



METAL COATINGS (INDIA) LIMITED

Registered office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi – 110 019

CIN: L74899DL1994PLC063387, Tel: 011-41808125

E-mail id: info@mcilindia.net, Website: www.mcil.net

NOTICE

NOTICE is hereby given that the 24th (Twenty-Fourth) Annual General Meeting (“hereinafter referred to as AGM”) of the Members of **Metal Coatings (India) Limited** will be held on Wednesday, 19th September, 2018 at 10:30 a.m. (IST) at Hotel - The Legend INN, E – 4, East of Kailash, New Delhi-110 065, to transact the following business:

ORDINARY BUSINESS:

1. 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.
2. To declare a Dividend on the Equity Shares of the Company for the Financial Year ended 31st March, 2018.
3. 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.

SPECIAL BUSINESS:

4. To re-appoint Mr. Satish Kumar Gupta (DIN:03558083) as an Independent Director of the Company and 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed thereunder as read with Schedule IV to the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satish Kumar Gupta (DIN:03558083), an existing Independent Director, who has submitted with the Company the required declaration as per Section 149(7) of the Act that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and 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.”

5. To re-appoint Ms. Neha Gupta (DIN: 06948920) as an Independent Director of the Company and 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed thereunder as read with Schedule IV to the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Neha Gupta (DIN:06948920), an existing Independent Director, who has submitted with the Company the required declaration as per Section 149(7) of the Act that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 13th July, 2019 to 12th August, 2024, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and 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.”



6. To re-appoint Mr. Ramesh Chander Khandelwal (DIN:00124085) as Whole-time Director and fix his remuneration and 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, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to requisite approval of Central Government, if necessary and such other approval as may be required, (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded to re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1st October, 2018 to 30th September, 2021 on the terms & conditions including remuneration by way of salary, perquisites and allowances as set out hereunder and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company;

- a) Salary: Rs. 12,00,000/- (Rupees Twelve Lacs only) per month;
- b) Benefits, Perquisites & Allowances: As may be determined by the Board from time to time;
- c) Gratuity, Leave Encashment & Provident Fund: As per the policies of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ramesh Chander Khandelwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Ramesh Chander Khandelwal, as Whole-time Director of the Company, the above mentioned remuneration be paid to Mr. Ramesh Chander Khandelwal, as minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and approval of Central Government, if necessary, or any other approvals as may be required under law;

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of sections 197,198 read with Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and / or any rules or regulations made there under;

RESOLVED FURTHER THAT the Board of Directors and 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.”

7. To re-appoint Mr. Pramod Khandelwal (DIN:00124082) as Managing Director and fix his remuneration and 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, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to requisite approval of Central Government, if necessary and such other approval as may be required, (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded to re-appoint Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1st October, 2018 to 30th September, 2021 on the terms & conditions including remuneration by way of salary, perquisites and allowances as set out hereunder and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company;

- a) Salary: Rs. 12,00,000/- (Rupees Twelve Lacs only) per month;
- b) Benefits, Perquisites & Allowances: As may be determined by the Board from time to time;
- c) Gratuity, Leave Encashment & Provident Fund: As per the policies of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pramod Khandelwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);



RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Pramod Khandelwal, as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Pramod Khandelwal, as minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and approval of Central Government, if necessary, or any other approvals as may be required under law;

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of sections 197,198 read with Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and / or any rules or regulations made there under;

RESOLVED FURTHER THAT the Board of Directors and 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.”

8. To ratify the remuneration of Cost Auditors for the Financial Year 2018-19 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 (“the Act”) and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to Mr. Ramawatar Sunar, Cost Accountant (Firm Registraion 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 conduct the audit of cost records of the Company for the financial year 2018-19, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors and 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.”

