

# ANNUAL REPORT



**METAL COATINGS (INDIA) LIMITED**

---

2023-24



## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL



**Ramesh Chander Khandelwal**  
(Chairman & Whole Time Director)



**Pramod Khandelwal**  
(Managing Director)



**Rupali Aggarwal**  
(Non-Executive  
Independent Director)



**Sachin Khurana**  
(Non-Executive  
Independent Director)



**Deeksha Keswani**  
(Non-Executive  
Independent Director)



**Aanchal Gupta**  
(Non-Executive  
Independent Director)



**Ram Avtar Sharma**  
(Chief Financial Officer)



**Vidushi Srivastava**  
(Company Secretary &  
Compliance Officer)



## CORPORATE INFORMATION

|   |   |
|---|---|
| <b>BOARD OF DIRECTORS</b><br><b>Mr. Ramesh Chander Khandelwal</b><br><i>Chairman &amp; Whole-time Director</i><br><b>Mr. Pramod Khandelwal</b><br><i>Managing Director</i><br><b>Mrs. Rupali Aggarwal</b><br><i>Independent Director</i><br><b>Mr. Sachin Khurana</b><br><i>Independent Director</i><br><b>Mrs. Deeksha Keswani</b><br><i>Independent Director</i><br><b>Ms. Aanchal Gupta</b><br><i>Independent Director</i> | <b>REGISTRAR AND SHARE TRANSFER AGENT</b><br><b>M/s. Link Intime India Private Ltd.</b><br>Noble Heights, 1 <sup>st</sup> Floor, NH-2<br>C-1 Block LSC, Near Savitri Market,<br>Janakpuri New Delhi - 110058<br>Phone No.: 011- 49411000<br>Telefax: 011-41410591<br>E-mail: delhi@linkintime.co.in |
| <b>CHIEF FINANCIAL OFFICER</b><br><b>Mr. Ram Avtar Sharma</b>   | <b>REGISTERED OFFICE</b><br>912, Hemkunt Chambers,<br>89, Nehru Place,<br>New Delhi -110 019<br>Phone No.: 011-41808125<br>Email Id:<br>info@mcilindia.net<br>Website: www.mcil.net<br>CIN: L74899DL1994PLC063387   |
| <b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b><br><b>Ms. Vidushi Srivastava</b>  |   |
| <b>STATUTORY AUDITORS</b><br><b>M/s. Mehra Goel &amp; Company</b><br><i>Chartered Accountants</i><br>505, Chiranjiv Tower, 43,<br>Nehru Place, New Delhi-110019   | <b>WORKS</b><br>Plot No. -113, HSIIDC Industrial Estate,<br>Sector – 59, Faridabad – 121 004, Haryana   |
| <b>SECRETARIAL AUDITOR</b><br><b>M/s CPA &amp; Co.</b>  | <b>BANKERS</b><br>The Hongkong and Shanghai Banking Corporation Ltd.  |
| <b>COST AUDITOR</b><br><b>Mr. Ramawatar Sunar</b><br><i>Cost Accountant</i><br>A-2/252-253 Ground Floor, Sector 8,<br>Rohini New Delhi – 110085   | <b>WEBSITE</b><br>www.mcil.net  |
|   | <b>Email ID for Investors</b><br>cs@mcilindia.net   |

|  |   |                  |
|--|---|------------------|
| <b>30<sup>th</sup> ANNUAL GENERAL MEETING</b><br><br><b>Day : Wednesday</b><br><b>Date : 14<sup>th</sup> August 2024</b><br><b>Time : 12:30 P.M. (IST)</b> | <b>CONTENTS</b>                             |                  |
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## BOARD'S REPORT

**Dear Members,**

Your Directors are pleased to present the 30<sup>th</sup> (Thirtieth) Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ("FY") ended March 31, 2024.



### FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

(₹ in Lakhs)

| Particulars   | For the year ended<br>31 <sup>st</sup> March, 2024<br>(2023-24) | For the year ended<br>31 <sup>st</sup> March, 2023<br>(2022-23) |
|---|---|---|
| <i>Revenue from Operations</i>  | 16841.44  | 17040.37  |
| <i>Other income</i>   | 51.49   | 44.87   |
| <b><i>Total income</i></b>  | 16892.93  | 17085.24  |
| <i>Operating Profit</i>   | 374.40  | 417.26  |
| <i>Less: Depreciation</i>   | 53.73   | 45.28   |
| <i>Profit before Finance Costs, Exceptional items and Tax Expense</i> | 320.67  | 371.98  |
| <i>Less: Finance Cost</i>   | 0.93  | 7.17  |
| <b><i>Profit before exceptional items and Tax Expense</i></b>         | 319.74  | 364.81  |
| <i>Add/(less): Exceptional Items</i>                                  | -   | -   |
| <i>Profit / loss before Tax Expense</i>                               | 319.74  | 364.81  |
| <i>Less: Provision for Tax and Adjustment</i>                         | 69.91   | 88.32   |
| <b><i>Profit for the year</i></b>                                     | 249.83  | 276.49  |
| <i>Total Comprehensive Income / (loss)</i>                            | 18.90   | 21.17   |
| <i>Total</i>  | 268.73  | 297.66  |
| <i>Balance of profit for earlier years</i>                            | 2,794.05  | 2496.39   |
| <i>Less: Dividend paid on Equity Shares</i>                           | -   | -   |
| <b><i>Balance carried forward</i></b>                                 | <b>3062.78</b>  | <b>2,794.05</b>   |

### REVIEW OF PERFORMANCE AND STATE OF COMPANY'S AFFAIRS

The revenue from operations of the Company for the year ended March 31, 2024 has decreased to 16841.44 Lakhs as compared to 17040.37 Lakhs in the previous year. This decline is attributable to several factors impacting the steel industry, including heightened competition, fluctuations in global steel prices, and pricing pressure in the key markets being catered by the company. The demand for the company's products also faced headwinds due to downstream consumers' capacity challenges, leading to a decrease in sales volume.

Furthermore, the Company's profit for the year registered a marginal decline, amounting to ₹249.83 Lakhs as compared to ₹276.49 Lakhs in the previous year. This decrease in profit is primarily due to the increased cost of raw materials, conversion and overheads which exerted pressure on our margins. Additionally, the volatility in energy prices and higher freight costs contributed to the overall increase in operating expenses. Looking ahead, the Company is implementing strategic initiatives aimed at exploring new markets, and investing in technological advancements to improve production processes. These measures are expected to strengthen our competitive position and drive long-term sustainable growth. The management remains cautiously





optimistic about the future prospects and is committed to navigating through these challenging times with resilience and adaptability.

## **TRANSFER TO RESERVES**

Your Board did not propose to transfer any amount to General Reserve. The closing balance of the retained earnings of your Company for the FY 2023-24, after all appropriations and adjustments, was 3062.78 Lakhs.

## **DIVIDEND**

The Board of Directors of your company after considering holistically the relevant circumstances, has decided that it would be prudent to plough back the profits for the future growth of the Company and do not recommend any Dividend for the FY ended March 31, 2024.

## **TRANSFER OF UNCLAIMED DIVIDEND AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all unpaid or unclaimed dividend(s) are required to be transferred by the Company to the Investor Education and Protection Fund (“IEPF”) established by the Central Government of India, after the completion of seven years from the date of transfer to the Unpaid Dividend Account of the Company. Further, according to Section 124(6) of the Act and the rules made thereunder, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the demat account of IEPF Authority.

Your Company, in its various communications to the shareholders from time to time, requested them to claim the unpaid/unclaimed amount of dividend(s). Further, in compliance with the IEPF Rules, including statutory modification(s) thereof, the Company has published notice in newspapers and also sent specific letters to all shareholders whose shares and amount are due to be transferred to the IEPF, to enable them to claim their rightful dues.

It may be noted that the unclaimed dividend of Rs. 4,26,804 /- for the financial year 2015-16 declared on 16<sup>th</sup> March, 2016 along with 15,002 shares have been transferred to the IEPF in accordance with the applicable provisions of the Act read with relevant rules made thereunder within the prescribed time limit. The details of such unclaimed dividend(s) and shares transferred to the IEPF are available on the Company’s website i.e., <https://www.mcil.net/investors.aspx>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form No. IEPF -5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with the requisite fees as decided by the IEPF Authority from time to time. The shareholders, who have not yet claimed any of their dividends which are not yet transferred to the IEPF, are requested to contact the Company / RTA of the Company for claiming the same.

The following table gives information of dates when the amount of dividend is due for transfer to IEPF after March 31, 2024:

| Financial Year Ended         | Date of Declaration of Dividend | Due to be transferred to IEPF fund |
|------------------------------|---------------------------------|------------------------------------|
| 31 <sup>st</sup> March, 2017 | 22.09.2017                      | October, 2024                      |
| 31 <sup>st</sup> March, 2018 | 19.09.2018                      | October, 2025                      |
| 31 <sup>st</sup> March, 2019 | 24.09.2019                      | October, 2026                      |

Ms. Vidushi Srivastava, the Company Secretary and Compliance Officer of the Company is designated as the Nodal Officer under the provisions of IEPF. The contact details can be accessed on the website of the Company at <https://www.mcil.net/investors.aspx>.

## **DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

The Company does not have any of its shares lying in demat suspense account/unclaimed suspense account arising out of public/bonus/right issues as at March 31, 2024. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not applicable.



## **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

During the period under review, there was no change in the nature of business of your Company.

## **SHARE CAPITAL**

The Company's Authorised Share capital during the FY ended March 31, 2024, remained at 8,00,00,000/- (Rupees Eight Crores Only). The Company's paid-up equity share capital remained at 7,32,68,000/- (Rupees Seven Crores Thirty-Two Lakhs Sixty-Eight Thousand Only) comprising of 73,26,800 (Seventy-Three Lakhs Twenty-Six Thousand Eight Hundred) equity shares of ₹ 10/- (Rupees Ten only) each.

Further Company's equity shares are listed on BSE Limited ("BSE") and at the closure of FY 2023-24, none of the Directors or Key Managerial Personnel of the Company holds any instruments convertible into equity shares of the Company. All the Shares held by the Promoters are in dematerialized form. The Company has also not issued any shares with differential voting rights or has granted any stock options or sweat equity during the FY 2023-24.

