



NOTICE

NOTICE is hereby given that the 26th (Twenty-Sixth) Annual General Meeting (hereinafter referred to as “AGM”) of the Members of **Metal Coatings (India) Limited** (‘the Company’) will be held on Tuesday, the 29th September 2020 at 11:30 a.m. 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, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 (“Act”), 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, materials, assets or services and leasing of property of any kind for a sum not exceeding ₹75.00 Crores (Rupees Seventy Five Crores only) at arm’s length basis and in the ordinary course of business, for the Financial Year 2020-21.

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 to give effect to the above resolution.”

4. To approve the limits for the loans and investments by the Company 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 section 186 and other applicable provisions, if any, of the Companies Act 2013 (the “Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the provisions of the Company’s Memorandum and Articles of Association and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors to make investment/acquisition for an amount not exceeding ₹30.00 Crores (Rupees Thirty Crores only) by way of subscription, purchase or otherwise in the equity shares, preference shares, units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. (referred as “the Securities”) issued by banks, body corporate(s), entity(ies), trust(s), Central or State Government, from time to time in one or more tranches as the Board may in their absolute discretion deem beneficial and in the interest of the Company notwithstanding that such investments/acquisitions in the Securities are in excess of the limits prescribed



under Section 186 of the Companies Act, 2013 and on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of 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 to give effect to the above resolution.”

5. To ratify the remuneration of Cost Auditors for the Financial Year 2020-21 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 ₹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 2020-21, 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 to give effect to the above resolution.”

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

Sd/-

Kapil Sharma
Company Secretary
Membership No. A61928

Date : 28.08.2020
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”) vide its circular No. 20/2020 dated May 05, 2020 read with circular No. 14/2020 dated April 08, 2020, circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 (“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 (“Act”), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC/OAVM. Further, Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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 3 to 5 to be transacted at the AGM is annexed hereto and forms part of this Notice.
3. Pursuant to the provisions 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 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. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) 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.
5. The Notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company’s RTA/Depositories in accordance with the aforesaid MCA Circulars and SEBI circular. Members may note that the Notice of AGM and Annual Report for the financial year 2019-20 will also be available on the Company’s website i.e. www.mcil.net, 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.
6. 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.
7. 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.
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. Ramesh Chander Khandelwal (DIN: 00124085) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment. Pursuant to Regulation 26 & 36 of the SEBI Listing Regulations and SS-2, the particulars of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice.
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 or 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. In this regard, members may contact the Company or Company's RTA, M/s. Link Intime India Private Limited.
14. 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.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA enclosing the share certificates for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the RTA of the Company, immediately of:
 - 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.
16. Pursuant to the provisions of Section 124 of the Act, the applicable rules and amendments thereto and notifications issued by the MCA from time to time, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the due date and all those shares in respect of which dividend has not been encashed or claimed by Members for 7 (seven) consecutive years or more 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, 2012 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.
17. 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, 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 "LIIPL"). 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.
18. **Process for registration of email id for obtaining Annual Report and user id/password for E-voting:**

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at cs@mcilindia.net 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 Aadhar Card. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.

19. The remote e-voting period commences on Friday, 25th September, 2020 (9:00 am IST) and ends on Monday, 28th September, 2020 (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, 22nd September, 2020, 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.
20. Instructions for e-voting and joining the Annual General Meeting are as follows:

Remote e-Voting Instructions for shareholders are as under:

- i. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-
 - A. **User ID:** Enter your User ID
 - 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** 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/RTA 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/RTA - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company/RTA.
 - Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
 - 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).
- Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- ii. Click on “Login” under ‘SHARE HOLDER’ tab.
- iii. Enter your User ID, password and image verification code (CAPTCHA) and click on “SUBMIT”.
- iv. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
- v. E-voting page will appear.



- vi. 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).
- vii. 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.
- viii. 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.

If you 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 code (CAPTCHA). Click on "SUBMIT".
 - i. In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address.
 - ii. Shareholders/Members 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.
 - iii. 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.
 - iv. 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 the 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". Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and Insta Vote E-voting instructions 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:

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/RTA 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/RTA.
- **Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).**



You may call upon the InstaMeet Support Desk for any support on the dedicated number - Tel: 022-49186175 or may send an e-mail to instameet@linkintime.co.in.

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.
7. Shareholder who would like to speak during the meeting are requested to:
 - a. download and install the Webex application in advance by clicking on the link i.e. <https://www.webex.com/download.html/>
 - b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and E-mail ID and click on join now.

1(a) If you have already installed the Webex application on your device, join the meeting by clicking on join now

1(b) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or run a temporary application. Click on run a temporary application, an exe file will be download Click this exe file to run the application and join the meeting by Clicking on join now

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:

- i. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- ii. 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’.
- iii. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- iv. 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’.
- v. 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.
- vi. 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 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 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.

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 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.
23. 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 'InstaMeet' 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.
24. 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 48 hours from the conclusion of the AGM. The voting result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, 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/-

**Kapil Sharma
Company Secretary
Membership No. A61928**

**Date : 28th August, 2020
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 5 of the accompanying Notice:

ITEM NO. 3

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 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 up to an amount of ₹75.00 crores (Seventy five crores only.)
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.

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)/Transaction(s) with KBIPL during Financial Year 2020-21, as mentioned in Item No. 3 of the Notice.

The Board recommend the resolution set out at Item No. 3 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 relative none of the Directors/KMP/their relatives of the Company are interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment/ acquisition in securities which includes equity shares, preference shares, units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. issued by banks, body corporate(s), entity(ies), trust(s), Central or State Government as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders/members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding ₹30.00 crores (Rupees Thirty Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommend the resolution set out at Item No. 4 of the Notice as Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

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 29th July, 2020 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 2020-21 at a remuneration of ₹50,000/- (Rupees Fifty 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2020-21.

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. 5 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 5 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:

RAMESH CHANDER KHANDELWAL (DIN: 00124085)

Mr. Ramesh Chander Khandelwal, aged 69 years is a Mechanical Engineer having more than 47 years of industrial experience. During his tenure he has served as key Executive in different institutions/companies. He looks after the Technical and Manufacturing Operations of the Company. He is Director of the Company since 12th December, 1994. He is also member of Stakeholder's Relationship Committee of the Company. He had attended all the Board Meetings held during the financial year 2019-20. 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, 2020. He is not related with any Directors and Key Managerial Personnel of the Company. As on 31st March, 2020, he holds 10,43,858 equity shares of the Company. During the FY 2019-20, he drew ₹156.46 lacs p.a. as remuneration from the Company.

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

Sd/-

Kapil Sharma
Company Secretary
Membership No. A61928

Date : 28th August, 2020
Place : New Delhi

Registered Office:
912, Hemkunt Chambers 89, Nehru Place
New Delhi 110019
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Website: www.mcil.net
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