues to micro and small enterprises		7,442.03	751.64
- Total outstanding dues to other than micro and small enterprises		20,323.09	6,525.37
(iii) Other financial liabilities	18	106.77	105.38
(c) Provisions	19	431.21	535.93
(d) Current tax liabilities (Net)	21	45.79	45.79
(e) Other current liabilities	22	312.24	300.00
<b>Total current liabilities</b>		<b>64,270.33</b>	<b>15,003.16</b>
<b>Total Liabilities</b>		<b>65,838.69</b>	<b>16,009.27</b>
<b>Total Equity and Liabilities</b>		<b>85,073.70</b>	<b>34,038.69</b>

Summary of significant accounting policies

1 & 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **SRBC & COLLP**

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

per **Vinayak Pujare**

Partner

Membership No. 101143

Place: Mumbai

Date: May 25, 2023

For and on behalf of the Board of Directors

**Sebastien Roussel**

Chairman

DIN: 09663609

**Kiran Rahate**

Chief Financial Officer

Place: Mumbai

Date: May 25, 2023

**Vivek Bhide**

Managing Director

DIN: 02645197

**Haresh Vala**

Company Secretary

# John Cockerill India Limited

## Statement of Profit and Loss for the year ended March 31, 2023

(₹ in lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>1</b> Revenue from operations	23	<b>48,370.20</b>	38,278.44
<b>2</b> Other income	24	<b>1,661.11</b>	645.17
<b>3 Total Income (1+2)</b>		<b>50,031.31</b>	38,923.61
<b>4 Expenses</b>			
(a) Construction materials consumed	25.a	<b>33,655.07</b>	26,536.39
(b) Changes in inventories of finished goods and work-in-progress	25.b	<b>(451.62)</b>	204.96
(c) Employee benefits expense	26	<b>5,652.64</b>	4,975.96
(d) Finance costs	27	<b>193.16</b>	684.82
(e) Depreciation and amortisation expense	28	<b>514.75</b>	466.17
(f) Other expenses	29	<b>8,849.59</b>	5,612.39
<b>Total expenses (4)</b>		<b>48,413.59</b>	38,480.69
<b>5 Profit/(loss) before tax (3-4)</b>		<b>1,617.72</b>	442.92
<b>6 Tax expense:</b>	30		
(a) Current tax		<b>59.00</b>	(7.75)
(b) Deferred tax		<b>270.18</b>	(13.35)
<b>Total tax expense (6)</b>		<b>329.18</b>	(21.10)
<b>7 Profit/(loss) for the year (5-6)</b>		<b>1,288.54</b>	464.02
<b>8 Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss:			
Remeasurement of the defined benefit plans		<b>26.87</b>	47.99
(ii) Income tax relating to above item	30.2	<b>(6.76)</b>	(12.08)
		<b>20.11</b>	35.91
B (i) Items that will be reclassified to profit or loss:			
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge		<b>(5.75)</b>	5.04
(ii) Income tax relating to above item	30.2	<b>1.45</b>	(1.27)
		<b>(4.30)</b>	3.77
<b>Total other comprehensive income/(loss) (A+B)</b>		<b>15.81</b>	39.68
<b>9 Total Comprehensive income/(loss) for the year (7+8)</b>		<b>1,304.35</b>	503.70
<b>10 Earnings per share (of ₹ 10/- each):</b>	31		
(a) Basic (₹)		<b>26.10</b>	9.40
(b) Diluted (₹)		<b>26.10</b>	9.40

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

1 & 2

As per our report of even date

For **SRBC & COLLP**

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

**per Vinayak Pujare**

Partner

Membership No. 101143

Place: Mumbai

Date: May 25, 2023

**For and on behalf of the Board of Directors**

**Sebastien Roussel**

Chairman

DIN: 09663609

**Kiran Rahate**

Chief Financial Officer

Place: Mumbai

Date: May 25, 2023

**Vivek Bhide**

Managing Director

DIN: 02645197

**Haresh Vala**

Company Secretary



# John Cockerill India Limited

## Statement of changes in equity for the year ended March 31, 2023

### A. Equity share capital

(₹ in lakhs)

Particulars	Amount
Balance as at March 31, 2021	493.78
Change in equity share capital during the year	-
Balance as at March 31, 2022	493.78
Change in equity share capital during the year	-
Balance as at March 31, 2023	493.78

### B. Other equity

(₹ in lakhs)

Particulars	Reserves and surplus			Other comprehensive income	Total
	Securities premium	General reserve	Retained earnings	Effective portion of cash flow hedges	
Balance as at March 31, 2021	1,466.27	9,075.03	6,490.64	-	17,031.94
Profit/(loss) for the year	-	-	464.02	-	464.02
Other comprehensive income/(loss) for the year, net of income tax	-	-	35.91	3.77	39.68
<b>Total comprehensive income for the year</b>	-	-	<b>499.93</b>	<b>3.77</b>	<b>503.70</b>
Equity dividend (Amount per share ₹ Nil)	-	-	-	-	-
Balance as at March 31, 2022	1,466.27	9,075.03	6,990.57	3.77	17,535.64
Profit/(loss) for the year	-	-	1,288.54	-	1,288.54
Other comprehensive income/(loss) for the year, net of income tax	-	-	20.11	(4.30)	15.81
<b>Total comprehensive income/(loss) for the year</b>	-	-	<b>1,308.65</b>	<b>(4.30)</b>	<b>1,304.35</b>
Equity dividend (Amount per share ₹ 2/-)	-	-	(98.76)	-	(98.76)
Balance as at March 31, 2023	1,466.27	9,075.03	8,200.46	(0.53)	18,741.23

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **SRBC & CO LLP**

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

per **Vinayak Pujare**

Partner

Membership No. 101143

Place: Mumbai

Date: May 25, 2023

For and on behalf of the Board of Directors

**Sebastien Roussel**

Chairman

DIN: 09663609

**Kiran Rahate**

Chief Financial Officer

Place: Mumbai

Date: May 25, 2023

**Vivek Bhide**

Managing Director

DIN: 02645197

**Haresh Vala**

Company Secretary

# John Cockerill India Limited

## Cash Flow Statement for the year ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A Cash flow from operating activities:</b>		
Profit before tax	1,617.72	442.92
<b>Adjustments for:</b>		
Depreciation and amortisation expense	514.75	466.17
Bad trade and other receivables, loans and advances written off	3.72	21.19
Credit balances write back	(49.44)	(177.53)
Allowance for doubtful trade receivables/contract assets (net)	79.08	166.37
Allowance for doubtful advances/deposits/other receivables (net)	(13.39)	13.39
Reversal of provision for estimated losses on contracts (net)	(5.81)	(0.04)
Provision/(Reversal of provision) for warranties (net)	441.31	(230.54)
Reversal of provision for employee benefits (net)	(0.85)	(79.13)
Loss/(Profit) on disposal/write off of property, plant and equipment (net)	0.54	(0.22)
Interest expense	0.61	13.69
Interest income	(933.81)	(102.16)
Unrealised foreign exchange gain (net)	(631.34)	(317.37)
<b>Operating profit before working capital changes</b>	<b>1,023.09</b>	<b>216.74</b>
<b>Changes in working capital:</b>		
<b>Adjustments for (increase)/decrease in operating assets:</b>		
Inventories	(1,344.39)	450.50
Trade receivables	855.98	(790.46)
Other financial assets	172.46	10.10
Contract assets, other assets	(42,387.07)	14,793.81
<b>Adjustments for increase/(decrease) in operating liabilities:</b>		
Trade payables	20,168.05	(4,071.00)
Other financial liabilities	7.99	38.78
Contract liabilities, other liabilities	28,878.08	(7,926.03)
<b>Cash generated from operations</b>	<b>7,374.19</b>	<b>2,722.44</b>
Income tax (paid)/refund (net)	(293.22)	(87.84)
<b>Net cash generated from operating activities (A)</b>	<b>7,080.97</b>	<b>2,634.60</b>
<b>B Cash flow from investing activities:</b>		
Payments for property, plant and equipment	(430.20)	(211.19)
Payments for intangible assets	(8.01)	-
Proceeds from disposal of property, plant and equipment	0.82	1.69
Interest received	807.87	112.41
Bank balances (including non-current) not considered as Cash and cash equivalents (net)	(1,114.12)	(1,835.16)
<b>Net cash used in investing activities (B)</b>	<b>(743.64)</b>	<b>(1,932.25)</b>

# John Cockerill India Limited

## Cash Flow Statement for the year ended March 31, 2023 (Contd.)

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>C Cash flow from financing activities:</b>		
Interest paid	-	(11.85)
Payment of lease liabilities (including interest)	(3.87)	(16.69)
Dividend paid (Including changes in unpaid dividend)	(98.31)	2.53
<b>Net cash used in financing activities (C)</b>	<b>(102.18)</b>	<b>(26.01)</b>
<b>Net increase in Cash and cash equivalents (A+B+C)</b>	<b>6,235.15</b>	<b>676.34</b>
Cash and cash equivalents as at the beginning of the year	2,908.47	2,228.62
Effect of exchange rate changes on the balances of cash and cash equivalents held in foreign currencies	6.55	3.51
<b>Cash and cash equivalents as at the end of the year (Refer Note 12)</b>	<b>9,150.17</b>	<b>2,908.47</b>

### Changes in liabilities arising from financing activities

(₹ in lakhs)

Particulars	Unpaid dividend	Lease obligation
<b>As at March 31, 2021</b>	<b>3.31</b>	<b>17.17</b>
New leases/dividend	-	-
Cash flow	2.53	(16.69)
Other	-	1.84
<b>As at March 31, 2022</b>	<b>5.84</b>	<b>2.32</b>
New leases/dividend	98.76	22.62
Cash flow	(98.31)	(3.87)
Other	-	0.61
<b>As at March 31, 2023</b>	<b>6.29</b>	<b>21.68</b>

#### Notes:

- (i) Figures in brackets are outflows/deductions.  
(ii) The above Cash Flow Statement is prepared under the "Indirect Method" as set out in the Indian Accounting Standards (Ind AS-7) – Statement of Cash Flows

Summary of significant accounting policies  
The accompanying notes are an integral part of the financial statements.

As per our report of even date  
For **SRBC & COLLP**  
Chartered Accountants  
ICAI Firm Registration No. 324982E/E300003

**per Vinayak Pujare**  
Partner  
Membership No. 101143

Place: Mumbai  
Date: May 25, 2023

#### For and on behalf of the Board of Directors

**Sebastien Roussel**  
Chairman  
DIN: 09663609

**Vivek Bhide**  
Managing Director  
DIN: 02645197

**Kiran Rahate**  
Chief Financial Officer

**Haresh Vala**  
Company Secretary

Place: Mumbai  
Date: May 25, 2023

# John Cockerill India Limited

## Notes forming part of the financial statements

### 1 General information:

John Cockerill India Limited ("the Company") is a subsidiary of John Cockerill SA (formerly Cockerill Maintenance & Ingenierie SA) and a public limited Company incorporated and domiciled in India. The registered office of the Company is located at Mehta House, Plot No. 64, Road No.13, MIDC, Andheri (East), Mumbai – 400 093. The Company is listed on BSE Limited.

The principal activities of the Company comprise customised design, engineering, manufacturing and installation of components of Cold Rolling Mill Complexes, Galvanising Lines, Colour Coating Lines, Tension Levelling Lines, Skin Pass Mills, Acid Regeneration Plants, Wet Flux Lines and Pickling Lines ("the projects") for ferrous and non-ferrous industries world wide.

The Board of Directors approved the Financial Statements for the year ended March 31, 2023 and authorised for issue on May 25, 2023.

### 2 Significant Accounting Policies:

#### 2.1 Basis of preparation of Financial Statements:

Financial Statements of the Company have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (hereinafter referred to as the 'Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and presentation requirement of Division II of schedule III to the Companies Act, 2013 (Ind AS compliant schedule III) as applicable to the Financial Statements.

The Financial Statements have been prepared on accrual basis under the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The functional currency of the Company is Indian Rupee. These Financial Statements are presented in Indian Rupee and all values are rounded to the nearest lakhs, except when otherwise indicated.

#### Summary of significant Accounting Policies:

#### 2.2 Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- > Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date,
- > Level 2 Inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability either directly or indirectly, and
- > Level 3 Inputs are unobservable inputs for the asset or liability.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### 2.3 Revenue from contracts with customers:

Revenue is recognised when control of the goods or services is transferred to the customer at an amount of transaction price (net of variable consideration) and exclude amount collected on behalf of third party, that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has concluded that it is the principal in its revenue arrangements, as it controls the goods or services before transferring them to the customer.

#### Revenue from construction contracts:

In case of construction contracts where performance obligation is satisfied over a period of time, the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced or the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Revenue from such construction contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by input method i.e. the proportion that costs incurred to date bear to the estimated total costs of a contract. The total cost of the contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

Changes to total estimated contract cost or losses, if any, are recognized in the period in which they are determined as assessed at the contract level. Costs to obtain a contract are recognised as an expense when incurred.

Retention money receivable from project customers does not contain any significant financing component and is retained for satisfactory performance of contract.

In case of construction contracts, payment is generally due upon completion of milestones as per terms of contract. In certain contracts short term advances are received before satisfaction of performance obligations.

