



NOTICE

NOTICE is hereby given that the 27th (Twenty-Seventh) Annual General Meeting (hereinafter referred to as "AGM") of the Members of **Metal Coatings (India) Limited** ("the Company") will be held on Thursday, the 16th September 2021 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, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pramod Khandelwal (DIN: 00124082), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the approval of members is hereby accorded to appoint M/s. Mehra Goel & Co., Chartered Accountants, (Firm's Registration No. 000517N), as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the Twenty-Seventh Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting, in place of M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm's Registration No. 002304N) whose tenure expires at the conclusion of Twenty-Seventh Annual General Meeting, at a remuneration of ₹ 4,50,000/- per year plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred by them, in connection with the statutory audit of the Company."

SPECIAL BUSINESS:

4. To re-appoint Mr. Ramesh Chander Khandelwal (DIN:00124085) as Whole-time Director and fix his remuneration and to consider and if thought fit to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to requisite approval of Central Government, if necessary, and such other approval as may be required, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time, the approval of the members be and is hereby accorded to re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 1st October, 2021 to 30th September, 2024 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 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.

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

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

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of sections 197 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;

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

5. To re-appoint Mr. Pramod Khandelwal (DIN:00124082) as Managing Director and fix his remuneration and to consider and if thought fit to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to requisite approval of Central Government, if necessary, and such other approval as may be required, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time, the approval of the members be and is hereby accorded to re-appoint Mr. Pramod Khandelwal (DIN:00124082) as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 1st October, 2021 to 30th September, 2024 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 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.



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

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

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of sections 197 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;

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

6. To appoint Ms. Rupali Aggarwal (DIN: 08740470) as Non-Executive Independent Director of the Company and to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Ms. Rupali Aggarwal (DIN: 08740470), 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 1st July 2021 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, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations 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. Rupali Aggarwal (DIN: 08740470), 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 01st July, 2021 to 30th June, 2023 , 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 give effect to the above resolution."

7. To approve material related party transactions with M/s Khandelwal Busar Industries Private Limited and to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 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) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into 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, for sale, purchase, transfer, job work or receipt of products, goods, materials, assets or services and leasing of property of any kind for a sum not exceeding ₹ 75.00 (Rupees Seventy Five) Crores, at arm's length basis and in the ordinary course of business, for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities 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.

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, deeds, applications and returns along with filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution."

8. To ratify the remuneration of Cost Auditors for the financial year 2021-22 and to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration payable to Mr. Ramawatar Sunar, Cost Accountant (Firm's Registration No. 100691), amounting ₹ 50,000/- (Rupees Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and as approved by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2021-22, 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, deeds, applications and returns along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution."

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

Sd/-

Ayati Gupta

Company Secretary
Membership No. A63811

Date :10th August, 2021

Place : New Delhi

Registered Office:

912, Hemkunt Chambers,

89, Nehru Place, New Delhi 110019

CIN: L74899DL1994PLC063387

Website: www.mcil.net

e-mail: info@mcilindia.net

Phone: 011-41808125



NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No. 14/2020 dated 08th April, 2020, circular No. 17/2020 dated 13th April, 2020, circular No. 20/2020 dated 05th May, 2020, and read together with Circular No.02/2021 dated 13th January, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars, the Meeting of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. An explanatory statement pursuant to Section 102(1) of the Act & Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), relating to the special business under item number 4 to 8 to be transacted at the AGM is annexed hereto and forms part of this Notice.
3. Pursuant to the provisions of Section- 105 of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the relevant MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map of the venue of the AGM are not annexed to the Notice.
4. The attendance of the members in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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 csabhinavagarwal101@gmail.com with copies marked to the Company at cs@mcilindia.net and to its RTA at delhi@linkintime.co.in.
6. In pursuance of the relevant MCA and SEBI Circulars, notice of AGM and the Annual Report of the Company for the financial year 2020-21 comprising audited financial statements for the financial year 2020-21, Auditor’s Reports, Board’s Report and all other documents required to be attached thereto (“Annual Report 2020-21”) are being sent only through email to those members whose email addresses are registered with the Company or the depositories / depository participants. Members may note that the Notice of the AGM and Annual Report 2020-21 will also be available on the website of the Company at www.mcil.net, the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of Company’s RTA at <https://instavote.linkintime.co.in>. Members can attend and participate in the AGM through VC/OAVM facility only.
7. In case of joint holders, 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 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.

9. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent i.e. Link Intime India Private Limited (hereinafter referred to as "RTA") of the Company 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.
10. In terms of Section 152 of the Act, Mr. Pramod Khandelwal (DIN: 00124082) 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 26 & 36 of the Listing Regulations and SS-2, the particulars of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice.
11. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed. Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
12. Shareholders seeking any information with regard to accounts or any other matter contained in Notice and Annual Report are requested to write to the Company at least 10(Ten) days before the date of AGM so as to enable the management to make available relevant information at the AGM.
13. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA of the Company.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated 02nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. In this regard, members may contact the Company or Company's RTA, M/s. Link Intime India Private Limited.
15. 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 filled in the Company or Company's RTA, M/s. Link Intime India Private Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA enclosing the share certificates for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the RTA of the Company, immediately of:



- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, IFSC, account number and address of the bank with pin code number, if not furnished earlier.
17. 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 upto the financial year ended 31st March, 2013, 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 i.e. www.mcil.net and also on the website of MCA.
18. In compliance with the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date and Regulation 44 of the Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) there of for the time being in force) and the SS-2 issued by The Institute of Company Secretaries of India [hereinafter referred to as "ICSI"] the Company is pleased to provide a facility to its members to exercise their right to vote from a place other than the venue of the AGM ("remote e-voting"), on all resolutions proposed to be considered at the AGM electronically through electronic voting (E-voting) services facilitated by the Link Intime India Private Limited (hereinafter referred to as "LIPL"). 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 system 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.
19. Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses by writing to the Company at cs@mcilindia.net or to the RTA of the Company along with the copy of the signed request letter mentioning their folio no. alongwith self attested copy of the PAN card and any document i.e. Driving License, Election Identity Card, Passport or Aadhaar Card. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
20. The remote e-voting period commences on Sunday, 12th September, 2021 at 9:00 a.m. IST and ends on Wednesday, 15th September, 2021 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 of Thursday, 9th September, 2021, may cast their vote electronically. The remote e-voting module will be disabled by LIPL 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. Thursday, 9th September, 2021, may obtain the User ID and password by sending a request at cs@mcilindia.net.



21. Pursuant to SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021, as per the detailed instructions given below. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.



Type of shareholders	Login Method
	<ul style="list-style-type: none"> • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> • Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. 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/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).



Type of shareholders	Login Method
	<ul style="list-style-type: none"> • Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/Mutual Fund/Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian/Mutual Fund/Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members 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 minimum 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 have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - 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 Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 (Three) days in advance with the company on the cs@mcilindia.net.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company
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.
6. 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 Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.



22. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off Date and as per the Register of Members of the Company.
23. The Board has appointed M/s A Abhinav & Associates, Practicing Company Secretaries (ACS No. 46266, CP No. 17590) as the Scrutinizer for conducting the e-voting process and voting at the AGM in a fair and transparent manner.
24. 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.
25. 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. www.mcil.net and on the website of LI IPL i.e. <https://instavote.linkintime.co.in>.

