

**METAL COATINGS (INDIA) LIMITED**  
**PROCEEDINGS OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING**

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Day : Thursday  
Date/Time : 16<sup>th</sup> September, 2021 / 12.30 p.m.  
Venue : Through video-conferencing facility

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**Ayati Gupta:** : Good afternoon ladies and gentlemen. Welcome to the 27<sup>th</sup> Annual General Meeting of Metal Coatings (India) Limited through video conferencing and other audio-video means. For the smooth conduct of the meeting, the members will be in the mute mode and audio and video will be opened when a member will speak at the meeting. I now request Mr. Ramesh Chander Khandelwal, Chairman, to initiate the proceedings of Annual General Meeting. Over to you Chairman sir.

**Mr. Ramesh Chander Khandelwal:**

Good Afternoon ladies and gentlemen. First, let me introduce myself. My name is Ramesh Chander Khandelwal. I am Chairman & Whole Time Director of your Company and I will be chairing this meeting today.

Now, I request the Company Secretary Miss. Ayati Gupta please confirm the quorum.

**Ayati Gupta:**

Thank you Chairman sir. Presently sufficient number of members have already joined through INSTA MEET system as per the requirement of Section 103 of Companies Act, 2013. Quorum is present and meeting is duly constituted, thank you.

**Mr. Ramesh Chander Khandelwal:**

Thank you Ayati. The quorum being present may I now call the meeting to order. On behalf of the Board of Directors, I want to thank you all for taking the time out to join us today and I extend a very warm welcome to each one of you present at this 27<sup>th</sup> Annual General Meeting of your Company. It gives me great pleasure to welcome you all. Your support and confidence in us, even in uncertain times like these, drives us to look for more ways to do more, and create greater value.

As the continued impact of the Covid-19 pandemic necessitates adoption of safety precautions to arrest its spread, therefore like the last year, we are once again meeting virtually through video conferencing or other audio/visual means and this is in compliance with the companies act 2013, read with relevant circulars issued by the Ministry of Corporate Affairs, Government of India and Securities Exchange Board of India which exempt physical attendance of the members to the AGM venue. I fully accept that it is not as intimate and as personal as a medium of meeting in person; I hope next year we will meet in person but for now this is the safest and most optimal medium.

I hope each one of you and your loved ones are safe, healthy and following social distancing norms taking all other precautions as per the guidelines issued by the Government authorities and I also hope that all of you are vaccinated or on your way to getting the same, so that we can emerge out of this pandemic stronger and return back to our normal lives. I also wish to express solidarity with all those who have lost their loved ones and I wish a speedy recovery to those who are infected or battling with this Covid-19 pandemic.

I now request that all of us observe a minute of silence in memory of the departed souls.

**(ONE MINUTE PAUSE)**

Before we start the proceedings of the meeting, Let me take this opportunity to introduce the members of the board and other officers attending the meeting. I would request the concerned person to acknowledge when I introduce.

1. Mr. Pramod Khandelwal, Managing Director of your Company, attending this meeting from Delhi.
2. Mr. Satish Kumar Gupta, Non Executive and Independent Director and Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' relationship committee, attending this meeting from Faridabad.
3. Mr. Santosh Khandelwal, Non Executive and Independent Director and member of the Audit Committee and Nomination and Remuneration Committee attending this meeting from Faridabad.
4. Miss. Rupali Aggarwal, Additional-Non Executive and Independent Director and member of the Audit Committee and Nomination and Remuneration Committee attending this meeting from Gurugram.

We have also with us :

Mr. R. A. Sharma, Chief Financial Officer, attending this meeting from Faridabad

Miss. Ayati Gupta, Company Secretary & Compliance Officer, attending this meeting from Faridabad

Mr. Mukesh Dadhich, Partner of M/s Vinod Kumar & Associates, Statutory Auditor,

Mr. Chandraprakash, Internal Auditor

Mr. Ankit Vaid, Partner of M/s CPA & Co., Secretarial Auditor

Mr. Abhinav Agarwal of M/s A Abhinav & Associates, Practicing Company Secretary, scrutinizer of the Remote E-voting and E-voting during the AGM.