### **Variable consideration:**

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company adopted the most likely method to recognise revenue for variable consideration.

### **Warranty:**

The Company generally provides limited warranties for work performed under its construction contracts. The warranty periods typically extend for a limited duration following substantial completion of the Company's work on a project.

The Company provides its clients with a fixed-period warranty on contracts as per stipulated terms. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in Note 2.13 below.

### **Contract balances:**

#### **Contract assets:**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Upon completion of the installation and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables. Contract assets are subject to impairment assessment, refer to Accounting policies of financial Instruments in Note 2.14 below.

#### **Trade receivables:**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due), refer to accounting policies of financial instruments in Note 2.14 below for initial recognition and subsequent measurement.

#### **Contract liabilities:**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### **Sale of goods:**

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 - 360 days.

#### **Sale of services:**

In case of long-term maintenance contracts, revenue is recognised over the period of time based on input method where the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of performance obligation. Income from other services are recognised at a point in time.

#### **Duty drawback and other export incentives:**

Export benefits under Merchandise Exports from India Scheme (MEIS), Service Exports from India Scheme (SEIS) and Duty drawback Scheme are accounted as revenue on accrual basis as and when export of goods or services take place and when the Company has reasonable assurance that it will comply with the conditions of the grant and that grant will be received. Where as Remission of Duties and Taxes on Export Products (RoDTEP) is accounted on the basis of credit appearing in our credit ledger of this scheme, appearing on ICEGATE portal.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Interest and dividend:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend income from investments is recognised when the right to receive dividend is established.

### 2.4 Leases:

The Company assesses at contract inception whether the Contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### As a lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### i) Right-of-use assets:

The Company recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to dismantle. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

--> Land - 49 to 66 years

--> Flats - 1 to 3 years

The Right-of-use assets are also subject to impairment. Refer to the accounting policies on Impairment in Note 2.14.

#### ii) Lease liabilities:

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company generally uses its incremental borrowing rate at the lease commencement date if the discount rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount is remeasured when there is a change in future lease payments arising from a change in index or rate. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Lease liability and right-to-use assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### iii) Short term leases and leases of low value assets:

The Company applies the short-term lease recognition exemption to its short-term leases. It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

#### As a lessor:

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee. All other leases are classified as operating lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of other income.

### 2.5 Foreign currency transactions:

#### Initial recognition:

Foreign currency transactions are recorded in the reporting currency by applying the periodic average exchange rate.

#### Translation:

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historic cost in a foreign currency are not retranslated.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Exchange differences:

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise, except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (see below the policy on hedge accounting in Note 2.14).

### 2.6 Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.7 Employee benefits:

#### Defined contribution plan:

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognised as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

All eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employees and employer (at a determined rate) contribute monthly. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulation. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

#### Defined benefit plan:

The Company's liabilities towards gratuity is determined as at the end of the reporting date by an independent actuary using the Projected Unit Credit method.

Remeasurements, comprising of actuarial gains and losses, experience adjustments and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurement are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- > service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements)
- > net interest expenses or income and
- > remeasurement

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on the Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligation.

#### Short-term and other long-term employee benefits:

Benefits accruing to employees in respect of wages, salaries and compensated absences and which are expected to be availed within twelve months immediately following the year end are reported as expenses during the year in which the employee performs the service that the benefit covers and the liabilities are reported at the undiscounted amount of the benefit expected to be paid in exchange of related service.

Where the availment or encashment is otherwise not expected to wholly occur within the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method at the present value of the estimated future cash flow expected to be made by the Company in respect of services provided by employees up to the reporting date.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### 2.8 Taxation:

Income tax expense represents the sum of the income tax currently payable and deferred tax.

#### Current tax:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Current income tax relating to items recognised outside Statement of Profit and Loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 2.9 Property, plant and equipment:

#### Initial recognition:

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase/acquisition price net of any trade discounts and rebates, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable cost of bringing the asset to its working condition for its intended use, including relevant borrowing costs for qualifying assets and any expected cost of decommissioning.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

At the date of transition to Ind AS, the Company had elected to continue with the carrying value for all of its property, plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

#### Depreciation:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful lives prescribed in Schedule II to the Companies Act, 2013.

#### Derecognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.



# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### 2.10 Intangible assets:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives.

#### Useful lives of intangible assets:

Estimated useful lives of intangible assets are as follows:

Computer software	3 years
Designs and drawings	3 years

At the date of transition to Ind AS, the Company had elected to continue with the carrying value for all of its Intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

#### Derecognition:

An intangible asset is derecognised upon disposal or when no future economic benefits are expected from use or disposal. Gain or loss arising from derecognition of an Intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

### 2.11 Impairment of property, plant and equipment and intangible assets other than goodwill:

At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, the corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

### 2.12 Inventories:

Inventories are valued at lower of cost and net realisable value. However items held for use in the production are not valued below cost if the finished goods in which these will be incorporated are expected to be sold at or above cost.

Cost of raw materials comprises all costs of purchases (net of Input tax credit) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined by moving weighted average method.

Cost is arrived at on a moving weighted average method and includes, where appropriate, manufacturing overheads. Work-in-progress and finished goods inventories are valued as aforesaid based on estimated value of work completed on each project.

Material procured for a specific project is immediately expensed out to the project and is not considered as inventory.

Inventories include goods lying with vendors for job work and goods-in-transit.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### 2.13 Provisions and contingencies:

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable (more likely than not) that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the consideration required to settle the obligation at the reporting date.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flow (when the effect of the time value of money is material).

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### **Onerous contracts:**

Present obligations arising under onerous contracts are recognised and measured as provision. An onerous contract is considered to exist where the Company has a contract under which the unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

### **Post-sales warranties and liquidated damages:**

The Company provides its clients with a fixed-period warranty on contracts as per stipulated terms. Costs associated with such contracts are accrued at the time related revenues are recorded and included in cost of sales. The Company estimates such costs based on historical experience and the estimates are reviewed annually for any material changes in assumption. Liquidated damages are provided as per Management's estimates on case to case basis.

### **Contingencies :**

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

## **2.14 Financial instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Initial recognition and measurement:**

Financial assets and liabilities are recognised when the Company becomes a part to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss. However trade receivables that do not contain a significant financing component are measured at transaction price.

### **Financial assets:**

#### **Financial assets at amortised cost:**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Effective interest method:**

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the Statement of Profit and Loss.

#### **Financial assets at fair value through profit or loss (FVTPL):**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on remeasurement are recognised in the Statement of Profit and Loss. The net gain or loss recognised in the Statement of Profit and Loss incorporates any dividend or interest earned on the financial asset and is included in the Other income as separate line item.

#### **Impairment of financial assets and contract assets:**

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For trade receivables or any contractual right to receive cash or another financial asset or contract assets that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and contract assets. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### **Derecognition of financial assets:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- > The rights to receive cash flows from the asset have expired, or
- > The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

### **Foreign exchange gains and losses:**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in the Statement of Profit and Loss except for those which are designated as hedging instruments in a hedging relationship.

### **Financial liabilities and equity instruments:**

#### **Classification as debt or equity:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### **Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

#### **Financial liabilities:**

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

#### **Financial liabilities subsequently measured at amortised cost:**

Financial liabilities that are not held - for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

#### **Foreign exchange gains and losses:**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in the Statement of Profit and Loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

#### **Derecognition of financial liabilities:**

The Company derecognises financial liabilities when, and only when the Company's obligations are discharged, cancelled or have expired. An exchange with a new lender or debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Derivative financial instruments:

The Company enters into a foreign exchange forward contracts to manage its exposure to foreign exchange rate risk. Further details of derivative financial instruments are disclosed in Note 36.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the Statement of Profit and Loss depends on the nature of hedging relationship and the nature of hedged item.

### Hedge accounting:

The Company designates certain hedging instruments which include derivatives in respect of foreign currency risk as either cash flow hedge or fair value hedge. Hedges of foreign currency risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an on going basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

#### (i) Cash flow hedges:

The effective portion of the changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of 'Effective portion of cash flow hedges'. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

#### (ii) Fair value hedges:

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognised in profit or loss immediately, together with any change in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in fair value of the designated portion of hedging instrument and the change in the hedged item attributable to hedged risk are recognised in profit or loss in the line item relating to the hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

### 2.15 Cash flow statement:

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### 2.16 Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### 2.17 Cash dividend:

The Company recognises a liability to pay dividend to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders or in case of interim dividend, when approved by the Board of Directors. A corresponding amount is recognised directly in equity.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### 2.18 Earnings per share:

Basic and diluted earnings per share are calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating the diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### 2.19 Operating cycle:

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current or non-current. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

### 2.20 Critical accounting judgements and key sources of estimation uncertainty:

In the course of applying the policies outlined in all notes under Section 2 above, the management of the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

In the following areas, the management of the Company has made critical judgements and estimates:

#### Revenue and profit recognition:

Recognition of revenue and profit from construction contracts is based on judgements made in respect of the ultimate profitability of a contract. Such judgements are arrived at through the use of estimates in relation to the costs and value of work performed to date and to be performed in bringing contracts to completion. These estimates are made by reference to changes in work scope, the contractual terms under which the work is being performed, including the recoverability of any unagreed income from variations and the likely outcome of discussions on claims and costs incurred. Management continually reviews the estimated final outcome on contracts and makes adjustments where necessary. The actual outcome of projects may deviate from the Company's estimates and calculation, which could impact revenue recognition up to the stage of project completion with such amounts being recognised prospectively in the financial statements.

#### Impairment of financial assets and contract assets:

Refer Note 2.14

#### Useful lives of property, plant and equipment and intangible assets:

As described in Notes 2.9 and 2.10 above, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. There was no change in the useful life of property, plant and equipment and intangible assets as compared to previous year.

#### Provisions and liabilities:

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgements to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability.

#### Warranty Provisions:

Refer Note 2.13

#### Contingencies:

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Note 33 but are not recognised.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Taxes:

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

### Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each Balance Sheet date and disclosed in Note 35.

### 2.21 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

**Ind AS 1 - Presentation of Financial Statements** - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

**Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors** - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

**Ind AS 12 - Income Taxes** - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 3 Property, plant and equipment

(₹ in lakhs)

Particulars	Land		Buildings			Plant and equipment							Total
	Freehold land		Factory road	Factory building	Office building	Plant and equipment	Electrical installations	Quality control equipment	Furniture and fixtures	Vehicle	Office equipment	Computers	
<b>Cost or deemed cost</b>													
<b>Balance as at March 31, 2021</b>	<b>1,069.90</b>		<b>159.88</b>	<b>2,845.12</b>	<b>369.18</b>	<b>2,505.78</b>	<b>128.83</b>	<b>23.85</b>	<b>78.44</b>	<b>28.42</b>	<b>79.01</b>	<b>417.90</b>	<b>7,706.31</b>
Additions	-		-	17.99	-	59.03	11.90	22.68	16.93	-	21.68	34.87	185.08
Disposal	-		-	-	-	(2.72)	-	(0.54)	(2.35)	-	(6.34)	-	(11.95)
<b>Balance as at March 31, 2022</b>	<b>1,069.90</b>		<b>159.88</b>	<b>2,863.11</b>	<b>369.18</b>	<b>2,562.09</b>	<b>140.73</b>	<b>45.99</b>	<b>93.02</b>	<b>28.42</b>	<b>94.35</b>	<b>452.77</b>	<b>7,879.44</b>
Additions	-		-	39.20	-	176.00	5.19	37.30	0.81	-	22.59	74.30	355.39
Disposal	-		-	-	-	-	-	-	(0.39)	-	(1.58)	(5.80)	(7.77)
<b>Balance as at March 31, 2023</b>	<b>1,069.90</b>		<b>159.88</b>	<b>2,902.31</b>	<b>369.18</b>	<b>2,738.09</b>	<b>145.92</b>	<b>83.29</b>	<b>93.44</b>	<b>28.42</b>	<b>115.36</b>	<b>521.27</b>	<b>8,227.06</b>
<b>Accumulated depreciation</b>													
<b>Balance as at March 31, 2021</b>	-		<b>(133.37)</b>	<b>(565.99)</b>	<b>(38.28)</b>	<b>(1,306.58)</b>	<b>(81.92)</b>	<b>(12.90)</b>	<b>(56.11)</b>	<b>(21.93)</b>	<b>(52.43)</b>	<b>(336.30)</b>	<b>(2,605.81)</b>
Depreciation expense	-		(7.10)	(104.70)	(7.56)	(235.96)	(17.09)	(3.39)	(6.99)	(2.43)	(14.24)	(44.95)	(444.41)
Eliminated on disposals of assets	-		-	-	-	2.11	-	0.26	2.35	-	5.76	-	10.48
<b>Balance as at March 31, 2022</b>	-		<b>(140.47)</b>	<b>(670.69)</b>	<b>(45.84)</b>	<b>(1,540.43)</b>	<b>(99.01)</b>	<b>(16.03)</b>	<b>(60.75)</b>	<b>(24.36)</b>	<b>(60.91)</b>	<b>(381.25)</b>	<b>(3,039.74)</b>
Depreciation expense	-		(3.15)	(102.74)	(7.57)	(302.36)	(13.85)	(5.03)	(7.20)	(1.68)	(12.34)	(46.17)	(502.09)
Eliminated on disposals of assets	-		-	-	-	-	-	-	0.36	-	1.54	4.51	6.41
<b>Balance as at March 31, 2023</b>	-		<b>(143.62)</b>	<b>(773.43)</b>	<b>(53.41)</b>	<b>(1,842.79)</b>	<b>(112.86)</b>	<b>(21.06)</b>	<b>(67.59)</b>	<b>(26.04)</b>	<b>(71.71)</b>	<b>(422.91)</b>	<b>(3,535.42)</b>
<b>Carrying value</b>													
<b>As at March 31, 2023</b>	<b>1,069.90</b>		<b>16.26</b>	<b>2,128.88</b>	<b>315.77</b>	<b>895.30</b>	<b>33.06</b>	<b>62.23</b>	<b>25.85</b>	<b>2.38</b>	<b>43.65</b>	<b>98.36</b>	<b>4,691.64</b>
As at March 31, 2022	1,069.90		19.41	2,192.42	323.34	1,021.66	41.72	29.96	32.27	4.06	33.44	71.52	4,839.70
Estimated useful life of the asset (Years)	NA		5-10	3-30	60	15	10	10	10	8	5	3-6	
Method of depreciation	NA		SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	

