

NOTICE

To,
The Members,
Metal Coatings (India) Limited

NOTICE is hereby given that the 30th (Thirtieth) Annual General Meeting (hereinafter referred to as “AGM”) of the Members of Metal Coatings (India) Limited (“the Company”) will be held on Wednesday, 14th August, 2024 at 12:30 P.M. Indian Standard Time (“IST”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following businesses.



ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers himself for re-appointment as a Director, and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, if any, Mr. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation.”

SPECIAL BUSINESS:

3. To re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director and fix his remuneration 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 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (“Listing Regulations”) as amended from time to time, approval of the Members be and is hereby accorded to re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 01st October, 2024 to 30th September, 2027 on the terms & conditions including payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration within the provisions of sections 196, 197 and 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 thereunder as it may deem fit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the 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 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 intimate the Stock Exchange, to give effect to the above resolution.”

4. To re-appoint Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director and fix his remuneration 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 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) as amended from time to time, 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 commencing from 01st October, 2024 to 30th September, 2027 on the terms & conditions including payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration within the provisions of sections 196, 197 and 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 thereunder as it may deem fit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the 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 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 intimate the Stock Exchange, to give effect to the above resolution.”

5. To re-appoint Mr. Sachin Khurana (DIN: 06435657) as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Mr. Sachin Khurana (DIN: 06435657), who was appointed as an Non-Executive Independent Director of the Company for a term of 2 (two) consecutive years commencing from 19th May, 2022 up to 18th May, 2024 and who is eligible for re-appointment as a Non-Executive Independent Director for a second term and has given his consent along with a declaration as per Section 149(7) of the Act that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from the Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the board of the Company with effect from 18th May, 2024 to 17th May, 2029.

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 intimate the Stock Exchange, to give effect to the above resolution.”

6. To appoint Mrs. Deeksha Keswani (DIN: 10531070) as Non-Executive Independent Director of the Company 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 Mrs. Deeksha Keswani (DIN: 10531070), who was appointed by the Board of Directors as an Additional Director in the Category of Non-Executive - Independent Director of the Company with effect from 17th May, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act,



2013 ("the Act") and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time, the appointment of Mrs. Deeksha Keswani (DIN: 10531070), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two years commencing from 17th May, 2024 to 16th May, 2026, be and is hereby approved.

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 intimate the Stock Exchange, to give effect to the above resolution."

7. To appoint Ms. Aanchal Gupta (DIN:10692929) as Non-Executive Independent Director of the Company 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 Ms. Aanchal Gupta (DIN:10692929), who was appointed by the Board of Directors as an Additional Director in the Category of Non-Executive - Independent Director of the Company with effect from 09th July, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time, the appointment of Ms. Aanchal Gupta (DIN:10692929), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 09th July, 2024 to 8th July, 2029, be and is hereby approved.

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 intimate the Stock Exchange, to give effect to the above resolution."

8. To approve Material Related Party Transaction(s) with M/s Khandelwal Busar Industries Private Limited 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 the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**")", read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**")", if any, as amended from time to time and the Company's Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as "**the Board**") which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter/continue into Material Related party transaction(s)/contract(s)/ arrangement(s)/agreement(s) and/or



enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) with M/s Khandelwal Busar Industries Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the period from the 30th Annual General Meeting till the 31st Annual General Meeting, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

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 intimate the Stock Exchange, to give effect to the above resolution.”

9. To ratify the remuneration of Cost Auditors for the Financial year ending 31st March, 2025 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 the provisions of Section 148(3) of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and on the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “**the Board**” which term shall include the Audit Committee of the Board) the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes to be paid to Mr. Ramawatar Sunar, Cost Accountant (Firm Registration No. 100691), appointed by the Board, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial year ending 31st March, 2025, 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 intimate the Stock Exchange, to give effect to the above resolution.”