**By order of the Board of Directors
For Metal Coatings (India) Limited**

sd/-

**Preeti Khatore
Company Secretary**

Date : 13th August, 2018

Place : New Delhi

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 (hereinafter referred to as “the Act”), a person can act as a proxy on behalf of not more than 50 (fifty) members and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing the proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 (forty eight) hours before the commencement of the meeting. A proxy form is annexed to this report.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution together with their specimen signature pursuant to Section 113 of the Act, authorising their representative to attend and vote on their behalf at the Meeting.
3. An explanatory statement pursuant to Section 102(1) of the Act, relating to the special business under item number 4 to 8 to be transacted at the AGM is annexed hereto and forms part of this Notice.
4. In case of joint holders attending the Meeting, whose name appears higher in the order in the Register of Members will be entitled to vote at the meeting.



5. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members, Proxies and Authorised Representatives are requested to carry their attendance slip(s) and copy of the Annual Report to the Meeting.
6. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain close from Thursday, 13th September, 2018 to Wednesday, 19th September, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ending 31st March, 2018, if declared at the AGM.
7. The Dividend on Equity Shares, if declared at the AGM, as recommended by the Board of Directors, will be credited / dispatched on or after 24th September, 2018, to those members whose names appear as Members in the Register of Members of the Company as on the cut-off date i.e. Wednesday, 12th September, 2018.
8. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent (hereinafter referred to as "RTA") of the Company i.e. Link Intime India Private Limited and members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
9. Pursuant to Regulation 26 & 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Regulations, 2015] and Secretarial Standard – 2 on General Meeting [hereinafter referred to as SS – 2] the particulars of the Directors seeking appointment / re-appointment at the AGM, forms integral part of the notice.
10. The Members of the Company had appointed M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm registration No. 002304N) as the Statutory Auditors at the 22nd (Twenty Second) AGM of the Company for second term of 5 (five) consecutive years till the conclusion of 27th (Twenty Seventh) AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs (hereinafter referred to as 'MCA'), the requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every AGM has been removed. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors in this Notice.
11. Shareholders seeking any information with regard to accounts or any other matter contained in Notice and Annual Report are requested to write to the Company at least 10(Ten) days before the date of AGM so as to enable the management to make available relevant information at the Meeting.
12. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA of the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company / RTA of the Company for registration of transfer of securities.
13. Pursuant to SEBI circular dated 20th April, 2018 the Company/RTA are required to record additional details of Members, including their Permanent Account Number details (PAN), e-mail address, bank details for payment of dividend and other details. Accordingly, a form for capturing the above details is enclosed with this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the RTA of the Company. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants with whom they maintain their demat accounts.

Pursuant to Regulation 40 (1) of the SEBI (LODR) Regulations, 2015 (as amended) issued on 8th June, 2018 being effective from 5th December, 2018, SEBI has mandated that except in case of transmission or transposition of securities, transfer of securities in a listed company will be processed only if the securities are held in dematerialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest. The process of dematerialization of shares is available at the website of the Company i.e. www.mcil.net.
14. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of this AGM. The aforesaid documents will also be available for inspection by members at the Meeting.



15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA enclosing the share certificates for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the RTA of the Company, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Pursuant to the provisions of Section 124 of the Act, the applicable rules and amendments thereto and notifications issued by the MCA from time to time, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the due date and all those shares in respect of which dividend has not been encashed or claimed by Members for 7 (seven) consecutive years or more is required to be transferred to the Investor Education and Protection Fund (hereinafter referred to as "IEPF"), constituted by the Central Government.

All unclaimed Dividends upto the Financial Year ended 31st March, 2008, have been transferred to IEPF of the Central Government. It may please be noted that once the unclaimed dividend is transferred to the said Fund, as above, no claims shall lie against the Company. However, claim can be made from the Fund in accordance with the IEPF Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. No Dividend was declared by the Company for the Financial Year 2008-09, 2009-10 and 2010-11. The unpaid or unclaimed dividend for the period 2011-12 will be transferred to the IEPF in the Financial Year 2019 – 20 and as per Section 124(6) of the Companies Act, 2013 those shares in respect which dividend has not been encashed or claimed for seven consecutive years shall also be transferred to the IEPF.

Further, pursuant to the provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed amounts on the website of the Company i.e. www.mcil.net and also on the website of MCA. Members who have so far not encashed the Dividend are advised to correspond with the Company / RTA of the Company quoting their folio number/ DP ID & Client ID.

