



METAL COATINGS (INDIA) LIMITED

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

CIN: L74899DL1994PLC063387, Website: www.mcil.net

Email: info@mcilindia.net, Tel: 011-41808125

NOTICE

NOTICE is hereby given that the Twenty-Second Annual General Meeting of Metal Coatings (India) Limited will be held on Wednesday, 21st September, 2016 at 10.30 a.m. at Robotics Hall, ISKCON Complex, Sant Nagar Main Road, 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 March 31, 2016 and the reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2016 and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To confirm the interim dividend declared, and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** interim dividend at the rate of Rs. 1/- (Rupee one only) per equity share of Rs. 10/- (Ten Rupees) each declared by the Board of Directors of the Company at its meeting held on March 16, 2016, be and is hereby confirmed as final dividend for the financial year ended March 31, 2016.”

3. To appoint a Director in place of Mr. Pramod Khandelwal (DIN: 00124082), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Pramod Khandelwal, 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, liable to retire by rotation.”

4. To re-appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Vinod Kumar & Associates, Chartered Accountants (Firm Registration No. 002304N), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the Conclusion of 27th Annual General Meeting of the Company to be held in the year 2021 to examine and audit the accounts of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2017, and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this meeting, to be paid to the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2017, be and is hereby ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute, file all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

6. To approve continuation of employment of Mr. Ayodhya Prasad Khandelwal (DIN: 00725775), as a Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for the continuation of employment of Mr. Ayodhya Prasad Khandelwal, who has attained the age of seventy years, as a Whole-time Director of the Company, up to March 31, 2018, i.e. up to expiry of his present term of office as approved by the members at the 19th Annual General Meeting of the Company held on September 23, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute, file all such documents,



instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

7. To approve the payment of remuneration to Mr. Pramod Khandelwal (DIN: 00124082), Managing Director and in this regard 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 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the requisite approval of the Central Government, if any, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Pramod Khandelwal, the Managing Director of the Company by way of salary, perquisites and allowances, for a period of 2 years and 6 months i.e. upto 30.09.2018 w.e.f. 01.04.2016 on terms and conditions, as set out hereunder and as recommended by the Nomination and Remuneration Committee and as approved by the Board of directors of the Company:

- a) Salary: Rs. 7,00,000/- per month.
- b) Benefits, perquisites and allowances as may be determined by the Board from time to time.
- c) Gratuity, Leave Encashment and Provident Fund: As per the rules 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 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and / or any rules or regulations there under.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute, file all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

8. To approve the payment of remuneration to Mr. Ramesh Chander Khandelwal (DIN: 00124085), Whole-Time Director and in this regard 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 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the requisite approval of the Central Government, if any, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Ramesh Chander Khandelwal, the Whole-Time Director of the Company by way of salary, perquisites and allowances, for a period of 2 years and 6 months i.e. upto 30.09.2018 w.e.f. 01.04.2016, on terms and conditions, as set out hereunder and as recommended by the Nomination and Remuneration Committee and as approved by the Board of directors of the Company:

- a) Salary: Rs. 7,00,000/- per month.
- b) Benefits, perquisites and allowances as may be determined by the Board from time to time.
- c) Gratuity, Leave Encashment and Provident Fund: As per the rules 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 to the extent the



Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force including any statutory modification(s) or re-enactment(s) thereof and / or any rules or regulations there under.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute, file all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

9. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service, provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute, file all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors

Date : 28.07.2016

Place: New Delhi

Rupali Aggarwal
(Company Secretary)
PAN : ASLPA9829J

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) 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, a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of 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 hours before the commencement of the meeting. A proxy form is annexed to this report.
2. An explanatory statement pursuant to section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
3. 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 authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 15th September, 2016 to Wednesday, 21st September, 2016 (both days inclusive) for annual closing.
5. The Board of Directors on March 16, 2016, declared an interim dividend of Rs. 1/- (Rupee one only) per equity share of Rs. 10/- (Ten Rupee) each, which was paid to the members, whose names appeared on the Register of Members of the Company on March 24, 2016. Considering the future growth and need to plough back the profits, the Board of Directors do not recommend any final dividend on the equity shares and the interim dividend declared is the final dividend on equity shares of the Company for the financial year ended March 31, 2016. The interim dividend declared and paid on equity shares including dividend tax thereon aggregated Rs. 88.19 lacs.
6. Members are requested to notify immediately any changes in their address to the Company / Registrars and Transfer Agents of the Company.
7. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for their appointment/ reappointment.
8. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.



