



METAL COATINGS (INDIA) LIMITED

CIN: L74899DL1994PLC063387,

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

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

NOTICE

NOTICE is hereby given that the 25th (Twenty-Fifth) Annual General Meeting (hereinafter referred to as "AGM") of the Members of **Metal Coatings (India) Limited** will be held on Tuesday, 24th September, 2019 at 10:30 a.m. (IST) at Hotel - The Legend INN, E – 4, East of Kailash, New Delhi-110 065, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend of Re 0.50 per Equity Share of the Company for the Financial Year ended 31st March, 2019.
3. 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.

SPECIAL BUSINESS:

4. To appoint Mr. Santosh Khandelwal (DIN: 08279310) as an Independent Director of the Company and to consider and if thought fit to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Santosh Khandelwal (DIN: 08279310), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 14, 2018 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 ("Act") and article 89 of the Articles of Association of the Company 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 his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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 ("SEBI

Listing Regulations"), as amended from time to time, the appointment of Mr. Santosh Khandelwal (DIN: 08279310), 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 SEBI 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 five years commencing November 14, 2018 to November 13, 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."

5. 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 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification (s) or re-enactment 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 ("SEBI 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 SEBI Listing Regulations, for sale, purchase, transfer, job work or receipt of products, goods, material, assets or services for a sum not exceeding Rs. 75 (Seventy Five) crore, at arm's length basis and in the ordinary course of business, for the Financial Year 2019-20.



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, 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 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 ratify the remuneration of Cost Auditors for the Financial Year 2019-20 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 (“Act”) and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to Mr. Ramawatar Sunar, Cost Accountant (Firm Registration No. 100691), amounting Rs. 40,000/- (Rupees Forty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and as approved by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2019-20, be and is hereby ratified and confirmed;

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

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

**Date : 12th August, 2019
Place : New Delhi**

**Sd/-
Piyush Jain
Company Secretary**

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 (hereinafter referred to as the "Act"), a person can act as a proxy on behalf of not more than 50 (fifty) members and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing the proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 (forty eight) hours before the commencement of the meeting. A proxy form is annexed to this report.
2. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution together with their specimen signature pursuant to Section 113 of the Act, authorising their representative to attend and vote on their behalf at the AGM.
3. An explanatory statement pursuant to Section 102(1) of the Act, relating to the special business under item number 4 to 6 to be transacted at the AGM is annexed hereto and forms part of this Notice.
4. In case of joint holders attending the AGM, only such joint holder(s) whose name appears higher in the order in the Register of Members will be entitled to vote at the AGM.
5. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members, Proxies and Authorised Representatives are requested to carry their attendance slip(s) and copy of the Annual Report to the AGM.
6. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain close from Wednesday, 18th September, 2019 to Tuesday, 24th September, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ending 31st March, 2019, if declared at the AGM.
7. The Dividend on Equity Shares, if declared at the AGM, as recommended by the Board of Directors, will be credited /dispatched on or after 29th September, 2019, to those members whose names appear as Members in the Register of Members of the Company as on the cut-off date i.e. Tuesday, 17th September, 2019.

8. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent (hereinafter referred to as "RTA") of the Company i.e. Link Intime India Private Limited and members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
9. 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 commends his re-appointment.

Pursuant to Regulation 26 & 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI Listing Regulations"] and Secretarial Standard – 2 on General Meeting [hereinafter referred to as SS – 2] the particulars of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice.
10. The Members of the Company had appointed M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm registration No. 002304N) as the Statutory Auditors at the 22nd (Twenty Second) AGM of the Company for second term of 5 (five) consecutive years till the conclusion of 27th (Twenty Seventh) AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs (herein after referred to as 'MCA'), the requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every AGM has been removed. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors in this Notice.
11. Shareholders seeking any information with regard to accounts or any other matter contained in Notice and Annual Report are requested to write to the Company at least 10(Ten) days before the date of AGM so as to enable the management to make available relevant information at the AGM.
12. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA of the Company.
13. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect



from April 01, 2019, except in case of request received for transmission or transposition of securities. 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. Members may contact the Company or Company's RTA, M/s. Link Intime India Private Limited.

14. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of this AGM. The aforesaid documents will also be available for inspection by members at the AGM.
15. In terms of Section 72 of the Companies Act, 2013, the Members of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Members desirous of availing this facility may submit nomination in form SH-13.
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, 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, 2008, 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. No Dividend was declared by the Company for the Financial Year 2008-09, 2009-10 and 2010-11. The unpaid or unclaimed dividend for the period 2011-12 will be transferred to the IEPF in the Financial Year 2019 – 20 and as per Section 124(6) of the Companies Act, 2013 those shares in respect of which dividend has not been encashed or claimed for seven consecutive years shall also be transferred to the IEPF. Further, pursuant to the provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed amounts on the website of the Company i.e. www.mcil.net and also on the website of MCA. Members who have so far not encashed the Dividend are advised to correspond with the Company / RTA of the Company quoting their folio number/ DP ID & Client ID.
18. The Notice of AGM, Annual Report, Attendance Slip, Proxy Form and the route map of the venue of the AGM are being sent in electronic mode to members whose e-mail addresses are registered with the Company's RTA or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report, Attendance Slip and the route map are being sent to those members who have not registered their e-mail addresses with the Company's RTA or Depository Participant(s). Members who have received the notice of AGM, Annual Report, Attendance Slip and the route map in electronic mode are requested to print the attendance slip and submit a duly filled-in attendance slip at the registration counter at the AGM.
19. 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 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 Link Intime India Private Limited (hereinafter referred to as "LI IPL"). The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
20. The remote e-voting period commences on Friday, 20th September, 2019 (9:00 am IST) and ends on Monday, 23rd September, 2019 (5:00 pm IST). During



this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date of Tuesday, 17th September, 2019, 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.

The instructions to members for voting electronically are as under:

- i. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- ii. Click on "Login" tab, available under 'Shareholders' section.
- iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- iv. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
- v. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the Company/RTA's record are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.

DOB/ DOI OR Bank Account Number	<p>Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) in dd/mm/yyyy format or Bank Account number as recorded with depository participant or in the Company/RTA's record for the said demat account or folio number.</p> <ul style="list-style-type: none"> • If the above mentioned details are not with the depository participants or company, please enter Folio number in the Bank Account number field.
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If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

- Click on Forget Password
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholder's registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer or PAN, DOB/ DOI, Dividend Bank Details and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- vii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
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'.
- viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.



- ix. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, 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.
- x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xi. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- xii. Note for Non – Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
- xiii. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- xiv. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- xv. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
21. 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.
22. The Board has appointed Mr. Hemant Kumar Singh, Company Secretary, Partner of M/s Hemant Singh & Associates, Company Secretaries (FCS No. 6033, CP No. 6370) as the Scrutinizer for conducting the e-voting process and voting at the AGM in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and will submit, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast (e-voting & ballot) in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
25. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.mcil.net and on the website of LIPL i.e. <https://instavote.linkintime.co.in> within 3 (three) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange where the equity shares of the Company are listed i.e. BSE Ltd.
26. The Notice along with the Annual Report for the Financial Year 2018-19 is also available on the website of the Company, i.e., www.mcil.net. A Route Map showing directions to reach to the venue of the AGM of the Company is given at the end of this Notice as per the requirement of the SS - 2 issued by ICSI.

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

Sd/-

**Piyush Jain
Company Secretary**

Date : 12th August, 2019

Place : New Delhi

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

Pursuant to Section 102 (1) of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 4 to 6 of the accompanying Notice:

ITEM NO. 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Santosh Khandelwal (DIN: 08279310) as an Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from November 14, 2018 to November 13, 2023, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act, the 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 their candidature for the office of the Director.

