METAL COATINGS (INDIA) LTD.
Works II : 113, HSIIDC Indl. Estate, Sector - 59, Faridabad - 121 004
Phones : 09999972371, Fax : 0129-2307422

JAS-ANZ
Accr. No. M3111204IN
AN ISO 9001:2015 CERTIFIED COMPANY

Date: 23rd September, 2017

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

Dear Sir/Madam,

Sub.: Voting Results along with Scrutinizer's Report of the 23rd Annual General Meeting of the Members of the Company held on 22nd day of September, 2017 under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 at 10:30 A.M. at Robotics Hall, Iskcon Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110 065

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

With reference to above captioned subject, please find enclosed voting results in prescribed format alongwith the report issued by Scrutinizer for remote e-voting/Poll for the 23rd Annual General Meeting of the Company held on 22nd September 2017, at the Robotics Hall, Iskcon Complex, Sant Nagar Main Road, East of Kailash, New Delhi - 110 065 at 10:30 A.M. for the Financial Year 2016-17.

This is for your information and record.

Thanking you.

Yours faithfully,
For METAL COATINGS (INDIA) LIMITED

Preeti Khatore

Metal Coatings (India) Ltd. New Delhi

PREETI KHATORE
COMPANY SECRETARY CUM COMPLIANCE OFFICER
Encl.: as above

Details of Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Date of AGM	22nd September, 2017
Total Number of Shareholders on record date i.e. 15th September, 2017	1050
Number of Shareholders present in the meeting in person or through proxy : (a) Promoters and Promoters Group (b) Public	 2 30
No. of Shareholders who attended the meeting through Video Conferencing : (a) Promoters and Promoters Group (b) Public	 0 0

Metal Coatings (India) Ltd. New Delhi

Resolution/Agenda Wise details of Voting Results (including vote cast by physical ballots and e-voting process) are as under:

Resolution No. 1

Description of resolution considered	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon
Resolution Required (Ordinary/Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution	No

The details of the voting on the above resolution are as under:

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	576971	575162	99.6865	575160	2	99.9997	0.0003
	Poll		1809	0.3135	1506	303	83.2504	16.7496
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	576971	576971	100.0000	576666	305	99.9471	0.0529
Total	Total	5268468	5268468	100.0000	5268163	305	99.9942	0.0058

Resolution No. 2

Description of resolution considered	To declare Dividend on the Equity Shares of the Company for the Financial Year ended 31st March, 2017
Resolution Required (Ordinary/Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution	No

The details of the voting on the above resolution are as under:

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	576971	575162	99.6865	575160	2	99.9997	0.0003
	Poll		1809	0.3135	1506	303	83.2504	16.7496
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	576971	576971	100.0000	576666	305	99.9471	0.0529
Total	Total	5268468	5268468	100.0000	5268163	305	99.9942	0.0058

Metal Coatings (India) Ltd. New Delhi

Resolution No. 3

Description of resolution considered	To appoint a Director in place of Mr. Ayodhya Prasad Khandelwal (DIN: 00725775), who retires by rotation at this meeting and being eligible, offers himself for re-appointment
Resolution Required (Ordinary/Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution	No

The details of the voting on the above resolution are as under:

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	576971	575162	99.6865	575160	2	99.9997	0.0003
	Poll		1809	0.3135	1506	303	83.2504	16.7496
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	576971	576971	100.0000	576666	305	99.9471	0.0529
Total	Total	5268468	5268468	100.0000	5268163	305	99.9942	0.0058

Resolution No. 4

Description of resolution considered	To ratify the appointment and fix remuneration of Statutory Auditors of the Company
Resolution Required (Ordinary/Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution	No

The details of the voting on the above resolution are as under:

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	576971	575162	99.6865	575160	2	99.9997	0.0003
	Poll		1809	0.3135	1506	303	83.2504	16.7496
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	576971	576971	100.0000	576666	305	99.9471	0.0529
Total	Total	5268468	5268468	100.0000	5268163	305	99.9942	0.0058

Metal Coatings (India) Ltd. New Delhi

Resolution No. 5

Description of resolution considered	To ratify the remuneration of Cost Auditors for the Financial Year 2017-18
Resolution Required (Ordinary/Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution	No

The details of the voting on the above resolution are as under:

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4691497	4691497	100.0000	4691497	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	576971	575162	99.6865	575160	2	99.9997	0.0003
	Poll		1809	0.3135	1506	303	83.2504	16.7496
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	576971	576971	100.0000	576666	305	99.9471	0.0529
Total	Total	5268468	5268468	100.0000	5268163	305	99.9942	0.0058

For METAL COATINGS (INDIA) LIMITED

New Delhi

PREETI KHATORE
COMPANY SECRETARY CUM COMPLIANCE OFFICER

Hemant Singh & Associates
Company Secretaries

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 21of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,

23rd (Twenty-Third) Annual General Meeting(AGM) of the Equity Shareholders of **Metal Coatings (India) Limited** held on Friday, 22nd September, 2017 at 10:30 a.m. at Robotics Hall, ISKCON Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110 065.