Property, plant and equipment with a carrying amount of ₹ 2,779.74 lakhs (As at March 31, 2022: ₹ 2,984.72 lakhs), have been mortgaged as security for fund based and non-fund based credit facilities from banks.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Capital work-in-progress (CWIP) ageing schedule

(₹ in lakhs)

Particulars	As at March 31, 2023					As at March 31, 2022				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	124.30	-	-	-	124.30	35.55	-	-	-	35.55
Projects temporarily suspended	-	-	-	30.71	30.71	-	-	-	30.71	30.71
<b>Total</b>	<b>124.30</b>	<b>-</b>	<b>-</b>	<b>30.71</b>	<b>155.01</b>	<b>35.55</b>	<b>-</b>	<b>-</b>	<b>30.71</b>	<b>66.26</b>

### Capital work-in-progress (CWIP) completion schedule

(₹ in lakhs)

Particulars	As at March 31, 2023			
	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects temporarily suspended	-	30.71	-	-
<b>Total</b>	<b>-</b>	<b>30.71</b>	<b>-</b>	<b>-</b>

### Note 4 Right-of-use assets

(₹ in lakhs)

Particulars	Land*	Flats	Total
<b>Cost or deemed cost</b>			
Balance as at March 31, 2021	291.60	54.75	346.35
Additions	-	-	-
Disposal	-	-	-
<b>Balance as at March 31, 2022</b>	<b>291.60</b>	<b>54.75</b>	<b>346.35</b>
Additions	-	22.62	22.62
Disposal	-	(54.75)	(54.75)
<b>Balance as at March 31, 2023</b>	<b>291.60</b>	<b>22.62</b>	<b>314.22</b>
<b>Accumulated depreciation</b>			
Balance as at March 31, 2021	(11.32)	(39.46)	(50.78)
Depreciation expense	(5.66)	(13.32)	(18.98)
Eliminated on disposals of assets	-	-	-
<b>Balance as at March 31, 2022</b>	<b>(16.98)</b>	<b>(52.78)</b>	<b>(69.76)</b>
Depreciation expense	(5.66)	(3.19)	(8.85)
Eliminated on disposals of assets	-	54.75	54.75
<b>Balance as at March 31, 2023</b>	<b>(22.64)</b>	<b>(1.22)</b>	<b>(23.86)</b>
<b>Carrying value</b>			
<b>As at March 31, 2023</b>	<b>268.96</b>	<b>21.40</b>	<b>290.36</b>
As at March 31, 2022	274.62	1.97	276.59
Estimated useful life of the asset (years)	49-66	3	
Method of depreciation	SLM	SLM	

\*Right-of-use asset with a carrying amount of ₹ 179.08 lakhs (As at March 31, 2022: ₹ 182.91 lakhs), have been mortgaged as security for fund based and non-fund based credit facilities from banks.



# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 5 Intangible assets

(₹ in lakhs)

Particulars	Computer software
<b>Cost or deemed cost</b>	
<b>Balance as at March 31, 2021</b>	<b>83.09</b>
Additions	-
Disposals	-
<b>Balance as at March 31, 2022</b>	<b>83.09</b>
Additions	8.01
Disposals	-
<b>Balance as at March 31, 2023</b>	<b>91.10</b>
<b>Accumulated amortisation</b>	
<b>Balance as at March 31, 2021</b>	<b>(78.85)</b>
Amortisation expense	(2.78)
Disposals	-
<b>Balance as at March 31, 2022</b>	<b>(81.63)</b>
Amortisation expense	(3.81)
Disposals	-
<b>Balance as at March 31, 2023</b>	<b>(85.44)</b>
<b>Carrying value</b>	
<b>As at March 31, 2023</b>	<b>5.66</b>
As at March 31, 2022	1.46
Estimated useful life of the asset (years)	3
Method of amortisation	SLM

### Note 6 Trade receivables

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade receivables (Non-current)</b>		
Trade receivables	<b>1,093.26</b>	2,760.19
Receivables from related parties (Refer Note 32)	<b>86.76</b>	-
<b>Gross trade receivables</b>	<b>1,180.02</b>	2,760.19
Less: Impairment allowance	<b>(1.67)</b>	(77.50)
<b>Net trade receivables (Non-current)</b>	<b>1,178.35</b>	2,682.69
<b>Footnotes:</b>		
<b>Break-up for security details (Non-current):</b>		
Unsecured, considered good	<b>1,180.02</b>	2,760.19
	<b>1,180.02</b>	2,760.19
Less: Impairment allowance	<b>(1.67)</b>	(77.50)
	<b>1,178.35</b>	2,682.69
<b>Trade receivables (Current)</b>		
Trade receivables	<b>10,958.69</b>	9,920.06
Receivables from related parties (Refer Note 32)	<b>3,195.15</b>	3,003.38
<b>Gross trade receivables</b>	<b>14,153.84</b>	12,923.44
Less: Impairment allowance	<b>(803.80)</b>	(878.14)
<b>Net trade receivables (Current)</b>	<b>13,350.04</b>	12,045.30

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Footnotes:</b>		
<b>Break-up for security details (Current):</b>		
Unsecured, considered good	14,089.80	12,623.98
Credit impaired	64.04	299.46
	14,153.84	12,923.44
Less: Impairment allowance	(803.80)	(878.14)
	13,350.04	12,045.30

Trade receivables include retention monies of ₹ 9,603.32 lakhs (As at March 31, 2022: ₹ 10,402.77 lakhs).

Trade receivables have been hypothecated as security for fund based and non-fund based credit facilities from banks.

Trade receivables are non-interest bearing. Trade receivable other than retention are generally on terms of 30 to 360 days credit and certain retention monies to be released towards the end of the project based on the terms of the contracts.

In determining the allowance for doubtful trade receivable, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of days receivables (including retention) are due and the rates used in the provision matrix including specific provision.

(₹ in lakhs)

Movement in the impairment allowance	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	955.64	733.97
Allowances/(write back) during the year	60.95	221.67
Written off against provision	(211.12)	-
Balance at end of the year	805.47	955.64

### Trade receivables ageing schedule

As at March 31, 2023

(₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	11,630.20	3,031.40	12.59	593.13	2.50	-	15,269.82
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	46.13	46.13
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	17.91	17.91
<b>Total</b>	<b>11,630.20</b>	<b>3,031.40</b>	<b>12.59</b>	<b>593.13</b>	<b>2.50</b>	<b>64.04</b>	<b>15,333.86</b>

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

As at March 31, 2022

(₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	11,725.47	3,318.34	233.80	82.16	–	24.40	15,384.17
Undisputed Trade Receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
Undisputed Trade receivable – credit impaired	–	–	–	–	–	281.55	281.55
Disputed Trade receivables - considered good	–	–	–	–	–	–	–
Disputed Trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
Disputed Trade receivables – credit impaired	–	–	–	–	–	17.91	17.91
<b>Total</b>	<b>11,725.47</b>	<b>3,318.34</b>	<b>233.80</b>	<b>82.16</b>	<b>–</b>	<b>323.86</b>	<b>15,683.63</b>

### Note 7 Other financial assets

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
(a) Security deposits	31.78	25.11
(b) Accruals		
(i) Interest accrued on deposits	60.55	4.62
(c) Others		
(i) Balances held as margin money (restricted with maturity more than 12 months)*	1,659.05	1,398.69
(ii) Other receivables (Secured)	761.45	761.45
Less: Allowance for doubtful advances/deposits/other receivables	(761.45)	(761.45)
<b>Total</b>	<b>1,751.38</b>	<b>1,428.42</b>
<b>Current</b>		
(a) Security deposits	3.64	5.14
(b) Accruals		
(i) Interest accrued on deposits	75.52	15.79
(c) Others		
(i) Receivables towards gratuity	2.43	8.08
(ii) Other receivables	63.00	234.98
(iii) Foreign currency forward contracts - cash flow hedge	–	5.71
<b>Total</b>	<b>144.59</b>	<b>269.70</b>

\* Margin money deposit pertains to deposit given to banks for bank guarantees and letter of credit.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 8 Income tax assets (Net)

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
Advance income tax (net of provisions)	565.30	320.80
<b>Total</b>	<b>565.30</b>	<b>320.80</b>

### Note 9 Other assets

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
(a) Capital advances	25.59	17.06
(b) Prepaid expenses	24.63	3.60
(c) Balances with government authorities		
(i) Service Tax credit receivable (Refer Note 33)	431.42	431.42
<b>Total</b>	<b>481.64</b>	<b>452.08</b>
<b>Current</b>		
(a) Advances to related parties (Refer Note 32)	1,361.09	-
(b) Prepaid expenses	211.08	183.54
(c) Balances with government authorities		
(i) Value Added Tax credit receivable	136.71	150.04
(ii) GST credit receivable	2,393.47	261.50
(d) Others		
(i) Advances paid to suppliers [Refer Note 38(a)(ii)]	8,783.66	904.87
Less: Allowance for doubtful advances/deposits	-	(13.39)
(ii) Other advances	58.24	25.53
(iii) Export benefit receivable	2.73	1,306.29
(iv) GST receivable	427.55	434.85
<b>Total</b>	<b>13,374.53</b>	<b>3,253.23</b>

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 10 Inventories

(At lower of cost and net realisable value)

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Construction materials	1,474.99	649.74
Goods-in-transit	23.47	2.62
	1,498.46	652.36
(b) Work-in-progress (Spares components)	234.00	15.20
(c) Finished goods	407.30	174.48
(d) Stores and spares	183.12	136.45
<b>Total</b>	<b>2,322.88</b>	978.49

Provision for write-down/(write-back) on value of inventories during the period was ₹ (140.29) lakhs [for the year ended March 31, 2022: ₹ (44.45) lakhs].

The above inventories have been hypothecated as security for fund based and non-fund based credit facilities from banks.

### Note 11 Contract balances

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>11.1 Contract Assets</b>		
Due from customers on construction contracts	34,937.17	2,676.15
Less: Impairment allowance	(25.40)	(7.27)
<b>Total</b>	<b>34,911.77</b>	2,668.88
<b>11.2 Contract Liabilities</b>		
Advance from customers *	32,369.55	4,778.88
Due to customers on construction contracts	3,233.44	1,957.85
<b>Total</b>	<b>35,602.99</b>	6,736.73

\* Advance from customers includes ₹ 188.04 lakhs (as at March 31, 2022: ₹ 617.86 lakhs) received from group companies.

### Contract assets ageing schedule

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unbilled	34,937.17	2,676.15

### Contract liabilities ageing schedule

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Not due	3,233.44	1,957.85

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Contract balances

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables	14,528.39	14,727.99
Contract assets	34,911.77	2,668.88
Contract liabilities	35,602.99	6,736.73

As at March 31, 2023, trade receivable has decreased on account of decrease in retention amounts for projects in progress as compared to March 31, 2022.

Contract assets have increased on account of dispatches made during the year to customers.

Contract liabilities as at March 31, 2023 have increased on account of advances received from customer during the year for new contracts.

### Note 12 Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Cash on hand	4.66	4.19
(b) Cheques on hand/remittance in transit	1,213.56	–
(c) Balances with banks		
(i) In current accounts	2,327.70	1,868.01
(ii) In EEFC accounts	1,179.25	739.79
(iii) In bank deposit accounts with maturity less than 3 months	4,425.00	296.48
<b>Total</b>	<b>9,150.17</b>	<b>2,908.47</b>

### Note 13 Bank balances other than Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) In earmarked accounts		
(i) Unpaid dividend accounts	6.29	5.84
(ii) Balances held as margin money guarantees and other commitments	1,173.94	1,168.98
(iii) Unspent corporate social responsibility	20.15	47.98
(b) In term deposit accounts with maturity more than 3 months but less than 12 months at inception	1,500.00	623.82
<b>Total</b>	<b>2,700.38</b>	<b>1,846.62</b>

Earmarked bank balances are restricted for use and it relates to unclaimed dividend, unspent corporate social responsibility and balances with banks held as margin money for security against bank guarantees and letter of credit.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 14 Share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
(a) Authorised				
Equity shares of ₹ 10/- each with voting rights	8,000,000	800.00	8,000,000	800.00
Preference shares of ₹ 100/- each	200,000	200.00	200,000	200.00
(b) Issued, Subscribed and fully paid up				
Equity shares of ₹ 10/- each with voting rights	4,937,813	493.78	4,937,813	493.78
<b>Total</b>	<b>4,937,813</b>	<b>493.78</b>	<b>4,937,813</b>	<b>493.78</b>

Refer Notes (i) to (v) below

#### Notes:

#### (i) Terms/rights attached to equity shares:

The Company has only one class of equity shares having par value of ₹ 10/- each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend, if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2023, the amount of dividend recognised as distribution to equity shareholders was ₹ 2/- per share (March 31, 2022: ₹ Nil per share).