## **DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company doesn't have any Subsidiary, Joint Venture or Associate Company.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Pursuant to Section 186 of the Companies Act, 2013 ("Act"), your Company has not given any loans or guarantees during the FY ended March 31, 2024. The investment made by the Company during the FY ended March 31, 2024 is within the limits as specified under Section 186 of the Act. Further the details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

## **NO DEFAULT**

The Company has not defaulted in payment of interest and repayment of loan to any of the financial institutions and / or banks during the period under review.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments which affect the financial position of the Company which have occurred subsequent to the close of the financial year till the date of this Report.

## **CREDIT RATING**

The Credit ratings obtained by your company during the period under review are as under :-

| Credit Rating Agency ("CRA")  | Instrument/Type of Rating | Rating     |
|-------------------------------|---------------------------|------------|
| Acuité ratings & research Ltd | Long term instrument      | ACUITE BBB |
| Acuité ratings & research Ltd | Short term instrument     | ACUITE A3+ |

During the FY 2023-24, CRA has reaffirmed long-term rating of 'ACUITE BBB' (read as ACUITE BBB) and short-term rating of 'ACUITE A3+' (read as ACUITE A three plus) on the bank facilities of the Company. The outlook is 'Stable'.

## **AUDITORS AND AUDITOR'S REPORT**

### **i) Statutory Auditors & their report**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("Act") and rules made thereunder, M/s Mehra Goel & Co., Chartered Accountants (Firm Registration No. 000517N) were appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting ("AGM") held on 16<sup>th</sup> September 2021 until the conclusion of 32<sup>nd</sup> AGM of the Company. The Company has received the consent from the Auditors and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in the



terms of the provisions of the Act and the rules made thereunder.

M/s Mehra Goel & Co., Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the FY 2023-24, which forms part of the Annual Report 2023-24. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in the Audit Report for the FY ended March 31, 2024, issued by them which call for any explanation/comment from the Board of Directors.

## ii) Secretarial Auditors & their report

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the recommendation of the Audit Committee, the Board of Directors had appointed M/s CPA & Co., a firm of Company Secretaries in Practice, as Secretarial Auditors to undertake the Secretarial Audit of the Company for the FY 2023-24. The Report given by the Secretarial Auditors is annexed as **Annexure I** and forms an integral part of this Report. The Secretarial Audit Report is self-explanatory and does not call for any comments. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer. During the FY ended March 31, 2024, the Secretarial Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Further, in terms of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the recommendation of the Audit Committee, the Board of Directors had appointed, M/s CPA & Co., a firm of Company Secretaries in Practice to conduct Secretarial Audit of the Company for the FY 2024-25. Your Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and the rules framed thereunder. The Secretarial Auditors have confirmed that they are not disqualified to be appointed as the Secretarial Auditors of your Company for the FY ending March 31, 2025.

## iii) Cost Auditor & their report

Pursuant to the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules 2014 and on the recommendation of the Audit Committee, the Board of Directors had appointed Mr. Ramawatar Sunar, Cost Accountant (Registration No. 100691) as Cost Auditor for the FY 2024-25, to conduct a cost audit of the accounts maintained by the Company in respect of the various products prescribed under the applicable Cost Audit Rules. Company has received written consent from Mr. Ramawatar Sunar, Cost Accountant to the effect that his appointment, if made, will be in accordance with the applicable provisions of the Act and the rules framed thereunder. Mr. Ramawatar Sunar also certified that he is not disqualified from appointment within the meaning of the said Act.

The remuneration of Cost Auditors has been approved by the Board of Directors on the recommendation of the Audit Committee. In terms of the Act and the rules made thereunder, requisite resolution for ratification of remuneration of the Cost Auditor by the members has been set out in the Notice of the 30<sup>th</sup> AGM of your Company. In the opinion of the Directors, considering the limited scope of the audit, the proposed remuneration payable to the Cost Auditor would be reasonable, fair and commensurate with the scope of work carried out by them.

As per Section 148(1) of the Act, the cost records as specified by the Central Government are being made and maintained by your Company. Your Company has filed the Cost Audit Report for the FY 2022-23 with the Registrar of Companies, Ministry of Corporate Affairs in the XBRL mode during the year under review within the due date. The due date for submission of the Cost Audit Report for the FY 2023-24 is within 180 days from March 31, 2024.

## iv) Internal Auditors

Pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014 and on the recommendation of the Audit Committee, the Board of Directors had appointed Mr. Chander Prakash Sharma as an internal auditor of the Company for the FY 2023-24 to conduct internal audit of the functions and activities of the company. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis.

Further, pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014 and on the recommendation of the Audit Committee, the Board of Directors had appointed Mr. Chander Prakash Sharma to conduct Internal Audit of the Company for the FY 2024-25. Your Company has received written consent from Mr. Chander Prakash Sharma, to act as Internal Auditor of the Company for the FY 2024-25.



## **RELATED PARTY TRANSACTIONS**

Pursuant to the provisions of Sections 177, 188 of the Companies Act, 2013 (“**Act**”) and rules made thereunder read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“**Listing Regulations**”), all related party transactions (“**RPTs**”) are placed before the Audit Committee for review and approval. Further, your Company took necessary prior omnibus approval in the first meeting of the Audit Committee for the FY 2023-24. All contracts / arrangements / transactions entered into by the Company during the FY 2023-24 with related parties, as defined under the Act and Listing Regulations, were in the ordinary course of business and on arm’s length basis and were periodically placed before the Audit Committee of the Company for its review. The details of the RPTs are set out in Note No. 34 to the Financial Statements of the Company.

The regulation 23(4) of the Listing Regulations states that all RPTs with an aggregate value exceeding 1,000 crores or 10% of annual consolidated turnover of the Company, whichever is lower, shall be treated as Material Related Party Transactions (“**MRPTs**”) and shall require prior approval of shareholders. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. During the year under review, the Company has entered into MRPTs with Khandelwal Busar Industries Private Limited. The particulars of contracts entered with related parties are shown in the prescribed form AOC-2, which is enclosed at **Annexure-II**.

Your Company has framed a Policy on materiality of related party transactions and dealing with RPTs in accordance with the Act and Listing Regulations. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its related parties. The policy is uploaded on the website of the Company at <https://www.mcil.net/investors.aspx>.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company doesn’t fall under the ambit of Section 135 (1) of the Companies Act, 2013 (“**Act**”). Hence, the formulation of CSR Committee and the requirement of CSR Expenditure under Section 135(5) of the Act is not applicable to the Company for the FY 2023-24.

## **INTERNAL FINANCIAL CONTROL, INTERNAL AUDIT SYSTEM AND THEIR ADEQUACY**

Pursuant to the provisions of Section 134(5)(e) of the Companies Act, 2013, your Company has laid down the set of standards, processes and structures that enables to implement internal financial control across the organization and ensure that the same are adequate & operating effectively. Internal financial control also provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement. The Company has devised such systems, policies and procedures which ensure orderly and efficient conduct of its business, including adherence to the company’s policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. To maintain the objectivity and independence of Internal Audit, the Internal Auditor report is directly submitted to the Chairman of the Audit Committee and the Board.

## **INDIAN ACCOUNTING STANDARDS, 2015**

The annexed financial statements comply in all material aspects with Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 (“**Act**”) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

## **SECRETARIAL STANDARDS**

Pursuant to the provisions of Section 118 of the Companies Act, 2013, during the period under review, your Company has complied with applicable Secretarial Standards (“**SS-1**” and “**SS-2**”), relating to “Meetings of the Board of Directors” and “General Meetings”, respectively.

## **THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has zero tolerance for any abuse against Women at Workplace. The Company has complied with provisions relating to the constitution of the Internal Complaints Committee under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.





There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **INFORMATION REGARDING CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

### **A. CONSERVATION OF ENERGY**

The Company regularly monitors the efficiency of Energy Utilization in manufacturing unit, in order to achieve effective conservation of energy.

### **B. TECHNOLOGY ABSORPTION**

Your Company is extremely focused on bringing about a culture change by empowering the engineering team and developing new grades of steel and to explore new market and to take advantage of advancements in technology and adopting new advanced practices even in day-to-day operational activities.

## **FOREIGN EXCHANGE EARNINGS AND OUTGO**

There are no foreign exchange earnings and outgo.

## **WEB LINK OF ANNUAL RETURN**

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, the Annual Return of the Company for the financial year ended March 31, 2024, is placed on the website of the Company and can be accessed at: <https://www.mcil.net/investors.aspx>.

## **BOARD OF DIRECTORS**

The Composition of Board of Directors during the FY ended March 31, 2024, is in conformity with Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (“**Listing Regulations**”) read with Section 149 of the Companies Act, 2013 (“**Act**”), and the provisions of the Articles of Association of the Company.



As on March 31, 2024, the Board comprised a Managing Director, a Whole Time Director and two (2) non-executive Independent Directors including 1 (one) Independent Woman Director. The Board has the requisite qualifications, experience, expertise and hold high standards of integrity. List of key skills, expertise, and core competencies of the Board, including the Independent Directors, is provided in corporate governance report. The Meetings of the Board of Directors were held at the Registered Office of the Company at 912, Hemkunt Chambers 89, Nehru Place New Delhi - 110019. The Company has provided the facility of video conferencing to facilitate the Directors participation in the board meetings. The notices of Board / Committee meetings were given well in advance to all the Directors. The Agenda for the Board and Committee Meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take informed decisions. All observations, recommendations and decisions of the Committees were placed before the Board for consideration and approval.

During the FY 2023-24, 7 (Seven) Board meetings were held on 30<sup>th</sup> May, 2023, 29<sup>th</sup> June, 2023, 14<sup>th</sup> July, 2023, 12<sup>th</sup> August, 2023, 31<sup>st</sup> October, 2023, 12<sup>th</sup> February, 2024 and 18<sup>th</sup> March, 2024. The gap between two consecutive Board meetings did not exceed one hundred twenty (120) days as prescribed under the Act. The necessary quorum was present at all the meetings. The particulars of meetings held and attended by each director are detailed in the Corporate Governance Report.