10. To approve the limits for the loans and investments by the Company 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** in suppression of the earlier Special resolution passed by the members in the Annual General Meeting on 29th September, 2020 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in terms of the provisions of the Company's Memorandum and Articles of Association and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to, inter alia, (i) give any loan to any person(s) or other body corporate(s); (ii) give any

guarantee or provide any security in connection with a loan to any other body corporate or person(s); and (iii) make investment/acquisition by way of subscription, purchase or otherwise in the equity shares, preference shares, units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. (herein after referred to as “**the Securities**”) issued by banks, body corporate(s), entity(ies), trust(s), Central or State Government, from time to time in one or more tranches as the Board may in their absolute discretion, deem beneficial and in the interest of the Company, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 30 Crores (Rupees Thirty Crores only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

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 intimate the Stock Exchange, to give effect to the above resolution.”

11. To approve the Scheme of Loan for Managing Director and 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 applicable provisions of Section 185 of the Companies Act, 2013 (“**the Act**”) read with Rules made thereunder, and all other applicable laws, for the time being in force, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force consent of the Members of the Company be and is hereby accorded to a Scheme of Loan for its Managing Director and Whole-time Director as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to finalize, sanction, disburse the loan to Managing Director and Whole-time Director and to ratify such loan given earlier, if any, and also to delegate all or any of the powers to any of the Directors of the Company and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution.

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 intimate the Stock Exchange, to give effect to the above resolution.”

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

**Vidushi Srivastava
Company Secretary
Membership No.: A34479**

**Date: - 09th July, 2024
Place: - New Delhi
Registered Office:
912, Hemkunt Chambers, 89,
Nehru Place, New Delhi-110019
CIN: L74899DL1994PLC063387
Website: www.mcil.net
E-mail: cs@mcilindia.net
Phone: 011-41808125**

NOTES

1. The Ministry of Corporate Affairs (“MCA”), has vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2021, dated January 13, 2021, 02/2022, dated May 5, 2022, 10/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) has vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 , SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the 30th AGM of the Company is being convened and conducted through VC or OAVM without the physical presence of the Members at a venue. The venue of the 30th AGM shall be deemed to be the Registered Office of the Company at 912, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110019
2. The Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), setting out material facts concerning the business under Item Nos. 3 to 11 of the Notice to be transacted at the AGM is annexed hereto and forms part of this Notice.
3. The details of directors retiring by rotation / seeking appointment / re-appointment in the ensuing AGM as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as applicable, are provided in the “Annexure – 1 & 3” to the Explanatory Statement to the Notice.
4. As per the provisions under the MCA Circulars, Members attending the 30th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. Since the 30th AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 30th AGM and hence the Proxy Form and Attendance Slip including the route map are not annexed to this Notice.
6. The Institutional/Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) of the Company, are encouraged to attend and vote in the AGM through VC/OAVM and are required to send through their registered email address, a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote E-voting/E-voting system available during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer at prachi.jain2805@gmail.com with copies marked to the Company at cs@mcilindia.net and to its RTA at delhi@linkintime.co.in.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
8. The Register of Members and Share Transfer books of the company will remain closed from Thursday, 8th August, 2024 to Wednesday, 14th August, 2024 (both days inclusive) for the purpose of AGM.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS:

9. In accordance with the aforesaid MCA and SEBI Circulars, the notice of the 30th AGM along with the Annual Report & Annual accounts for Financial year 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website at <https://www.mcil.net/investors.aspx> websites of the Stock Exchanges i.e., BSE Limited at <https://www.bseindia.com/>, and on the Company's RTA at <https://instavote.linkintime.co.in>. Members can attend and participate in the AGM through VC/OAVM facility only.
10. Members holding shares in physical mode are requested to intimate any change, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Company/Registrar and Share Transfer Agent i.e., Link Intime India Private Limited (hereinafter referred to as "RTA") of the Company at delhi@linkintime.co.in. along with the duly filed in Form ISR-1, available at <https://www.mcil.net/investors.aspx> and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023 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. In case of any queries/ difficulties in registering the e-mail address, Members may write to cs@mcilindia.net or delhi@linkintime.co.in.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

11. 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 till date and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and the SS-2 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 Link Intime India Private Limited (hereinafter referred to as "**LI IPL**"). Those Shareholders, who are present in the meeting through VC/OAVM facility and have not cast their vote on the resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting available during the meeting. 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.
12. The remote e-voting period commences on, from Saturday, 10th August, 2024 at 9 A.M. (IST) to Tuesday, 13th August, 2024 at 5:00 P.M. (IST). During this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Wednesday, 7th August, 2024, may cast their vote electronically. The remote e-voting module will be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the members, the member will not be allowed to change it subsequently. A person who becomes a member of the Company after sending of the notice of AGM and holding shares as on the cut-off date i.e., Wednesday, 7th August, 2024, may obtain the User ID and password by sending a request at cs@mcilindia.net.
13. The detailed instructions and the process for accessing and participating in the 30th AGM through VC/OAVM facility and voting through electronic means including remote e-voting forms part of the notice.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