I request Miss. Ayati Gupta , Company Secretary and compliance officer of the Company, to provided general instructions to the members regarding participation in the meeting.

**Ayati Gupta :**

Thank you Chairman sir.

Good Afternoon Shareholders. It gives me immense pleasure to welcome all of you to the 27<sup>th</sup> Annual General Meeting of Metal Coatings (India) Limited. I request you to take note of flow of the meeting, general instructions regarding participation and voting at this Meeting:

1. Mr. Ramesh Chander Khandelwal, Chairman of the Meeting will formally address you and will brief about your Company's performance for the year ended 31<sup>st</sup> March, 2021 and also about the current scenario of the steel industry.
2. Thereafter the facility to vote shall be provided to the members to exercise their right to vote on resolutions set forth in the Notice calling this Annual General Meeting through electronic voting services facilitated by the Company's RTA - Link Intime India Private Limited.
3. After that Mr. Pramod Khandelwal, Managing Director of your Company, will answer your queries which were sent by you in advance and also the question asked by the members present and who have registered themselves to speak in the meeting. We would also welcome your suggestions, inputs and comments. If you have further queries on business, even if we are not able to respond today, we will be happy to address them in due course.

**Further I would like to inform you general instructions regarding participation and voting at this Meeting:-**

1. The Company has made available the facility to participate in the AGM through video conference or other audio-visual means in terms of the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. The Company has tied up with M/s Link Intime India Private Limited to provide the facility for voting through remote e-Voting, e-Voting during the AGM and participation in the AGM through video conference.
3. The register of members, register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested and other documents required to be kept open at the meeting and all the other documents referred to in the Notice have been made available for inspection in electronic mode to members who have sent a request (if any) for inspection. As the AGM is being held through Video Conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register is not available for inspection. Statutory Registers as mentioned above are also available at Investors Section of the website of Company viz. [www.mcil.net](http://www.mcil.net) till the conclusion of the meeting.
4. During the AGM, if any shareholder faces any technical issues, they may contact the helpline number mentioned in the Notice of the AGM.
5. For the smooth conduct of the meeting, all the members will be in mute mode. Audio and video facility will be enabled for those members who have registered themselves as speaker shareholders, once the Chairman announces to commence question and answer session. Please remember your speaking serial number which will be appearing in the “voting registration message” once you mark your attendance for the meeting. You are requested to speak only when you will be invited to speak as per the serial number. Members who would like to ask questions to the panelist, may ask your queries via active chat-board during the meeting. It may be noted that the Company reserves the right to limit the number of shareholders asking questions depending on the availability of time at the AGM.
6. For better experience, we would request the speaker shareholders to use earphones, so they are clearly audible, verify the network connectivity, ensure Wi-Fi is not connected to any other devices, no other applications are running in the background, and there is proper lighting for good video experience
7. If the shareholder is unable to speak due to connectivity issues, Managing Director will ask the next speaker shareholder to ask the question or offer his/her comments / suggestions. Once the connectivity improves, the concerned speaker shareholder may be called up again to join; only after all the shareholders registered as speakers have completed their turn.
8. Members who have not exercised their vote through the remote e-voting may click the voting button “Cast your vote” which is appearing on the right hand side of your VC meeting screen. You may enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) during registration for InstaMeet and vote.

Please note that as per the requirements of the law, the proceedings of the annual general meeting will be recorded and transcript of the same will be available on the website of the company.