During the year and after the end of the year and up to the date of the Report, the following appointment and re-appointment of Directors have taken place:

### **1. Appointment/Re-Appointment of Directors**

- (i) Pursuant to recommendation of the Nomination and Remuneration Committee, the Board had, on 29<sup>th</sup> June 2023, approved the Re-appointment of Mrs. Rupali Aggarwal (DIN: 08740470) as Non-Executive Independent Director of the Company for Second term of 5 (Five) years with effect from 30<sup>th</sup> June, 2023, and the same had been approved by the shareholders of the Company via a special resolution passed in the Annual General Meeting held on 29<sup>th</sup> September, 2023.



CS Rupali Aggarwal is a qualified Company Secretary & Law Graduate and has a diverse experience of over 13 years in multiple industries like Agriculture, Real Estate, Automotive & Sugar Manufacturing industries. She is a research oriented professional and possesses rich and varied experience in corporate advisory including company law, SEBI & Listing laws, Secretarial Compliances, Capital Markets & Financial Services. She is renowned for her innovative thinking and professional approach & has extensive experience and expertise in implementing the company law, SEBI laws and other statutory enactments with the ability to relate theory with practice. She is currently on the Board of Anunnaki International India Private Limited.

With regard to integrity, expertise and experience including the proficiency of Mrs. Rupali Aggarwal (DIN: 08740470), the Board of Directors have taken on record the declarations and confirmations submitted by her and is of the opinion that she is a person of integrity and possesses relevant expertise and experience and her association as Director will be of immense benefit and in the best interest of the Company. With regard to the proficiency of Mrs. Rupali Aggarwal (DIN: 08740470) Non-Executive Independent Director, ascertained from the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs, as notified under Section 150(1) of the Act, the Board of Directors have taken on record the information submitted by her that she has complied with the applicable laws.

- (ii) Pursuant to the recommendations of the Nomination and Remuneration Committee and subject to the approval of the members at the ensuing Annual General Meeting, the Board of Directors of the Company in its meeting held on 17<sup>th</sup> May, 2024 has re-appointed Mr. Sachin Khurana (DIN: 06435657) as Non-Executive Independent Director of the Company with effect from 18<sup>th</sup> May, 2024 for second consecutive term of 5 (Five) years. The brief profile and other details, as required under the Regulation 36(3) of the Listing Regulations of Mr. Sachin Khurana (DIN: 06435657) seeking re-appointment at the ensuing AGM is provided in the Notice of the AGM of the Company which forms part of this Annual Report.

With regard to integrity, expertise and experience including the proficiency of Mr. Sachin Khurana (DIN: 06435657), the Board of Directors have taken on record the declarations and confirmations submitted by him and is of the opinion that he is a person of integrity and possesses relevant expertise and experience and his association as Director will be of immense benefit and in the best interest of the Company. With regard to the proficiency of Mr. Sachin Khurana (DIN: 06435657) Non-Executive Independent Director, ascertained from the online proficiency self-assessment test conducted by the Institute, as notified under Section 150(1) of the Act, the Board of Directors have taken on record the information submitted by him that he has complied with the applicable laws.

- (iii) The Board of Directors of your Company at its meeting held on 17<sup>th</sup> May 2024, based on the recommendation of Nomination and Remuneration Committee, has appointed Mrs. Deeksha Keswani (DIN: 10531070) as an Additional Independent Director of the Company w.e.f. 17<sup>th</sup> May, 2024 for a term of 2 (Two) years and the said appointment shall be subject to the approval of the members in the ensuing Annual General Meeting. The brief profile and other details, as required under the Regulation 36(3) of the Listing Regulations of Mrs. Deeksha Keswani (DIN: 10531070) seeking appointment at the ensuing AGM are provided in the Notice of the AGM of the Company, which forms part of this Annual Report.

With regard to integrity, expertise and experience including the proficiency of Mrs. Deeksha Keswani (DIN: 10531070), the Board of Directors have taken on record the declarations and confirmations submitted by her and is of the opinion that she is a person of integrity and possesses relevant expertise and experience and her association as Director will be of immense benefit and in the best interest of the Company. With regard to the proficiency of Mrs. Deeksha Keswani (DIN: 10531070), Non-Executive Independent Director, ascertained from the online proficiency self-assessment test conducted by the Institute, as notified under Section 150(1) of the Act, the Board of Directors have taken on record the information submitted by her that she has complied with the applicable laws.

- (iv) The Board of Directors of your Company, at its meeting held on 09<sup>th</sup> July, 2024, based on the recommendation of Nomination and Remuneration Committee, has appointed Ms. Aanchal Gupta (DIN: 10692929) as an Additional Independent Director of the Company w.e.f. 9<sup>th</sup> July, 2024 for a term of 5 (five) years and the said appointment shall be subject to the approval of the members in the ensuing Annual General Meeting. The brief profile and other details, as required under the Regulation 36(3) of the Listing Regulations of Ms. Aanchal Gupta (DIN: 10692929) seeking appointment at the ensuing AGM, are provided in the Notice of the AGM of the Company, which forms part of this Annual Report.



With regard to integrity, expertise and experience, including the proficiency of Ms. Aanchal Gupta (DIN: 10692929), the Board of Directors have taken on record the declarations and confirmations submitted by her and is of the opinion that she is a person of integrity and possesses relevant expertise and experience and her association as Director will be of immense benefit and in the best interest of the Company. With regard to the proficiency of Ms. Aanchal Gupta (DIN: 10692929), Non-Executive Independent Director, ascertained from the online proficiency self-assessment test conducted by the Institute, as notified under Section 150(1) of the Act, the Board of Directors have taken on record the information submitted by her that she has complied with the applicable laws.

- (v) The Board of Directors of your Company at its meeting held on 09th July, 2024, based on the recommendation of Nomination & Remuneration Committee, has approved the re-appointment of Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director of the Company and Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director of the Company in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, and the rules made thereunder read with Schedule-V of the Act (including any statutory modification or re-enactment thereof) and subject to approval of the members and such other authorities as may be required, for a period of 3 (three) years with effect from 1st October, 2024 to 30th September, 2027 and also approved the terms and conditions of their re-appointment including payment of remuneration. The brief profile and other details, as required under the Regulation 36(3) of the Listing Regulations of Mr. Ramesh Chander Khandelwal (DIN: 00124085) and Mr. Pramod Khandelwal (DIN: 00124082) seeking re-appointment at the ensuing AGM is provided in the Notice of the AGM of the Company which forms part of this Annual Report.

## 2. Resignation of Non - Executive Independent Director

Mr. Satish Kumar Gupta (DIN: 03558083), Non-Executive Independent Director of the Company, has resigned from the Board of Directors of the Company and committees thereof with effect from the closure of business hours on 18th March, 2024, citing preoccupation and other personal commitments. The Board placed on record the valuable guidance and support received from him during his tenure.

## 3. Retirement by rotation and subsequent re-appointment

Pursuant to the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Ramesh Chander Khandelwal (DIN: 00124085), Director of the Company being liable to retire by rotation, shall retire at the ensuing Annual General Meeting (AGM) and being eligible, offers his candidature for re-appointment. The brief resume and other details, as required under the Regulation 36(3) of the Listing Regulations, of the Directors seeking appointment / re-appointment at the ensuing AGM are provided in the Notice of the AGM of the Company which forms part of the Annual Report.

## INDEPENDENT DIRECTORS' DECLARATION

The Company has received the necessary declaration of independence from all the Independent Directors of the Company, under Section 149(7) of the Companies Act, 2013 ("**Act**") and Regulation 25(8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 ("**Listing Regulations**"), that he/she meets the criteria of Independent Directors envisaged in Section 149(6) of the Act and rules made thereunder and Regulations 16(1)(b) of the Listing Regulations and are not disqualified from continuing as Independent Directors.

The Independent Directors have also confirmed that they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs pursuant to Section 150(3) of the Act read with sub-rule (3) of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, the Company has also received statements from all the Independent Directors that they have complied with Code of Conduct for Independent Directors prescribed in Schedule IV of the Act and also statement on the compliance of the code of conduct for Directors and Senior Management Personnel formulated by the Company. The same is attached in the Corporate Governance section of this Annual Report.

## KEY MANAGERIAL PERSONNEL

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 14<sup>th</sup> July 2023, has appointed Ms. Vidushi Srivastava as the Company Secretary & Compliance Officer of your Company.





The following persons have been designated as Key Managerial Personnel (hereinafter referred to as “KMP”) of the Company in accordance with the provisions of Section 2(51) and Section 203 of the Act, read with the rules framed thereunder: -

- a. Mr. Ramesh Chander Khandelwal, Chairman and Whole Time Director;
  - b. Mr. Pramod Khandelwal, Managing Director;
  - c. Mr. Ram Avtar Sharma, Chief Financial Officer and
  - d. Ms. Vidushi Srivastava, Company Secretary & Compliance Officer
- None of the Whole-time KMPs of the Company are holding office in any other Company as KMPs and none of the Directors/KMPs of Company are disqualified.

## MANAGERIAL REMUNERATION

Disclosures in terms of the provisions of Section 197(2) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, relating to the remuneration and other details as required are appended as **Annexure III** to the Report.

## COMMITTEES OF BOARD

Your Company's Board has the following committees:

### **i) Audit Committee**

The Audit Committee of the Board as on March 31, 2024, comprises of Non-Executive Independent Directors namely Mrs. Rupali Aggarwal (Chairperson), Mr. Sachin Khurana as member and Executive Director Mr. Ramesh Chander Khandelwal as member of the Audit Committee. Further, Mr. Satish Kumar Gupta, who was the Chairperson of the committee resigned with effect from the closure of business hours on 18<sup>th</sup> March, 2024. The powers, roles and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18, Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (“**Listing Regulations**”), Section 177 of the Companies Act, 2013 (“**Act**”) and such other functions as may be specifically delegated to the Committee by the Board from time to time.

During the FY 2023-24, four (4) Audit Committee meetings were held on 30<sup>th</sup> May, 2023, 12<sup>th</sup> August, 2023, 31<sup>st</sup> October, 2023, and 12<sup>th</sup> February, 2024. The gap between two consecutive Audit Committee meetings did not exceed one hundred twenty (120) days as prescribed under the Act and the Listing Regulations. The necessary quorum was present at all the meetings. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

### **ii) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Board, as on March 31, 2024, comprises Non-Executive Independent Directors namely Mrs. Rupali Aggarwal (Chairperson), Mr. Sachin Khurana as member and Executive Director Mr. Ramesh Chander Khandelwal as member of the Nomination and Remuneration Committee. Further, Mr. Satish Kumar Gupta who was the Chairperson of the committee resigned with effect from the closure of business hours on 18<sup>th</sup> March, 2024. The powers, roles and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19, Part D of Schedule II of Listing Regulations and Section 178 of the Act, besides other terms as may be referred by the Board of Directors.