The Company has received the declaration from Mr. Santosh Khandelwal to the effect that he 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 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, Mr. Santosh Khandelwal fulfills the conditions specified in the Act, Rules and the SEBI Listing Regulations for appointment as Independent Director and he is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

ITEM NO. 5

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 ("SEBI Listing Regulations").

In terms of the provisions of Section 188 of the Companies Act, 2013 and the SEBI Listing Regulations, the contracts/arrangements/transactions relating to sale, purchase, transfer or receipt of goods, materials, assets or services 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 etc. on arm's length basis.

Monetary Value: The value of transactions is likely up to an amount of Rs. 75 (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 recommending the same to the Members of the Company for their approval.

None of the Directors except Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Whole Time Director of the Company or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

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 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) with KBIPL during Financial Year 2019-20, as mentioned in Item No. 5 of the Notice.

ITEM NO. 6

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 24th May, 2019 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 2019-20 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand



Only) plus applicable taxes & re-imburement 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2019-20. 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. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

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

Pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, the particulars of the Director seeking appointment/ re-appointment at the AGM are given below:

SANTOSH KHANDLWAL (DIN: 08279310)

Mr. Santosh Khandelwal, aged 45 years, holds degree in Bachelor of Arts and has over 25 years of industrial experience and corporate management. He was appointed as an Additional Director of the Company on 14th November, 2018. He is currently the member in Audit Committee and Nomination and Remuneration Committee of the Company.

Except sitting fees for attending meetings of the Board / Committees, he is not entitled to any other remuneration from the Company. He does not hold any directorship in any other companies. He is not related to any Director of the Company. He does not hold any Equity Shares of the Company.

PRAMOD KHANDLWAL (DIN: 00124082)

Mr. Pramod Khandelwal, aged 53 years is Managing Director of the Company. He is a rank holder Chartered Accountant having more than 29 years of industrial experience. He controls and looks after all the financial, commercial and marketing aspect of the Company. He brings with him a rich experience of more than 5 years with Hindustan Unilever Ltd. During his tenure at Hindustan Unilever Ltd. he held various managerial positions. He is Director of the Company since 15th May, 1995. He is also member of Stakeholder's Relationship Committee of the Company. He attended all the Board Meetings held during the financial year 2018-19. He is also the Director of Khandelwal Busar Industries Private Limited and does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31st March, 2019. He is not related with any Directors and Key Managerial Personnel of the Company. As on 31st March, 2019, he holds 12,13,390 equity shares of the Company. During the FY 2018-19, he drew Rs. 134.61 lacs as remuneration from the Company.

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

**Date : 12th August, 2019
Place: New Delhi**

**Sd/-
Piyush Jain
Company Secretary**



METAL COATINGS (INDIA) LIMITED

CIN: L74899DL1994PLC063387,

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

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

PROXY FORM

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

25th Annual General Meeting – 24th September, 2019

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

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

1. Name : E-mail Id.....

Address : Signature....., or failing him / her

2. Name : E-mail Id.....

Address : Signature....., or failing him / her

3. Name : E-mail Id.....

Address : Signature.....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Tuesday, 24th September, 2019 at Hotel – The Legend INN, E-4, East of Kailash, New Delhi-110065 at 10.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Subject matter of Resolution	Vote Optional*	
		For	Against
Ordinary Business			
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2019 and the reports of the Board of Directors and Auditors thereon.		
2.	To declare a Dividend of Re 0.50 per Equity Share of the Company for the Financial Year ended 31 st March, 2019		
3.	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.		
Special Business			
4.	To appoint Mr. Santosh Khandelwal (DIN: 08279310) as an Independent Director of the Company.		
5.	To approve material related party transactions with M/s Khandelwal Busar Industries Private Limited.		
6.	To ratify the remuneration of Cost Auditor of the Company for the Financial Year ending 31 st March, 2020.		

Signed this day of 2019.