14. As the meeting is being conducted through VC/OAVM, Members are encouraged to express their views/send their queries in advance mentioning their name, DP Id / Client Id / Folio Number, and mobile number to cs@mcilindia.net to enable smooth conduct of the meeting. Queries received by the Company on the aforementioned Email Id by Wednesday, 7th August, 2024, 5:00 P.M. IST. shall only be considered and responded.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., mobile number at cs@mcilindia.net on or before Wednesday, 7th August, 2024, 5:00 P.M. (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their

questions at the time of registration, to enable the Company to respond appropriately.

16. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
17. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

OTHER INFORMATION

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mcilindia.net.
19. In terms of Section 152 of the Act, Mr. Ramesh Chander Khandelwal (DIN: 00124085) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment. Pursuant to Regulation 36 of the SEBI Listing Regulations and SS-2, the particulars of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice.
20. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.
21. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in demat only while processing service request i.e., issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/ split and consolidation of securities certificate/folio, transmission and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filed Form ISR-4 which is also available on the website of the Company at <https://www.mcil.net/investors.aspx>. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
22. Dispute Resolution Mechanism at Stock Exchanges- SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
23. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
24. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their

nomination in the prescribed Form No. SH-13 duly filed in the Company or Company's RTA. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

25. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD 1/P/CIR/2023/37 dated March 16, 2023 has provided common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC and Nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter alia furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available on or after October 01, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment including dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. 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.
26. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, IFSC, account number and address of the bank with pin code number, if not furnished earlier.
27. 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 are required to be transferred to the Investor Education and Protection Fund (hereinafter referred to as "IEPF"), constituted by the Central Government. All unclaimed Dividends up to the financial year ended 31st March, 2016, if any, and as per Section 124(6) of the Companies Act, 2013 shares in respect of which dividend has not been encashed or claimed for seven consecutive years, have been transferred to the IEPF. 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 Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended till date. 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 at <https://www.mcil.net/investors.aspx> and also on the website of MCA.
28. 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 i.e., Wednesday, 7th August, 2024 and as per the Register of Members of the Company.

DECLARATION OF VOTING RESULTS

29. The Board has appointed CS Prachi Bansal, Practicing Company Secretaries (ACS No. A43355, CP No. 23670) as the Scrutinizer for conducting the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
30. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting to be cast by use of e-voting facility 'Insta Meet' of LI IPL, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
31. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, CDSL and RTA and will also be displayed on the Company's website i.e., <https://www.mcil.net/investors.aspx> and on the website of LI IPL i.e., <https://instavote.linkintime.co.in>.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- d) Proceed with updating the required fields.
- e) Post registration, user will be provided with Login ID and password.
- f) After successful login, click on “Access to e-voting”.
- g) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.

- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ –
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.

- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”.

Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

**Vidushi Srivastava
Company Secretary
Membership No.: A34479**

Date: - 09th July, 2024
Place: - New Delhi
Registered Office:
912, Hemkunt Chambers, 89,
Nehru Place, New Delhi-110019
CIN: L74899DL1994PLC063387
Website: www.mcil.net
E-mail: cs@mcilindia.net
Phone: 011-41808125

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder)

The following statement sets out all material facts relating to the businesses mentioned under item no. 3 to 11 in the accompanying Notice:

ITEM NO. 3 & 4

The Company at its 27th Annual General Meeting held on 16th September, 2021 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 3 (three) years with effect from 1st October, 2021 to 30th September, 2024.