17. In compliance with the provisions of Section 20 of the Act, read with rules framed thereunder, the Notice of AGM, Annual Report, Attendance Slip, Proxy Form and the route map of the venue of the Meeting are being sent in electronic mode to members whose e-mail addresses are registered with the Company's RTA or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report, Attendance Slip and the route map are being sent to those members who have not registered their e-mail addresses with the Company's RTA or Depository Participant(s). Members who have received the notice of AGM, Annual Report, Attendance Slip and the route map in electronic mode are requested to print the attendance slip and submit a duly filled-in attendance slip at the registration counter at the AGM.
18. In compliance with the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, and the SS – 2 issued by The Institute of Company Secretaries of India [hereinafter referred to as "ICSI"] the Company is pleased to provide a facility to its members to exercise their right to vote from a place other than the venue of the AGM ('remote e-voting'), on all resolutions proposed to be considered at the AGM electronically through electronic voting (e-voting) services facilitated by the Central Depository Services Limited (hereinafter referred to as "CDSL"). The facility for voting through ballot paper will also 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 exercise their right at the meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
19. The remote e-voting period commences on Saturday, 15th September, 2018 (9:00 am IST) and ends on Tuesday, 18th September, 2018 (5:00 pm IST). During this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-of date of Wednesday, 12th September, 2018, may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, the member will not be allowed to change it subsequently. The instructions to members for voting electronically are as under:
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on 'Shareholders / Members' tab
 - Now Enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of 'Metal Coatings (India) Limited' on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xviii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
20. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off Date and as per the Register of Members of the Company.
21. The Board has appointed Mr. Hemant Kumar Singh, Company Secretary, Partner of M/s Hemant Singh & Associates, Company Secretaries (FCS No. 6033, CP No. 6370) as the Scrutinizer for conducting the e-voting process and voting at the AGM in a fair and transparent manner.
22. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
23. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2(two) witnesses not in the employment of the Company and will submit, not later than 3(three) days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast (e-voting & ballot) in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
24. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.mcil.net and on the website of CDSL within 3 (three) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange where the equity shares of the Company are listed i.e. BSE Ltd.
25. The Notice alongwith the Annual Report for the Financial Year 2017-18 will also be available on the website of the Company, i.e., www.mcil.net. A Route Map showing directions to reach to the venue of the AGM of the Company is given at the end of this Notice as per the requirement of the SS - 2 issued by ICSI.

**By order of the Board of Directors
For Metal Coatings (India) Limited**

sd/-

**Preeti Khatore
Company Secretary**

**Date : 13th August, 2018
Place : New Delhi**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 (1) of the Act, the following explanatory statement sets out all material facts relating to the special business mentioned under item no. 4 to 8 of the accompanying Notice:

ITEM NO. 4 & 5

Mr. Satish Kumar Gupta & Ms. Neha Gupta were appointed as Independent Directors of the Company as per Companies Act, 2013 ("the Act") at 20th Annual General Meeting of the Company. They hold office as Independent Directors of the Company up to 31st March, 2019 and 12th August, 2019, respectively. In terms of Section 149 and other applicable provisions of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule - IV of the Act (including any statutory modification or re-enactment thereof), the Board of Directors of the Company ("the Board") at its meeting held on 13th August, 2018 has on the basis of recommendation of Nomination and Remuneration Committee ("the Committee") and subject to approval of members in the ensuing AGM of the Company, approved to re-appoint Mr. Satish Kumar Gupta and Ms. Neha Gupta to hold office as Independent Directors of the Company for a second term for 5 (five) consecutive years on the board of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from the member proposing the candidature of Mr. Satish Kumar Gupta & Ms. Neha Gupta for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following from Mr. Satish Kumar Gupta & Ms. Neha Gupta :

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and
- iii. A declaration to the effect that they meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the re-appointment of Mr. Satish Kumar Gupta & Ms. Neha Gupta as Independent Directors of the Company pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. They are not liable to retire by rotation.

