

## NOTICE

**NOTICE** is hereby given that the **29<sup>th</sup> (Twenty-Ninth)** Annual General Meeting (hereinafter referred to as “**AGM**”) of the Members of **Metal Coatings (India) Limited (“the Company”)** will be held on Friday, 29<sup>th</sup> September, 2023 at 12:30 P.M. Indian Standard Time (“**IST**”) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 912, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110019.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March 2023 together with the Reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2023, and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted”

2. To appoint a Director in place of Mr. Pramod Khandelwal (**DIN: 00124082**), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers himself for re-appointment, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, if any, Mr. Pramod Khandelwal (**DIN: 00124082**), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office is liable to retire by rotation.”

### SPECIAL BUSINESS:

3. To Re-appoint Mrs. Rupali Aggarwal (**DIN: 08740470**) as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years and to consider and if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) as amended from time to time, Mrs. Rupali Aggarwal (**DIN: 08740470**), who was appointed as an Non-Executive Independent Director of the Company for a term of 2 (two) consecutive years commencing from 1st July, 2021 up to 30th June, 2023 and who is eligible for re-appointment as an Non-Executive Independent Director for a second term and has given her consent along with a declaration as per Section 149(7) of the Act that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the board of the Company with effect from 30<sup>th</sup> June, 2023 to 29<sup>th</sup> June, 2028.

**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.”

4. To Approve Material Related Party Transaction(s) 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(s) thereof for the time being in force), Regulation 23(4) and other applicable

Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), if any, as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the ‘**Board**’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) with M/s Khandelwal Busar Industries Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for a sum not exceeding Rs.75.00 Crores (Rupees Seventy Five Crores Only), for sale, purchase, transfer, job work or receipt of products, goods, materials, assets or services and leasing of property of any kind and other transactions for business, at arm’s length and in the ordinary course of business for Financial Year 2023-24 and for the next Financial year 2024-25 i.e., upto the date of the Annual General Meeting of the Company to be held during the calendar year 2024.

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

**RESOLVED FURTHER THAT** the Board 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 for the purpose of giving effect to this resolution.”

5. To ratify the remuneration of Cost Auditors for the Financial year ending 31<sup>st</sup> March, 2024 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(3) of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and on the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as the “**Board**” which term shall include the Audit Committee of the Board) the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes to be paid to Mr. Ramawatar Sunar, Cost Accountant (**Firm Registration No. 100691**), appointed by the Board, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial year ending 31<sup>st</sup> March, 2024 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 for the purpose of giving effect to this resolution.”

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

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

**Date: - 12<sup>th</sup> August, 2023  
Place: - New Delhi  
Registered Office:  
912, Hemkunt Chambers,  
89, Nehru Place,  
New Delhi-110019  
CIN: L74899DL1994PLC063387  
Website: www.mcil.net  
E-mail: cs@mcilindia.net  
Phone: 011-41808125**

## NOTES

1. The Ministry of Corporate Affairs (“MCA”), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 10/2022 dated December 28, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct Annual General Meeting (“AGM”) through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the 29<sup>th</sup> AGM of the Company is being convened and conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue of the 29<sup>th</sup> AGM shall be Registered Office of the company.
2. The Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice to be transacted at the AGM is annexed hereto and forms part of this Notice.
3. The details of directors retiring by rotation / seeking appointment / re-appointment in the ensuing AGM as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS- 2, as applicable, are provided in the “Annexure – I” to the Explanatory Statement to the Notice.
4. As per the provisions under the MCA Circulars, Members attending the 29<sup>th</sup> AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. Since the 29<sup>th</sup> AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 29<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip including the route map are not annexed to this Notice.
6. The Institutional/Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc) of the Company, are encouraged to attend and vote in the AGM through VC/OAVM and are required to send, through their registered email address, a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote E-voting/E-voting system available during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer at prachi.jain2805@gmail.com with copies marked to the Company at cs@mcilindia.net and to its RTA at delhi@linkintime.co.in.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
8. The Register of Members and Share Transfer books of the company will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive) for the purpose of AGM.

## DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:

9. Pursuant to MCA and SEBI Circulars, the notice of the 29<sup>th</sup> AGM along with the Annual Report for Financial year 2022-23 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company’s website at <http://www.mcil.net/investors.aspx>, websites of the Stock Exchanges i.e., BSE Limited at <https://www.bseindia.com/>, and on the Company’s RTA at <https://instavote.linkintime.co.in>. Members can attend and participate in the AGM through VC/OAVM facility only.
10. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent i.e., Link Intime India Private Limited (hereinafter referred to as “RTA”) of the Company at delhi@linkintime.co.in. along with the duly filed in Form ISR-1, available at <http://www.mcil.net/investors.aspx> and members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company’s subsequent records. In case of any queries/ difficulties in registering the e-mail address, Members may write to [cs@mcilindia.net](mailto:cs@mcilindia.net) or

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

11. In compliance with the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date and Regulation 44 of the SEBI Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the SS-2 the Company is pleased to provide a facility to its members to exercise their right to vote from a place other than the venue of the AGM (“remote E-voting”), on all resolutions proposed to be considered at the AGM electronically through electronic voting (E-voting) services facilitated by the Link Intime India Private Limited (hereinafter referred to as “LI IPL”). Those Shareholders, who are present in the meeting through VC/OAVM facility and have not cast their vote on the resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting available during the meeting. The Members who have cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
12. The remote e-voting period commences on, from Monday, 25<sup>th</sup> September 2023 at 9 A.M. (IST) to Thursday, 28<sup>th</sup> September, 2023 at 5:00 P.M. (IST). During this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date of, Friday, 22<sup>nd</sup> September, 2023, may cast their vote electronically. The remote e-voting module will be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the members, the member will not be allowed to change it subsequently. A person who becomes a member of the Company after sending of the notice of AGM and holding shares as on the cut-off date i.e., Friday, 22<sup>nd</sup> September, 2023, may obtain the User ID and password by sending a request at [cs@mcilindia.net](mailto:cs@mcilindia.net).
13. The detailed instructions and the process for accessing and participating in the 29<sup>th</sup> AGM through VC/OAVM facility and voting through electronic means including remote e-voting forms part of the notice.

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

14. As the meeting is being conducted through VC/OAVM, Members are encouraged to express their views/send their queries in advance mentioning their name, DP Id / Client Id / Folio Number, and mobile number to [cs@mcilindia.net](mailto:cs@mcilindia.net) to enable smooth conduct of the meeting. Queries received by the Company on the aforementioned Email Id by Friday, 22<sup>nd</sup> September, 2023, 5:00 P.M. IST. shall only be considered and responded.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., mobile number at [cs@mcilindia.net](mailto:cs@mcilindia.net) on or before Friday, 22<sup>nd</sup> September, 2023, 5:00 P.M. (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
16. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
17. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

## **OTHER INFORMATION**

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@mcilindia.net](mailto:cs@mcilindia.net).
19. In terms of Section 152 of the Act, Mr. Pramod Khandelwal (DIN: 00124082) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment. Pursuant to Regulation 26 & 36 of the SEBI Listing Regulations and SS-2, the particulars of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice.
20. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send

to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022.

21. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended, from time to time, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in demat only while processing service request i.e., issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filed Form ISR-4 which is also available on the website of the Company at <http://www.mcil.net/investors.aspx>. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
22. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
23. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filed in the Company or Company's RTA. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
24. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD 1/P/CIR/2023/37 dated March 16, 2023 has provided common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC and Nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter alia furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available on or after October 01, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment including dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA of the Company.
25. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:
  - a. the change in the residential status on return to India for permanent settlement, and
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, IFSC, account number and address of the bank with pin code number, if not furnished earlier.
26. Pursuant to the provisions of Section 124 of the Act, the applicable rules and amendments thereto and notifications issued by the MCA from time to time, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the due date and all those shares in respect of which dividend has not been encashed or claimed by Members for 7 (seven) consecutive years or more are required to be transferred to the Investor Education and Protection Fund (hereinafter referred to as "IEPF"), constituted by the Central Government. All unclaimed Dividends up to the financial year ended 31st March, 2016, if any, and as per Section 124(6) of the Companies Act, 2013 shares in respect of which dividend has not been encashed or claimed for seven consecutive years, have been transferred to the IEPF. It may please be noted that once the unclaimed dividend is transferred to the said Fund, as above, no claims shall lie against the Company. However, claim can be made from the Fund in accordance with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended till date. Further, pursuant to the provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed amounts on the website of the Company i.e., <http://www.mcil.net/investors.aspx> and also on the website of MCA.
27. 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.

## **DECLARATION OF VOTING RESULTS**

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

## **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

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

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

### **1. Individual Shareholders holding securities in demat mode with NSDL**

- a. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

### **2. Individual Shareholders holding securities in demat mode with CDSL.**

- a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- c. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

d. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.

### 3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.  
  
\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above  
  
\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above  
  
▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).  
  
▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

### **Cast your vote electronically:**

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

## Guidelines for Institutional shareholders:

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.

## Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

## Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

## Individual Shareholders holding securities in Physical mode has forgotten the password:

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

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

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

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

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

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

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

## Process and manner for attending the Annual General Meeting through Insta Meet:



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

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

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

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

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

**C. Mobile No.:** Enter your mobile number.

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

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

#### Instructions for Shareholders/ Members to Speak during the Annual General Meeting through Insta Meet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance from commencement the E-voting on the [cs@mcilindia.net](mailto:cs@mcilindia.net).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

#### Instructions for Shareholders/ Members to Vote during the Annual General Meeting through Insta Meet:

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta MEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’
5. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through Insta Meet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to

vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through Insta Meet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

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

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

**Date: 12<sup>th</sup> August, 2023**

**Place: New Delhi**

**Registered Office:**

**912, Hemkunt Chambers,**

**89, Nehru Place,**

**New Delhi-110019**

**CIN: L74899DL1994PLC063387**

**Website: [www.mcil.net](http://www.mcil.net)**

**e-mail : [cs@mcilindia.net](mailto:cs@mcilindia.net)**

**Phone: 011-41808125**

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard - 2 issued by  
The Institute of Company Secretaries of India)

The following statement sets out all material facts relating to the businesses mentioned under item no. 3 to 5 in the accompanying Notice:

### ITEM NO. 3

Mrs. Rupali Aggarwal (DIN: 08740470) is currently a Non-Executive Independent Director of the Company, Chairperson of the Stakeholder Relationship Committee and Member of the Audit & Nomination & Remuneration Committee.

She was appointed as an Independent Director of the Company by the Members at the 27<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September for a period of 2 (two) consecutive years commencing from 1<sup>st</sup> July, 2021 up to 30<sup>th</sup> June, 2023 and is eligible for re-appointment for a second term on the Board of the Company.

Based on recommendation of the Nomination & Remuneration Committee ('NRC') of the Board and based on skills, rich experience, knowledge, continued valuable contribution made by Mrs. Rupali Aggarwal and outcome of performance evaluation of the Independent Directors, the Board of Directors at its meeting held on 29<sup>th</sup> June, 2023, recommends the re-appointment of Mrs. Rupali Aggarwal as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 30<sup>th</sup> June, 2023 up to 29<sup>th</sup> June, 2028, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution at the ensuing Annual General Meeting ("AGM"). Mrs. Rupali Aggarwal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 ("Act").

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mrs. Rupali Aggarwal confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Rupali Aggarwal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Rupali Aggarwal has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. Rupali Aggarwal has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members at the ensuing AGM. Mrs. Rupali Aggarwal has also confirmed that she has complied with Section 150 of the Act with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). In the opinion of the Board, Mrs. Rupali Aggarwal fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as a Non-Executive Independent Director and that she is independent of the Management. The terms and conditions of the re-appointment of Non-Executive Independent Directors is available for inspection electronically by Members of the Company up to the date of AGM by sending a request from their registered email address to the Company at [cs@mcilindia.net](mailto:cs@mcilindia.net) along with their Name, DP ID & Client ID/Folio No.

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

The Board recommends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Rupali Aggarwal, is concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the accompanying Notice.

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

### ITEM NO. 4

M/s. Khandelwal Busar Industries Private Limited ("KBIPL") is a related party within the meaning of Section 2(76) of the Companies Act, 2013 ("Act") 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 Act and SEBI Listing Regulations, the contracts/arrangements/transactions relating to sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind with KBIPL are material in nature as these transactions are likely to exceed one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statement of the Company, whichever is lower.

Further, SEBI, vide Circular dated 8<sup>th</sup> April, 2022 has clarified that the omnibus Members approval for material RPTs of the Company, shall be valid up to the date of the next AGM. During the Financial year 2023-24 and in the next financial year 2024-25 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2024.

Details of the proposed RPTs between the Company and M/s Khandelwal Busar Industries Private Limited including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

<b>1</b>	<b>Name of the Related Party</b>	<b>M/s. Khandelwal Busar Industries Private Limited</b>
<b>2</b>	<b>Name of the Director or Key Managerial Personnel who is related and relationship</b>	Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Whole Time Director of the Company are directors in KBIPL and have substantial interest.
<b>3</b>	<b>Type, material terms and particulars of the proposed transaction.</b>	Sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind etc. on arm's length basis.
<b>4</b>	<b>Tenure of the proposed transaction</b>	For the Financial Year 2023-24 and in the next financial year 2024-25 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2024 .
<b>5</b>	<b>Value of the proposed transaction</b>	The value of transactions is likely to be a maximum amount of Rs. 75.00 Crore (Rupees Seventy Five Crores only).
<b>6</b>	<b>Percentage of the Company's annual turnover, for the immediately preceding financial year ("FY") - FY 2022-23, that is represented by the value of the proposed material related party transaction</b>	Around 44%
<b>7</b>	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	Contracts enter between the company and Khandelwal Busar industries is commercially beneficial to the company. All prices with KBIPL are agreed based on market competitiveness and these transactions are enter in the ordinary course of business.
<b>8</b>	<b>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b> <ol style="list-style-type: none"> <li><b>i. Details of the source of funds in connection with the proposed transaction.</b></li> <li><b>ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments –</b> <ul style="list-style-type: none"> <li>- nature of indebtedness;</li> <li>- cost of funds; and</li> <li>- tenure</li> </ul> </li> <li><b>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</b></li> <li><b>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b></li> </ol>	Not applicable