9. In Compliance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice of AGM and Annual Report for the financial year 2020-21 have been sent on 19th August, 2021 only through electronic mode to all the Members whose e-mail IDs are available with the Registrar & Share Transfer Agent of Companies / Depository Participant(s). In the said notice, the Company had also provided the manner in which the members who have not registered their email address can register the same. A facility was provided to all the members whose email addresses were not registered to register the same for limited purpose of receiving the AGM notice, the annual report and login credentials for participating and voting at the AGM.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings, your Company had provided to its members to exercise their right to cast their vote on the resolutions set forth in the Notice convening this Annual General Meeting by means of remote e-voting services facilitated by the Company's RTA - Link Intime India Private Limited. The remote e-voting was commenced on 12<sup>th</sup> September 2021 at 9.00 am and closed on 15<sup>th</sup> September 2021 at 5.00 pm.

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.

Thank you. I would now request Mr. Ramesh Chander Khandelwal, Chairman of the Company, to address the shareholders.

Over to you , sir.

**Mr. Ramesh Chander Khandelwal:**

Dear shareholders

Coming to the performance of your company for the year 2020-21, the revenue from operations of the Company for the year ended 31st March, 2021 decreased to RS. 94.12 Crores as compared to Rs. 120.17 Crores in the previous year. The Company registered a corresponding decrease in profit before tax to Rs.343 lacs as compared to Rs.387 lacs in the previous year. The reduction in revenue from operations was attributable to lower sales due to Covid-19 lockdowns. The year under review saw an unprecedented health crisis following the outbreak of Covid-19 pandemic which substantially disrupted the economic activities. During the year, the Government of India imposed very stringent nation-wide lockdowns which impacted manufacturing activities severely. The demand for the steel was adversely affected as consuming sectors struggled to operate amidst disruption in economic activities, shortage of manpower, working capital constraints and above all, the overbearing uncertainties. The health and safety of our employees was the topmost priority and continues to be so. Responding to the evolving pandemic situation, the Company enhanced safety and hygiene norms at its plant and offices, implemented work from home and followed staggered attendance norms. The risk intelligent culture of the Company helped it maintain its liquidity position and ensured smooth cash flows through efficient working capital management, without need to resort to excessive borrowings.

Post the stringent lockdown, the Indian economy witnessed a gradual resumption of economic activity from Q-2 of 2021-22. Though initially driven by government spending on infrastructure and rural economy, it gained momentum towards the second half, driven by festive demand and return of urban consumption and remained firm during the rest of the fiscal 2021-22. Going forward, post the second wave in April-May 2021 which took a dramatic toll of human lives, and the resultant hesitancy in the consumer returning to the market, the economy is likely to face challenging times in the year 2021-22 too. The ongoing vaccination drive which targets at immunizing 80% of the adult population by Dec. 2021 infuses hopes for a promising H2-FY2022. Going forward, the Indian economy is likely to become the third largest economy by 2030 and the steel industry will play a pivotal role in this growth journey.

The National Steel Policy 2017 seeks to create a globally competitive steel industry in India with steel making capacity of 300 million Tons by 2030-31. With a strong base of technically skilled manpower and access to capital at much lower costs and being one of the fastest growing markets in the world, India has a definite structural advantage for a successful and buoyant steel industry. The government's focus on strengthening the domestic manufacturing base under the "Atmanirbhar Bharat" programme opens up enormous opportunities for steel consumption. The Production Linked Incentive scheme has been introduced in many steel consuming industries such as consumer durables, automobiles, auto components, solar equipment etc which in turn will give fillip to steel demand in India. Moreover, with growing urbanization coupled with changing demographics and higher affordability, the pattern of steel consumption in auto and white goods is fast evolving and rapidly growing, opening up opportunities for the steel industry.

While there is optimism in the outlook based on the positioning of the steel industry and the growth drivers favouring a positive outlook, it is not without the associated risks on the downside. The tsunami of second wave that hit India in Q1 2021-22 was unprecedented in scale and it is hoped that the worst is behind us. Resurgence of infections leading to fresh lockdowns cannot be ruled out, which in turn could lead to demand disruptions as well as lowering of economic activities. Covid-19 which continues to come back in waves across the world even now, is the biggest concern, regardless of the industry one is operating in. The pandemic and the post-pandemic era are an uncharted territory and there is an associated uncertainty in the way the economy might move in the near term. The evolution of the virus and progress of vaccinations, withdrawal of supportive fiscal and monetary policies, geopolitics and trade tensions could all affect the recovery as envisaged. While it is hoped that the worst of the pandemic is past us, there is still considerable uncertainty for the rest of 2021. Beyond the near term uncertainty, it is clear that the post-pandemic world will be unavoidably different and the need to be ahead of the curve is much more imperative now than ever before. Your Company is vigilant and continues to take proactive steps to mitigate all the challenges including those posed by the pandemic.