During the FY 2023-24, 2 (Two) Nomination and Remuneration Committee meetings were held on 29<sup>th</sup> June, 2023 and 14<sup>th</sup> July, 2023. The necessary quorum was present at all the meetings. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report. During the year, all the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

### **iii) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee of the Board, as on March 31, 2024, comprises Non-Executive Independent Director namely Mrs. Rupali Aggarwal (Chairperson), Executive Directors Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal as a member of the Stakeholders Relationship Committee. The Committee, inter-alia, reviews and ensures redressal of investor grievances.





During the FY 2023-24, Four (4) Stakeholders Relationship Committee meetings were held on 30<sup>th</sup> May, 2023, 12<sup>th</sup> August, 2023, 31<sup>st</sup> October 2023 and 12<sup>th</sup> February, 2024. The necessary quorum was present at all the meetings. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report. An all-encompassing update on the Board committees, terms and reference and the attendance of each member in the meetings held during FY 2023-24 is detailed in the Corporate Governance Report.

## **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS INCLUDING INDEPENDENT DIRECTORS**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”). The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. Evaluation of the Board is based on various aspects, including inter alia, the structure of the Board, strategy, meetings of the Board, stakeholder’s value and responsibility, performance management, information management, governance, compliance and performance parameters.

Evaluation of the Committees is based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of the Board Committees and effectiveness of its advice/recommendation to the Board, etc.

Further, the performance of the chairman, executive directors and independent directors are evaluated on certain additional parameters depending upon their roles and responsibilities. For the Chairman, the criteria include leadership and relationship with stakeholders etc., for the executive directors, the criteria include execution of business plans, risk management, achievement of business targets, development of plans and policies aligned to the vision and mission of the company, etc. Similarly, criteria for evaluation of non-executive independent directors include effective employment of knowledge and expertise, commitment to his/her role towards the Company and various stakeholders, willingness to devote time and efforts towards his/her role, high ethical standards, adherence to applicable codes and policies, effective participation and application of objective independent judgement during meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5<sup>th</sup> January, 2017. As required under the provisions of the Act, a separate meeting of Independent Directors was held during the year on 12<sup>th</sup> February, 2024. In the meeting, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. In the board meeting, the performance of the board, its committees, and individual directors was also discussed. The Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. The Board opines that Independent Directors have the integrity, expertise and relevant experience required in the industry in which Company operates.

The evaluation of all the Directors and the Board as a whole was found to be satisfactory. The flow of information between the Company management and the Board is timely, qualitative and adequate.

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Independent Directors are periodically updated by the Company with the Company’s policies, business, on-going events and roles and responsibilities of the Directors. Executive Management, through presentations at Board and Committee Meetings, provides them regular updates on the Company including financial and business performance, operational highlights, business risks and their mitigation plans, new offerings, major clients, material litigations, regulatory compliance status and relevant changes in statutory regulations. Details of such familiarization programme are posted on the website of the Company at the weblink <https://www.mcil.net/investors.aspx>.

## **BOARD POLICIES**

### **a. Nomination and Remuneration policy**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”), the Company’s Nomination and Remuneration Policy



for Directors, Key Managerial Personnel (KMP) and Senior Management personnel of the Company is uploaded on the website of the Company at <https://www.mcil.net/investors.aspx>. The Policy includes, inter alia the terms and conditions for the appointment and payment of remuneration to the Directors and KMP and other senior management personnel including criteria for determining qualifications, positive attributes and the independence of a director. Details of this policy are set out in the Corporate Governance Report, which forms part of this Report.

**b. Vigil Mechanism/Whistle Blower Policy**

Pursuant to the provision of Section 177(9) of the Companies Act, 2013, read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, the Company has adopted a Vigil Mechanism /Whistle Blower Policy to maintain high standards of ethical behavior and to provide a platform to the Directors and Employees of the Company, to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company. The Whistle Blower Policy is available on the website of the Company at <https://www.mcil.net/investors.aspx>. The same is detailed in the Corporate Governance Report, which forms part of this report.

**c. Risk Management Policy**

The Risk Management Policy of the Company is in place for risk assessment and mitigation. The Policy facilitates the identification of risks at an appropriate time and ensures necessary steps are taken to mitigate the risks. Risk procedures are periodically reviewed to ensure control of risk through a properly defined framework. The Audit Committee of the Board reviews the policy periodically ensuring robust risk management systems are in place. A risk management policy has been placed on the Company's website at <https://www.mcil.net/investors.aspx>.

**d. Code for Prevention of Insider Trading**

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code of Prevention of Insider Trading is available on the website of the Company at <https://www.mcil.net/investors.aspx>.

**e. Code of Conduct and Ethics**

The Company has adopted the Code of Conduct and Ethics which forms the foundation of its ethics and compliance program. The Code of Conduct and Ethics is available on the website of the Company at <https://www.mcil.net/investors.aspx>.

**DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(3) (c) & 134(5) of the Companies Act, 2013 ("Act") your Board of Directors to the best of their knowledge and ability, hereby confirm that:

- in the preparation of the annual accounts for the FY ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls for the Company and these internal financial controls were adequate and operating effectively;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ANY SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status of the Company and its operations in the future.



## **DEPOSITS**

During the year under review, the Company has not accepted any deposits from the public pursuant to Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) and as such, no amount on account of principal or interest on deposits from the public was outstanding as on the date of the balance sheet.

## **PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

There were no proceedings initiated /pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impacted the business of the Company. Therefore, the requirement to disclose the details of an application made or any proceeding pending during the year is not applicable.

## **DIFFERENCE IN THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS**

There were no instances where your Company required the valuation for a one-time settlement or while taking the loan from the Banks or Financial institutions.

## **FRAUDS REPORTED BY AUDITORS**

Pursuant to Section 143(12) of Companies Act, 2013 read with rules framed thereunder, none of the Auditors of the Company have reported to the Audit Committee or to the Central Government, any incident of fraud by the Company or material fraud on the Company by its officers or employees occurred during the period under review.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report, as specified under Regulation 34 read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, capturing performance, industry trends and other material changes with respect to your Company is presented in a separate section, forming part of this Annual Report.

## **LISTING ON STOCK EXCHANGE**

The equity shares of the Company are listed on Bombay Stock Exchange Limited (“BSE”). The Annual Listing fees for the FY 2024-25 has been duly paid to the said Stock Exchange. The Company is in compliance with all applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 entered with BSE.

## **CORPORATE GOVERNANCE**

Your Company emphasizes on maintaining the highest standards of corporate governance and believes in adopting best practices and principles which articulate through the Company’s code of business conduct, Corporate Governance Guidelines, Charter of various committees and disclosure policy. The Company fully adheres to the standards set out by the SEBI for corporate governance practices. The report on Corporate Governance as stipulated under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 forms part of this Annual Report. The requisite certificate from the Practicing Company Secretaries confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

## **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

Your Company ensures that employees are aligned with the organizational culture and values whilst never losing sight of our business objectives. Technical and safety training programs are given periodically to workers. The company has taken various steps to improve productivity across the organization. Your Company has maintained healthy, cordial and harmonious industrial relations at all our offices and establishments.



**ACKNOWLEDGEMENT AND APPRECIATION**

Your directors express their grateful appreciation to Financial Institutions & Bankers, Customers and Vendors for their continuous assistance, cooperation, consistent support and encouragement to the Company. Your directors also place on record their deep appreciation to all employees for their hard work, dedication and commitment. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests. Your directors also take this opportunity to thank all Shareholders, Business Partners, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

**For and on behalf of the Board of Directors**

**Ramesh Chander Khandelwal**  
**Chairman**  
**(DIN: 00124085)**

**Date: 9<sup>th</sup> July, 2024**

**Place: New Delhi**



**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
**METAL COATINGS (INDIA) LIMITED**  
912, Hemkunt Chambers 89,  
Nehru Place New Delhi -110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **METAL COATINGS (INDIA) LIMITED** (hereinafter called as “the company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **METAL COATINGS (INDIA) LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **METAL COATINGS (INDIA) LIMITED** (“the Company”) for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not Applicable during the period under review**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable during the period under review as the Company has not issued any further Share Capital**)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable during the period under review**)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the period under review)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the period under review)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the period under review)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(j) Other regulations as applicable and circulars/ guidelines issued thereunder;

(vi) The company is engaged in Manufacturing of Cold Rolled Steel Strips/coils and HRPO steel strips/coils. These products are used by a wide range of user industries such as Auto Component, White Goods and Electrical Equipment etc. The Company supplies the goods to many reputed companies.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Ltd. (BSE) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, including Committees thereof, along with the agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings including Committee Meetings are carried out unanimously as recorded in Minutes Book and there are no dissenting member's views.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has following specific events/actions having a bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc.

During the period under review, Mr. Ramawatar Sunar (Membership No. 10567) was appointed as the Cost Auditor of the Company for the financial Year ended March 31, 2024 in the Board Meeting held on 12th August, 2023.

During the period under review, Mr. Satish Kumar Gupta (DIN: 03558083) has resigned as the director in the category of non-executive, independent director of the w.e.f. 18th March 2024.

Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Rules, 2016, during the audit period 15,002 shares, nominal amount of which was Rs. 1,50,020 were transferred to the IEPF Account for the Financial Year 2015-16 and the amount credited to IEPF was Rs. 4,26,804.



**We further report that** during the audit period of the company, it was observed that Ms. Aditi Singh, company secretary cum compliance officer of the company has been resigned from the office w.e.f. 4th February, 2023 and the such casual vacancy have filled on 14th July 2023 by Ms. Vidushi Srivastava, company secretary cum compliance officer of the company.

For CPA & Co.  
Company Secretaries

**CS Kapil Kachhawa**  
Partner  
FCS. 12830  
C. P. No.: 24851

**Date:** 28th May, 2024  
**Place:** Gurugram  
**UDIN:** F012830F000465337

The report is to be read with our letter of even date which is annexed as Annexure-I and forms an integral part of this report.