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 below mentioned resolutions proposed at the 23rd Annual General Meeting of the Equity Shareholders of the Company held on Friday, 22nd September, 2017 at 10:30 a.m. at Robotics Hall, ISKCON Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110 065, 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 23rd 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 Depositary 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 23rd Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015)

HEMANT SINGH & ASSOCIATES COMPANY SECRETARIES DELHI

Head Off.: 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110 092 Ph. Off. : 011-4301 1821
Mob. : 97177 92134, 93127 07354 Email : hemantsinghcs@gmail.com, hemant_singh111@rediffmail.com

on August 26, 2017, the remote e-voting opened at 09:00 a.m. (IST) on September 18, 2017 and remained open till 5:00 p.m. (IST) on September 21, 2017.

3. The Equity Shareholders holding shares as on Friday, September 15, 2017, were entitled to vote on the resolutions stated in the Notice of the 23rd 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 1:50 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 Depositary 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, 2017 and the reports of the Board of Directors and Auditors thereon and to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

HEMANT SINGH & ASSOCIATES * DELHI * COMPANY SECRETARIES

(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	27	5266657	
Voting by poll	16	1506	
Total	43	5268163	99.9942

(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	2	2	
Voting by poll	6	303	
Total	8	305	0.0058

(iii) **Invalid** votes:

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

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

To declare Dividend on the Equity Shares of the Company for the Financial Year ended 31st March, 2017 and to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** a dividend at the rate of Re. 1 (Rupee One Only) per equity share of Rs. 10/- (Rupees Ten) each be and is hereby declared for the financial year ended 31st March, 2017, and the same be paid as recommended by the Board of Directors of the Company out of the profits of the Company for the Financial Year ended 31st March, 2017."

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

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	5266657	
Voting by poll	16	1506	
Total	43	5268163	99.9942

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

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	
Voting by poll	6	303	
Total	8	305	0.0058

(iii) **Invalid** votes:

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

HEMANT SINGH & ASSOCIATES
DELHI
COMPANY SECRETARIES

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

To appoint a Director in place of Mr. Ayodhya Prasad Khandelwal (DIN: 00725775), who retires by rotation at this meeting and being eligible, offers himself for re-appointment and to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ayodhya Prasad Khandelwal (DIN: 00725775), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation."

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

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	5266657	
Voting by poll	16	1506	
Total	43	5268163	99.9942

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

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	
Voting by poll	6	303	
Total	8	305	0.0058

(iii) **Invalid** votes:

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

d) **Resolution-4: Ordinary Business-Ordinary Resolution**

To ratify the appointment and fix remuneration of Statutory Auditors of the Company and to pass with or without modification(s), 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 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the resolution passed by Members at the Twenty Second Annual General Meeting, the appointment of M/s. Vinod Kumar & Associates, Chartered Accountants (Firm Registration No. 002304N), be and is hereby ratified as the Statutory Auditors of the Company for conducting the Statutory Audit of the Company for financial year 2017-18, to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Fourth Annual General Meeting at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

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

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	5266657	
Voting by poll	16	1506	

HEMANT SINGH & ASSOCIATES ★ COMPANY SECRETARIES ★ DELHI

Total	43	5268163	99.9942

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

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	
Voting by poll	6	303	
Total	8	305	0.0058

(iii) **Invalid** votes:

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

e) Resolution-5: Special Business-Ordinary Resolution

To ratify the remuneration of Cost Auditors for the Financial Year 2017-18 and 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to Mr. Ramawatar Sunar, Cost Accountant (Firm Registration No. 100691), amounting Rs. 40,000/- (Rupees Forty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and as approved by the Board of Directors to review cost records and carry out the Cost Audit of the Company for the financial year 2017-18, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution."

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

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	5266657	
Voting by poll	16	1506	
Total	43	5268163	99.9942

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

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	
Voting by poll	6	303	
Total	8	305	0.0058

HEMANT SINGH & ASSOCIATES * COMPANY SECRETARIES * DELHI

(iii) **Invalid** votes:

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

f) 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 23rd 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: 23.09.2017
Place: New Delhi

HEMANT SINGH & ASSOCIATES * COMPANY SECRETARIES * DELHI

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