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

**Sd/-
Ayati Gupta**
Company Secretary
Membership No. A63811

Date :10th August, 2021

Place : New Delhi

Registered Office:

912, Hemkunt Chambers,
89, Nehru Place, New Delhi 110019
CIN: L74899DL1994PLC063387
Website: www.mcil.net
e-mail: info@mcilindia.net
Phone: 011-41808125



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

Pursuant to Section 102 (1) of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 3 to 8 of the accompanying Notice:

ITEM NO. 3

The Members of the Company at the 22nd Annual General Meeting (“AGM”) held on 21st September, 2016 had appointed M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm registration No. 002304N) as the Statutory Auditors for a second term of 5 (five) consecutive years which is valid till conclusion of the 27th AGM of the Company. The tenure of office of M/s. Vinod Kumar & Associates, Chartered Accountants, as Statutory Auditors of the Company will expire with the conclusion of 27th AGM of your Company in terms of the said approval and Section 139 and 142 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The present remuneration of Statutory Auditors for conducting the audit for the financial year 2020-21 is ₹ 4.50 lacs plus Goods and Services Tax as applicable, and reimbursement of out-of-pocket expenses incurred by them.

The Board of Directors of the Company (“the Board’), on the recommendation of the Audit Committee (“the Committee’), recommended for the approval of the Members, the appointment of M/s. Mehra Goel & Co., Chartered Accountants, (Firm’s Registration No. 000517N), as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of this AGM till the conclusion of the 32nd AGM.

On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of Mehra Goel & Co. of ₹ 4,50,000/- per year plus Goods and Services Tax as applicable, and reimbursement of out-of-pocket expenses incurred by them, in connection with the statutory audit of the Company.

The Committee considered various parameters as experience in diversified segment, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc. and found Mehra Goel & Co. to be best suited for the Audit of the financial statements of the Company.

Mehra Goel & Co., established in the year 1963 and has a team strength of more than 100 employees including 35 Chartered Accountants. The firm is a member of Morison KSi, one of the top accounting associations of the world with over 130 member firms.

Mehra Goel & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

ITEM NO. 4 & 5

The Company at its 24th Annual General Meeting had re-appointed Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director and Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director of the Company for a period of 3 (Three) years with effect from 1st October, 2018 to 30th September, 2021. The Board of Directors of the Company at its meeting held on 10th August, 2021 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, 2021 to 30th September, 2024 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, as amended from time to time, and subject to requisite approval of Central Government, if necessary and such other approval as may be required, (including any statutory modification(s) or re-enactment(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.

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

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

The details of Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal as required to be given pursuant to the provisions of SEBI (LODR) Regulations, 2015 and SS-2, issued by the ICSI are provided in the “**Annexure-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. 4 & 5 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. 4 & 5 of the Notice.

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



ITEM NO. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Rupali Aggarwal (DIN: 08740470) 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 years i.e. from 01st July, 2021 to 30th June, 2023, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the 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. Rupali Aggarwal (DIN: 08740470) has been included in the data bank maintained by the Indian Institute of Corporate Affairs.

The Company has received the declaration from Ms. Rupali Aggarwal 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. Rupali Aggarwal 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. Rupali Aggarwal, other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting.

ITEM NO. 7

M/s. Khandelwal Busar Industries Private Limited (“KBIPL”) is a related party within the meaning of Section 2(76) of the Companies Act, 2013 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 Companies Act, 2013 and the 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 ten percent of the turnover of the Company. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

Name of the Related Party	M/s. Khandelwal Busar Industries Private Limited
Name of the Director or Key Managerial Personnel who is related and relationship	Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Whole Time Director of the Company are directors in KBIPL.
Material Terms of the Contracts/ Arrangements/ Transactions	Sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind etc. on arm's length basis.
Monetary Value	The value of transactions is likely to be a maximum amount of ₹ 75.00 (Seventy five) crore.
Other information	All prices with KBIPL are agreed based on market competitiveness. The material contracts/arrangements/transactions with KBIPL have been approved by the Audit Committee and Board of Directors and recommending the same to the Members of the Company for their approval.



As per the requirements of Regulation 23(4) of the 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 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 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Hence, it is proposed to accord Members' approval for the related party Contract(s) / Arrangement(s) / Transaction(s) with KBIPL during Financial Year 2021-22, as mentioned in Item No. 7 of the Notice.

The Board recommend the resolution set out at Item No. 7 of the Notice as ordinary resolution for approval of the shareholders.

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.

ITEM NO. 8

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice.

