



# METAL COATINGS (INDIA) LTD.

Works II 113, HSIIDC Indl. Estate, Sector - 59, Faridabad - 121 004  
Phones : 0129-2307602, Fax : 0129-2307422



## DETAILS OF VOTING RESULTS OF THE ANNUAL GENERAL MEETING

Date of the Annual General Meeting : 23<sup>rd</sup> September, 2014  
Total number of shareholders on record date : 1088

No. of shareholders present in the meeting either in person or through proxy:  
Promoters and Promoter Group : 3  
Public : 101

No. of Shareholders attended the meeting through Video Conferencing  
Promoters and Promoter Group } : Not Applicable  
Public }

### Agenda 1

Details of Agenda : Adoption of Audited Financial Statements, Directors' and Auditors' Report for the year ended 31<sup>st</sup> March, 2014.

Resolution required : Ordinary  
Mode of Voting : By Poll / E-Voting

### In case of Poll:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public - Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
Total	7326800	491581	6.71	491581	0	100.00	0.00

### In case of E-voting:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public - Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
Total	7326800	4885365	66.68	4885365	0	100.00	0.00



**Agenda 2**

**Details of Agenda** : Re – appointment of Mr. A.P. Khandelwal, who retires by rotation.  
**Resolution required** : Ordinary  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 3**

**Details of Agenda** : Declaration of Dividend for the Year 2013-14 on Equity Shares..  
**Resolution required** : Ordinary  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6)=[(4)/(2)] * 100$	% of Votes against on votes polled $(7)=[(5)/(2)] * 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public – Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6)=[(4)/(2)] * 100$	% of Votes against on votes polled $(7)=[(5)/(2)] * 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public – Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 4**

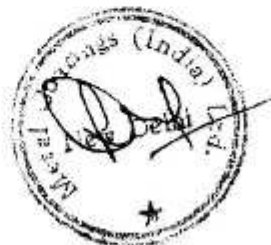
**Details of Agenda** : Appointment of Auditors and fix their remuneration.  
**Resolution required** : Ordinary  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6)=[(4)/(2)] * 100$	% of Votes against on votes polled $(7)=[(5)/(2)] * 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6)=[(4)/(2)] * 100$	% of Votes against on votes polled $(7)=[(5)/(2)] * 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 5**

**Details of Agenda** : Ratification of Remuneration of the Cost Auditor of the Company.  
**Resolution required** : Ordinary  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 6**

**Details of Agenda** : Appointment of Mr. Virendra Kumar Hajela as an Independent Director.  
**Resolution required** : Ordinary  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 7**

**Details of Agenda** : Appointment of Mr. Satish Kumar Gupta as an Independent Director.  
**Resolution required** : Ordinary  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 8**

**Details of Agenda** : Appointment of Ms. Neha Gupta as an Independent Director.  
**Resolution required** : Ordinary  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**Agenda 9**

**Details of Agenda** : Re-fixation of Remuneration of Mr. Pramod Khandelwal, Managing Director of the Company.

**Resolution required** : Special

**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	4296093	0	0	0	0	0.00	0.00
Promoter and Promoter Group	0	0	0	0	0	0.00	0.00
Public Institutional holders	3030707	491581	16.22	491581	0	100.00	0.00
Public-Others	7326800	491581	6.71	491581	0	100.00	0.00
Total	4296093	0	0	0	0	0.00	0.00

**In case of E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6)=[(4)/(2)] * 100$	% of Votes against on votes polled $(7)=[(5)/(2)] * 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
Total	7326800	4885365	66.68	4885365	0	100.00	0.00



**Agenda 10**

**Details of Agenda** : Re-fixation of Remuneration of Mr. R.C. Khandelwal, Whole - Time Director of the Company.  
**Resolution required** : Special  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 11**

**Details of Agenda** : Adoption of New Articles of Association of the Company.  
**Resolution required** : Special  
**Mode of Voting** : By Poll / E-Voting

**In case of Poll:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	0	0	0	0	0.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	491581	16.22	491581	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>491581</b>	<b>6.71</b>	<b>491581</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**In case of E-voting:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4296093	4296093	100.00	4296093	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0.00	0.00
Public-Others	3030707	589272	19.44	589272	0	100.00	0.00
<b>Total</b>	<b>7326800</b>	<b>4885365</b>	<b>66.68</b>	<b>4885365</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

For Metal Coatings (India) Limited

*Ramesh Chander Khandelwal*

Ramesh Chander Khandelwal  
 Chairman  
 DIN No: 00124085



Place : Faridabad  
 Date : 24.09.2014

**Scrutinizer's Report**  
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
20<sup>th</sup> Annual General Meeting of the Equity Shareholders of METAL COATINGS (INDIA)  
LIMITED  
Held on 23<sup>rd</sup> September, 2014 at 10:30 A.M.  
At Robotics Hall, ISKON Complex, Sant Nagar Main Road, East of Kailash, New Delhi-  
110065.

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of METAL COATINGS (INDIA) LIMITED ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 9 a.m. on 17<sup>th</sup> September, 2014 to 6 p.m. on 19<sup>th</sup> September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 11 as set out in the Notice of the 20<sup>th</sup> Annual General Meeting of METAL COATINGS (INDIA) LIMITED.