The Committee on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Satish Kumar Gupta with effect from 1st April, 2019 to 31st March, 2024 & Ms. Neha Gupta with effect from 13th August, 2019 to 12th August, 2024 as Independent Directors of the Company for a second term of 5(five) consecutive years.

In the opinion of the Board, Mr. Satish Kumar Gupta & Ms. Neha Gupta, the Independent Directors proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and they are independent of the Management.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Satish Kumar Gupta & Ms. Neha Gupta in the capacity of Independent Director.

The details of Mr. Satish Kumar Gupta & Ms. Neha Gupta as required to be given pursuant to the provisions of SEBI (LODR) Regulations, 2015 and SS-2, issued by the ICSI are provided in the "Annexure" to the Notice.

Accordingly, consent of the members is sought for passing Special Resolutions as set out at Item No. 4 & 5 of the Notice for re-appointment of Mr. Satish Kumar Gupta & Ms. Neha Gupta, as Independent Directors of the Company, in terms of the applicable provisions of the Act.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives except Mr. Satish Kumar Gupta & Ms. Neha Gupta, being appointees are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 4 & 5 of the Notice for approval by the members.

**ITEM NO. 6 & 7**

The Company at its 19th Annual General Meeting had re-appointed Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director and Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director of the Company for a period of 5 (five) years with effect from 1st October, 2013 to 30th September, 2018. The Board of Directors of the Company at its meeting held on 13th August, 2018 has on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of members, approved to re-appoint Mr. Ramesh Chander Khandelwal as Whole-time Director and Mr. Pramod Khandelwal as Managing Director of the Company, for a period of 3 (three) years with effect from 1st October, 2018 to 30th September, 2021 under the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to requisite approval of Central Government, if necessary and such other approval as may be required, (including any statutory modification(s) or re-enactment thereof for the time being in force), on the terms and conditions including remuneration as set out hereunder:

- a) Salary: Rs. 12,00,000/- (Rupees Twelve Lacs only) per month.
- b) Benefits, Perquisites & Allowances: As may be determined by the Board from time to time.
- c) Gratuity, Leave Encashment & Provident Fund: As per the policies of the Company.

The remuneration payable to Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Ramesh Chander Khandelwal, as Whole-time Director and Mr. Pramod Khandelwal as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal, as minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and approval of Central Government, if necessary, or any other approvals as may be required under law.

The Board of Directors or a Committee thereof may alter or vary the remuneration within the provisions of sections 197, 198 read with Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and / or any rules or regulations made there under.

The details of Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal as required to be given pursuant to the provisions of SEBI (LODR) Regulations, 2015 and SS-2, issued by the ICSI are provided in the "Annexure" to the Notice.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, are enclosed in a separate statement and forms part of this Notice.

Accordingly, consent of the members is sought for passing Special Resolutions as set out at Item No. 6 & 7 of the Notice for the re-appointment of and remuneration payable to Mr. Ramesh Chander Khandelwal as Whole-time Director and Mr. Pramod Khandelwal as Managing Director of the Company, in terms of the applicable provisions of the Act.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives except Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 & 7 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 6 & 7 of the Notice for approval by the members.

ITEM NO. 8

The Company is required under Section 148 of 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 for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice.

The Board of Directors at its meeting held on 30th May, 2018 on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Mr. Ramawatar Sunar, Cost Accountant (Firm Registration Number 100691) to conduct the audit of the cost records of the Company for the financial year 2018-19 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes & re-imbursalment of out-of pocket expenses.



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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2018-19.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

ANNEXURE OF DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/RETIRING BY ROTATION AT THE ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Para 1.2.5 of SS – 2, the particulars of the Director seeking appointment/ re-appointment at the AGM are given below:

SATISH KUMAR GUPTA (DIN : 03558083)

Mr. Satish Kumar Gupta, aged 61 years, is an Independent Director of the Company. He is a Commerce Graduate and has over 37 years experience in engineering and fast moving consumer goods industries. He was appointed as Additional Director of the Company on 24th June, 2011. He is also a chairman of Audit Committee and Stakeholder's Relationship Committee and Member of Nomination & Remuneration Committee of the Company. He attended 6 (six) meetings of the Board of Directors held during the financial year 2017-18. Except sitting fees for attending meetings of the Board / Committees, he is not entitled to any other remuneration from the Company. He does not hold any equity shares in the Company. He is not related with any Directors and Key Managerial Personnel of the Company. He does not hold any Directorship/ Membership/Chairmanship in any other Company as on 31st March, 2018.