10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. 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 (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
12. The Securities and Exchange Board of India (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 are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrars and Transfer Agents 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/ Registrars and Transfer Agents for registration of transfer of securities.
13. 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 send the share certificates to the Registrars and Transfer Agents of the Company for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the Registrars and Transfer Agents of the Company, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) 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.
14. Under section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly transferred Rs. 2,15,362/- being the unpaid and unclaimed dividend amount pertaining to final dividend for the Financial Year ended March 31, 2008 to the Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company as on 24.08.2015 on the website of the Company i.e. www.mcil.net, and also on the website of the Ministry of Corporate Affairs.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
17. The Notice of Annual General Meeting (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 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 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 to attend the AGM.
18. **Voting for transaction of Business:**
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013, 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 (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services Limited (CDSL).
 - b. Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the Annual General Meeting using electronic voting system from a place other than the venue of the Annual General Meeting ('remote e-voting'), provided by CDSL and the business may be transacted through such voting.
 - c. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting 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 shall not be entitled to cast their vote again.
19. **Voting through electronic means**
 - (i) The remote e-voting period commences on 17th September, 2016 (9:00 am) and ends on 20th September, 2016 (5:00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, the member shall not



be allowed to change it subsequently. The instructions for shareholders voting electronically are as under:

- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "Metal Coatings (India) Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.**
- (xix) 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.
- (xx) In case the members 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.
 21. The Company has appointed Mr. Hemant Kumar Singh, Company Secretary, of M/s Hemant Singh & Associates, Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 22. The Chairman shall, at the Annual General Meeting (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 Annual General Meeting (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 two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast 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 result of the voting forthwith.
 24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mcil.net and on the website of CDSL within three (3) 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 along with the Annual Report for the Financial Year 2015-16 will also be available on the Company's Website www.mcil.net for download.

For and on behalf of the Board of Directors

Date : 28.07.2016

Place: New Delhi

**Rupali Aggarwal
(Company Secretary)**

PAN : ASLPA9829J

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

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at a consolidated remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes & re-imbursment 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years, as Managing Director, Whole-time Director or Manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Companies Act, 2013, contains a similar relaxation.

Mr. Ayodhya Prasad Khandelwal (DIN: 00725775), who was appointed as Whole time Director by the members of the company at the 19th Annual General Meeting of the company held on 23rd September, 2013 to hold office up to March 31, 2018 has attained the age of seventy years and hence continuation of his employment as Whole-time director requires the approval of members by a special resolution.

Keeping in view that Mr. Ayodhya Prasad Khandelwal has rich and varied experience in the industry and has been involved in the operations of the Company, it would be in the interest of the Company to continue the employment of Mr. Ayodhya Prasad Khandelwal as a Whole-time director.

All terms and conditions relating to his appointment and remuneration as approved earlier by the members shall remain unchanged.

Accordingly, approval of the members is sought for passing the Special Resolution as set out at Item No. 6 of the Notice.

Profile of Mr. Ayodhya Prasad Khandelwal

Mr. Ayodhya Prasad Khandelwal is a Fellow member of "The Institute of Cost Accountants of India" (earlier ICWA "Institute of Cost and Works Accountants of India").

Mr. Ayodhya Prasad Khandelwal is Ex-Chairman & Managing Director of the Pyrites Phosphates and Chemicals Ltd. (a Govt. of India undertaking). He started his career as an executive in "Shriram Group" and later on headed the finance /accounts / administration of various PSUs.

He has experience in refrigeration, industrial finance, chemicals, fertilisers, steel and telecom industries. His vast experience and wide contacts with Corporates acts as a major guiding force behind the company.