## **ANNEXURE-I TO THE FORM NO. MR-3**

**To,  
The Members,  
METAL COATINGS (INDIA) LIMITED  
912, Hemkunt Chambers 89,  
Nehru Place New Delhi -110019**

Our report of even dates is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, we believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the Compliances of the laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards is the responsibility of the Management; our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For CPA & Co.  
Company Secretaries**

**CS Kapil Kachhawa  
Partner  
FCS. 12830  
C. P. No.: 24851**

**Date: 28th May, 2024  
Place: Gurugram  
UDIN: F012830F000465337**



## FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

### 1. Details of Contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered during the year ended 31<sup>st</sup> March, 2024, which were not at arm's length basis.

### 2. Details of material contracts or arrangements or transactions at arm's length basis:

| Name of the related party                       | Nature of Relationship   | Nature of Contracts/ Arrangements/ Transactions | Duration of Contracts/ Arrangements/ Transactions | Date of Approval by the Board | Amount (Rs. in lacs) | Salient Terms             |
|---|--|---|---|-------------------------------|----------------------|---------------------------|
| M/s Khandelwal Busar Industries Private Limited | Enterprise in which Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal, Directors of the Company have substantial interest. | Sales   | 01.04.2019-31.03.2024                             | 13.02.2019                    | 4070.66              | At prevailing Market Rate |
|   |  | Purchases-Goods                                 | 01.04.2019-31.03.2024                             | 13.02.2019                    | 670.15               |                           |
|   |  | Job Work Expense                                | 01.04.2019-31.03.2024                             | 13.02.2019                    | 0.10                 |                           |
|   |  | Rent  | 01.04.2023-31.03.2026                             | 14.02.2023                    | 24.00                |                           |
|   |  | Repair to Plant & Machinery                     | 01.04.2019-31.03.2024                             | 13.02.2019                    | 2.31                 |                           |
|   |  | Cash Discount                                   | 01.04.2019-31.03.2024                             | 13.02.2019                    | 77.67                |                           |

**For and on behalf of the Board of Directors**

**Ramesh Chander Khandelwal**  
Chairman  
(DIN: 00124085)

**Date: 9<sup>th</sup> July, 2024**  
**Place: New Delhi**

**Annexure-III**
**Details of Remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

| S.no | Name                          | Designation                            | % Increase/(Decrease) of remuneration in 2023-24 as compared to 2022-23 | Ratio Remuneration to MRE <sup>#</sup> |
|------|-------------------------------|--|---|--|
| 1.   | Mr. Pramod Khandelwal         | Managing Director                      | 0.65  | 87.79                                  |
| 2.   | Mr. Ramesh Chander Khandelwal | Chairman and Whole-time director       | 0.01  | 87.80                                  |
| 3.   | Mr. Satish Kumar Gupta        | Independent Director                   | -27.78  | 0.13                                   |
| 4.   | Mrs. Rupali Aggarwal          | Independent Director                   | -19.05  | 0.17                                   |
| 5.   | Mr. Sachin Khurana            | Independent Director                   | -13.33  | 0.13                                   |
| 6.   | Mr. Ram Avtar Sharma          | Chief Financial Officer                | 7.99  | 5.93                                   |
| 7.   | Ms. Vidushi Srivastava        | Company Secretary & Compliance Officer | NA  | 0.90                                   |

# MRE : Median Remuneration of Employee

- The percentage increase in the median remuneration of employees for the financial year 2023-24 is 6.21%
- The number of permanent employees on the rolls of the company as on 31<sup>st</sup> March 2024 is 68.
- The average percentage increase in salary of the Company's employees excluding the Key Managerial Personnel (**KMP**) was 6.07 % and including KMP was 2.57%. The salary of KMP were based on the recommendation of Nomination and Remuneration Committee to revise the remuneration as per the Remuneration Policy of the Company.
- The remuneration stated above is in accordance with the remuneration policy of the company.

**Statement of particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2024**
**A. Details of top 10 employees in terms of remuneration drawn:**

| S.no | Name                      | Age | Qualification     | Date of Commencement employment | Designation/ Nature of duties | Remuneration (Rs. in Lacs) | Experience (years) | Name of Last Employer                     |
|------|---------------------------|-----|-------------------|---------------------------------|-------------------------------|----------------------------|--------------------|---|
| 1.   | Ramesh Chander Khandelwal | 72  | BE (Mech.)        | 12.12.1994                      | Whole -time Director          | 180.16                     | 51                 | Associate Pulp & Paper Mills Ltd.         |
| 2.   | Pramod Khandelwal         | 57  | B.Com. (Hons) FCA | 15.05.1995                      | Managing Director             | 180.15                     | 35                 | Hindustan Unilever Ltd.                   |
| 3.   | Dileep Kumar Gautam       | 62  | MBA Marketing     | 01.01.2002                      | GM – Marketing                | 29.56                      | 42                 | Khemka Ispat Limited                      |
| 4.   | Ram Avtar Sharma          | 50  | ACA               | 20.07.1998                      | Chief Financial Officer       | 12.16                      | 29                 | Kumar Piyush & Co., Chartered Accountants |
| 5.   | Tejender Pal Singh        | 51  | B. Sc.            | 01.08.1997                      | Manager – Production          | 10.24                      | 29                 | Khemka Ispat Limited                      |
| 6.   | P N Vishwarkama           | 58  | ITI               | 02.07.2005                      | Maintenance In charge         | 6.40                       | 38                 | Vikash Strips Limited                     |



|     |                        |    |                    |            |                              |      |    |   |
|-----|------------------------|----|--------------------|------------|------------------------------|------|----|---|
| 7.  | Narender Parkash Garg  | 51 | MBA Marketing      | 01.02.2000 | Manager – Marketing          | 8.92 | 25 | - |
| 8.  | Biteshwar Kumar Sharma | 45 | MBA Human Resource | 01.04.1997 | Manager P&A                  | 8.68 | 27 | - |
| 9.  | Rakesh Aggarwal        | 53 | B. Com             | 04.10.1993 | Deputy Manager – Commercial  | 8.08 | 31 | - |
| 10. | Dinesh Aggarwal        | 48 | B.A                | 01.03.1997 | Senior Executive - Marketing | 4.84 | 27 | - |

**B. List of employees of the Company employed throughout the financial year 2023-24 and were paid remuneration not less than Rs. 1.02 Crore per annum or Rs. 8.50 Lakh per month if employed for the part of the years:**

| S.no | Name                      | Age | Qualification     | Date of Commencement employment | Designation/ Nature of duties | Remuneration (Rs. in Lacs) | Experience (years) | Name of Last Employer             |
|------|---------------------------|-----|-------------------|---------------------------------|-------------------------------|----------------------------|--------------------|-----------------------------------|
| 1.   | Ramesh Chander Khandelwal | 72  | BE (Mech.)        | 12.12.1994                      | Whole -time Director          | 180.16                     | 51                 | Associate Pulp & Paper Mills Ltd. |
| 2.   | Pramod Khandelwal         | 57  | B.Com.(Hons), FCA | 15.05.1995                      | Managing Director             | 180.15                     | 35                 | Hindustan Unilever Ltd.           |

**NOTES:**

- Remuneration does not include retirement benefits.
- All appointments are contractual in nature.
- None of the above employees is the relative of any director of the company.
- None of the employee is covered under Rule 5(3)(viii) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**For and on behalf of the Board of Directors**

**Ramesh Chander Khandelwal**  
**Chairman**  
**(DIN: 00124085)**

**Date: 9<sup>th</sup> July, 2024**

**Place: New Delhi**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT



### INDUSTRY STRUCTURE

The company is engaged in the manufacture and sale of Cold Rolled Steel Strips and HRPO (Hot Rolled Pickled and Oiled) steel strips/coils, operating within the steel sector. Its product line serves diverse industries including Auto Components, Consumer Durables, Electrical, Telecom equipment, and more.

### OPPORTUNITIES AND OUTLOOK

The objective of this report is to share the management's perspective on the outlook of the business of the company and the industry in which the company operates with reference to the external environment; as well as operating and financial performance, risks and opportunities and the adequacy of the internal control systems during the financial year 2023-24. This report should be read in conjunction with the company's financial statements together with the schedules and the notes thereto.

### MACROECONOMIC ENVIRONMENT

The global economy has shown remarkable resilience despite facing numerous challenges, including the Middle East crisis, Russia's invasion of Ukraine, high inflation, rising costs, and declining household purchasing power. Additionally, geopolitical uncertainties and forced monetary tightening have posed significant threats. The economy is in a better position now compared to the same period in 2023, with the risk of a global recession diminishing. By late 2023, headline inflation in most economies approached pre-pandemic levels for the first time since the global inflation surge began. As global inflation receded from its peak, economic activity increased steadily, defying predictions of stagflation and global recession.

The United States and some middle-income economies demonstrated strong economic performance, supported by robust private consumption amid still tight but easing labor markets. However, ongoing geopolitical tensions, including the Middle East crisis, the Russia-Ukraine war, and the upcoming US presidential elections, pose risks to growth in 2024. The US is expected to grow by 2.4% in 2024, while the Eurozone is projected to see a modest recovery of 0.7%, driven by declining inflation and normalizing energy prices. China experienced stronger-than-expected growth of 5.2% in 2023, with 2024 growth projected at 4.65%. However, China will face significant challenges in 2024, including industrial overcapacity, a continued slowdown in domestic demand, deepening deflation, and heightened trade tensions with the West.

The International Monetary Fund (IMF) in their latest projections have suggested global growth that will hold steady at around 3.2% for 2024 and 2025, with median headline inflation declining from 2.8% at the end of 2024 to 2.4% by the end of 2025. The growth forecast for 2024 has been revised upward from the IMF's earlier estimate of 2.9%, reflecting stronger-than-expected economic growth in the US and several major emerging markets and developing economies in the latter half of 2023, fueled by both government and private spending. Despite these positive developments, the momentum is not uniform across regions. The Euro Area is expected to experience subdued growth due to weak consumer sentiment, high energy prices, and elevated benchmark interest rates. Overall, annual average real GDP growth is expected to be 0.9% in 2024, and to strengthen to 1.4% in 2025 and 1.6% in 2026. Low-income economies will continue to face significant output losses compared to their pre-pandemic trajectories amid high borrowing costs. Although the global financial system has largely withstood unprecedented monetary tightening, with emerging market economies displaying notable resilience, the global economy still faces challenges. Growth forecasts for 2024 and 2025 remain below the historical average of 3.8% from 2000-2019.





