



Ref. : JCIL/BSE/2021-22

Date : March 22, 2022

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

Dear Sir,

Scrip Code: 500147

**Ref: Postal Ballot Notice - Information under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is in furtherance to our letter dated March 18, 2022, informing the Stock Exchange about the decision of the Board of Directors of the Company for appointment of Mr. Praveen Kadle (DIN : 00016814) as an Additional Director (Non-Executive and Independent) on the Board of the Company. We enclose herewith a copy of the Postal Ballot Notice dated March 18, 2022, along with the Statement pursuant to Section 102 of the Companies Act, 2013, seeking approval of the members of the Company for appointment of Mr. Praveen Kadle by way of Special Resolution, through Postal Ballot.

In compliance with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, March 18, 2022 ("cut-off date"). Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, March 24, 2022 and ends at 5.00 p.m. (IST) on Friday, April 22, 2022. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by

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

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them in the paid-up equity share capital of the Company as on the cut-off date. Communication of assent or dissent of the Members would on take place through the remote e-voting system. The instructions for remote e-voting is provided in the Postal Ballot Notice.

Members whose e-mail address is not registered with the Company / Depositories, to receive the Postal Ballot Notice, may register their e-mail address with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, on or before 5.00 p.m. (IST) on Friday, April 8, 2022. The process for registration of e-mail address is provided in the Postal Ballot Notice.

The Postal Ballot Notice is also being made available on the website of the Company at <https://www.johncockerillindia.com/financialreport.aspx?Subcat=Postal%20Ballot%20Notice&InvestorType=Postal%20Ballot> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Please take the above on record.

Thanking you,

Yours faithfully,  
For John Cockerill India Limited

Haresh Vala  
Company Secretary



Encl: as above

Cc : National Securities Depository Limited  
Central Depository Services (India) Limited  
Bigshare Services Private Limited

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# JOHN COCKERILL INDIA LIMITED

CIN.: L99999MH1986PLC039921

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

Tel.: 022-66762727 | Fax: 022-66762737-38

Email: [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com) | Website: [www.johncockerillindia.com](http://www.johncockerillindia.com)

## POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") (including any statutory modification(s), re-enactment(s), clarifications or substitutions thereof for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**") and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 (collectively referred to as "**MCA Circulars**") and subject to other applicable laws and regulations, that the Resolution appended below are proposed to be passed by the members of the Company by way of Postal ballot through remote e-voting.

Pursuant to the provisions of Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts to enable the members to understand the meaning, scope, rationale and implications of the item of business and to take decision thereon, is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("**Notice**").

In view of the ongoing COVID-19 pandemic, MCA in terms of the requirements specified in the MCA Circulars permitted the Companies to take all decisions requiring members' approval, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of the members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for Companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot up to June 30, 2022.

The Company is sending this Notice in electronic form, to those members whose e-mail addresses are registered with the Company / Depository Participants and whose names appear on the Register of Members / List of Beneficial Owners as received from the Depository Participants as on Friday, March 18, 2022 ("**cut-off date**"). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108, 110 and other applicable provisions of the Act read with the relevant Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide the remote e-voting facility to its members. The instructions for remote e-voting are appended to this Postal Ballot Notice and is also available on the website of the Company – [www.johncockerillindia.com](http://www.johncockerillindia.com)

The Board of Directors of the Company ("**the Board**"), in compliance with Rule 22(5) of the Rules, has appointed Mr. Vijay Kumar Mishra (CP No. 4279) of M/s. VKM & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Thursday, March 24, 2022 at 9.00 a.m. (IST)</b>	<b>Friday, April 22, 2022 at 5.00 p.m. (IST)</b>

The e-voting module shall be disabled by NSDL for voting after the voting ends. Members are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record their assent or dissent by means of remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on April 22, 2022, failing which it will be strictly considered that no reply has been received from the members.