Affix
Revenue
Stamp

.....
Signature of shareholder(s)

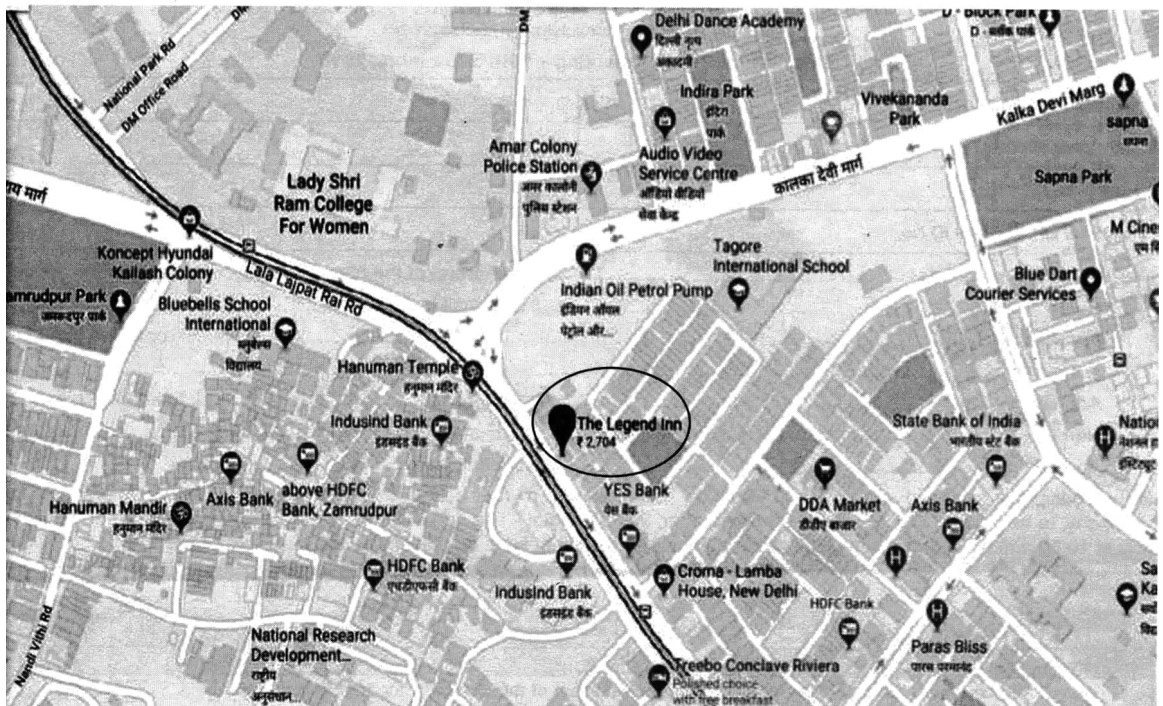
.....
Signature of Proxy holder(s)

NOTES:

- This form of proxy in order to be effective should be duly stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- It is optional to indicate your preference. If you leave the "For", and "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

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





METAL COATINGS (INDIA) LIMITED

CIN: L74899DL1994PLC063387,

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

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

ATTENDANCE SLIP

25th Annual General Meeting – 24th September, 2019

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

I/We hereby record my/our presence at the 25th Annual General Meeting of the members of the Company held on Tuesday, 24th September, 2019 at 10:30 a.m.(IST) at Hotel - The Legend INN, E - 4, East of Kailash, New Delhi-110 065

Signature of the Shareholder / Proxy Present

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

ELECTRONIC VOTING PARTICULARS

Event No.	User ID	Sequence Number / PAN
190193		

Note: Please read the instructions printed under the Note No. 20 to the Notice of the 25th (Twenty Fifth) Annual General Meeting regarding voting through electronic means. The voting period starts from Friday, 20th September, 2019 (9:00 am IST) and ends on Monday, 23rd September, 2019 (5:00 pm IST). The voting module shall be disabled by LIPL for voting thereafter.