The Board recommends the re-appointment of Mr. Satish Kumar Gupta as an Independent Director of the Company, for a second term of 5(five) consecutive years w.e.f. 1st April, 2019 to 31st March, 2024 and is not liable to retire by rotation.

NEHA GUPTA (DIN : 06948920)

Ms. Neha Gupta, aged 35 years, is an Independent Director of the Company. She is a Commerce Graduate & MBA (Finance) and has more than 11 years experience in accounts and finance. She was appointed as Additional Director of the Company on 13th August, 2014. She is also a member of Audit Committee and Nomination & Remuneration Committee of the Company. She attended 2 (two) meetings of the Board of Directors held during the financial year 2017-18. Except sitting fees for attending meetings of the Board / Committees, she is not entitled to any other remuneration from the Company. She does not hold any equity shares in the Company. She is not related with any Directors and Key Managerial Personnel of the Company. She does not hold any Directorship/ Membership / Chairmanship in any other Company as on 31st March, 2018.

The Board recommends the re-appointment of Ms. Neha Gupta as an Independent Director of the Company, for a second term of 5(five) consecutive years w.e.f. 13th August, 2019 to 12th August, 2024 and is not liable to retire by rotation.

RAMESH CHANDER KHANDELWAL (DIN: 00124085)

In terms of Section 152(6) of the Act, Mr. Ramesh Chander Khandelwal (DIN: 00124085) shall retire by rotation at this AGM and being eligible offers himself for re-appointment. Mr. Ramesh Chander Khandelwal was born on 31st December, 1950 and is a Mechanical Engineer having more than 45 years of industrial experience. During his tenure he has served as key Executive in different institutions / companies. He looks after the Technical and Manufacturing Operations of the company. He is Director of the Company since 12th December, 1994. He is also member of Stakeholder's Relationship Committee of the Company. He attended 6 (six) Board Meetings held during the financial year 2017-18. He is Director in Khandelwal Busar Industries Private Limited and G. S. Buildtech Pvt. Ltd. and does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31st March, 2018. He is not related with any Directors and Key Managerial Personnel of the Company. As on 31st March, 2018, he holds 10,43,858 equity shares of the Company. He draws Rs. 108.60 lacs p.a. as remuneration from the Company.

The Board recommends the re-appointment of Mr. Ramesh Chander Khandelwal in terms of section 152 (6) of the Act and as Whole-time Director of the Company, for a further period of (three) years from 1st October, 2018 to 30th September, 2021 and is liable to retire by rotation.

**PRAMOD KHANDELWAL (DIN : 00124082)**

Mr. Pramod Khandelwal, aged 52 years is Managing Director of the Company. He is a rank holder Chartered Accountant having more than 29 years of industrial experience. He controls and looks after all the financial, commercial and marketing aspect of the Company. He brings with him a rich experience of more than 5 years with Hindustan Unilever Ltd. During his tenure at Hindustan Unilever Ltd. he held various managerial positions. He is Director of the Company since 15th May, 1995. He is also member of Stakeholder's Relationship Committee of the Company. He attended 6(six) Board Meetings held during the financial year 2017-18. He is Director of Khandelwal Busar Industries Private Limited and does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31st March, 2018. He is not related with any Directors and Key Managerial Personnel of the Company. As on 31st March, 2018, he holds 12,13,390 equity shares of the Company. He draws Rs. 108.60 lacs p.a. as remuneration from the Company.

The Board recommends the re-appointment of Mr. Pramod Khandelwal as Managing Director of the Company, for a further period of 3 (three) years from 1st October, 2018 to 30th September, 2021 and is liable to retire by rotation.

STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH RESPECT TO ITEMS NO. 6 AND 7 OF THE NOTICE:**I. General Information:****1. Nature of Industry:**

The Company is engaged in the manufacture and sale of Cold Rolled Steel Coils/Strips and H.R. Pickled & Oiled Coils/strips.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 12th December, 1994. The Company is already into commercial production and started its business from 9th February, 1995.

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:

The financial performance of the Company in last three years is as under:

(Rs. in lacs)

Financial Parameters	Years ended		
	2017 – 18	2016 – 17	2015 – 16
Gross Sales/operational Income *	11,354.63	10,911.37	10,241.81
Net Profits / (Loss) (Before Tax)	312.73	295.56	234.61
Dividend %	10% **	10%	10%

* Post the applicability of GST with effect from 1st July 2017, revenue from operations is disclosed as net of GST. Accordingly, the revenue from operations are not comparable with the previous year 2016-17 and 2015-16.

** Dividend for the year ended 31st March, 2018 is subject to approval by the members of the Company in the AGM.

5. Foreign investments or collaborators, if any:

None

II. Information about the appointees:**1. Background details****Mr. Pramod Khandelwal**

Mr. Pramod Khandelwal, aged 52 years is a Chartered Accountant having 29 years entrepreneurial and industrial experience including 5 years in a Multinational Company. He looks after Commercial, Financial and Marketing functions of the Company, besides leading new ventures.

**Mr. Ramesh Chander Khandelwal**

Mr. Ramesh Chander Khandelwal, aged 67 years is a Mechanical Engineer having more than 45 years of industrial experience. During his tenure he has served as key Executive in different institutions / companies. He looks after the Technical and Manufacturing Operations of the Company.

2. Past Remuneration

(Rs. in lacs)

Particulars	Pramod Khandelwal	Ramesh Chander Khandelwal
Salary	108.60	108.60

3. Recognition or awards

Mr. Ramesh Chander Khandelwal is Working President of Akhil Bhartiya Khandelwal Vaish Mahasabha, Jaipur. He is also Ex President of Investor Club Delhi. He is vice president of Faridabad Chamber of Commerce and Industries. He has also served as President of Lions Club of Faridabad Green.

Mr. Pramod Khandelwal is an accomplished professional and he was ranked 19th in India in C.A. Final.

4. Job profile and suitability

Mr. Pramod Khandelwal, aged 52 years is a Chartered Accountant having 29 years entrepreneurial and industrial experience including 5 years in the multinational Hindustan Unilever Ltd. He looks after Commercial, Financial and Marketing functions of the Company, besides leading new ventures. His in-depth knowledge of finance, commercial acumen and innovative marketing initiatives have stood the company in good stead in the face of adverse market conditions such as the one during the fall of Galvanised Steel Tape market in 2002-03 and now, the tough economic conditions of the past couple of years. His knowledge of the steel industry as well as the insight into the auto component and consumer durables market has helped the company in taking pro-active steps well before competition.

Mr. Ramesh Chander Khandelwal, aged 67 years is a Mechanical Engineer having more than 45 years of industrial experience. During his tenure he has served as key executive in different institutions / companies. He takes care of manufacturing function and also decides on key technical aspects of operations. His dedication and commitment to the growth of the company as well as his technical expertise in C.R. manufacturing and galvanizing has helped the company in substantially improving the efficiencies with minimum investments in infrastructure. Owing to his leadership skills, he was also elected as vice president of Faridabad Chamber of Commerce and Industries.

5. Remuneration proposed

As set out in Item No. 6 & 7 of the Notice of the Annual General Meeting.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)

Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal are on the Board of the Company since its inception. They have led the Company from its initial stage and have propelled its growth. They have streamlined the business processes and operations of the Company and have been its strategic management personnel. Their skill-sets and their experience place them in a correspondingly equal position to major C.R. Manufacturing companies in India. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

7. Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise. Mr. Pramod Khandelwal and Mr. Ramesh Chander Khandelwal have been directors of the Company since inception and they have been instrumental in bringing significant growth in the volume of business since inception. They have pecuniary relationship with the Company in their capacity as Directors.