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion of the paid up share capital held by the shareholders.

#### (ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
Shares outstanding at the beginning of the year	4,937,813	493.78	4,937,813	493.78
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,937,813	493.78	4,937,813	493.78

#### (iii) Details of shares held by the Holding Company and its Subsidiaries:

Particulars	As at March 31, 2023	As at March 31, 2022
	Number of shares	Number of shares
<b>Equity shares with voting rights, fully paid</b>		
John Cockerill SA, the Holding Company	3,697,700	3,697,700
John Cockerill Automation Private Limited, Subsidiary of the Holding Company	5,500	5,500

#### (iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding	Number of shares held	% holding
<b>Equity shares with voting rights</b>				
John Cockerill SA	3,697,700	74.89%	3,697,700	74.89%

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### (v) Details of shares held by promoters:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Promoter Name:</b> John Cockerill SA Equity shares of ₹ 10/- each fully paid		
No. of shares at the beginning of the year	3,697,700	3,697,700
Change during the year	-	-
No. of shares at the end of the year	3,697,700	3,697,700
% of Total Shares	74.89%	74.89%
% change during the year	-	-

### Note 15 Other equity

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Securities premium	1,466.27	1,466.27
General reserve	9,075.03	9,075.03
Retained earnings	8,200.46	6,990.57
Other Comprehensive income:		
Effective portion of cash flow hedges	(0.53)	3.77
<b>Total</b>	<b>18,741.23</b>	<b>17,535.64</b>

### Notes:

- Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to the Statement of Profit and Loss.
- Retained earnings are the profits that the Company has earned till date, less any transfers to General reserve, dividends or other distributions paid to shareholders.
- The effective portion of cash flow hedges represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of 'Effective portion of cash flow hedges' will be reclassified to profit or loss only when the hedged transaction affects the profit or loss.

### Note 16 Lease liabilities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
Right-to-use: Flats	15.47	-
<b>Total</b>	<b>15.47</b>	<b>-</b>
<b>Current</b>		
Right-to-use: Flats	6.21	2.32
<b>Total</b>	<b>6.21</b>	<b>2.32</b>



# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 17 Trade payables

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
Other than acceptances:		
Dues to related parties (Refer Note 32)	143.05	–
Total outstanding dues of micro and small enterprises [Refer Note 38(c)]	23.93	19.75
Total outstanding dues other than micro and small enterprises	195.32	613.32
<b>Total</b>	<b>362.30</b>	<b>633.07</b>
<b>Current</b>		
Other than acceptances:		
Dues to related parties (Refer Note 32)	2,361.15	804.93
Total outstanding dues of micro and small enterprises [Refer Note 38(c)]	7,442.03	751.64
Total outstanding dues other than micro and small enterprises	17,961.94	5,720.44
<b>Total</b>	<b>27,765.12</b>	<b>7,277.01</b>

Credit period varies as per the contractual terms of various suppliers/vendors. No interest is generally charged by the suppliers/vendors. The Company has appropriate policy in place to ensure that all dues are paid within the credit terms agreed with the parties.

### Trade payables ageing schedule

As at March 31, 2023

(₹ in lakhs)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	5,047.74	1,947.08	397.78	–	–	–	7,392.60
Total outstanding dues of creditors other than micro enterprises and small enterprises	13,724.67	5,705.99	1,170.35	20.63	23.60	16.22	20,661.46
Disputed dues of micro enterprises and small enterprises	–	–	43.38	7.05	0.83	22.10	73.36
Disputed dues of creditors other than micro enterprises and small enterprises	–	–	–	–	–	–	–
<b>Total</b>	<b>18,772.41</b>	<b>7,653.07</b>	<b>1,611.51</b>	<b>27.68</b>	<b>24.43</b>	<b>38.32</b>	<b>28,127.42</b>

As at March 31, 2022

(₹ in lakhs)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	1.39	713.36	–	–	–	–	714.75
Total outstanding dues of creditors other than micro enterprises and small enterprises	21.97	5,762.94	1,225.61	74.93	37.77	15.47	7,138.69
Disputed dues of micro enterprises and small enterprises	–	–	28.13	1.31	22.97	4.23	56.64
Disputed dues of creditors other than micro enterprises and small enterprises	–	–	–	–	–	–	–
<b>Total</b>	<b>23.36</b>	<b>6,476.30</b>	<b>1,253.74</b>	<b>76.24</b>	<b>60.74</b>	<b>19.70</b>	<b>7,910.08</b>

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 18 Other financial liabilities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
Trade/security deposits received	87.00	87.00
<b>Total</b>	<b>87.00</b>	<b>87.00</b>
<b>Current</b>		
(a) Unpaid dividends *	6.29	5.84
(b) Unspent corporate social responsibility [Refer Note 38(b)]	20.15	45.23
(c) Other payables		
(i) Payables for capital goods	49.11	26.64
(ii) Contractually reimbursable expenses	11.01	10.93
(iii) Trade/security deposits received	7.00	5.00
(iv) Gratuity (Refer Note 35)	8.30	10.99
(v) Foreign currency forward contracts - fair value hedge	4.20	0.08
(vi) Foreign currency forward contracts - cash flow hedge	0.71	0.67
<b>Total</b>	<b>106.77</b>	<b>105.38</b>

\* The figures reflect the position as at year end. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due dates.

### Note 19 Provisions

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
(a) Provision for employee benefits:		
(i) Provision for compensated absences (Refer Note 35)	187.74	192.03
	<b>187.74</b>	<b>192.03</b>
(b) Provision - Others:		
(i) Provision for warranties	640.36	93.90
(ii) Provision for estimated losses on contracts	-	0.11
	<b>640.36</b>	<b>94.01</b>
<b>Total</b>	<b>828.10</b>	<b>286.04</b>
<b>Current</b>		
(a) Provision for employee benefits:		
(i) Provision for compensated absences (Refer Note 35)	44.23	38.10
	<b>44.23</b>	<b>38.10</b>
(b) Provision - Others:		
(i) Provision for warranties	386.98	492.13
(ii) Provision for estimated losses on contracts	-	5.70
	<b>386.98</b>	<b>497.83</b>
<b>Total</b>	<b>431.21</b>	<b>535.93</b>

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

For movement in Provisions refer movement schedule below:

(₹ in lakhs)

Particulars	Provision for warranties	Provision for estimated losses on contracts
<b>As at March 31, 2021</b>	<b>816.57</b>	<b>5.85</b>
Recognised during the year	303.82	-
Utilisation during the year	(48.65)	(0.04)
Unused amount reversed	(485.71)	-
<b>As at March 31, 2022</b>	<b>586.03</b>	<b>5.81</b>
Recognised during the year	675.18	-
Utilisation during the year	(185.10)	(5.81)
Unused amount reversed	(48.77)	-
<b>As at March 31, 2023</b>	<b>1,027.34</b>	<b>-</b>

Of the above, the following amounts are expected to be incurred within a year:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for warranties	<b>386.98</b>	492.13
Provision for estimated losses on contracts	-	5.70

### Provision for warranties

The Company gives warranties on certain products, undertaking to repair or replace the items that fail to comply with agreed upon specification during the warranty period. Provision made as at March 31, 2023 represents the amount of the expected cost of meeting such obligations of rectification/replacement. The timing of the outflows is expected to be within a period of one to three years from the date of Balance Sheet.

### Provision for estimated losses on contracts

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately in the Statement of Profit and Loss and provision for estimated loss is recognised in the Balance Sheet.

### Note 20 Deferred tax (liabilities)/assets (Net)

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax liabilities	<b>(631.70)</b>	(386.49)
Deferred tax assets	<b>356.21</b>	386.49
<b>Deferred tax (liabilities)/assets</b>	<b>(275.49)</b>	-

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Movement in temporary differences

(₹ in lakhs)

Particulars	Balance as at March 31, 2021	Recognised in profit or loss during 2021-22	Recognised in OCI during 2021-22	Balance as at March 31, 2022	Recognised in profit or loss during 2022-23	Recognised in OCI during 2022-23	Balance as at March 31, 2023
<b>Deferred tax (liabilities)/assets in relation to:</b>							
Property, plant and equipment and intangible assets	(411.53)	29.23	-	(382.30)	(228.38)	-	(610.68)
Provisions for employee benefits	116.67	(42.62)	(12.08)	61.97	13.18	(6.76)	68.39
Provisions for doubtful debts/advances	392.11	(146.35)	-	245.76	(36.65)	-	209.11
Carried forward business loss/unabsorbed depreciation	513.01	36.53	-	549.54	(549.54)	-	-
Fair value of financial instruments	(18.98)	48.91	-	29.93	(50.95)	-	(21.02)
Lease rental	0.47	(4.66)	-	(4.19)	82.72	-	78.53
Other temporary difference	(591.75)	92.31	(1.27)	(500.71)	499.44	1.45	0.18
	-	<b>13.35</b>	<b>(13.35)</b>	-	<b>(270.18)</b>	<b>(5.31)</b>	<b>(275.49)</b>

### Reconciliation of deferred tax (liabilities)/assets (net):

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Opening balance as at the beginning of the year</b>	-	-
Tax income/(expense) during the period recognised in profit or loss	<b>(270.18)</b>	13.35
Tax income/(expense) during the period recognised in OCI	<b>(5.31)</b>	(13.35)
<b>Closing balance as at the end of the year</b>	<b>(275.49)</b>	-

### Note 21 Current tax liabilities (Net)

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for tax (net of advance tax)	<b>45.79</b>	45.79
<b>Total</b>	<b>45.79</b>	45.79

### Note 22 Other current liabilities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Statutory remittances (Contribution to PF and ESIC, Withholding Taxes, GST, etc.)	<b>310.79</b>	298.98
(ii) Interest accrued on GST	<b>1.45</b>	1.02
<b>Total</b>	<b>312.24</b>	300.00

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 23 Revenue from operations

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A Revenue from contracts with customers:</b>		
(a) Construction Revenue [Refer Note (i) below]	46,028.51	35,183.97
(b) Sale of products (Spares components)	1,562.80	1,952.74
(c) Sale of services	372.69	114.92
	47,964.00	37,251.63
<b>B Other operating revenues [Refer Note (ii) below]</b>	406.20	1,026.81
<b>Total (A+B)</b>	48,370.20	38,278.44

#### Notes:

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Construction revenue comprises:		
Cold Rolling Mill	1,975.75	5,889.02
Continuous Annealing Line	21,067.38	12,948.64
Continuous Galvanizing Line	19,001.27	7,482.99
Acid Regeneration Plant	25.39	753.94
Pickling Line	102.80	3,025.86
Colour Coating Line	208.57	3,458.39
Rewinding Line	3.89	5.46
Others	3,643.46	1,619.67
<b>Total - Construction revenue</b>	46,028.51	35,183.97

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(ii) Other operating revenues comprise:		
Sale of scrap	153.74	195.89
Duty drawback and other export incentives	77.94	221.40
Others:		
Warranty reversal	48.77	485.71
Liquidated damages received	100.57	51.58
Shared services income	25.18	72.23
<b>Total - Other operating revenues</b>	406.20	1,026.81

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### 23.1 Disaggregated revenue information

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(a) Revenue by geographical location:</b>		
Within India	43,726.28	30,013.59
Outside India	4,237.72	7,238.04
<b>Total</b>	<b>47,964.00</b>	<b>37,251.63</b>
<b>(b) Timing of Revenue Recognition</b>		
Goods and services transferred over time	46,028.51	35,183.97
Goods transferred at a point in time	1,562.80	1,952.74
Service transferred at a point in time	372.69	114.92
<b>Total</b>	<b>47,964.00</b>	<b>37,251.63</b>

### 23.2 Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Revenue as per contracted price</b>	<b>16,978.57</b>	48,823.97
Adjustments:		
Add/(less): Unbilled on account of work under certification	32,261.02	(12,105.50)
Add/(less): Billing in excess of contract revenue	(1,275.59)	533.16
<b>Revenue from contract with customers</b>	<b>47,964.00</b>	<b>37,251.63</b>

### 23.3 Set out below is the amount of revenue recognised from:

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Amounts included in contract liabilities at the beginning of the year	933.61	1,574.99
<b>Total</b>	<b>933.61</b>	<b>1,574.99</b>

### 23.4 Remaining performance obligations

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at March 31, 2023 is of ₹ 1,13,846.88 lakhs. Management expects that around 60% to 70% of the transaction price allocated to unsatisfied contracts as of March 31, 2023 will be recognised as revenue during next reporting period depending upon the progress on each contracts.