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

#### **SPECIAL BUSINESS**

**1. Appointment of Mr. Praveen Kadle (DIN : 00016814) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Rules**") read with Schedule IV of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and receipt of notice in writing from a member of the Company under Section 160 of the Act, proposing the candidature of Mr. Praveen Kadle (DIN : 00016814) for the office of a Non-Executive Independent Director of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of the Directors of the Company, and subject to such other approvals, consents, permissions as may be required, consent of the members of the Company be and is hereby accorded for appointment of Mr. Praveen Kadle, who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from April 1, 2022.

**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.”

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

Sd/-  
**Haresh Vala**  
**Company Secretary**

Mumbai  
March 18, 2022

**Registered Office :**

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

**Tel :** +91 22 6676 2727

**CIN :** L9999MH1986PLC039921

**E-mail :** investors@johncockerillindia.com **Website :** www.johncockerillindia.com

**NOTES**

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and the Secretarial Standard on General Meetings (“**SS-2**”), as amended, setting out all the material facts and reasons for the aforesaid Special Business is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. Member(s) whose name(s) appear in the Register of Members / List of Beneficial Owners as on Friday, March 18, 2022 (“**Cut-off date**”) will be considered for the purpose of voting in proportion to his / her / their / its shareholding in the paid-up equity share capital of the Company as on the cut-off date.

A person who is not a member as on the cut-off date should treat the Notice for information purpose only. Member(s) cannot exercise his / her votes by proxy on Postal Ballot.

Members are requested to exercise their voting rights through remote e-voting only. No other means is permitted. The Company is not dispatching physical copies of Notice of Postal Ballot to any member. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

3. Members who have not registered their e-mail addresses are requested to register / update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Bigshare Services Private Limited.

Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their Depository Participant(s) / Bigshare Services Private Limited to enable serving of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

4. This Postal Ballot Notice is uploaded and available electronically at the following links :

Website of the Company	www.johncockerillindia.com
Website of the Stock Exchange where the equity shares of the Company are listed	www.bseindia.com
Website of e-voting agency	www.evoting.nsdl.com

5. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, as amended, MCA Circulars read with circular dated December 9, 2020 issued by SEBI on e-voting facility provided by the listed entities, SS-2, members are provided with the facility to cast their votes electronically, through the e-voting services provided by National Securities Depository Limited (“**NSDL**”) on the resolution set forth in this Notice of Postal Ballot, through remote e-voting.

Members are requested to note that the Company is providing facility for remote e-voting and the business is to be transacted through electronic voting system only.

The vote in this Postal Ballot cannot be exercised through proxy.

6. The remote e-voting shall commence on Thursday, March 24, 2022 at 9.00 a.m. (IST) and shall end on Friday, April 22, 2022 at 5.00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed Mr. Vijay Kumar Mishra (CP No. 4279) of M/s. VKM & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman or Managing Director, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Monday, April 25, 2022. The Scrutinizer’s decision on the validity of votes cast will be final.
9. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.johncockerillindia.com](http://www.johncockerillindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or Managing Director and the same shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, April 22, 2022.
11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com) from their registered e-mail address mentioning their names, folio numbers / DP ID and Client ID, between the period from Thursday, March 24, 2022 to Friday, April 22, 2022.
- 12. 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 Registrar and Share Transfer 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 id
- System will send One Time Password (OTP) on mobile number and e-mail id
- Enter OTP received on mobile number and e-mail id 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 / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

13. Process to cast votes through remote e-voting :

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





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

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

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed Companies, 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 id in their demat accounts in order to access e-voting facility.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual shareholders holding securities in demat mode with NSDL	1. If you are already registered for <b>NSDL IDeAS facility</b> , please follow the below steps : <ol style="list-style-type: none"> <li>a. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile.</li> <li>b. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section.</li> </ol>

	<p>c. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>d. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>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.</p> <p>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’.</p> <p><b>2. e-Voting website of NSDL</b></p> <p>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.</p> <p>b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>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.</p> <p>3. Shareholders can also download NSDL Mobile App ‘<b>NSDL Speede</b>’ facility for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
Individual shareholders holding securities in demat mode with CDSL	<p>1. 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.</p>



	<p>2. 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.</p> <p>3. 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></p> <p>4. 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; Email 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.</p>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. 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.</p> <p>3. 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.</p>

**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 shareholders holding securities in demat mode and shareholders holding securities in physical mode**

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

1. Visit the e-voting website of NSDL by opening your web browser and type the following URL : <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" available under 'Shareholder' / Members' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>User ID</b>
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 id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. 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 id is not registered, please follow the detailed procedure with registration of e-mail id as mentioned in Note No. 12 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.

