



METAL COATINGS (INDIA) LTD.

Works II : 113, HSIIDC Indl. Estate, Sector - 59, Faridabad - 121 004
Phones : 09999972371, Fax : 0129-2307422



Date: 21st September, 2018

To,
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers
Dalal Street, Fort,
Mumbai - 400001

Dear Sir/Madam,

Sub.: Scrutinizer's Report of the 24th Annual General Meeting of the Members of the Company held on 19th day of September, 2018 under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 at 10:30 A.M. at Hotel - The Legend INN, E -4, East of Kailash, New Delhi-110 065

Ref.: Scrip Code - 531810; Scrip Id - METALCO

With reference to above captioned subject, please find enclosed report issued by Scrutinizer for remote e-voting/Poll for the 24th Annual General Meeting of the Company held on 19th September 2018, at Hotel - The Legend INN, E -4, East of Kailash, New Delhi-110 065, at 10:30 A.M. for the Financial Year 2017-18.

This is for your information and record.

Thanking you.

Yours faithfully,
For METAL COATINGS (INDIA) LIMITED

Preeti Khatore

PREETI KHATORE
COMPANY SECRETARY CUM COMPLIANCE OFFICER

Encl.: as above

Consolidated Scrutinizer's Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman,

24th (Twenty-Fourth) Annual General Meeting (AGM) of the Equity Shareholders of **Metal Coatings (India) Limited** held on Wednesday, 19th September, 2018 at 10:30 a.m. at Hotel – The Legend INN, E-4, East of Kailash, New Delhi-110065.

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110092, was appointed as Scrutinizer by the Board of Directors of **Metal Coatings (India) Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the AGM pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions proposed at the 24th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, 19th September, 2018 at 10:30 a.m. at Hotel – The Legend INN, E-4, East of Kailash, New Delhi-110065., submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in notice of the 24th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report generated physically for voting by use of ballots at the meeting.
2. In accordance with the Notice of the 24th Annual General Meeting sent to the shareholders and the 'Advertisement' published on August 26, 2018 pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015), the remote e-voting opened at 09:00 a.m. on September 15, 2018 and remained open till 5:00 p.m. on September 18, 2018.



3. The Equity Shareholders holding shares as on September 12, 2018, were entitled to vote on the resolutions stated in the Notice of the 24th Annual General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot.
5. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of Ballots at the meeting were first counted physically.
6. The votes on remote e-voting were unblocked at around 4:52 p.m., after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e- voting website of Central Depository Services (India) Limited (CDSL) (www.evotingindia.com) and the same will be handed over to the Chairman.
7. The total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are as under:

a) **Resolution-1: Ordinary Business-Ordinary Resolution**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602

b) **Resolution-2: Ordinary Business-Ordinary Resolution**

To declare a Dividend on the Equity Shares of the Company for the Financial Year ended 31st March, 2018:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602

c) **Resolution-3: Ordinary Business-Ordinary Resolution**

To appoint a Director in place of Mr. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation at this AGM and being eligible, offers himself for re-appointment:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602



d) Resolution-4:Special Business-Special Resolution

To re-appoint Mr. Satish Kumar Gupta (DIN:03558083) as an Independent Director of the Company:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602

e) Resolution-5: Special Business- Special Resolution

To re-appoint Ms. Neha Gupta (DIN: 06948920) as an Independent Director of the Company:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602



f) Resolution-6: Special Business- Special Resolution

To re-appoint Mr. Ramesh Chander Khandelwal (DIN:00124085) as Whole-time Director and fix his remuneration:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602

g) Resolution-7: Special Business- Special Resolution

To re-appoint Mr. Pramod Khandelwal (DIN:00124082) as Managing Director and fix his remuneration:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602



h) Resolution-8: Special Business- Ordinary Resolution:

To ratify the remuneration of Cost Auditors of the company for the Financial Year ending 31st March, 2018:

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	28	53,51,373	
Voting by poll	16	1,458	
Total	44	5,35,2831	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by poll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	602

All electronic data and all relevant records of electronic voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 24th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

For **Hemant Singh & Associates**
(Company Secretaries)

Date: 20.09.2018
Place: New Delhi




Hemant Kumar Singh
Partner
M. No. 6033
C.P. No. 6370