### Note 24 Other income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest income earned on financial assets that are not designated as at fair value through profit or loss [Refer Note (i) below]	923.75	99.60
(b) Other interest income [Refer Note (ii) below]	10.28	3.65
(c) Other non-operating income [Refer Note (iii) below]	302.16	231.00
(d) Net foreign exchange gains	424.92	310.92
<b>Total</b>	<b>1,661.11</b>	<b>645.17</b>

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

Notes:

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Interest income earned on financial assets that are not designated as at fair value through profit or loss comprises:		
Interest from banks on deposits (at amortised cost)	923.53	98.51
Other interest	0.22	1.09
<b>Total - Interest income</b>	<b>923.75</b>	<b>99.60</b>
(ii) Other interest income comprises:		
Interest on income tax refund	10.28	0.01
Interest on sales tax refund	-	3.64
<b>Total - Other interest income</b>	<b>10.28</b>	<b>3.65</b>
(iii) Other non-operating income comprises:		
Gain on sale of property, plant and equipment	-	0.22
Liabilities/provisions no longer required written back	9.84	33.58
Provision for trade receivables no longer required written back	24.30	-
Credit balances written back	49.44	177.53
Miscellaneous income	16.12	19.67
Gain arising on financial assets/liabilities measured at amortised cost	202.46	-
<b>Total - Other non-operating income</b>	<b>302.16</b>	<b>231.00</b>

### Note 25.a Construction materials consumed

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock	652.36	894.55
Add: Purchases*#	34,501.17	26,294.20
	<b>35,153.53</b>	<b>27,188.75</b>
Less: Closing stock	1,498.46	652.36
<b>Construction material consumed</b>	<b>33,655.07</b>	<b>26,536.39</b>

\* Construction material consumed + Closing stock - Opening stock

# Purchases include ₹ 2,974.38 lakhs (Year ended March 31, 2022: ₹ 13,784.66 lakhs) being cost of equipments bought and supplied directly to customer's site as a part of construction contracts.

#### Note:

Since the Company is in the business of executing projects for its clients on turnkey basis, the Company is following percentage of completion method as prescribed under Ind AS 115 Revenue from Contracts with Customers under which project stock, manufactured items and other direct costs are considered as project cost incurred till date. Purchases figure is derived figure. Inventory procured for a specific project is immediately booked to the project as consumed and is not considered as inventory. In view of the above, itemwise break-up for cost of materials consumed is not available in the system.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 25.b Changes in inventories of finished goods and work-in-progress

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at the beginning of the year:		
Finished goods	174.48	273.97
Work-in-progress	15.20	120.67
	189.68	394.64
Inventories at the end of the year:		
Finished goods	407.30	174.48
Work-in-progress	234.00	15.20
	641.30	189.68
<b>Net (increase)/decrease</b>	<b>(451.62)</b>	<b>204.96</b>

### Note 26 Employee benefits expense

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages	4,942.05	4,415.97
Contributions to: (Refer Note 35)		
- Provident fund/Social security	234.34	183.21
- Superannuation fund	31.81	33.31
- Gratuity fund	56.84	56.97
Staff welfare expenses	387.60	286.50
<b>Total</b>	<b>5,652.64</b>	<b>4,975.96</b>

### Note 27 Finance costs

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest expense		
(i) Borrowings	-	11.85
(ii) Others		
- Interest on delayed/deferred payment of statutory dues	3.72	3.42
(b) Loss arising on financial assets/liabilities measured at amortised cost	-	194.34
(c) Other borrowing costs:		
(i) Bank Charges	188.83	473.37
(d) Interest on Leasehold liabilities	0.61	1.84
<b>Total</b>	<b>193.16</b>	<b>684.82</b>

### Note 28 Depreciation and amortisation expenses

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property, plant and equipment (Refer Note 3)	502.09	444.41
Depreciation on right-to-use asset (Refer Note 4)	8.85	18.98
Amortisation on intangible assets (Refer Note 5)	3.81	2.78
<b>Total</b>	<b>514.75</b>	<b>466.17</b>



# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 29 Other expenses

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Consumption of stores and spare parts	354.79	287.97
Project related expenses [Refer Note 38(d)]	1,982.69	140.77
Labour and processing charges	808.87	587.82
Erection expenses	339.72	691.26
Power and fuel	234.96	192.99
Repairs:		
- Buildings	50.21	31.68
- Plant and machinery	61.56	53.49
- Others	406.10	327.60
Rent	3.24	-
Rates and taxes	56.02	38.77
Insurance	52.05	63.34
Commission on sales	48.04	-
Loss on sale/write off of property, plant and equipment (net)	0.54	-
Unrealised loss on mark-to-market derivative contracts	4.11	0.08
Loss on derecognition of financial asset	254.27	430.58
Allowance for doubtful trade receivables/contract assets	103.38	166.37
Brand fees	261.76	185.27
Referral and technical royalty fees	1,127.68	113.28
Warranties (net) (Refer Note 19)	675.18	303.82
Liquidated damages	1.09	0.04
Estimated losses on contracts (Refer Note 19)	(5.81)	(0.04)
Packing and forwarding expenses	459.41	1,057.04
Travelling and conveyance	508.09	143.00
Postage, telex and telephone expenses	33.80	24.70
Expenditure on corporate social responsibility [Refer Note 38(b)]	-	40.15
Provision for doubtful trade receivables set up in earlier year	211.12	-
Less: Provision utilised for bad debts	(211.12)	-
Allowance for doubtful advances/deposits/other receivables	(13.39)	13.39
Payments to auditors [Refer Note (i) below]	58.90	52.57
Legal and professional [Refer Note (ii) below]	393.09	192.02
Bad trade and other receivables, loans and advances written off	3.72	21.19
Miscellaneous expenses	585.52	453.24
<b>Total</b>	<b>8,849.59</b>	<b>5,612.39</b>

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

Note:

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Payments to the auditors comprises (net of GST input credit):</b>		
<b>As auditor:</b>		
Audit fee	39.85	35.25
Tax audit fee	3.25	3.25
Limited review	15.40	13.20
<b>In other capacity</b>		
Other service	0.40	0.80
Reimbursement of expenses	-	0.07
<b>Total</b>	<b>58.90</b>	<b>52.57</b>
<b>(ii) Legal and professional includes (net of GST input credit):</b>		
Cost auditors for cost audit	2.70	2.30
Out of pocket expenses	0.13	0.13
<b>Total</b>	<b>2.83</b>	<b>2.43</b>

Note 30 Income tax recognised in profit and loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Current tax</b>		
In respect of the current year	59.00	-
In respect of prior year	-	(7.75)
	59.00	(7.75)
<b>Deferred tax</b>		
In respect of the current year	270.18	(13.35)
	270.18	(13.35)
<b>Total income tax expense recognised in the Statement of Profit and Loss</b>	<b>329.18</b>	<b>(21.10)</b>

Note 30.1 The reconciliation of estimated income tax expense at Indian Statutory income tax rate to income tax expense reported in Statement of Profit or Loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax from continuing operation	1,617.72	442.92
Indian Statutory income tax rate	25.168%	25.168%
Income tax expense	407.15	111.47
Adjustments in respect of current income tax of previous years	-	(7.75)
Effect of expenses that are not deductible in determining taxable profit	0.14	4.02
Utilisation of previously unrecognised tax losses*	(282.49)	(36.53)
Others	204.38	(92.31)
<b>Income tax expense recognised in the Statement of Profit and Loss</b>	<b>329.18</b>	<b>(21.10)</b>

\*The company has not recognised deferred tax asset on unutilised tax losses and temporary deductible differences based on probability of future taxable income, till last year. However in the current year, the company has utilised unrecognised losses of previous year and effect of which is considered in above effective tax reconciliation.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 30.2 Income tax recognised in other comprehensive income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Arising on income and expenses recognised in other comprehensive income:		
Re-measurement of the defined benefit obligations	(6.76)	(12.08)
Net loss/(gain) on designated portion of hedging instruments in cash flow hedge	1.45	(1.27)
<b>Total income tax recognised in other comprehensive income</b>	<b>(5.31)</b>	<b>(13.35)</b>
Bifurcation of the income tax recognised in other comprehensive income into:		
- Items that will not be reclassified to profit or loss	(6.76)	(12.08)
- Items that may be reclassified to profit or loss	1.45	(1.27)
<b>Total</b>	<b>(5.31)</b>	<b>(13.35)</b>

### Note 31 Earnings per share (EPS)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Basic and Diluted</b>		
Net Profit/(loss) for the year attributable to the equity shareholders (₹ in lakhs)	1,288.54	464.02
Weighted Average Number of Equity Shares (in numbers)	4,937,813	4,937,813
Par value per share (₹)	10.00	10.00
Earnings per share - Basic (₹)	26.10	9.40
Earnings per share - Diluted (₹)	26.10	9.40

### Note 32 Related party transactions

Note	Particulars
	<b>List of related parties and relationship</b>
<b>a)</b>	<b>Enterprises exercising control</b>
	Ultimate Holding Company      Ebenis SA
	Holding Company      John Cockerill SA (formerly Cockerill Maintenance & Ingenierie SA)
<b>b)</b>	<b>Other related parties with whom transactions have taken place during the year</b>
	Fellow Subsidiaries (with whom Company has made transactions during the year/previous year)
	John Cockerill Automation Private Limited
	John Cockerill UVK GmbH (formerly CMI UVK GmbH)
	CMI Engineering (Beijing) Co. Ltd.
	John Cockerill Trading (Beijing) Co. Ltd. (formerly Beijing Cockerill Trading Co. Ltd.)
	John Cockerill Industry Americas Inc. (Formerly CMI Industry Americas Inc.)
	John Cockerill Hydrogen Belgium SA

## John Cockerill India Limited

### Notes forming part of the financial statements (Contd.)

Note	Particulars		
c)	Key Management Personnel (KMP)	Mr. Sebastien Roussel - Chairman (from 4.8.2022)	
		Mr. Joao Felix Da Silva - Chairman (upto 3.8.2022)	
		Mr. Vivek Bhide - Managing Director	
		Mr. Kiran Rahate - Chief Financial Officer	
		Mr. Haresh Vala - Company Secretary	
		<b>Non-Executive Independent Director</b>	<b>Non-Executive Director</b>
		Mr. N. Sundararajan	Mr. Yves Honhon
		Ms. Roma Balwani	Mr. Jean Gourp
		Mr. Nandkumar Dhekne	
		Mr. Praveen Purushottam Kadle (from 1.4.2022)	
		Mr. Urjit Ravindra Patel (from 1.4.2021 to 31.1.2022)	

#### d.1) Details of related party transactions during the year ended March 31, 2023 and balances outstanding as at March 31, 2023:

(₹ in lakhs)

Nature of transactions	Holding Company	Fellow Subsidiaries	KMP	Total
Purchase of goods	32.72	2,665.47	-	2,698.19
	(19.37)	(168.72)	(-)	(188.09)
Receiving of services	9.42	29.24	-	38.66
	(52.96)	(25.14)	(-)	(78.10)
Sale of goods	899.46	1,558.19	-	2,457.65
	(2,940.22)	(728.93)	(-)	(3,669.15)
Shared services income	-	29.71	-	29.71
	(-)	(85.23)	(-)	(85.23)
Rendering of services	35.87	-	-	35.87
	(640.62)	(10.74)	(-)	(651.36)
Purchase of assets	-	-	-	-
	(-)	(9.00)	(-)	(9.00)
Other income	-	-	-	-
	(-)	(0.22)	(-)	(0.22)
Compensation of key managerial personnel	-	-	522.83	522.83
	(-)	(-)	(482.53)	(482.53)
Sitting fees paid to non-executive directors	-	-	37.10	37.10
	(-)	(-)	(35.10)	(35.10)
Commission to non-executive directors	-	-	24.00	24.00
	(-)	(-)	(23.00)	(23.00)
Brand fees	261.76	-	-	261.76
	(185.27)	(-)	(-)	(185.27)
Referral and technical royalty fees	1,127.68	-	-	1,127.68
	(113.28)	(-)	(-)	(113.28)
Expenses reimbursement received	8.61	6.35	-	14.96
	(22.69)	(-)	(-)	(22.69)

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

(₹ in lakhs)

Nature of transactions	Holding Company	Fellow Subsidiaries	KMP	Total
Expenses reimbursement paid	48.56 (259.77)	- (-)	- (-)	48.56 (259.77)
Expenses reimbursement paid reversed	- (85.42)	- (-)	- (-)	- (85.42)
Dividend paid	73.95 (-)	0.11 (-)	- (-)	74.06 (-)
<b>Balances outstanding at the end of the year:</b>				
Trade receivables	2,915.35 (2,878.70)	366.56 (124.68)	- (-)	3,281.91 (3,003.38)
Advance received from customers	106.23 (233.78)	81.81 (384.08)	- (-)	188.04 (617.86)
Advances paid to suppliers	- (-)	1,361.09 (-)	- (-)	1,361.09 (-)
Trade payables	1,571.65 (499.40)	932.55 (305.53)	- (-)	2,504.20 (804.93)