Your Board of Directors of the Company at its meeting held on 09th July, 2024 has on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Ramesh Chander Khandelwal as Whole-time Director and Mr. Pramod Khandelwal as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1st October, 2024 to 30th September, 2027 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 applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time and subject to such consent(s), approval(s) and permission(s) from any authority as may be required (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) on the terms & conditions including payment of remuneration by way of salary, perquisites and allowances as set out hereunder and as recommended by the Nomination & Remuneration Committee and approved from time to time by the Board of Directors of the Company:

- a) Salary subject to a maximum of `18,00,000/- (Rupees Eighteen Lacs only) per month;
- b) Performance linked bonus: Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from time to time, based on achievement of such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time, subject to a maximum of 100% of Salary;
- c) Perquisites / Benefits / Allowances : Perquisites like rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, Contribution to provident fund, club membership fees, medical coverage, overseas medical expenses, leave encashment, gratuity, education allowance, leave travel allowance and long service award and other benefits / allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

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 Act (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 approval 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 and 198 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and / or any rules or regulations made thereunder.

Pursuant to Section 196(3)(a) of the Act no company shall appoint or continue the employment of any person as managing director, whole-time director, or manager who is below 21 years or has attained 70 years of age. However, an appointment of a person aged 70 or above may be made by passing a special resolution, with the justification for such appointment provided in the explanatory statement annexed to the notice.

The Board believes that Mr. Ramesh Chander Khandelwal (DIN: 00124085), given his extensive experience and valuable contributions, should continue in his role. Therefore, the Board recommends the Special Resolution in Item No. 3 of the Notice for members approval.

The details of Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal as required to be given pursuant to the Regulation 36(3) of SEBI (LODR) Regulations, 2015 and SS-2, issued by the ICSI are provided in the “**Annexure-1**” which forms part of this 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 as per “**Annexure-2**” which forms part of this Notice.

Accordingly, consent of the members is sought for passing Special Resolutions as set out at Item No. 3 & 4 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.

Except Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Chairman & Whole Time Director of the Company and their relatives, none of the Directors/KMP of the Company and their relatives is interested, financially or otherwise, in the proposed resolution set out at Item No. 3 & 4 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 3 & 4 of the Notice for approval by the members.

ITEM NO. 5

Mr. Sachin Khurana (DIN: 06435657) is currently a Non-Executive Independent Director of the Company, Member of the Audit & Nomination & Remuneration Committee. He was appointed as an Independent Director of the Company by the Members at the 28th Annual General Meeting of the Company held on 17th August, 2022 for a period of 2 (two) consecutive years commencing from 19th May, 2022 to 18th May, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

Based on recommendation of the Nomination & Remuneration Committee (“**NRC**”) of the Board and based on skills, rich experience, knowledge, continued valuable contribution made by Mr. Sachin Khurana and outcome of performance evaluation of the Independent Directors, the Boards of Directors at its meeting held on 17th May, 2024, approved and recommended the re-appointment of Mr. Sachin Khurana as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 18th May, 2024 up to 17th May, 2029, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution at the ensuing Annual General Meeting (“**AGM**”). Mr. Sachin Khurana shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 (“**the Act**”).

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Sachin Khurana confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In terms of Regulation 25(8) of the Listing Regulations, Mr. Sachin Khurana has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sachin Khurana has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circular No. List/Comp/14/2018-19 dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Sachin Khurana (DIN: 06435657) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members at the ensuing AGM. Mr. Sachin Khurana has also confirmed that he has complied with Section 150 of the Act with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (“**IICA**”). In the opinion of the Board, Mr. Sachin Khurana fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as a Non-Executive Independent Director and that he is independent of the Management. The terms

and conditions of the re-appointment of Non-Executive Independent Directors is available for inspection electronically by Members of the Company up to the date of AGM by sending a request from their registered email address to the Company at cs@mcilindia.net along with their name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Sachin Khurana as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Sachin Khurana, is concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as 'Annexure-3'.

ITEM NO. 6

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 17th May, 2024 appointed Mrs. Deeksha Keswani (DIN: 10531070) as an Additional Director in the Category of Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a term of 2 (two) years i.e. from 17th May, 2024 to 16th May, 2026, subject to approval of the Members by the way of Special Resolution.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act"), the Additional Director shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of the Director.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the name of Mrs. Deeksha Keswani (DIN: 10531070) has been included in the data bank maintained by the Indian Institute of Corporate Affairs. The Company has received the declaration from Mrs. Deeksha Keswani to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Mrs. Deeksha Keswani fulfills the conditions specified in the Act, Rules and the Listing Regulations for appointment as Independent Director and she is independent to the management of the Company. The terms and conditions of appointment of Mrs. Deeksha Keswani and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Deeksha Keswani (DIN: 10531070), is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as 'Annexure-3'.