Now I take this opportunity to express grateful appreciation for the valuable support and co-operation received from Shareholders, suppliers, and all other business associates. The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and looks forward to the continuance of this supportive relationship in the future. Your Directors also place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment, in particular during this unprecedented year. The Directors place on record their special gratitude toward the front line employees who were working in our factories and in the market to ensure that the Company's products reach to the customers.

The flag bearers of fair play and regulations, which includes the regulatory authorities, the esteemed banker, rating agencies, stock exchanges, depositories, auditors, legal advisors, consultants and other stakeholders have all played a vital role in instilling transparency and good governance. The Company deeply acknowledges their support and guidance.

We will now look through the items of businesses to be transacted at this AGM.

The Notice convening the meeting setting out the ordinary and special businesses to be transacted, the explanatory statements thereto, the Annual Report which inter alia comprises Audited Accounts for the year ended 31st March, 2021 has been sent to you in advance. With your concurrence, I shall take them as read.

The Statutory Auditors' report on the Annual financial statements of the Company for the financial year ended 31st March 2021 and the secretarial audit report for the said period do not contain any qualification, observations or comments on financial transactions or matters which would otherwise have adverse effect on the functioning of the company hence the same are not required to be read out as provided in the Companies Act, 2013 and with your permission I shall take them as read.

Since this meeting is being held through Video Conferencing or other audio visual means the resolutions mentioned in the notice convening in this AGM have already been put to vote through remote e-voting hence there is no proposing and seconding of resolutions.

I would like to inform the members that the text of resolutions and the explanatory statement, wherever applicable have been provided in the notice convening this AGM and has been circulated to the members and also available on the website of the company. There are eight agenda items. Let me brief all these.

- 1- Adoption of Audited Financial Statement and reports of the Boards of Directors and Auditors thereon for the Financial Year ended 31st March, 2021.
- 2- Appointment of Director in place of Mr. Pramod Khandelwal, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
- 3- Appointment of Statutory Auditor i.e. M/s. Mehra Goel & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of five consecutive years in place of M/s. Vinod Kumar & Associates, Chartered Accountants whose tenure expires at the conclusion of Twenty-Seventh Annual General Meeting. The text of the resolution is also given in the notice.

Members may kindly note that we are now moving to special business. The objectives, implications and text of these resolutions are also given in the notice of the meeting.

Ladies and gentlemen, since I am interested in item 4, with your consent, may I request Mr. Pramod Khandelwal, Managing Director to take up item 4.

PRAMOD KHANDELWAL:

Thank you Mr. Chairman.

- 4- Re-appointment of Mr. Ramesh Chander Khandelwal as Whole-time Director of the Company liable to retire by rotation, for a period of three years commencing from 1st October, 2021 to 30th September, 2024 and to fix his remuneration

Now, I request Mr. Ramesh Chander Khandelwal to continue with the proceedings of the meeting.  
Thank You.

RAMESH CHANDER KHANDELWAL:

Thank you Mr. Pramod Khandelwal. Friends we now move on to our other Item that is item no. 5

- 5- Re-appointment of Mr. Pramod Khandelwal as Managing Director of the Company liable to retire by rotation, for a period of three years commencing from 1st October,2021 to 30th September, 2024 and to fix his remuneration.
- 6- Appointment of Miss. Rupali Aggarwal as Non - Executive Independent Director of the Company not liable to retire by rotation, for a term of two years.