**Note:** All above figures are inclusive of taxes. Figures in bracket relates to the previous year.

### d.2) The significant related party transactions are as under:

Nature of transactions	Fellow Subsidiaries	KMP	₹ in lakhs
Purchase of goods	John Cockerill Trading (Beijing) Co. Ltd.		2,662.70 (157.71)
	John Cockerill Automation Private Limited		2.77 (11.01)
Receiving of services	John Cockerill Automation Private Limited		29.24 (19.40)
	John Cockerill UVK GmbH		- (5.74)
Sale of goods	John Cockerill Industry Americas Inc.		1,555.83 (-)
	John Cockerill Automation Private Limited		2.36 (-)
	John Cockerill UVK GmbH		- (728.93)
Shared services income	John Cockerill Automation Private Limited		29.71 (85.23)
Rendering of services	John Cockerill Automation Private Limited		- (1.08)
	John Cockerill UVK GmbH		- (9.66)
Purchase of assets	John Cockerill Automation Private Limited		- (9.00)
Other income	John Cockerill Trading (Beijing) Co. Ltd.		- (0.22)

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

Nature of transactions	Fellow Subsidiaries	KMP	₹ in lakhs
Compensation of key managerial personnel		Mr. Vivek Bhide	422.87 (386.13)
		Mr. Kiran Rahate	65.74 (64.12)
		Mr. Haresh Vala	34.22 (32.28)
Expenses reimbursement received	John Cockerill Hydrogen Belgium SA		5.76 (-)
	John Cockerill UVK GmbH		0.59 (-)
Dividend Paid	John Cockerill Automation Private Limited		0.11 (-)
Trade receivables	John Cockerill Automation Private Limited		8.41 (5.22)
	John Cockerill UVK GmbH		111.80 (119.46)
	John Cockerill Industry Americas Inc.		240.58 (-)
	John Cockerill Hydrogen Belgium SA		5.77 (-)
Advance received from customers	John Cockerill Industry Americas Inc.		81.81 (384.08)
Advances paid to suppliers	John Cockerill Trading (Beijing) Co. Ltd.		1,361.09 (-)
Trade payables	John Cockerill Automation Private Limited		185.32 (207.77)
	Beijing Cockerill Trading Co. Ltd.		669.89 (-)
	John Cockerill UVK GmbH		77.34 (71.12)
	CMI Engineering (Beijing) Co. Ltd.		- (26.64)

**Note:** There were no amounts written off or written back during the year in respect of debts due from or to related parties.

### d.3) Details of transactions with Key Management Personnel:

Nature of transactions	(₹ in lakhs)
Short Term Employee Benefits *	499.71 (460.44)
Post-Employment Benefits *	23.12 (22.09)
<b>Total</b>	<b>522.83</b> <b>(482.53)</b>

\* As the future liabilities for gratuity and leave encashment are provided on an actuarial valuation basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### d.4) Sitting fees for attending meetings paid to non-executive directors:

Nature of transactions	(₹ in lakhs)
Mr. N. Sundararajan	10.50 (10.50)
Ms. Roma Balwani	9.30 (9.80)
Mr. Nandkumar Dhekne	9.80 (12.80)
Mr. Praveen Purushottam Kadle	7.50 (-)
Mr. Urjit Ravindra Patel	- (2.00)
<b>Total</b>	<b>37.10</b> <b>(35.10)</b>

### d.5) Commission to non-executive directors:

Nature of transactions	(₹ in lakhs)
Mr. N. Sundararajan	6.00 (6.00)
Ms. Roma Balwani	6.00 (6.00)
Mr. Nandkumar Dhekne	6.00 (6.00)
Mr. Praveen Purushottam Kadle	6.00 (-)
Mr. Urjit Ravindra Patel	- (5.00)
<b>Total</b>	<b>24.00</b> <b>(23.00)</b>

### d.6) Terms and Conditions:

- i) All outstanding balances are unsecured and are repayable as per terms of credit and settlement occurs in cash.
- ii) All related party transactions entered during the year were in ordinary course of business and on arms' length basis.
- iii) The Company has not recorded any impairment of receivables related to amounts owed by related parties.

### Note 33 Contingent liabilities and commitments (to the extent not provided for)

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(i) Contingent liabilities</b>		
<b>(a) Claims against the Company not acknowledged as debt</b>		
Service tax*	<b>20,805.98</b>	19,943.16
Local Body Tax - PMC**	<b>56.25</b>	56.25
Property Tax - PMC***	<b>72.66</b>	-

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
Taxation matters:		
1) Demands against the Company not acknowledged as debt and not provided for, relating to issues of deductibility and taxability in respect of which the Company is in appeal and exclusive of effect of similar matters in respect of assessments remaining to be completed:		
- Income Tax	128.93	128.93
<b>(b) Other matters for which the Company is contingently liable</b>		
Advance licence - custom duty elements	549.14	679.65
<b>(ii) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		
Property, plant and equipment	147.26	66.82

\*\*Matters relating to:

### \* Service Tax

During the period April 2010 to December 2014, the Company had paid service tax for services rendered and paid excise duty on dispatch of goods considering contracts as divisible contracts. Service tax department issued Show cause Notice dated October 21, 2015 for demanding service tax of ₹ 4,817.55 lakhs categorised as "works contract" service by the Department on which excise duty of ₹ 10,510.51 lakhs had been paid. The Company had replied to Show cause notice and personal hearing had also been held. The Commissioner of Central Excise & Service Tax, Large Taxpayer Unit vide their order dated November 30, 2016 upheld the service tax liability of ₹ 4,817.55 lakhs, penalty of ₹ 4,817.65 lakhs and interest, as applicable, estimated to be ₹ 8,687.73 lakhs. An appeal had been filed by the Company before CESTAT, Mumbai dated March 20, 2017. The Company had paid appropriate excise duty on goods manufactured and service tax on service rendered. The order is seen by the Company as change of opinion by the department after higher bench judgement in one of the recent case. The Company had pre-deposited ₹ 361.32 lakhs.

In continuation to the above matter, the Company had further received show cause notice dated December 22, 2017 for the period January 2015 to March 2015 demanding service tax of ₹ 175.46 lakhs categorised as "works contract" service on which excise duty of ₹ 377.56 lakhs had been paid and show cause notice dated March 19, 2018 for the period April 2015 to June 2017 demanding service tax of ₹ 759.27 lakhs categorised as "works contract" service on which excise duty of ₹ 1,670.08 lakhs had been paid. The Company had replied to Show cause notice and personal hearing had also been held. The Commissioner of Central Excise & Service Tax, Large Taxpayer Unit vide their order dated February 14, 2019 upheld the service tax liability of ₹ 175.46 lakhs and ₹ 759.27 lakhs respectively and penalty of ₹ 175.56 lakhs and ₹ 759.37 lakhs respectively and interest, as applicable, ₹ 227.63 lakhs and ₹ 817.18 lakhs respectively. An appeal had been filed by the Company before CESTAT, Mumbai dated May 06, 2019. The Company had paid appropriate excise duty on goods manufactured and service tax on service rendered. The order is seen by the Company as change of opinion by the Department after higher bench judgement in one of the recent case. The Company had pre-deposited ₹ 13.16 lakhs and ₹ 56.94 lakhs respectively.

### \*\*Local Body Tax (PMC)

Panvel Municipal Corporation had raised Local Body Tax demand for the period from 01.01.2017 to 31.03.2017 and from 01.04.2017 to 30.06.2017 under rule 33 of Panvel Municipal Corporation Act vide order dated November 13, 2018 & March 14, 2019 respectively. Total demand was of ₹ 186.97 lakhs consisting LBT Tax of ₹ 117.80 lakhs, interest of ₹ 12.92 lakhs and penalty of ₹ 56.25 lakhs. Of which Tax had been paid and interest is provided in the books. Penalty is not provided in the books. Appeals have been filed by the Company in PMC Appellate Authority dated November 29, 2018 and March 27, 2019 respectively against demand of interest and penalty.

### \*\*\* Property Tax (PMC)

Panvel Municipal Corporation (PMC) had raised Property tax bill in May 22 for FY.2022-23 of ₹ 85.89 lakhs and the Company had provided for property tax of ₹ 13.23 lakhs in the books. In March 23, PMC issued notice for recovery of the said bill amount. Talaja Manufacturers Association, of which the Company is a member, have filed a writ petition bearing (St) No. 9175 of 2022 before the Hon'ble High Court of Judicature at Mumbai. The said issue being a matter which is subjudice before the Hon'ble High Court and in identical petition filed by the Association and other Member-Industries, the Hon'ble High Court has already passed order to the effect of restraining the PMC from taking any coercive action.



# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 34 Disclosure of Lease as per Ind AS 116

#### Lessee

The following is the summary of practical expedients elected on application:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application

The Company has lease contracts for various items of Plant and machinery, land, flat, vehicles and other equipment used in its operations. Leases of land generally have lease terms between 49 and 66 years, while flat generally have lease terms between 1 and 3 years. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company also has certain leases of Plant and machinery and vehicles with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The Company had total cash outflows for leases of ₹ 3.87 lakhs during the year ended March 31, 2023 (For the year ended March 31, 2022: ₹ 16.69 lakhs).

Refer Note 4 for additions to right-of-use assets and the carrying amount of right-of-use assets as at March 31, 2023.

The effective interest rate for lease liabilities is 10.70%,

The maturity analysis of lease liabilities are disclosed in Note 36.13.

#### Amounts recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation expenses of Right-of-use assets	8.85	18.98
Interest expenses on lease liabilities	0.61	1.84
Expenses related to short term leases	32.37	31.15
<b>Total amounts recognised in the Statement of Profit and Loss</b>	<b>41.83</b>	51.97

### Note 35 Employee benefits

#### a) Defined contribution plan:

##### Superannuation

All eligible employees are entitled to benefits under superannuation, a defined contribution plan. The Company makes quarterly contributions until retirement or resignation of the employee. The Company recognises such contributions as an expense when incurred. The Company has no further obligation beyond its quarterly contribution.

Company's contribution to superannuation recognised in Statement of Profit and Loss is ₹ 31.81 lakhs (for the year ended March 31, 2022 ₹ 33.31 lakhs) (included in Note 26).

##### Provident fund

All eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employees and employer (at a determined rate) contribute monthly. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulation. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Company's contribution to provident fund recognised in Statement of Profit and Loss is ₹ 234.34 lakhs (for the year ended March 31, 2022 ₹ 183.21 lakhs) (included in Note 26).

#### b) Defined benefit plans:

##### Gratuity (funded)

The Company sponsors funded defined benefit plans for all eligible employees. The defined benefit plan is administered by a separate fund that is legally separated from the entity.

Under the gratuity plan, the eligible employees are entitled to post-retirement benefit at the rate of 15 days salary for each year of service until the retirement age of 60 years, without any payment ceiling. The vesting period for gratuity as payable under The payment of Gratuity Act is 5 years.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

The plans in India typically expose the Company to actuarial risks such as investment risk, interest rate risk, liquidity risk and salary risk.

**a) Investment risk**

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

**b) Interest rate risk**

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

**c) Liquidity risk**

This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non availability of enough cash / cash equivalents to meet the liabilities or holding of liquid assets not being sold in time.

**d) Salary escalation risk**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

No other post-retirement benefits are provided to these employees.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2023 by M/s. KP Actuaries and Consultants. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>A. Balance Sheet</b>		
The assets, liabilities and surplus/(deficit) position of the defined benefit plan at the Balance Sheet date were:		
Present value of defined benefit obligation	722.66	698.06
Fair value of plan assets	(714.36)	(687.07)
<b>Net liability recognised in the Balance Sheet (Refer Note 18 and 19)</b>	<b>8.30</b>	10.99
<b>B. Movements in present value of obligation and fair value of plan assets</b>		
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	698.06	725.88
Current service cost	56.08	53.75
Interest cost	48.13	46.06
Re-measurement (or Actuarial) loss /(gain) arising from:		
- change in demographic assumptions	1.06	(0.46)
- change in financial assumptions	(20.35)	(25.48)
- experience variance (i.e. Actual experience vs assumptions)	(0.12)	(30.86)
Benefits paid	(60.20)	(70.83)
Present value of DBO at the end of the year	722.66	698.06
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	687.07	675.07
Investment income	47.37	42.84
Actual company contributions	32.18	49.48
Benefits paid	(59.72)	(71.52)
Return on plan assets, excluding amount recognised in net interest expense	7.46	(8.80)
Plan assets at the end of the year	714.36	687.07

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>C. Statement of Profit and Loss</b>		
Current service cost	56.08	53.75
<b>Finance Cost</b>		
Interest cost	48.13	46.06
Interest income (expected returns on plan assets)	(47.37)	(42.84)
<b>Component of defined benefit cost recognised in statement of profit and loss (Refer Note 26)</b>	56.84	56.97
Remeasurement of net defined benefit liability:		
- Actuarial losses/(gains) on defined benefit obligation	(19.41)	(56.79)
- Return on plan assets (excluding interest income)	(7.46)	8.80
<b>Net impact on other comprehensive income (before tax)</b>	(26.87)	(47.99)
<b>Total</b>	29.97	8.98
<b>D. Composition of the plan assets is as follows:</b>		
(percentage or value)		
Insurer managed funds	100.00%	100.00%

The Plan does not invest directly in any property occupied by the Company or any financial securities issued by the Company.