ITEM NO. 7

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 09th July, 2024 appointed Ms. Aanchal Gupta (DIN: 10692929) as an Additional Director in the Category of Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years i.e. from 9th July, 2024 to 8th July, 2029, subject to approval of the Members by the way of Special Resolution.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**Act**”), the Additional Director shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of the Director.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the name of Ms. Aanchal Gupta (DIN: 10692929) has been included in the data bank maintained by the Indian Institute of Corporate Affairs. The Company has received the declaration from Ms. Aanchal Gupta to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Ms. Aanchal Gupta fulfills the conditions specified in the Act, Rules and the Listing Regulations for appointment as Independent Director and she is independent to the management of the Company. The terms and conditions of appointment of Ms. Aanchal Gupta and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members. None of the Directors or Key Managerial Personnel (“**KMP**”) of the Company or their respective relatives, except Ms. Aanchal Gupta (DIN: 10692929), is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as ‘**Annexure-3**’.

ITEM NO. 8

M/s. Khandelwal Busar Industries Private Limited (“**KBIPL**”) is a related party within the meaning of Section 2(76) of the Companies Act, 2013 (“**the Act**”) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

In terms of the provisions of Section 188 of the Act and SEBI Listing Regulations, the contracts/arrangements/transactions relating to sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind with KBIPL are material in nature as these transactions are likely to exceed one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statement of the Company, whichever is lower.

Further, SEBI, vide Circular dated 8th April, 2022 has clarified that the omnibus Members approval for material RPTs of the Company shall be valid up to the date of the next AGM for a period not exceeding fifteen months.

Details of the proposed RPTs between the Company and M/s Khandelwal Busar Industries Private Limited including the information required to be disclosed in the Explanatory Statement pursuant to the Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

1	Name of the Related Party	M/s. Khandelwal Busar Industries Private Limited
2	Name of the Director or Key Managerial Personnel who is related and nature of relationship	Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Whole Time Director of the Company are directors in KBIPL and have substantial interest.
3	Type, material terms and particulars of the proposed transaction.	Sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind etc. on arm’s length basis.

4	Tenure of the proposed transaction	For the period from the 30 th Annual General Meeting until the 31 st Annual General Meeting (for a period not exceeding fifteen months)
5	Value of the proposed transaction	The value of transactions is likely to be a maximum amount of Rs. 75.00 Crore (Rupees Seventy-Five Crores only).
6	Percentage of the Company's annual turnover, for the immediately preceding financial year ("FY") - FY 2023-24, that is represented by the value of the proposed material related party transaction	Around 45%
7	Justification for why the proposed transaction is in the interest of the listed entity	Contracts entered between the company and KBIPL are commercially beneficial to the company. All prices with KBIPL are agreed, based on market competitiveness and these transactions are in the ordinary course of business.
8	Details of transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ol style="list-style-type: none"> i. Details of the source of funds in connection with the proposed transaction. ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments – <ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security. iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT 	Not applicable
9	Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	Not applicable
10	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

As per the requirements of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds one thousand crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Hence, it is proposed to accord Members' approval for the related party Contract(s) / Arrangement(s) / Transaction(s) with KBIPL during the period from the 30th Annual General Meeting until the 31st Annual General Meeting, as mentioned in Item No. 8 of the Notice.

The Board recommends the resolution set out at Item No. 8 of the Notice as an Ordinary Resolution for approval of the members. Except Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Chairman and Whole Time Director of the Company and their relatives none of the Directors/KMP of the Company and their relatives are interested, financially or otherwise, in the proposed resolution.

ITEM NO. 9

The Company is required under Section 148 of the Companies Act, 2013 (“the Act”) read with Rule 6 of 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 9th July, 2024 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 2024-25 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the rule 14 of 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 members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2025.