## INDIAN ECONOMY

India's economic growth has shown impressive resilience against global challenges for the past three fiscal years, driven by prudent policies, regulatory support, and a revitalized private sector. The country's appeal as an investment destination is strong due to its vast operational scale, skilled workforce, and technological prowess. The industrial manufacturing sector has attracted global tech giants, supported by state policies and significant investments in infrastructure. Despite global economic headwinds, India's GDP growth rate in the quarter ending March 31, 2024 grew by 7.8 per cent, according to the data released by the National Statistical Office (NSO) of Ministry of Statistics and Programme Implementation (MoSPI). The government continues to focus on fiscal consolidation and capital expenditure, aiming to make India a developed nation by 2047. Real GDP has been estimated to grow by 8.2% in FY 2023-24 as compared to the growth rate of 7.0% in FY 2022-23. Nominal GDP has witnessed a growth rate of 9.6% in FY 2023-24 over the growth rate of 14.2% in FY 2022-23.

India's composite purchasing managers index (PMI) stood at 60.6 in February, significantly above the global average of 52.1, signaling expansion. Inflation has remained within the Reserve Bank of India's (RBI) target range, and financial conditions have been accommodating. India has outpaced major advanced and emerging market economies, achieving the highest growth rate during this period. The International Monetary Fund (IMF) projects that India is poised to become the third-largest economy by 2027 in terms of USD at market exchange rates. Furthermore, it anticipates a significant increase of 200 basis points in India's contribution to global growth over the next five years.

Macroeconomic stability, coupled with improvements in India's external position, including a notable moderation in the current account deficit and a resurgence of capital flows supported by comfortable foreign exchange reserves, has led to stability in the Indian rupee throughout FY 2023-24.

## STEEL INDUSTRY

The steel industry has faced challenges due to high inflation, rising interest rates, and increasing geo-economic fragmentation. In 2023, steel-consuming sectors, particularly in the EU and US, experienced a slowdown as investment and consumption weakened. The delayed effects of monetary policy tightening may allow for a slow recovery in advanced economies in 2024, while emerging economies, especially in Asia, are expected to grow more rapidly. Persistent core inflation, high oil prices, and a tight job market remain downside risks to stabilizing inflation.

Steel, renowned as the world's primary alloy, serves as the cornerstone of essential sectors like infrastructure, consumer durables and other manufacturing. Despite ongoing efforts to develop alternatives such as aluminum and titanium, steel remains irreplaceable due to the abundance of its primary raw material, iron ore. China stands as the largest global producer and consumer of steel, driven by rapid urbanization and infrastructure growth, while India follows as the second largest producer, alongside Japan and the US. However, the global steel industry confronts numerous challenges, including overcapacity in countries like China, leading to price pressures, trade disputes, and market distortions. Additional challenges arise from unilateral decisions such as the EU's forthcoming carbon tax on carbon dioxide-emitting products, effective from January 2026, which could significantly impact global trade dynamics. For instance, in 2022, 27% of India's exports of iron ore pellets, iron, steel, and aluminum products valued at US \$8.2 billion were destined for the EU, highlighting potential economic ramifications.

## INDIA OUTLOOK

India has emerged as a leading driver of steel demand growth since 2021, propelled by a thriving construction sector supported by robust private consumption and substantial government infrastructure spending. While the automotive sector performed well, consumer durables lagged amid inflationary pressures. Towards the end of the financial year, coking coal prices softened, but imports from China squeezed margins for domestic players and reduced international steel prices. India is expected to maintain its position as the fastest-growing large economy, with steel demand forecasted to grow approximately 8% in 2024, reaching 144 million tonnes. The interim budget signals robust demand with an 11% increase in the infrastructure budget. India's domestic steel industry is especially vulnerable to cheaper imports and demand fluctuation. According to Fitch Ratings finished steel consumption in India is expected to increase by 9% in FY25, following a 12% rise in FY24. Utilization levels are projected to remain healthy around 80%, and a strengthening net export position is anticipated as global demand improves.



During Financial Year 2023-24 (FY '24), Indian Steel sector has demonstrated unprecedented performance, achieving its highest levels of production and consumption as compared to analogous periods in previous financial years. The production of crude steel was 143.6 million tonnes (MT), while finished steel production reached 138.5 MT, and consumption of finished steel stood at 135.9 MT during FY '24, indicating a growth of 12.9%, 12.4%, and 13.4% respectively over the preceding financial year, i.e. FY '23. There has been an overall upward trend in steel production and consumption during FY '24, despite some month-to-month fluctuations. In March '24, there was an uptrend in the production of crude steel, finished steel and the consumption of finished steel compared to the previous month. The Government continues spending in infrastructure projects such as airport, metro-rail projects, highways which will drive steel demand in India.

## RISK, THREATS & CONCERNS

The Cold Rolled steel sector in India faces intense competition, exacerbated by new challenges from larger Hot Rolled Coil manufacturers expanding into downstream Cold Rolled manufacturing. This shift presents significant threats to standalone Cold Rolled steel producers, who also contend with rising fuel costs and stringent regulatory restrictions on Diesel Generating sets, leading to increased energy expenses. The company's profit margins are vulnerable to volatility in raw material costs, energy prices, and other direct expenditures. To manage these risks, the company closely monitors market price fluctuations and implements adaptive strategies, including adjusting business models. However, the company's diversified business approach helps mitigate these risks to a considerable extent. Ongoing, proactive reviews and strategic measures are continually undertaken to safeguard operational efficiency against these challenges.

## FINANCIAL PERFORMANCE

(₹ in Lakhs)

| Particulars                | For the year ended on 31.03.2024 | For the year ended on 31.03.2023 |
|----------------------------|----------------------------------|----------------------------------|
| Revenue from Operation     | 16841.44                         | 17040.37                         |
| Other Income               | 51.49                            | 44.87                            |
| Profit before Finance Cost | 320.67                           | 371.98                           |
| Finance Cost               | 0.93                             | 7.17                             |
| Profit before Tax          | 319.74                           | 364.81                           |
| Tax                        | 69.91                            | 88.32                            |
| Profit after Tax           | 249.83                           | 276.49                           |

## HUMAN RESOURCES

Human resources are integral to our steel industry operations, playing a pivotal role in driving our success. At Metal Coatings (India) Limited, we recognize that our workforce is our greatest asset, essential for achieving our strategic objectives and maintaining operational excellence. Our commitment to attracting, developing, and retaining top talent ensures that we have skilled professionals who uphold our values of innovation, safety, and efficiency. By fostering a diverse and inclusive workplace, we harness the collective strengths of our team to navigate challenges, seize opportunities, and deliver sustainable growth.

Our Whistle Blower Policy acts as a vigilant safeguard. Recognizing the significance of human resources, we prioritize talent development. Our human resource strategies are aligned with our business goals, aiming to build a motivated and engaged workforce that drives our company's success in a competitive global market. The Company's total permanent employee strength as on 31<sup>st</sup> March, 2024 stood at 68. The Company continues to maintain open and cordial employee relations.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the organization and ensure that the same are adequate & operating effectively. Internal financial control also provides reasonable assurance regarding the reliability of financial reporting and preparation of financial statement. The company has devised such systems, policies and procedures which ensure orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. To maintain the objectivity and independence of Internal Audit, the Internal Auditor report is directly submitted to the Chairman of the Audit Committee and the Board.



## KEY FINANCIAL RATIOS

| Particulars   | 2023-24 | 2022-23 | %Change | Reason for variance  |
|---|---------|---------|---------|--|
| Current Ratio (in times)                                      | 5.78    | 9.27    | (37.61) | Ratio has decreased due to pressure on collections from Customers.   |
| Debt Equity Ratio (in times)                                  | 0.05    | -       | NA      | -  |
| Interest Coverage Ratio = EBIT/Interest Exp. (in times)       | 345.49  | 51.88   | 565.95  | Ratio has improved due to lower finance cost   |
| Debt Service Coverage Ratio (in times)                        | 327.62  | 45.60   | 618.50  | Ratio has improved due to lower finance cost   |
| Return on Equity Ratio (in %)                                 | 6.52    | 7.80    | (16.32) | -  |
| Inventory Turnover Ratio (in times)                           | 24.05   | 18.29   | 31.45   | Ratio has improved due to lower Inventory level  |
| Trade Receivables Turnover ratio (in times)                   | 5.96    | 6.13    | (2.86)  | -  |
| Trade Payables Turnover ratio (in times)                      | 374.24  | 418.19  | (10.51) | -  |
| Net Capital Turnover Ratio (in times)                         | 5.02    | 5.32    | (5.75)  | -  |
| Net Profit Ratio (in %)                                       | 1.48    | 1.62    | (8.57)  | -  |
| Operating Profit Margin / EBITDA Margin (%) = EBITDA/ Revenue | 2.22    | 2.45    | (9.21)  | -  |
| Return on Capital Employed (in %)                             | 8.30    | 9.36    | (11.28) | -  |
| Return on Investment (in %)                                   | 6.77    | 6.31    | 7.25    | -  |
| Return on Net worth (in %)                                    | 6.30    | 7.48    | (15.77) | Return on Net Worth was reduced due to the pressure on bottom line due to the various factors as mentioned in Board Report |

## SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company operates in only one segment, i.e. iron & steel. During the Financial Year 2023-24 the company's turnover of its main products was Rs. 163.61 Crores as compared to last year of Rs. 164.25 Crores.

## CAUTIONARY STATEMENT

The Management Discussion and Analysis outlines the Company's objectives, projections, estimates, and expectations. It is important to note that some statements in this report may be considered "forward-looking statements" under applicable securities laws and regulations. However, actual outcomes may differ significantly from these statements. External economic conditions impacting supply and demand, market price fluctuations, shifts in government regulations and tax laws, climatic variations, and other incidental factors can significantly impact the company's operational performance. These factors should be considered as potential risks and uncertainties that could affect future business results and should be approached with caution.