9	<b>Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.</b>	Not applicable
10	<b>Any other information that may be relevant</b>	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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

Hence, it is proposed to accord Members' approval for the related party Contract(s) / Arrangement(s) / Transaction(s) with KBIPL during Financial Year 2023-24 and in the next financial year 2024-25 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2024, as mentioned in Item No. 4 of the Notice.

The Board recommend the resolution set out at Item No.4 of the Notice as Ordinary Resolution for approval of the shareholders.

Except Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Chairman and Whole Time Director of the Company and their relatives none of the Directors/KMP of the Company and their relatives are interested, financially or otherwise, in the proposed resolution.

#### **ITEM NO. 5**

The Company is required under Section 148 of the Companies Act, 2013("Act") read with Rule 14 of the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice.

The Board of Directors at its meeting held on 12<sup>th</sup> August, 2023 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 2023-24 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the 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 ended 31st March, 2024.

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 1

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

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

Name of the Director	Mr. Pramod Khandelwal	Mrs. Rupali Aggarwal
<b>Director Identification Number (DIN)</b>	00124082	08740470
<b>Date of Birth and Age</b>	28/06/1966 & 57 Years	17/03/1989 & 34 Years
<b>Brief Resume</b>	Pramod Khandelwal is a Chartered Accountant having an extensive experience in working and overseeing Commercial, Financial, and Marketing functions. His rich experience and knowledge of auto components and consumer durables markets coupled with his ability to control and look after all the financial, commercial and marketing aspect of the Company, have played a pivotal role in the company's proactive strategic decision making and conquering goals in springing competition.	CS Rupali Aggarwal is a qualified Company Secretary and Law Graduate with 12+ years of diverse experience in industries such as Agriculture, Real Estate, Automotive, and Sugar Manufacturing. Renowned for her innovative thinking, she excels in corporate advisory, including company law, SEBI regulations, secretarial compliance, and Capital Markets. Her expertise bridges theory and practice effectively.
<b>Date of first appointment on the Board</b>	15/05/1995	01/07/2021
<b>Qualifications</b>	Chartered Accountant	Company Secretary
<b>Experience and expertise in specific functional area</b>	More than 34 year 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 Limited where he held various managerial positions.	More than 12 Years experience in multiple industries and have expertise in the secretarial and legal matters.
<b>In case of independent directors, Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Not Applicable	Refer Item No. 3 of the Notice and Explanatory Statement
<b>Number of meetings of the Board attended during the FY 2022-23</b>	8 out of 8	8 out of 8
<b>List of Directorship / Membership /Chairmanship of Committees of other Board</b>	Directorship: - Private Company 1. Khandelwal Busar Industries Private Limited 2. Lehar technologies.com Private Limited Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31st March, 2023.	Directorship: - Private Company 1. Anunnaki International India Private Limited. Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31st March, 2023.

Listed entities from which the person has resigned from the post of Directorship / Membership of Committee of the Board in the past three years	NIL	NIL
Shareholding in Metal Coatings (India) Limited	12,13,390 Equity Share	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	None	None
Terms and Conditions of re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e. <a href="http://www.mcil.net/investors.aspx">http://www.mcil.net/investors.aspx</a>	Terms and Conditions of appointment or re-appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e. <a href="http://www.mcil.net/investors.aspx">http://www.mcil.net/investors.aspx</a>
Details of remuneration to be sought and remuneration last drawn (Financial Year 2022-23)	Remuneration last drawn was Rs.178.98 Lakh during the financial year 2022-23.	Remuneration (Sitting Fees) last drawn was Rs.42000 during the financial year 2022-23.
Details of remuneration sought to be paid	As approved by the member of the Company in the Annual general meetings.	Sitting Fees as may be approved time to time by the Board of Directors in accordance with the applicable provisions of the law, and Article of Association of the Company.
Shareholding as a beneficial owner as on June 30, 2022	NIL	NIL

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

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

**Date: 12<sup>th</sup> August, 2023**

**Place: New Delhi**

**Registered Office:**

**912, Hemkunt Chambers,**

**89, Nehru Place,**

**New Delhi-110019**

**CIN: L74899DL1994PLC063387**

**Website: [www.mcil.net](http://www.mcil.net)**

**e-mail : [cs@mcilindia.net](mailto:cs@mcilindia.net)**

**Phone: 011-41808125**