III. Other Information:

Reasons for loss or inadequate profits: Due to economic slowdown and consequent adverse market conditions prevailing, there was lower profitability in the industry.

Steps taken or proposed to be taken for improvement: The Company has initiated certain steps such as cost control, borrowing at lower rates, improving efficiency, extensive reach to the end user of the product. Further due to its stringent quality standard, dedicating marketing team, the profits have improved and the forth coming years should see further improvements in the profit. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.

Expected increase in productivity and profits in measurable terms: The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

**By order of the Board of Directors
For Metal Coatings (India) Limited**

**Date : 13th August, 2018
Place: New Delhi**

**sd/-
Preeti Khatore
Company Secretary**



INTENTIONALLY BLACK



METAL COATINGS (INDIA) LIMITED

Registered office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi – 110 019

CIN: L74899DL1994PLC063387, Tel: 011-41808125

E-mail id: info@mcilindia.net, Website: www.mcil.net

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

24th Annual General Meeting – 19th September, 2018

Name of the member(s)	
Registered address	
E-mail - id	
Folio No./ DP ID-Client ID No.	

I/We, being the member(s) of..... share(s) of the above named Company, hereby appoint

- Name : E-mail Id.....
Address : Signature....., or failing him / her
- Name : E-mail Id.....
Address : Signature....., or failing him / her
- Name : E-mail Id.....
Address : Signature.....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Wednesday, 19th September, 2018 at Hotel - The Legend INN, E – 4, East of Kailash, New Delhi-110 065 at 10:30 a.m.(IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Subject matter of Resolution	Vote Optional*	
		For	Against
Ordinary Business			
1	To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon		
2	To declare a Dividend on the equity shares of the Company for the financial year ended 31st March, 2018		
3	To appoint a Director in place of Mr. Ramesh Chander Khandelwal (DIN: 0124085), who retires by rotation at this meeting and being eligible, offers himself for re-appointment		
Special Business			
4	To Re-appoint Mr. Satish Kumar Gupta (DIN: 03558083), as an Independent Director		
5	To Re-appoint Ms. Neha Gupta (DIN: 06948920), as an Independent Director		
6	To Re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085), as Whole-time Director and fix his remuneration		
7.	To Re-appoint Mr. Pramod Khandelwal (DIN: 00124082), as Managing Director and fix his remuneration		
8.	To ratify the remuneration of Cost Auditor of the Company for the Financial Year ending 31st March, 2019		

Signed this.....day of.....2018

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

* It is optional to indicate your preference. If you leave the "For" and "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Notes:

- This form of proxy in order to be effective should be duly stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

Location: Hotel - The Legend INN, E – 4, East of Kailash, New Delhi-110 065





METAL COATINGS (INDIA) LIMITED

Registered office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi – 110 019

CIN: L74899DL1994PLC063387, Tel: 011-41808125

Email: info@mcilindia.net, Website: www.mcil.net

ATTENDANCE SLIP

24th Annual General Meeting – 19th September, 2018

Name and Address of the Shareholder(s)	
Name of Proxy, If any	
Registered Folio/ DP ID & Client ID	
No. of Shares held	

I/We hereby record my/our presence at the 24th Annual General Meeting of the members of the Company held on Wednesday, 19th September, 2018 at 10:30 a.m.(IST) at Hotel - The Legend INN, E - 4, East of Kailash, New Delhi-110 065

Signature of the Shareholder / Proxy Present

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed. Joint shareholders may obtain additional slip at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number/PAN
180820070		

Note: : Please read the instructions printed under the Note No. 19 to the Notice dated 13th August, 2018 of the 24th (Twenty Fourth) Annual General Meeting regarding voting through electronic means. The voting period starts from Saturday, 15th September, 2018 (9:00 am IST) and ends on Tuesday, 18th September, 2018 (5:00 pm IST). The voting module shall be disabled by CDSL for voting thereafter.