## **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.
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 [vkmassociates@yahoo.co.in](mailto:vkmassociates@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).
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.

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

Sd/-  
**Haresh Vala**  
Company Secretary

Mumbai  
March 18, 2022

**Registered Office :**

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

**Tel :** +91 22 6676 2727

**CIN :** L9999MH1986PLC039921

**E-mail :** investors@johncockerillindia.com **Website :** www.johncockerillindia.com

**ANNEXURE TO THE NOTICE**

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

**Item No. 1**

**Appointment of Mr. Praveen Kadle (DIN: 00016814) as an Independent Director of the Company**

The Nomination and Remuneration Committee ("**NRC**") of the Company oversees the succession planning for the Board of Directors of the Company ("**Board**"). During the process, the members of NRC were impressed with the credentials of Mr. Praveen Kadle. Considering the background, experience and expertise of Mr. Praveen Kadle, the NRC recommended to the Board to invite Mr. Kadle to join the Board as an Independent Director.

Based on the recommendations of the NRC, the Board, on March 18, 2022, in terms of Section 161 of the Companies Act, 2013 ("**the Act**"), appointed Mr. Praveen Kadle as an Additional Director of the Company.

Further, as recommended by the NRC and subject to the approval of the members of the Company, the Board, in accordance with the provisions of Section 149 read with Schedule IV of the Act, appointed Mr. Kadle as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from April 1, 2022 through March 31, 2027.

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

- i. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Rules**");
- ii. Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164(2) of the Act; and

- iii. A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”)

Mr. Praveen Kadle has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Kadle has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Mr. Praveen Kadle is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules with respect to his registration with the data bank of Independent Director maintained by the Indian Institute of Corporate Affairs (“**IICA**”).

The profile and specific areas of expertise of Mr. Praveen Kadle are provided as an Appendix to this Notice.

In the opinion of the Board, Mr. Kadle is a person of integrity and fulfils the conditions specified under the Act read with the Rules thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. The terms and conditions of appointment of Mr. Kadle as an Independent Director, would be made available for inspection to the members on sending a request along with their DP / Client ID or Folio No. from their registered e-mail address to the Company at [investors@johncockerillindia.com](mailto:investors@johncockerillindia.com).

The Board recommends the resolution set forth at item No. 1 for the approval of the members of the Company by way of a Special Resolution.

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

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

Sd/-  
**Haresh Vala**  
Company Secretary

Mumbai  
March 18, 2022

**Registered Office :**

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

**Tel :** +91 22 6676 2727

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

**Profile of Mr. Praveen Kadle**

Mr. Praveen Kadle, aged 65 years, was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on March 18, 2022, effective from April 1, 2022.

Mr. Praveen Kadle is the Founder & Chairman of Prachetas Capital Private Limited. Prior to that, Mr. Kadle has been part of the Tata Group for more than 30 years and held senior positions like Founding CEO and a Board Member of IBM's JV with Tatas in India from 1991 to 1996, CFO and a Board Member of Tata Motors from 1996 to 2008, Founder Managing Director and CEO of Tata Capital from 2008 to 2018 and Chairman of Tata AutoComp System from 2018 to 2021 which position he still holds in a non-executive position with effect from April, 2021. He is also on the Board of few other Tata Companies in a non-executive position and is also on the Board of various non-Tata Companies. During his stint in Tata Motors, he led the teams that acquired Daewoo Truck Company in South Korea in 2004 and Jaguar LandRover in 2008. In 2004, as a CFO & Finance Director, he was instrumental in getting Tata Motors listed on New York Stock Exchange and has played a major role in the turnaround and growth of the Company. During his ten years in Tata Capital, he had successfully floated 5 PE funds and set up a very successful Private Equity business of US\$ 1 billion which has delivered a very attractive IRR in US dollar terms for the international and domestic investors.