Ladies and gentlemen, since I and Mr. Pramod Khandelwal are interested in item No.7, with your consent, may I request Miss. Rupali Aggarwal, Additional Non Executive –Independent Director to take up item 7.

RUPALI AGGARWAL:

Thank you Chairman sir.

- 7- Approval of material related party transactions with M/s Khandelwal Busar Industries Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in the ordinary course of business, for the financial year 2021-22.

Now, I request Chairman sir, to continue with the proceedings of the meeting. Thank You.

RAMESH CHANDER KHANDELWAL:

- 8- Ratification of the remuneration of Cost Auditors to conduct the audit of cost records of the Company for the Financial Year 2021-22.

Those were the business items on our agenda. Before beginning the question and answer session, I request the moderator to activate the e-voting window so as to enable the members attending the AGM who have not already cast their vote by remote e-voting to cast their vote electronically during this meeting through e-voting platform of Link Intime India Private Limited. The window for electronic voting shall remain open till 15 minutes from closure of the meeting. Thereafter the same shall be closed. Members may choose to vote now, please.

With this, I now hand over the proceedings to Mr. Pramod Khandelwal, Managing Director of the Company to take questions and comments from the esteemed members of the Company.

**Mr. Pramod Khandelwal**

Good Afternoon Everyone,

I now invite the members who have pre-registered as speaker shareholder to ask their questions or offer their comments. Members are requested to state their names, folio number, or DP ID and client ID and location from where they are participating for record purpose. Members are requested to keep their questions brief and avoid repeating questions. In the interest of time, may I request members to kindly restrict their questions or comments to three minutes please? In case the shareholders who have not pre-registered as speakers, but wish to raise any queries during the meeting, they are requested to kindly pose their queries via active chat-board during the meeting.

I will attempt to answer all of them once all the shareholders have spoken.

(Mr. Ajay Kumar Jain, Mr. Lokesh Gupta, Mr. Amardeep Garg, Mr. Kishan Singh, Mr. M.P. Bhutani, Mr. Santosh Bhutani, Mr. Murli, Mr. Vimal Jain and Mr. Jasmeet Singh expressed their views on Company's performance and management and also sought clarifications on the Company's business operations & and future growth plans. These questions were duly answered by Mr. Pramod Khandelwal.)

I extend thanks to all registered speakers & Chat board users to ask such excellent set of questions. I will now attempt to answer the questions in a consolidated manner.

With this, I now hand over the proceedings to Mr. Ramesh Chander Khandelwal, Chairman of the meeting.

**Mr. Ramesh Chander Khandelwal:**

As all your questions/queries are answered, I request all the members who had not cast their vote on Remote e-voting, to participate in the voting through e-voting platform of Link Intime India Private Limited.

The consolidated results along with the Scrutinizer's Report on voting will be submitted to Stock Exchange and shall also be uploaded on the Company's website & e-voting platform of Link Intime India Private Limited within stipulated time. On behalf of the board, Miss. Ayati Gupta, Company Secretary is authorized to receive the scrutinizer's report and announce the consolidated voting results forthwith on receipt of the Scrutiniser's Consolidated Report.

The electronic voting option will remain open for next 15 min. Members who have not exercised their vote may click the voting button "Cast your vote" which is appearing on the right hand side of your VC meeting screen and vote.

I request Mr. Abhinav Agarwal to supervise the e-voting process. I once again thank you all for participating in the meeting and I now declare the proceedings of the Annual General Meeting as completed. I convey our sincere thanks to all the Members for attending and participating in this meeting and now I conclude this meeting with my quote as

ख्वाहिशो के परिंदे है हम, ऊंचाइयों तक जाना है  
जुड़े रह कर जमीन से, मेटल कोटिंग्स को ऊंचाइयों तक ले जाना है

Stay healthy and stay safe and please get vaccinated. Take care, be well. Thank you.

**AYATI GUPTA, COMPANY SECRETARY:**

I, propose a vote of thanks to the Chair.

Thank you ladies and gentlemen.