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. 9 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

ITEM NO. 10

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by (i) giving any loan to any person or other body corporate; (ii) giving any guarantee or provide any security in connection with a loan to any other body corporate or person and; (iii) making investment/acquisition by way of subscription, purchase or otherwise in the equity shares, preference shares, units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. (referred to as “the Securities”) issued by banks, body corporate(s), entity(ies), trust(s), Central or State Government, from time to time, in one or more tranches, as and when required.

Pursuant to the provisions of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time, which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum

permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up share capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 30 crores (Rupees Thirty Crores only) outstanding at any time over and above the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 10 of the Notice as Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are, in any way, financially or otherwise, concerned or interested in the in the resolution set out at Item No. 10 of the Notice.

ITEM NO. 11

According to the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by, —

(a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or

(b) any firm in which any such director or relative is a partner.

However, the following exemption or relaxations have been given in this regard:

the giving of any loan to a managing or whole-time director—

(i) as a part of the conditions of service extended by the company to all its employees; or

(ii) pursuant to any scheme approved by the members by a special resolution; or

In compliance with Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, your company introduces a Scheme of Loan to its Managing Director and Whole-time Director as reproduced herein under:

Objective of Scheme: To enable the Managing Director and Whole-time Director to seek unsecured Loan assistance from the Company based on their request to meet the urgent requirement/liquidity to them.

Amount of Loan: Maximum 3 times of annual gross pay or the amount requested, whichever is less.

Rate of Interest: Nil

Repayment Terms: Loan shall be repayable on demand.

The Board recommend the resolution set out at Item No. 11 of the Notice as Special Resolution for approval of the shareholders. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 11 except Managing Director and Whole-time Director.

ANNEXURE 1
DETAILS OF MANAGING DIRECTOR AND WHOLE TIME DIRECTOR SEEKING RE-APPOINTMENT/ RETIRING BY ROTATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Pramod Khandelwal	Mr. Ramesh Chander Khandelwal
DIN	00124082	00124085
Date of Birth Age	28 th June, 1966 58 Years	31 st December, 1950 73 Years
Date of first appointment on the Board	15 th May, 1995	12 th December, 1994
Brief Resume	Mr. Pramod Khandelwal is a Chartered Accountant having an extensive experience in working and overseeing Commercial, Financial, and Marketing functions. His rich experience and knowledge of auto components and consumer durables markets coupled with his ability to control and look after all the financial, commercial and marketing aspect of the Company, have played a pivotal role in the company's proactive strategic decision making and conquering goals in springing competition	Mr. Ramesh Chander Khandelwal. is a Mechanical Engineer. He takes care of manufacturing function and also decides on key technical aspects of operations. His technical expertise in C.R. manufacturing and galvanising has helped the company in substantially improving the efficiencies with minimum investments in infrastructure.
Qualifications	B.Com (Hons.), FCA	BE (Mech.)
Experience and Expertise in specific functional area	More than 35 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 8 years with Hindustan Uniliver Limited where he held various managerial positions.	More than 51 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.
Number of Meetings of the Board attended during the year	6 out of 7	7 out of 7

List of Directorship / Membership / Chairmanship of Committees of other Board	Directorship: Private Company 1. Khandelwal Busar Industries Private Limited 2. Lehartechologies. Com Private Limited Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 st March, 2024.	Directorship: Private Company 1-Khandelwal Busar Industries Private Limited 2- G S Buildtech Private Limited Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 st March, 2024.
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years	Nil	Nil
Shareholding in Metal Coatings (India) Limited as on 31st March, 2024.	12,13,390 equity shares	11,84,759 equity shares
Relationship with other directors inter-se, manager and other Key Managerial Personnel of the Company	None	None
Terms and Conditions of re-appointment	Terms and Conditions of appointment or re- appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e. www.mcil.net	Terms and Conditions of appointment or re- appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e. www.mcil.net
Details of remuneration last drawn (Financial Year 2023-24)	Remuneration last drawn is ₹ 180.15 Lakh during the financial year 2023-24.	Remuneration last drawn is ₹ 180.16 Lakh during the financial year 2023-24.
Details of remuneration sought to be paid	The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.	The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.