### E. Principal Actuarial assumptions

With the objective of presenting the plan assets and plan obligations of the defined benefits plans at their fair value on the Balance Sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.35%	6.90%
Salary escalation	5.00%	5.00%
Attrition		
Age (Years)		
Upto 30	28.46%	21.69%
31-44	11.13%	6.98%
Above 44	5.40%	6.02%
Mortality rates	100% of IALM 2012-14	100% of IALM 2012-14
Estimate of amount of contribution in the immediate next year (₹ in lakhs)	63.00	65.00

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

Interest income on plan asset is a component of the return on plan asset and is determined by multiplying the fair value of the plan assets by the discount rate, both as determined at the start of the annual reporting period, taking account of any changes in the plan assets held during the period as a result of contributions and benefit payments.

The estimate of future salary increase, considered in actuarial valuation, take into account the inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Due to absence of data provided by Life Insurance Corporation of India, break-up of plan assets (asset allocation) in insurer managed funds have not been furnished.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### F. Experience adjustments:

(₹ in lakhs)

Gratuity	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Present value of DBO	722.66	698.06	725.88	683.98	586.15
Fair value of plan assets	714.36	687.07	657.07	698.97	585.23
Funded status Surplus/(Deficit)	(8.30)	(10.99)	(50.81)	14.99	(0.92)
Experience (gain)/loss adjustments on plan liabilities	(0.12)	(30.86)	2.27	191.22	125.27
Experience gain/(loss) adjustments on plan assets	7.46	(8.80)	4.90	-	1.92

### G. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below.

#### Impact on Defined Benefit Obligation

(₹ in lakhs)

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(41.40)	45.83	(42.73)	47.60
Future Salary Growth (1% movement)	46.44	(42.67)	48.03	(43.86)
Attrition rate (50% of attrition rates)	13.30	(18.06)	11.50	(15.49)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same as that applied in calculating the defined benefit obligation recognised in the Balance Sheet.

### H. The weighted average duration (based on discounted cashflow) of the defined benefit obligation at the end of reporting period is 6 years.

#### Compensated absences

Under the compensated absences plan, leave encashment is payable to all eligible employees on separation from the Company due to death, retirement, superannuation, or resignation, at the rate of daily salary, as per current accumulation of leave days restricted to maximum 45 days.

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of unfunded obligation (₹ in lakhs)	231.97	230.13
Expense/(Income) recognised in Statement of Profit and Loss (₹ in lakhs)	11.66	(26.71)
Discount rate percentage (p.a.)	7.35%	6.90%
Salary escalation rate (p.a.)	5.00%	5.00%

### Note 36 Financial Instruments

#### 36.1 Capital management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the returns to stakeholders through the optimisation of the debt and equity balance. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Company is a debt free company and cash required for operation is managed through internal accruals.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### 36.2 Categories of financial instruments

(₹ in lakhs)

Particulars	Note No.	As at	As at	As at	As at
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
		Carrying values	Carrying values	Fair value	Fair value
<b>Financial assets</b>					
<b>Measured at amortised cost</b>					
i. Cash and cash equivalents	12	9,150.17	2,908.47	9,150.17	2,908.47
ii. Bank balances other than cash and cash equivalents	13	2,700.38	1,846.62	2,700.38	1,846.62
iii. Trade receivables	6	14,528.39	14,727.99	14,528.39	14,727.99
iv. Other financial assets	7	1,895.97	1,692.41	1,895.97	1,692.41
<b>Measured at fair value through other comprehensive income (FVTOCI)</b>					
Derivative instruments in designated hedge accounting relationships (net)	7, 18	–	5.04	–	5.04
<b>Financial liabilities</b>					
<b>Measured at fair value through profit or loss (FVTPL)</b>					
Derivative financial instruments	18	4.20	0.08	4.20	0.08
<b>Measured at amortised cost</b>					
i. Trade payables	17	28,127.42	7,910.08	28,127.42	7,910.08
ii. Other financial liabilities	18	188.86	191.63	188.86	191.63
<b>Measured at fair value through other comprehensive income (FVTOCI)</b>					
Derivative instruments in designated hedge accounting relationships (net)	7, 18	0.71	–	0.71	–

### 36.3 Financial risk management objective

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk threshold, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risk arising from the financial instruments:

- Market risk (includes foreign currency risk and price risk)
- Credit risk and
- Liquidity risk

### 36.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in the market prices. The Company in the ordinary course of its business is exposed to risks related to changes in foreign currency exchange rates.

The Company seeks to minimise the effect of these risks by using derivative financial instruments to hedge risk exposures. The Company does not enter into or trade financial instruments, including derivatives for speculation purposes.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### 36.5 Foreign Currency risk management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade portfolio.

Favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company hedges cash flows up to a specific tenure using forward exchange contracts in respect of exports, imports, other receivables and payables. The Company uses forward foreign exchange contracts to hedge its exposure in foreign currency related to firm commitments and highly probable forecast transactions.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as under:

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Assets	Liabilities	Assets	Liabilities
USD	7,186.92	762.82	5,734.30	673.13
EUR	1,114.48	359.24	1,155.46	311.72
CNY	-	865.25	-	26.64
GBP	-	382.13	-	-

### 36.6 Foreign Currency risk sensitivity

The following table details the Company's sensitivity to a 1% increase and decrease in the INR against the relevant major foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 1% against the relevant currency. For a 1% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity and the balances below would be negative.

(₹ in lakhs)

Particulars	Increase		Decrease	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Receivable</b>				
USD	71.87	57.34	(71.87)	(57.34)
EUR	11.14	11.55	(11.14)	(11.55)
<b>Payable</b>				
USD	(7.63)	(6.73)	7.63	6.73
EUR	(3.59)	(3.12)	3.59	3.12
CNY	(8.65)	(0.27)	8.65	0.27
GBP	(3.82)	-	3.82	-

### 36.7 Forward foreign exchange contracts

The Company has adopted a Risk Management Policy approved by the Board of Directors for managing foreign currency exposure. The policy has approved use of forward contracts to manage the foreign currency risk.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period.

Particulars	No. of contracts	Type	Foreign Currency	Amount in Foreign currency	INR Equivalent	MTM gain / (loss)
			(FC)	(in lakhs)	(in lakhs)	(₹ in lakhs)
As at March 31, 2023	3	Sell	USD	70.00	5,886.08	(1.78)
	3	Buy	CNY	18.53	224.93	(3.13)
As at March 31, 2022	7	Sell	USD	15.38	1,188.99	4.96

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### 36.8 Commodity price risk

The Company is exposed to movement in metal commodity price of steel. Our sales contracts are on fixed price basis. Profitability in case of firm price orders is impacted by movement in the prices of steel. The Company primarily purchases its raw materials in the open market from third parties. The Company either places long term firm price order with the suppliers or builds stock on need basis to mitigate the risk.

### 36.9 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market interest rates. The Company is debt free Company and has not borrowed fund during the year from banks, therefore, the Company is not exposed to interest rate risk.

### 36.10 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk for trade receivables, contract assets, deposits with banks, derivative financial instruments and other financial instruments.

### 36.11 Trade receivables

Customer credit risk is managed centrally by the Company. The Company evaluates the creditworthiness based on publicly available financial information and the Company's historical experiences. Further, majority of the Company's customers are Companies with strong financial stability. Credit risk on receivables is also mitigated by securing the same against letters of credit of reputed banks. Trade receivables spread across diverse geographical areas with no significant concentration of credit risk. Outstanding trade receivables are regularly monitored and appropriate actions are taken for collection of overdue receivables. The Company's exposure to counterparties are continuously reviewed and monitored by the management. Credit period varies as per the contractual terms with the customers. No interest is generally charged on overdue trade receivables.

The Company directly reduces the gross carrying amount of financial assets when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The amount of financial assets are net of allowance for doubtful accounts, estimated by the Company and based, in part, on the age of specific receivable balance and the current and expected collection trends. The Company has used practical expedient by computing expected credit loss allowance for trade receivables by taking into consideration historic credit loss experience and adjusted for forward looking information. The expected credit loss is based on the ageing of the days and the expected credit loss rate.

Apart from the major customers of the Company in India, Spain and Belgium (where the parent company is based), the Company does not have significant credit risk exposure to any single customer. Concentration of credit risk related to the customer in India, Belgium accounts for 56%, 19% respectively of the trade receivables of the Company as at March 31, 2023 (As at March 31, 2022: India, Belgium accounts for 51%, 18% respectively). Concentration of credit risk to any other customer did not exceed 10% of the trade receivables of the Company at reporting date.

As at March 31, 2023 the Company had contract assets amounting to ₹ 34,911.77 lakhs (As at March 31, 2022: ₹ 2,668.88 lakhs). At March 31, 2023 the Company had 2 customer (As at March 31, 2022: 1 customer) that owed the Company more than ₹ 1,000 lakhs each and accounted for approximately 95% (As at March 31, 2022: 38%) of all the contract assets outstanding.

The history of trade receivables shows a negligible impairment allowance.

### 36.12 Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, and derivative instruments. The Company attempts to limit the credit risk by only dealing with reputable banks having high-credit ratings assigned by credit-rating agencies. The Company's maximum exposure to the credit risk for the component of Balance Sheet as at March 31, 2023 and March 31, 2022 is the carrying amounts of each class of financial assets.

### 36.13 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The Company requires fund both for short-term operational needs as well as for long-term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short-term investments provide liquidity in the short-term and long-term. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flow and by matching the maturity profiles of the financial assets and liabilities.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in bank fixed deposits to optimise the returns on cash and cash equivalents while ensuring sufficient liquidity to meet its liabilities.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

### Liquidity exposure:

(₹ in lakhs)

Particulars	As at March 31, 2023			As at March 31, 2022		
	< 1 year	1-5 years	Total	< 1 year	1-5 years	Total
<b>Financial liabilities</b>						
Lease liabilities	8.53	17.96	26.49	2.57	-	2.57
Trade payable	27,765.12	446.13	28,211.25	7,277.01	733.33	8,010.34
Other financial liabilities	106.77	87.00	193.77	105.38	87.00	192.38
<b>Total financial liabilities</b>	<b>27,880.42</b>	<b>551.09</b>	<b>28,431.51</b>	<b>7,384.96</b>	<b>820.33</b>	<b>8,205.29</b>

The derivative assets and liabilities (Refer Notes 7 and 18) are having maturity within one year of the Balance Sheet date.

### 36.14 Collateral

Property, plant and equipment, capital work-in-progress, right-of-use asset with a carrying amount of ₹ 3,057.03 lakhs (As at March 31, 2022: ₹ 3,206.24 lakhs), have been mortgaged as security for fund based and non-fund based credit facilities from banks.

The Company has access to various fund and non-fund based bank facilities. The amount of unused borrowing facilities (fund and non fund based) available for future operating activities and to settle commitments as at March 31, 2023 ₹ 8,024.07 lakhs (As at March 31, 2022 ₹ 10,337.65 lakhs). The returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

### 36.15 Fair value measurement

#### Calculation of fair values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended March 31, 2022.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair value.

#### Financial assets and liabilities measured at fair value as at Balance Sheet date:

- The fair values of the forward contracts used for expected future sale has been determined using forward pricing, based on present value calculations.
- The Company has disclosed financial instruments such as trade receivables (current), cash and cash equivalents, other bank balances, loans to employees, other current financial assets, trade payables (current) and other current financial liabilities at carrying value, because, their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

#### Level wise disclosure of financial statements

(₹ in lakhs)

Particulars	Fair value		Fair Value Hierarchy	Valuation technique(s) and Key inputs
	As at March 31, 2023	As at March 31, 2022		
Derivative instruments (Derivative instruments in designated Hedge accounting relationship - hedges of highly forecasted sale/purchases using foreign currency forward contracts) - Asset/(Liability)	(0.71)	5.04	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of counterparties.
Derivative instruments measured at fair value through profit or loss - forward contracts Liability	(4.20)	(0.08)	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of counterparties.

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):

The carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.



# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 37 Segment information

The principal activities of the Company comprise customised manufacturing and installation of cold rolling mills, galvanizing lines, colour coating lines, tension levelling lines, skin pass mills, acid regeneration plants, wet flux line and pickling lines ("the projects") for ferrous and non-ferrous industries world wide.

For management purpose, the Company comprise of only one reportable segment - Original equipment manufacturer and project management. Information is reported to and evaluated regularly by the Chief Operational Decision Maker (CODM) i.e. Managing Director for the purpose of resource allocation and assessing the performance of the business as a whole. The CODM reviews the Company's performance on the analysis of profit before tax at an overall entity level. Accordingly there is no other separate reportable segment as defined by Ind AS 108 "Operating Segments".

The information relating to revenue from external customers and location of non-current assets of the single reportable segment has been disclosed as follows:

#### a) Revenue by geographical location

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
India (i)	43,726.28	30,013.59
Foreign countries:		
- USA	1,501.58	-
- Belgium	1,026.48	3,237.09
- Spain	1,001.40	1,713.38
- Germany	18.91	1,005.76
- Other countries	689.35	1,281.81
Total foreign countries (ii)	4,237.72	7,238.04
<b>Total (i) + (ii)</b>	<b>47,964.00</b>	<b>37,251.63</b>

Revenue from operations have been allocated on the basis of location of customers.