He does not hold any directorships and memberships / chairmanships of Board Committee, in any company, other than Metal Coatings (India) Limited.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ayodhya Prasad Khandelwal, to whom the resolution relates and Mr. Pramod Khandelwal, Managing Director of the Company, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

ITEM NO. 7

The members of the Company at the 20th Annual General Meeting of the Company held on 23rd September, 2014, had approved the remuneration payable to Mr. Pramod Khandelwal, Managing Director of the company for the period of 3 years w.e.f. 01.04.2014 on terms and conditions, as set out hereunder and as recommended by the Nomination and Remuneration Committee and as approved by the Board of directors of the Company:

- a) Salary: Rs. 6,00,000/- per month.
- b) Benefits, perquisites and allowances as may be determined by the Board from time to time.
- c) Gratuity, Leave Encashment and Provident Fund: As per the rules of the Company.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 28th July, 2016 decided to revise the remuneration of Mr. Pramod Khandelwal for a period of 2 years and 6 months i.e. upto 30.09.2018 w.e.f. 01.04.2016 on terms and conditions, as set out hereunder



- a) Salary: Rs. 7,00,000/- per month.
- b) Benefits, perquisites and allowances as may be determined by the Board from time to time.
- c) Gratuity, Leave Encashment and Provident Fund: As per the rules of the Company.

All other terms and conditions, except as mentioned above, relating to his appointment and remuneration as approved earlier by the members shall remain unchanged. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Pramod Khandelwal, to whom the resolution relates and Mr. Ayodhya Prasad Khandelwal, Whole time Director of the company are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice. The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

ITEM NO. 8

The members of the Company at the 20th Annual General Meeting of the Company held on 23rd September, 2014, had approved the remuneration payable to Mr. Ramesh Chander Khandelwal, Whole-Time Director of the company for the period of 3 years w.e.f. 01.04.2014 on terms and conditions, as set out hereunder and as recommended by the Nomination and Remuneration Committee and as approved by the Board of directors of the Company:

- a) Salary: Rs. 6,00,000/- per month.
- b) Benefits, perquisites and allowances as may be determined by the Board from time to time.
- c) Gratuity, Leave Encashment and Provident Fund: As per the rules of the Company.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 28th July, 2016 decided to revise the remuneration of Mr. Ramesh Chander Khandelwal for a period of 2 years and 6 months i.e. upto 30.09.2018 w.e.f. 01.04.2016 on terms and conditions, as set out hereunder

- a) Salary: Rs. 7,00,000/- per month.
- b) Benefits, perquisites and allowances as may be determined by the Board from time to time.
- c) Gratuity, Leave Encashment and Provident Fund: As per the rules of the Company.

All other terms and conditions, except as mentioned above, relating to his appointment and remuneration as approved earlier by the members shall remain unchanged. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ramesh Chander Khandelwal, to whom the resolution relates, are, 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 resolution set forth in Item No. 8 for the approval of the Members.

ITEM NO. 9

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at item no. 9 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the accompanying Notice.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AND DIRECTORS RETIRING BY ROTATION AS REQUIRED TO BE PROVIDED PURSUANT TO THE PROVISIONS OF:

(I) The Securities and Exchange Board of India (Listing Obligation and disclosure requirements) Regulations, 2015 and Secretarial Standards on general meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Re-appointment of Mr. Pramod Khandelwal (Item No. 3)

In terms of Section 152(6) of the Companies Act, 2013, Mr. Pramod Khandelwal shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommended his re-appointment in their respective meetings held on 28.07.2016.

Mr. Pramod Khandelwal was appointed as Managing Director of the Company for a period of five years w.e.f. 01st October, 2013. As per the terms of his appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in his appointment as a Managing Director.

Mr. Pramod Khandelwal is a rank holder chartered accountant having more than 27 years of industrial experience. He controls and looks after all the financial, commercial and marketing aspect of the Metal Coatings (India) Limited. He brings with him a rich experience of more than 5 years with Hindustan Lever Ltd. (now Hindustan Unilever Limited). During his tenure at Hindustan Lever Limited he held various managerial positions.



He is the member of the Stakeholders Relationship Committee of Metal Coatings (India) Limited. Mr. Pramod Khandelwal is also a Director in Kochar Agro Industries Pvt Ltd.

Mr. Pramod Khandelwal is the son of Mr. Ayodhya Prasad Khandelwal (Whole Time Director) of the Company.