## CORPORATE GOVERNANCE REPORT

The primary objective of corporate governance is to ensure that a company operates in a fair, transparent, and responsible manner that creates a long-term value for shareholders while also considering the interests of other stakeholders. Effective corporate governance contributes to the long-term success and sustainability of companies by reducing risks, attracting investment, enhancing reputation, and improving decision-making processes. It plays a crucial role in maintaining confidence in the financial markets and supporting economic growth.



### 1. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

The Company's philosophy on corporate governance supervises business strategies and ensures financial accountability, ethical corporate conduct, and fairness to all stakeholders, including employees, investors, customers, regulators, suppliers, and society at large. Strong leadership and sound corporate governance practices have been the Company's distinctive traits, inherited from the culture and ethos. The company is committed to the core values of trust, integrity, transparency and highest standards of corporate governance in all its activities and processes. The board recognizes that governance expectations are constantly evolving such as fast changing regulatory frameworks, digital interruptions etc., and is committed to keep standards of transparency and dissemination of information under continuous review to meet both letter and spirit of the law. The Company is further committed to focus on long term value creation and protecting the stakeholders' interests by applying proper care, skill and diligence to business decisions.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedules and Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable, with regard to corporate governance.

### 2. DATE OF REPORT

The information provided in this Report on Corporate Governance is as on 31<sup>st</sup> March, 2024 for the purpose of uniformity. However, some of the information is updated as on the date of the report, wherever applicable.

### 3. BOARD OF DIRECTORS

The board of directors plays a crucial role in ensuring good corporate governance within a company. Overall, a well-functioning board of directors contributes to good corporate governance by providing strategic direction, effective oversight, and accountability. It helps to safeguard the interests of shareholders and stakeholders while promoting transparency, integrity, and sustainable business practices within the company. The Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and Management.

The Company's Board of Directors operates in compliance with the provisions outlined in the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Company's Articles of Association. Driven by its guiding principles of Corporate Governance, the Board's actions endeavour to work in the best interest of the Company.

The size and composition of the Board is in conformity with the requirements of Regulation 17(1) of the Listing Regulations, enjoining an optimum combination of executive and non-executive directors, with not less than 50 percent of the Board comprising of non-executive directors and at least half comprising of the independent directors.

All members of the Board are eminent persons with considerable professional expertise and experience. The skill and knowledge of the Directors has proved to be of immense value to the Company.



## i. Composition of Board

As on 31<sup>st</sup> March, 2024, the Board of Directors of the Company has a good and diverse mix of Executive and Non- Executive Directors comprised of four (4) directors including a Managing Director, Whole Time Director and two (2) non-executive independent directors including one independent woman director. Brief profile of Directors is available on the Company's website at <https://www.mcil.net/about.aspx>.

The Composition of Board of Directors of the Company during the financial year ended 31<sup>st</sup> March, 2024 is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 and the Company's Articles of Association. The details of their directorships, chairmanships/ memberships of the committees as on 31<sup>st</sup> March, 2024, are as under:

| S.no. | Name of Director              | DIN      | Category                              | No. of Directorships held in other companies <sup>#</sup> | No. of Committee(s) Membership/ Chairpersonships held in other Companies* | No. of shares held in the Company | Directorship held in other listed companies |
|-------|-------------------------------|----------|---------------------------------------|---|---|-----------------------------------|---|
| 1     | Mr. Ramesh Chander Khandelwal | 00124085 | Whole Time Director (Executive)       | 2   | -   | 11,84,759                         | -   |
| 2     | Mr. Pramod Khandelwal         | 00124082 | Managing Director (Executive)         | 2   | -   | 12,13,390                         | -   |
| 3     | Mrs. Rupali Aggarwal          | 08740470 | Independent Director (Non- Executive) | 1   | -   | -                                 | -   |
| 4     | Mr. Sachin Khurana            | 06435657 | Independent Director (Non- Executive) | 1   | -   | -                                 | -   |

# Including Public Limited Companies and Private Limited Companies excluding alternate directorships, foreign companies, membership of managing committees of various chambers / bodies /and Companies under Section 8 of the Companies Act, 2013.

\* In accordance with Regulation 26 of the Listing Regulations, memberships/chairpersonships of only the Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies have been considered.

Notes:

- None of the directors on the Board is a director in more than 20 companies (including not more than 10 public limited companies) pursuant to provision of Section 165 of the Act.
- During the financial year 2023-24, none of our directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a director.
- None of the directors is serving as a director/independent director in more than 7 listed companies including Metal Coatings (India) Limited.
- None of the aforesaid directors of the Company are related to each other.
- The Company has not issued any convertible instrument till date, therefore, none of the Non-Executive Director hold any such instrument.

## ii. Appointment / Re-appointment / Cessation of Directors

Every appointment / re-appointment made to the Board is recommended by the Nomination and Remuneration Committee ("NRC") after considering various factors such as qualifications, positive attributes, area of expertise and other relevant criteria. The same is further taken up for members' approval, as and when required, under the provisions of applicable laws.





During the year under review, the Board of Directors, pursuant to the recommendation of NRC, has re-appointed Mrs. Rupali Aggarwal (DIN: 08740470) as a non-executive independent director w.e.f. 30<sup>th</sup> June, 2023, for second consecutive term of 5 (Five) years, and the same had been approved by the members of the Company via a special resolution passed in the Annual General Meeting (“AGM”) held on 29<sup>th</sup> September, 2023.

Further, During the year under review, Mr. Satish Kumar Gupta (DIN: 03558083) has resigned as an Non-Executive Independent Director of the Company w.e.f. closure of business hours on 18<sup>th</sup> March, 2024 citing pre-occupation and other personal commitments. Further, the Company has received confirmation from Mr. Satish Kumar Gupta (DIN: 03558083) that there is no other material reason for his resignation other than what is stated in his resignation letter.

Further, during the current year, the Board of Directors, pursuant to the recommendation of NRC, has appointed Mrs. Deeksha Keswani (DIN: 10531070) as an Additional Director in the category of Non-Executive Independent Director w.e.f. 17<sup>th</sup> May, 2024 for a term of 2 (Two) years and has re-appointed Mr. Sachin Khurana (DIN: 06435657) as a Non-Executive Independent Director w.e.f. 18<sup>th</sup> May, 2024, for a second consecutive term of 5 (Five) years, subject to the approval of the members of the Company in the ensuing AGM of the Company.

Further, the Board of Directors of your company at its meeting held on 09<sup>th</sup> July, 2024, based on the recommendation of Nomination & Remuneration Committee has appointed Ms. Aanchal Gupta (DIN: 10692929) as an Additional Director in the category of Non-Executive Independent Director w.e.f. 09<sup>th</sup> July, 2024 for a term of 5 (Five) years.

Further, the Board of Directors of your company, at its meeting held on 09<sup>th</sup> July, 2024, based on the recommendation of Nomination & Remuneration Committee has approved the re-appointment of Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director of the Company and Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director of the Company in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, and the rules made thereunder read with Schedule-V of the Act (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of the members of the Company in the ensuing AGM of the Company and such other authorities as may be required, for a period of 3 (three) years with effect from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2027 and also approved the terms and conditions of their re-appointment including payment of remuneration.

Further, Mr. Ramesh Chander Khandelwal (DIN: 00124085), is liable to retire by rotation and being eligible, has offered himself for re-appointment as director at the ensuing Annual General Meeting (“AGM”).

The brief resume, experience and other details pertaining to the Director seeking appointment/re-appointment in the ensuing AGM, to be provided in terms of Regulation 36(3) of Listing Regulations, are contained in the Explanatory Statement forming part of the Notice of the ensuing AGM of the Company. Detailed profile of each of the Directors is available on the Company’s website at <https://www.mcil.net/about.aspx>.

### iii. List of core skills / expertise/ competencies of Board of Directors

The Board of Directors has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company:

| S.no | Name of Director              | Special Knowledge / Practical Experience   |
|------|-------------------------------|--|
| 1    | Mr. Pramod Khandelwal         | <ul style="list-style-type: none"> <li>• Finance</li> <li>• Strategy</li> <li>• Planning</li> <li>• Governance &amp; Risk</li> <li>• Marketing</li> <li>• Management</li> <li>• Leadership</li> </ul>    |
| 2    | Mr. Ramesh Chander Khandelwal | <ul style="list-style-type: none"> <li>• Technology</li> <li>• Strategy</li> <li>• Planning</li> <li>• Governance &amp; Risk</li> <li>• Marketing</li> <li>• Management</li> <li>• Leadership</li> </ul> |
| 3    | Mr. Satish Kumar Gupta*       | <ul style="list-style-type: none"> <li>• Financial Expertise</li> </ul>  |



|   |                        |   |
|---|------------------------|---|
| 4 | Mr. Sachin Khurana     | <ul style="list-style-type: none"> <li>Legal and Regulatory</li> </ul>  |
| 5 | Mrs. Rupali Aggarwal   | <ul style="list-style-type: none"> <li>Legal and Regulatory</li> </ul>  |
| 6 | Mrs. Deeksha Keswani** | <ul style="list-style-type: none"> <li>Legal, Regulatory and Finance</li> </ul>                                 |
| 7 | Ms. Aanchal Gupta#     | <ul style="list-style-type: none"> <li>Finance</li> <li>Governance &amp; Risk</li> <li>Cost analysis</li> </ul> |

\*Mr. Satish Kumar Gupta (DIN: 03558083) has been resigned as a Non-Executive Independent Director of the Company w.e.f. the closure of business hours on 18<sup>th</sup> March, 2024.

\*\*Mrs. Deeksha Keswani (DIN: 10531070) has been appointed as an Additional Director in the category of Non-Executive Independent Director w.e.f. 17<sup>th</sup> May, 2024.

#Ms. Aanchal Gupta (DIN: 10692929) has been appointed as an Additional Director in the category of Non-Executive Independent Director w.e.f. 09<sup>th</sup> July, 2024

#### iv. Board training and familiarisation programme

The Company conducts familiarisation program for its Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. As a process, when a new Independent Director is appointed, a familiarisation programme as described above is conducted by the senior management team and whenever a new member is appointed in a Board Committee, information relevant to the functioning of the Committee and the role and responsibilities of Committee members is informed. The Managing Director gave a presentation, which inter-alia, included the overview of the Industry and the Company, Organisational Structure, Business Model, Manufacturing Plants, Business Segment, Financials etc. This ensures that the Independent Directors receive a comprehensive and in-depth understanding of the Company's business model. Additionally, the Independent Directors are given an open forum for discussion, allowing them to share their insights and experiences. The details of such familiarisation programmes for Independent Directors are posted on the website of the Company and can be accessed at <https://www.mcil.net/investors2.aspx?catid=19%20&subcatid=78>.