The Board of Directors at its meeting held on 30th June, 2021 on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Mr. Ramawatar Sunar, Cost Accountant (Firm's Registration Number 100691) to conduct the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes & re-imbursment of out-of pocket expenses.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2021-22.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.



ANNEXURE 1

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

[Pursuant to Regulation 36 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	Ms. Rupali Aggarwal
DIN	00124082	00124085	08740470
Date of Birth Age	28 th June, 1966 55 Years	31 st December, 1950 70 Years	17 th March, 1989 32 Years
Date of appointment on the Board	15 th May, 1995	12 th December, 1994	30 th June, 2021
Qualifications	B.Com (Hons.), FCA	BE (Mech.)	M. Com., LLB & Company Secretary
Experience and Expertise	More than 32 years of industrial experience. He controls and looks after all the financial, commercial and marketing aspect of the Company. He brings with him a rich experience of more than 5 years with Hindustan Uniliver Limited where he held various managerial positions.	More than 48 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.	10 Years experience in multiple industries and have expertise in the secretarial and legal matters.
Number of Meetings of the Board attended during the year	6 out of 6	6 out of 6	NA
List of Directorship / Membership / Chairmanship of Committees of other Board	Directorship: Private Company Khandelwal Busar Industries Private Limited Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 st March, 2021.	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, 2021.	Directorship: Private Company Vocal4local Consultants Private Limited
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	12,13,390 equity shares	10,43,858 equity shares	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	<p>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</p> <p>The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.</p> <p>Remuneration last drawn is ₹ 183.60 Lakh during the financial year 2020-21.</p>	<p>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</p> <p>The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.</p> <p>Remuneration last drawn is ₹ 183.60 Lakh during the financial year 2020-21.</p>	<p>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</p> <p>Remuneration sought to be paid - Sitting Fees as may be approved by the Board of Directors in accordance with the applicable provisions of the law.</p> <p>Remuneration last drawn - NA</p>
shareholding of non-executive directors	NA	NA	Nil
Justification for choosing the appointees for appointment as Independent Directors	NA	NA	Vast experience in multiple industries such as Automotive, Sugar, real estate etc. and have expertise in the secretarial and legal matters



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. 4 AND 5 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:

(₹ in lacs)

Financial Parameters	Years ended		
	2020-21	2019-20	2018-19
Gross Sales/ operational Income	9411.65	12,016.98	15,406.47
Net Profits / (Loss) (Before Tax)	343.21	386.63	407.91
Dividend %	-	-	5%

5. Foreign investments or collaborators, if any:

None

II. Information about the appointees:

1. Background details**Mr. Pramod Khandelwal**

Mr. Pramod Khandelwal, aged 55 years is a Chartered Accountant having more than 32 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 70 years is a Mechanical Engineer having more than 48 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	183.60	183.60



3. Recognition or awards

Mr. Ramesh Chander Khandelwal is Vice President of Faridabad Chamber of Commerce and Industries. He is also the President of Khandela Dham, Khandela Jaipur, 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 55 years is a Chartered Accountant having more than 32 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 70 years is a Mechanical Engineer having more than 48 years of industrial experience. During his tenure he has served as key executive in different institutions / companies. He takes care of manufacturing function and also decides on key technical aspects of operations. His dedication and commitment to the growth of the company as well as his technical expertise in C.R. manufacturing and galvanizing has helped the company in substantially improving the efficiencies with minimum investments in infrastructure. Owing to his leadership skills, he was also elected as vice president of Faridabad Chamber of Commerce and Industries.

5. Remuneration proposed

As set out in Item No. 4 & 5 of the Notice of the Annual General Meeting.

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

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

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

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

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

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

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

Date :10th August, 2021

Place : New Delhi

Registered Office:

912, Hemkunt Chambers,

89, Nehru Place, New Delhi 110019

CIN: L74899DL1994PLC063387

Website: www.mcil.net

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Phone: 011-41808125

**Sd/-
Ayati Gupta**
Company Secretary
Membership No. A63811