ANNEXURE 2
STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH RESPECT TO ITEMS NO. 3 AND 4 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:

Financial Parameters	Years ended		
	2023-24	2022-23	2021-22
Gross Sales/ operational Income	16841.44	17040.37	14225.70
Net Profits / (Loss) (Before Tax)	319.74	364.81	375.73
Dividend %	-	-	-

(₹ In lacs)

5. Foreign investments or collaborators, if any:

None

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

Mr. Pramod Khandelwal, aged 58 years is a Chartered Accountant having more than 35 years entrepreneurial and industrial experience including 5 years in an MNC. He looks after Commercial, Financial and Marketing functions of the Company, besides leading new ventures.

Mr. Ramesh Chander Khandelwal

Mr. Ramesh Chander Khandelwal, aged 73 years is a Mechanical Engineer having more than 51 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
(₹. in lacs)

Particulars	Pramod Khandelwal	Ramesh Chander Khandelwal
Salary	180.15	180.16

3. Recognition or awards

Mr. Ramesh Chander Khandelwal is Vice President of Faridabad Chamber of Commerce and Industries. He was also the Ex-President of Khandela Dham, Khandela Jaipur. He is president of Balram Ashram, Nai Nath Dham, Banskho. He was Ex-Working President of Akhil Bhartiya Khandelwal Vaish Mahasabha, Jaipur. He was also Ex-President of Investor Club Delhi. 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 58 years is a Chartered Accountant having more than 35 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 73 years is a Mechanical Engineer having more than 51 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 the explanatory statement of Item No. 3 & 4 annexed to this 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 or other director, 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:

a) **Reason of loss or inadequate profits:** Due to volatility in raw material prices, increasing operational costs, and ongoing macroeconomic and geopolitical challenges.

b) **Steps taken or proposed to be taken for improvement:** The Company has initiated certain steps such as cost control, borrowing at lower rates, better working capital management, improving efficiency, extensive reach to the end user of the product. Further the Company enters into the raw material MOUs and continued to invest in process improvements and streamlined operations to mitigate the impact of rising costs. The Board recognizes the evolving market dynamics and the necessity for continuous innovation and adaptability to secure sustainable long-term growth. Moving forward, the Company will implement robust risk management and product mix strategies and capitalize on emerging opportunities to enhance profitability and shareholder value.

c) **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.

ANNEXURE 3
DETAILS OF NON-EXECUTIVE INDEPENDENT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Sachin Khurana	Mrs. Deeksha Keswani	Ms. Aanchal Gupta
DIN	06435657	10531070	10692929
Date of Birth	18/07/1990	27/08/1993	31/03/1986
Age	34 years	31 years	38 Years
Date of first appointment on the Board	19 th May, 2022	17 th May, 2024	09 th July, 2024
Brief Resume	<p>CS Sachin Khurana is a fellow member of the Institute of Company Secretaries of India, a member of ICSI Institute of Social Auditors (IISA), a Masters in Commerce, a Law Graduate and a certified CSR professional. He has a working experience of more than 10 years, having proficiency in all matters related to Companies Act, Intellectual Property Rights (Registered Trade Mark Agent), FEMA and its regulations, various business laws and assisting in setting up of businesses in India. He has command over compliance management services with regard to Company Law, statutory reporting, secretarial audits, various labour laws and other statutory requirements. He is a visiting faculty at NIRC-ICSI and various chapters. He has served as a member of the PCS committee of NIRC - ICSI for 2019, member of Infrastructure Committee of NIRC — ICSI 2020, member of Editorial Advisory Panel</p>	<p>CS Deeksha Keswani, an accomplished Company Secretary, brings a wealth of experience spanning numerous industries, accumulated over several years. With a strong foundation in corporate advisory encompassing company law, SEBI and Listing regulations, secretarial compliances, as well as Capital Markets and Financial Services, she is recognized for her innovative mindset and meticulous professionalism. Mrs. Deeksha is highly regarded for her adeptness in translating theoretical knowledge into practical application, demonstrating a profound understanding of company law, SEBI regulations, and other statutory mandates. Her track record reflects a seamless integration of expertise and hands-on experience, making her a trusted resource in navigating complex legal landscapes within the corporate realm.</p>	<p>Ms. Aanchal Gupta is a seasoned professional with over 16 years of experience in finance, costing analysis, corporate governance, and risk management. She is an accomplished Cost accountant from the Institute of Cost and management accountants of India, Delhi, and a Bachelor's degree in Commerce from the University of Delhi. She is also holding post-graduation diploma in business administration, finance from Symbiosis Centre for distance learning.</p> <p>Ms. Gupta began her career with JBM Industries limited, where she honed her skills in financial analysis and management. Over the years, she has held senior management positions in several leading companies, including EY and Alstom where she played a pivotal role in driving growth and ensuring regulatory compliance.</p>