₹ 35,690.42 lakhs, ₹ 6,689.05 lakhs and ₹ 1,501.58 lakhs (For year ended March 2022: ₹ 11,240.81 lakhs, ₹ 9,300.22 lakhs and ₹ 8,909.60 lakhs) is derived as revenue from each of the Company's three major customers.

#### b) Non-current operating assets

All Non-current assets other than financial instruments, deferred tax assets of the Company are located in India.

### Note 38 Disclosure of additional information

#### (a) Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) Details of transactions with companies struck off:

(₹ in lakhs)

Name	Relation	2022-2023	2021-2022
Luftech Systems Pvt. Ltd.	Vendor		
Opening balance as at the beginning of the year		(24.17)	(2.27)
Purchases made during the year		34.26	4.54
Advance paid / Payment made during the year		(25.55)	(26.44)
Closing balance as at the end of the year		(15.46)	(24.17)
<b>Advance paid to suppliers (Refer Note 9)</b>		<b>15.46</b>	<b>24.17</b>

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### (b) Corporate Social Responsibility (CSR) Expenditure:

As per Section 135 of the Companies Act, 2013, a Company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Companies Act, 2013. The expenditure has been incurred on activities specified in Schedule VII of the Companies Act, 2013.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Amount required to be spend during the year	-	39.34
(ii) Amount of expenditure incurred during the year	-	40.15
(iii) Shortfall/(excess) at the end of the year	-	(0.81)
(iv) Total of previous years shortfall	<b>20.15</b>	45.23
(v) Reason for shortfall	<b>N.A.</b>	N.A.
(vi) Nature of CSR activities	<b>Eradicating hunger, poverty and malnutrition, Promoting education</b>	COVID relief, Eradicating hunger, poverty and malnutrition, Promoting education, Ensuring environment sustainability.
(vii) Details of related party transaction, i.e.,contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting standard	-	-
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision during the year	<b>N.A.</b>	N.A.

### Details of Corporate Social Responsibility Unspent account

(₹ in lakhs)

Particulars	Amount
Balance as at April 1, 2022	45.23
Spent during the year	25.08
Closing balance as at March 31, 2023	20.15

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Details of Corporate Social Responsibility Unspent account during previous year

(₹ in lakhs)

Particulars	Amount
Balance as at April 1, 2021	-
Deposited during the year	59.39
Spent during the year	14.16
Closing balance as at March 31, 2022	45.23

### (c) Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) The principal amount remaining unpaid to any supplier (but within due date as per the MSMED Act, 2006)	7,465.96	771.39
(b) Interest due on above remaining unpaid	-	-
(c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(e) Interest accrued and remaining unpaid	-	-
(f) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. Due dates with regards to payments to be made to Micro and Small Enterprises have been determined with reference to Micro, Small and Medium Enterprises Development Act, 2006, considering criteria of quality of goods and related incidental services provided by the vendors. This has been relied upon by the auditors.

### (d) Project related expenses comprise

(₹ in lakhs)

Nature of expense	For the year ended March 31, 2023	For the year ended March 31, 2022
Design and engineering charges	1,929.67	86.20
Testing and inspection	21.20	14.61
Crane hire charges	29.13	20.36
Clearing and forwarding expenses (import)	1.59	8.81
Rent	-	10.79
Site office expenses	1.10	-
<b>Total</b>	<b>1,982.69</b>	<b>140.77</b>

### (e) Details of liabilities/provisions no longer required written back

(₹ in lakhs)

Nature of expense	For the year ended March 31, 2023	For the year ended March 31, 2022
Reversal of provision for employee benefits	9.84	33.58
<b>Total</b>	<b>9.84</b>	<b>33.58</b>

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### (f) Brand fee, Referral and technical royalty fees

The Company has entered into an agreement with John Cockerill SA for rights to use the John Cockerill Brand name. The Company pays 0.6% of net external sales. The agreement has now been renewed with effect from January 1, 2022 for the tenure of 5 years.

The Company has entered into agreement with John Cockerill SA for contracts secured by them and awarded to the company. The company used to pay technical royalty fees @3% of the contract price awarded to the Company through the cooperation and commercial arrangement from John Cockerill SA. As per amendment to the said agreement, the company's obligation towards the referral and technical royalty fees arises basis the revenue recognised on the projects by the company. Referral and technical royalty fees rate is applicable based on the slabs of contract price mentioned in the amendment viz. 3% up to ₹ 300 Crore, 2% from ₹ 300 Crore to ₹ 700 Crore and 1% above ₹ 700 Crore.

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Brand fees	261.76	185.27
Referral and technical royalty fees	1,127.68	113.28

### (g) Matter under investigation

During the year, as a part of routine diligence procedures, the Company carried out a forensic analysis of the laptop of an ex-employee which had been provided by the Company, which revealed that the said ex-employee had copied certain proprietary intellectual property information of the Company in violation of the Company's Code of Conduct and employment contract. Following this discovery, the Company initiated a thorough investigation of the ex-employee's personal devices which was initiated after due legal process. The investigation is still in progress. At this stage, the Company believes that this incident does not have any impact on the financial statements of the Company for the period ended March 31, 2023.

### Note 39 Ratios

(₹ in lakhs)

Particulars	Terms	Numerator	Denominator	March 31, 2023	March 31, 2022	% variance	Reason for variance
(a) Current Ratio	Times	Current Assets	Current Liabilities	1.18	1.60	-26%	Note 1
(b) Return on Equity Ratio	Percent	Net Profit/(Loss) after taxes	Average Shareholders' Equity	6.92%	2.61%	165%	Note 2
(c) Inventory Turnover Ratio	Times	Cost of goods sold	Average inventory	20.33	22.45	-9%	
(d) Trade receivables Turnover Ratio	Times	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	1.42	4.00	-64%	Note 3
(e) Trade payables Turnover Ratio	Times	Construction material consumed + Change in inventories + Employee benefit expenses + Other expenses	Average Trade Payable	2.65	3.76	-30%	Note 4
(f) Net Capital Turnover Ratio	Times	Net sales	Working capital	4.11	4.15	-1%	
(g) Net profit/(loss) Ratio	Percent	Net Profit/(Loss) after Taxes	Revenue from Operations	2.66%	1.21%	120%	Note 2
(h) Return on Capital employed	Percent	Earnings before interest and taxes	Capital Employed	3.63%	1.99%	82%	Note 2

Explanations given where the change in the ratio is more than 25% as compared to the preceding year.

Note 1: Decrease due to higher advance received from customer during the year.

Note 2: Increase due to increase in net profit during the year as compared to previous year.

Note 3: Decrease due to reduction in net Credit sales during the year as against increase in average trade receivables as on year end.

Note 4: Decrease due to increase in average trade payable as on year end.

# John Cockerill India Limited

## Notes forming part of the financial statements (Contd.)

### Note 40 Event occurring after the Balance Sheet date

The Board of Directors recommended Equity dividend of ₹ 5/- per share (previous year ₹ 2/- per share) for the financial year 2022-23, which is subject to the approval of shareholders at the ensuing Annual General Meeting.

**Note 41** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

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As per our report of even date

For **SRBC & COLLP**

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

**per Vinayak Pujare**

Partner

Membership No. 101143

Place: Mumbai

Date: May 25, 2023

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**For and on behalf of the Board of Directors**

**Sebastien Rousset**

Chairman

DIN: 09663609

**Kiran Rahate**

Chief Financial Officer

Place: Mumbai

Date: May 25, 2023

**Vivek Bhide**

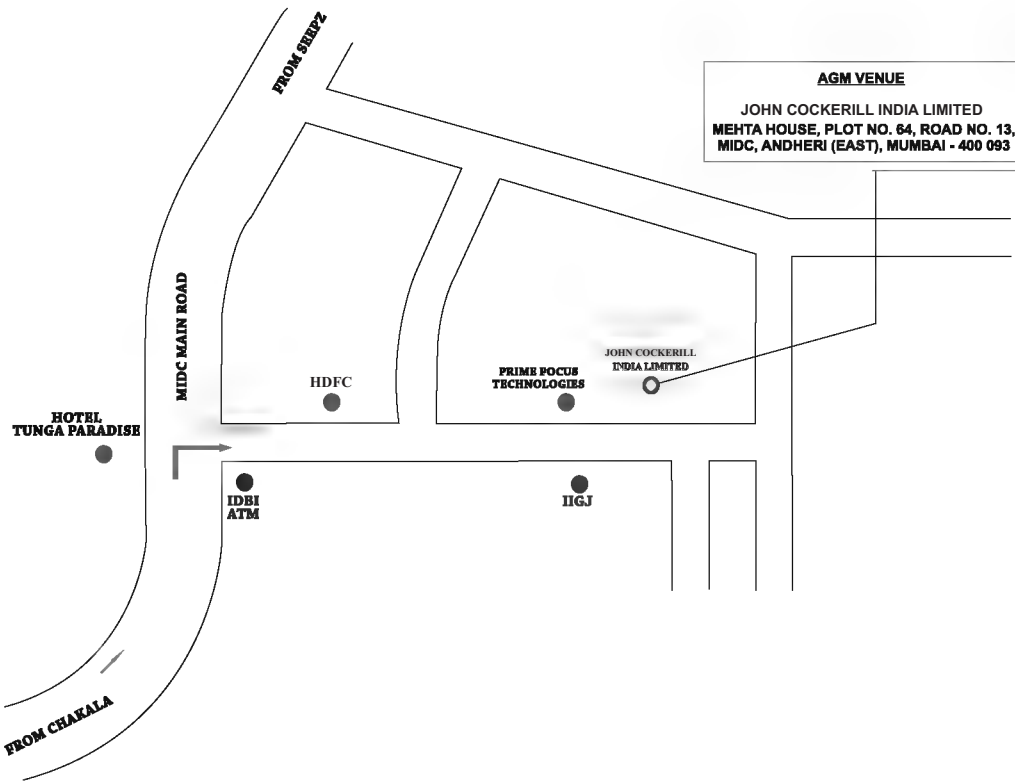
Managing Director

DIN: 02645197

**Haresh Vala**

Company Secretary

## ROUTE MAP FOR THE 37<sup>TH</sup> ANNUAL GENERAL MEETING VENUE





# JOHN COCKERILL INDIA LIMITED

CIN : L99999MH1986PLC039921

Registered Office: Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) :

Regd. Folio No. / DP ID / Client ID :

I / We, being the member(s) of ..... shares of John Cockerill India Limited, hereby appoint:

(1) Name: ..... Address: .....

..... having e-mail Id: ..... or failing him;

(2) Name: ..... Address: .....

..... having e-mail Id: ..... or failing him;

(3) Name: ..... Address: .....

..... having e-mail Id: ..... or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 37<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, July 26, 2023 at 2.30 p.m. at Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of Financial Statements, Reports of the Board of Directors and the Auditors for the financial year ended March 31, 2023		
2	Declaration of Dividend on the Equity Shares of the Company for the financial year ended March 31, 2023.		
3	Re-appointment of Mr. Yves Honhon (DIN 02268831), who retires by rotation and, being eligible, offers himself for re-appointment.		
4	Re-appointment of Statutory Auditors and fix their remuneration.		
<b>SPECIAL BUSINESS</b>			
5	Appointment of Mr. Michael Kotas (DIN 10053364) as a Director of the Company.		
6	Appointment of Mr. Michael Kotas (DIN 10053364) as Managing Director of the Company.		
7	Approval for Material Related Party Transaction(s) with John Cockerill SA.		
8	Approval for Material Related Party Transaction(s) with John Cockerill Automation Private Limited.		
9	Approval for Material Related Party Transaction(s) with John Cockerill Trading (Beijing) Company Limited.		
10	Approval for Material Related Party Transaction(s) with John Cockerill UVK GmbH.		
11	Approval for Material Related Party Transaction(s) with John Cockerill Industry Americas Inc.		
12	Approval for Material Related Party Transaction(s) with CMI Energy France SAS.		
13	Ratification of the remuneration payable to Cost Auditor for the financial year 2023-24.		

Signed this..... day of .....2023

Affix  
Revenue  
Stamp

Signature of shareholder

(1) Signature of First proxy holder

(2) Signature of Second proxy holder

(3) Signature of Third proxy holder

### Note:

- This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.









The Communication Department acknowledges all those who contributed to the making of this Annual Report.

**Produced by :** The Communication Department of  
John Cockerill India Limited

# John Cockerill India Limited



Driven since 1817 by the entrepreneurial spirit and thirst for innovation of its founder, the John Cockerill Group develops large-scale technological solutions to meet the needs of its time: facilitating access to fossil free energies, enabling sustainable industrial production, preserving natural resources, contributing to greener mobility, enhancing security and installing essential infrastructures.

Its offer to businesses, governments and communities consists of services and associated equipment for the sectors of energy, defence, industry, the environment, transports, and infrastructures. With over 6,500 employees, John Cockerill achieved a turnover of € 1,046 billion in 2022 in 24 countries, on 5 continents.

## John Cockerill India Limited

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

Tel. : +91 22 6676 2727

[johncockerillindia.com](http://johncockerillindia.com)

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