The votes were unblocked on 20<sup>th</sup> September, 2014 around 08.20 P.M in the presence of two witnesses, Mr. Chaitanya Kumar Jha R/o. D -197, Sharma Nivas, Gali No.8, Laxmi Nagar, Delhi - 110092 and Mr. Mohit Arora R/o E-355, St. No. 6, Mandir Marg, Chhajjupur, Shahdara, Delhi-110032 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: (Mr. Chaitanya Kumar Jha)



Name: (Mr. Mohit Arora)

3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>). The same has been marked as Annexure-1



4. The result of the e-voting is as under:

(a). **Resolution 1- Adoption of the Audited Financial Statements, Directors' and Auditors' Report for the year ended on 31<sup>st</sup> March 2014.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil

(b). **Resolution 2- Re-appointment of Shri A. P. Khandelwal (DIN:00725775), who retires by rotation and being eligible offers himself for re-appointment.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	1000000	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil



**(c). Resolution 3- Declaration of Dividend for the Year 2013-14 on Equity Shares.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil

**(d) Resolution 4- Appointment of Auditors and fix their remuneration.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil



**(e). Resolution 5- Ratification of Remuneration of Cost Auditor.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil

**(f). Resolution 6- Appointment of Mr. Virendra Kumar Hajela as an Independent Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil



**(g). Resolution 7- Appointment of Mr. Satish Kumar Gupta as an Independent Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil

**(h). Resolution 8- Appointment of Ms. Neha Gupta as an Independent Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil





**(i). Resolution 9- Re-fixation of Remuneration of Mr. Pramod Khandelwal.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
Nil	Nil

**(j). Resolution 10- Re-Fixation of Remuneration of Mr. R.C. Khandelwal.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
Nil	Nil



(k). **Resolution 11- Adoption of New Articles of Association of the Company.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
21	4885365	100

ii. Voted against the resolution:

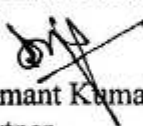
Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
Hemant Kumar Singh  
Partner,  
M/s Hemant Singh & Associates  
Practicing Company Secretaries



Place: New Delhi  
Date: 23.09.2014

Annexure - 1

**Ballot  
Details**

Voting Result as of today.

**EVSN** 140827016 for METAL COATINGS (INDIA) LIMITED  
**ISIN** INE161E01014.METAL COATINGS (INDIA) LIMITED  
**Nominal Value** 10  
**Voting Rights** 1  
**Total Folios Voted** 21

Res. No.				Total
1	4885365 (66.68%)		0 (0.00%)	4885365
2	4885365 (66.68%)		0 (0.00%)	4885365
3	4885365 (66.68%)		0 (0.00%)	4885365
4	4885365 (66.68%)		0 (0.00%)	4885365
5	4885365 (66.68%)		0 (0.00%)	4885365
6	4885365 (66.68%)		0 (0.00%)	4885365
7	4885365 (66.68%)		0 (0.00%)	4885365
8	4885365 (66.68%)		0 (0.00%)	4885365
9	4885365 (66.68%)		0 (0.00%)	4885365
10	4885365 (66.68%)		0 (0.00%)	4885365
11	4885365 (66.68%)		0 (0.00%)	4885365



*Hemant Singh & Associates*  
Company Secretaries

**FORM NO. MGT-13**

**Scrutinizer's Report**

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
20<sup>th</sup> Annual General Meeting of the Equity Shareholders of METAL COATINGS (INDIA) LIMITED  
Held on 23<sup>rd</sup> September, 2014 at 10:30 A.M.  
At Robotics Hall, ISKON Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110065.

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of METAL COATINGS (INDIA) LIMITED ("Company") for the purpose of the poll taken on the below mentioned resolutions, at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of METAL COATINGS (INDIA) LIMITED, held on 23<sup>rd</sup> September, 2014 at 10.30 am at Robotics Hall, ISKON Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110065, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, The ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence (including two shareholders namely Mr. Vinod Verma having Folio No. 0001487 and Mr. Naresh Kumar Sharma having Folio No. 0001471 and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



## 4. The result of the poll is as under:

(a). Resolution 1- Adoption of the Audited Financial Statements, Directors' and Auditors' Report for the year ended on 31<sup>st</sup> March 2014.

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401

## (b). Resolution 2- Re-appointment of Shri A. P. Khandelwal (DIN:00725775), who retires by rotation and being eligible offers himself for re-appointment.

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401



(c) **Resolution 3- Declaration of Dividend for the Year 2013-14 on Equity Shares.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401

(d) **Resolution 4- Appointment of Auditors and fix their remuneration.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401



**(e). Resolution 5- Ratification of Remuneration of Cost Auditor.**

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401

**(f). Resolution 6- Appointment of Mr. Virendra Kumar Hajela as an Independent Director.**

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401



**(g). Resolution 7- Appointment of Mr. Satish Kumar Gupta as an Independent Director.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401

**(h). Resolution 8- Appointment of Ms. Neha Gupta as an Independent Director.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401





(i). **Resolution 9- Re-fixation of Remuneration of Mr. Pramod Khandelwal.**

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401

(j). **Resolution 10- Re-Fixation of Remuneration of Mr. R.C. Khandelwal.**

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401



(k). **Resolution 11- Adoption of New Articles of Association of the Company.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	491581	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

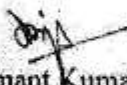
iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	401

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
Hemant Kumar Singh  
Partner,  
M/s Hemant Singh & Associates  
Practicing Company Secretaries



Place: Delhi  
Date: 24.09.2014