	for the year 2022 & 2023, Presently, he is committee member of Company Secretary (CS) Benevolent Fund (CSBF), also serving as convenor of the Economic and Corporate Law Group of Bhartiya Vitta Salahkar Samiti ("BVSS"), a leading think tank of Indian Finance Professionals.		
Qualifications	CS, Masters in Commerce, Law Graduate and a certified CSR professional.	Company Secretary	B.COM, CMA, MBA
Experience and Expertise in specific functional area	More than 10 Years' experience in multiple industries and have expertise in the secretarial and legal matters.	More than 3 Years' experience in multiple industries and have expertise in the secretarial and legal matters.	Aanchal Gupta is a seasoned professional with over 16 years of experience in finance, costing analysis, corporate governance, and risk management
Number of Meetings of the Board attended during the year	7 out of 7	NA	NA
List of Directorship / Membership / Chairmanship of Committees of other Board	Directorship: Private Company RMG Corporate Services Private Limited Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 st March, 2024.	NIL	NIL
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years	NIL	NIL	NIL
Shareholding in Metal Coatings (India) Limited as on 31st March, 2024.	NIL	NIL	NIL



Relationship with other directors inter-se, manager and other Key Managerial Personnel of the Company	None	None	None
Terms and Conditions of appointment/ re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e. www.mcil.net	Terms and Conditions of appointment or re-appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e. www.mcil.net	Terms and Conditions of appointment or re-appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e. www.mcil.net
Details of remuneration last drawn by such person	Remuneration (Sitting Fees) last drawn was Rs. 26000 during the financial year 2023-24.	NA	NA
Details of remuneration sought to be paid	Sitting Fees as may be approved time to time by the Board of Directors in accordance with the applicable provisions of the law, and Article of Association of the Company.	Sitting Fees as may be approved time to time by the Board of Directors in accordance with the applicable provisions of the law, and Article of Association of the Company.	Sitting Fees as may be approved time to time by the Board of Directors in accordance with the applicable provisions of the law, and Article of Association of the Company.
Shareholding of non-executive directors in the listed entity, including beneficial ownership	NIL	NIL	NIL
In case of independent directors, Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 5 of the Notice and Explanatory Statement	Refer Item No. 6 of the Notice and Explanatory Statement	Refer Item No. 7 of the Notice and Explanatory Statement

Justification for choosing the appointees for appointment as Independent Directors	<p>Having proficiency in all matters related to Companies Act, Intellectual Property Rights (Registered Trade Mark Agent), FEMA and its regulations, various business laws and assisting in setting up of businesses in India. He has command over compliance management services with regard to Company Law, statutory reporting, secretarial audits, various labour laws and other statutory requirements.</p>	<p>Having wealth of experience spanning numerous industries, accumulated over several years. With a strong foundation in corporate advisory encompassing company law, SEBI and Listing regulations, secretarial compliances, as well as Capital Markets and Financial Services, he is recognized for her innovative mindset and meticulous professionalism.</p>	<p>As an independent director, Ms. Gupta brings a wealth of knowledge and a proven track record in corporate governance. She is adept at providing strategic oversight, ensuring adherence to compliance requirements, and fostering a culture of transparency and accountability. Her expertise in financial & risk management has been instrumental in identifying potential risks and implementing effective mitigation strategies.</p>
Performance evaluation report of such Director or summary thereof (Re-appointment of ID)	<p>Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. The Board opines that Independent Director have got integrity, expertise and relevant experience required in industry in which Company operates.</p>	<p>NA</p>	<p>NA</p>

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

**Vidushi Srivastava
Company Secretary
Membership No.: A34479**

Date: - 09th July, 2024
Place: - New Delhi
Registered Office:
912, Hemkunt Chambers, 89,
Nehru Place, New Delhi-110019
CIN: L74899DL1994PLC063387
Website: www.mcil.net
E-mail: cs@mcilindia.net
Phone: 011-41808125