Mr. Kadle has received a number of awards in recognition of his outstanding contribution to Tata Motors Limited, which are : CNBC-TV18, the Country's best performing CFO in the Auto & Auto Ancillaries sector for 2006; 'The Best CFO of the year 2005' in India by Business Today; The 'CFO of the year 2004' by IMA (formerly known as Economist Intelligence Unit) and has been inducted as Founding member to the CFO Hall of Fame in India. Mr. Kadle has received the Global Indian Business Leader of the year award from Horasis, an international think tank in the year 2015. He is a Hons. Graduate in Commerce & Accountancy from Mumbai University and has qualified as a Chartered Accountant, Cost & Management Accountant and Company Secretary.

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

Mr. Kadle has extensive experience and exposure to areas such as strategy, finance, risk management, merger & acquisitions and governance of large corporate group. He brings in-depth working experience of a global corporation, knowledge of the global economic and business environment, geo-political matters, etc. With his exceptionally distinguished record of accomplishments, Mr. Praveen Kadle is well poised to add significant value and strength to the Board. His senior executive level experience in business and management provides him with an insightful perspective on strategic planning, risk oversight and operational matters that will be valuable to the Board.

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

The NRC considered the educational background and rich professional experience of Mr. Kadle in the area of leadership role in large corporate group, governance, strategy, finance, merger & acquisitions and risk management. Mr. Kadle has demonstrated leadership skills in navigating large corporates. Considering the above attributes, exceptionally distinguished record of accomplishments, NRC is of the view that Mr. Kadle fulfils the criteria of skills and capabilities required on the Board.

### **Terms and conditions of appointment**

Mr. Praveen Kadle will serve for a term of 5 (five) years commencing from April 1, 2022 to March 31, 2027.

### **Date of first appointment on the Board**

Appointment of Mr. Praveen Kadle as an Independent Director will be effective from April 1, 2022.

### **Board Meeting Attendance and Remuneration**

Mr. Kadle is entitled for remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings. For the financial year 2021-22, as on the date of this notice, Mr. Kadle has not been a part of any Board Meetings of the Company and hence no remuneration was paid to him.

Mr. Kadle is eligible for commission, as may be approved by the Board, based on the recommendation of the NRC.

### **Disclosure of relationship *inter se* between Directors and other Key Managerial Personnel**

There is no *inter se* relationship between Mr. Praveen Kadle, other members of the Board and Key Managerial Personnel of the Company.

### **Number of equity shares held by Mr. Kadle himself or on beneficial basis for any other person**

Mr. Praveen Kadle does not hold any equity shares of the Company and is not a beneficial owner for any other person.

### **List of other Directorships of Mr. Kadle (as on March 18, 2022)**

#### **Indian Companies**

Andhra Paper Limited  
Tide Water Oil Company India Limited  
Persistent Systems Limited  
Tata Autocomp Systems Limited  
Tata International Limited  
Quantum Advisors Private Limited  
Prachetas Capital Private Limited  
Beam Global Spirits & Wine (India) Private Limited  
International Asset Reconstruction Company Private Limited  
Garware Fulflex India Private Limited  
Rithwik Foundation for Performing Arts  
ShankarMahadevan World of Art Private Limited

#### **Bodies Corporate**

Titanix Holding AB

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

Nil

### **Chairman / Member of Committees of the Board of other Companies in which Mr. Kadle is a Director (as on March 18, 2022)**

#### **Andhra Paper Limited**

Audit Committee Chairman

#### **Persistent Systems Limited**

Audit Committee Chairman

Risk Management Committee	Chairman
Investment Committee	Chairman

**Tide Water Oil Company India Limited**

Nomination and Remuneration Committee	Member
Risk Management Committee	Member
Corporate Social Responsibility Committee	Chairman
Compensation Committee	Member

**Tata International Limited**

Audit Committee	Member
Risk Management Committee	Member

**Tata Autocomp Systems Limited**

Nomination and Remuneration Committee	Member
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