Upon his re-appointment as a director, Mr. Pramod Khandelwal shall continue to hold office as Managing Director. Accordingly, the Board recommends his re-appointment.

STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH RESPECT TO ITEMS NO. 7 AND 8 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 commercial production:

The Company is already into commercial production and started its business from February 09, 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		
	2015 – 16	2014 – 15	2013 - 14
Gross Sales/operational Income	10241.81	12753.06	12204.31
Net Profits / (Loss) (Before Tax)	234.61	206.96	256.38
Dividend %	10%	10%	10%

5. Foreign investments or collaborators, if any:

The Company does not have any foreign collaboration.

II. Information about the appointees:

1. Background details

Mr. Pramod Khandelwal

Mr. Pramod Khandelwal, aged 50 years is a Chartered Accountant having 27 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 65 years is a Mechanical Engineer having more than 43 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.

Past Remuneration

	Mr. Pramod Khandelwal	Mr. Ramesh Chander Khandelwal
Salary	Rs. 6,00,000/- Per Month	Rs. 6,00,000/- Per Month

3. Recognition or awards

Mr. Ramesh Chander Khandelwal is Working President of Akhil Bhartiya Khandelwal Vaish Mahasabha, Jaipur. He is also Vice President of Investor Club Delhi. He is ex-General Secretary 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 50 years is a Chartered Accountant having 27 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 65 years is a Mechanical Engineer having more than 43 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 galvanising has helped the company in substantially improving the efficiencies with minimum investments in infrastructure. Owing to his leadership skills, he was also elected as General Secretary of Faridabad Chamber of Commerce and Industries.

5. Remuneration proposed

As Stipulated in the resolution.

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. Pramod Khandelwal and Mr. Ramesh Chander 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 places 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:

Mr. Pramod Khandelwal, Managing Director of the company is son of Mr. Ayodhya Prasad Khandelwal, Whole Time Director of the Company. *Mr. Pramod Khandelwal*, Mr. Ramesh Chander Khandelwal and Mr. Ayodhya Prasad 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 and due to its stringent quality standard, dedicating marketing team, the profits are 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.

For and on behalf of the Board of Directors

Date :28.07.2016

Place: New Delhi

Rupali Aggarwal
(Company Secretary)
PAN : ASLPA9829J



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

PROXY FORM

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

22nd Annual General Meeting - 21st September, 2016

Name of the member(s) :	
Registered address :	
Email Id :	
Folio No/ DP ID-Client ID No.:	

I/We, being the member(s) of..... Shares(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 22nd Annual General Meeting of the Company, to be held on Wednesday, 21st September, 2016 at Robotics Hall, ISKCON Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110 065 at 10.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Subject matter of Resolution	Optional*	
		For	Against
Ordinary Business			
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon		
2	To confirm the interim dividend declared.		
3	To appoint a Director in place of Mr. Pramod Khandelwal (DIN: 00124082), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.		
4	Re – appointment of Statutory Auditors.		
Special Business			
5	To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2017.		
6	To approve continuation of employment of Mr. Ayodhya Prasad Khandelwal (DIN: 00725775), as a Whole time Director of the company.		
7	To approve the payment of remuneration to Mr. Pramod Khandelwal (DIN: 00124082), Managing Director of the company.		
8	To approve the payment of remuneration to Mr. Ramesh Chander Khandelwal (DIN: 00124085), Whole Time Director of the company.		
9	To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.		

Signed this.....day of.....2016.

Signature of shareholder.....

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 22nd Annual General Meeting.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

Location : Robotics Hall, ISKCON Complex, Sant Nagar Main Road, 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

22nd Annual General Meeting – 21st September, 2016

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

I hereby record my presence at the 22nd Annual General Meeting of the Company being held on Wednesday, 21st September, 2016 at 10.30 a.m. at Robotics Hall, ISKCON Complex, Sant Nagar Main Road, 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.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number/PAN
160808026		

Note: Please read the instructions printed under the Note No. 19 to the Notice dated July 28, 2016 of the Twenty Second Annual General Meeting regarding voting through electronic means. The voting period starts from Saturday, 17th September, 2016 (9:00 am) (IST) and ends on Tuesday, 20th September, 2016 (5:00 pm) The voting module shall be disabled by CDSL for voting thereafter.