#### v. Board meetings

The board meets at regular intervals and has a formal schedule of matters specifically reserved for its attention to ensure that it exercises full control over significant strategic, financial, operational and compliance matters. The board is regularly briefed and updated on the key activities of the business and is provided with comprehensive briefings and presentations on operations, financial statements and other matters concerning the Company. Besides, information about statutory compliance, minutes of Company and committees of the board and information as required under the Listing Regulations are also provided to the directors on a quarterly basis. The board at every meeting also discuss the important regulatory changes and correspondence between two meetings. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. All the mandatory items as prescribed in Regulation 17(7) of the Listing Regulations, are placed before the Board of Directors.

The Board of Directors of the Company met seven (7) times during the financial year 2023-24. These meetings of the Board of Directors were held on 30<sup>th</sup> May 2023, 29<sup>th</sup> June 2023, 14<sup>th</sup> July 2023, 12<sup>th</sup> August 2023, 31<sup>st</sup> October 2023, 12<sup>th</sup> February 2024 and 18<sup>th</sup> March 2024. The necessary quorum was present for all the meetings. The attendance of each of the Directors, at the Meeting of the board of directors including the last Annual General Meeting is as under:

| Name of Director                        | Mr. Pramod Khandelwal | Mr. Ramesh Chander Khandelwal | Mr. Satish Kumar Gupta* | Mrs. Rupali Aggarwal | Mr. Sachin Khurana   |
|---|-----------------------|-------------------------------|-------------------------|----------------------|----------------------|
| Category                                | Managing Director     | Whole Time Director           | Independent Director    | Independent Director | Independent Director |
| No. of Board Meetings held and attended | 6 of 7                | 7 of 7                        | 7 of 7                  | 7 of 7               | 7 of 7               |



|   |        |      |      |      |      |
|---|--------|------|------|------|------|
| Percentage of Meeting attended                            | 85.71% | 100% | 100% | 100% | 100% |
| Attendance of the last AGM held on (29th September, 2023) | Yes    | Yes  | Yes  | Yes  | Yes  |

\*Mr. Satish Kumar Gupta (DIN: 03558083) has resigned as a Non-Executive Independent Director of the Company w.e.f. the closure of business hours on 18<sup>th</sup> March, 2024.

## vi. Fulfillment of the independence criteria by the independent directors

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with Rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the Listing Regulations and Section 149(6) of the Act and that they are Independent of the management. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated which could impair or impact their ability to discharge their duties. None of the Independent Directors are related to the promoter or other Directors of the Company and do not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees paid to them during the year.

Further the Independent Directors have included their names in the Directors' database maintained with Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with the Rule 6 of the Companies (Appointment of Qualification of Directors) Rules, 2014.

## vii. Certificate of non-disqualification of directors

Mrs. Prachi Bansal, Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of Companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority and is annexed herewith as a part of this report.

## viii. Separate meeting of independent directors

In accordance with the requirement of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) of Listing Regulations, Independent Directors of the Company are required to meet separately without the presence of the Non-Independent Directors and members of the Management. During the Financial year under review, Independent Directors met on 12<sup>th</sup> February, 2024 and all Independent Directors were present in the meeting. Following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole;
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors;
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## 4. COMMITTEES OF THE BOARD OF DIRECTORS

The Committees of the board play a crucial role in the governance structure of organizations. These committees are typically formed to focus on specific areas of governance, oversight, and strategic planning and enhance governance effectiveness by focusing on specific aspects of organizational management, enabling boards to function more efficiently and responsively to challenges and opportunities.



There are three committees constituted by the Board viz Audit Committee, Nomination and Remuneration committee and Stakeholder's Relationship Committee. The Board Committees are constituted/Re-constituted under the formal approval of the Board to carry out clearly defined roles, as a part of good governance practice. The minutes of the meetings of all Committees are placed before the Board for review and noting. During the year, all recommendations of the Committees of the Board which were mandatorily required were accepted by the Board.

## 4.1 AUDIT COMMITTEE

The Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board to oversee the financial reporting process of the Company. The Audit Committee's purpose is to oversee the quality and integrity of the accounting, auditing and financial reporting process including the review of the internal audit reports.

In compliance with the Companies Act, 2013 ("Act") and Regulation 18(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comparable experience and background. The Company Secretary of the Company acts as the Secretary to the Audit Committee. The Committee invites, wherever required Statutory Auditors, Internal Auditor and other senior management personnel of the company for discussions at the meeting. Mr. Satish Kumar Gupta, Chairman of the Audit Committee attended the AGM held on 29<sup>th</sup> September, 2023 to answer the members' queries.

Further, in accordance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Company has formed its Audit Committee, whose composition and terms of reference are in conformity with the said provisions.

### i. Composition and Meetings

During the financial year 2023-24, the Audit Committee met Four (4) times on 30<sup>th</sup> May 2023, 12<sup>th</sup> August 2023, 31<sup>st</sup> October 2023 and 12<sup>th</sup> February, 2024. The maximum gap between any two meetings of the Audit Committee was less than one hundred and twenty days and the requisite quorum was present for all the meetings with the presence of at least 2 (two) Independent Directors as required under Regulation 18(2)(b) of Listing Regulations.

The composition and attendance of members at the Audit Committee meetings held during the financial year 2023-24, are given below:

| Name of Member                             | Designation | Category                            | No. of Committee meeting during the year |          | Percentage of Meeting attended |
|--|-------------|-------------------------------------|--|----------|--------------------------------|
|  |             |                                     | Held                                     | Attended |                                |
| Mr. Satish Kumar Gupta*                    | Chairperson | Non-executive- Independent director | 4  | 4        | 100%                           |
| Mrs. Rupali Aggarwal**                     | Chairperson | Non-executive- Independent director | 4  | 4        | 100%                           |
| Mr. Sachin Khurana                         | Member      | Non-executive- Independent director | 4  | 4        | 100%                           |
| Mr. Ramesh Chander Khandelwal <sup>#</sup> | Member      | Executive director                  | -  | -        | -                              |

\*Mr. Satish Kumar Gupta (DIN: 03558083) has resigned as a Non-Executive Independent Director and as a Chairperson of the audit committee of the Company w.e.f. the closure of business hours on 18th March, 2024.

\*\*Mrs. Rupali Aggarwal (DIN: 08740470) has been elected as the Chairperson of the Audit Committee w.e.f. the closure of business hours on 18<sup>th</sup> March, 2024.

<sup>#</sup> Mr. Ramesh Chander Khandelwal (DIN: 00124085) has been introduced as the member of the Audit Committee w.e.f. the closure of business hours on 18th March, 2024.

Further, Mrs. Deeksha Keswani (DIN: 10531070) was appointed as an Additional Director in the category of Non-Executive Independent Director w.e.f. 17th May, 2024 and therefore, Audit Committee was reconstituted accordingly. The revised Constitution of the Audit Committee w.e.f. 17th May, 2024 is as follows:



| Name of Member       | Designation | Category                            |
|----------------------|-------------|-------------------------------------|
| Mrs. Rupali Aggarwal | Chairperson | Non-executive- Independent director |
| Mr. Sachin Khurana   | Member      | Non-executive- Independent director |
| Mrs. Deeksha Keswani | Member      | Non-executive- Independent director |

## ii. Terms of Reference

The powers, role and terms of reference of the Audit Committee cover the areas as contemplated under Section 177 of the Act and Regulation 18 of the Listing Regulations, as applicable. The Audit Committee of your Company has powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit committee and the information to be reviewed by the Audit Committee (as per the Act and Listing Regulations) includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of the related party transactions;
  - g) Modified opinion(s) in the draft audit report;
- Scrutiny of inter-corporate loans and investments;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;





- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilization of loans and / or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans /advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its members.
- Mandatorily reviewing the following information:
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - c) Internal audit reports relating to internal control weaknesses;
  - d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
  - e) Statement of deviations:
    - (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32 (1) of the Listing Regulations.
    - (ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32 (7) of the Listing Regulations.

## 4.2 NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) of a company is a specialized committee within the board of directors that focuses on matters related to the appointment, remuneration, and evaluation of the board members and senior executives. Its focus on board composition, executive succession, and remuneration policies helps to ensure that the company has capable leadership and a framework for rewarding performance and aligning interests with members.

In accordance with the provisions of Section 178 of the Companies Act, 2013 (“Act”) and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has formed a Nomination and Remuneration Committee whose composition and terms of reference are in conformity with the said provisions.

### i. Composition & Meetings

As on 31<sup>st</sup> March, 2024, the Nomination and Remuneration Committee comprises of Two (2) Independent Directors and one (1) Executive Director and Chairperson<sup>#</sup> of the Company. The Nomination and Remuneration Committee met Two (2) times on 29<sup>th</sup> June, 2023 and 14<sup>th</sup> July, 2023 and necessary quorum was present for all the meetings.

The composition and attendance of members at the Nomination and Remuneration Committee meetings held during the financial year 2023-24, are given below:

| Name of Member                             | Designation | Category  | No. of Committee meeting during the year |          | Percentage of Meeting attended |
|--|-------------|---|--|----------|--------------------------------|
|  |             |   | Held                                     | Attended |                                |
| Mr. Satish Kumar Gupta*                    | Chairperson | Non-executive- Independent director               | 2  | 2        | 100%                           |
| Mrs. Rupali Aggarwal**                     | Chairperson | Non-executive- Independent director               | 2  | 2        | 100%                           |
| Mr. Sachin Khurana                         | Member      | Non-executive- Independent director               | 2  | 2        | 100%                           |
| Mr. Ramesh Chander Khandelwal <sup>#</sup> | Member      | Executive Director and Chairperson of the Company | -  | -        | -                              |



\*Mr. Satish Kumar Gupta (DIN: 03558083) has resigned as a Non-Executive Independent Director and as a Chairperson of the Nomination and Remuneration Committee of the Company w.e.f. the closure of business hours on 18<sup>th</sup> March, 2024.

\*\*Mrs. Rupali Aggarwal (DIN: 08740470) has been elected as the Chairperson of the Nomination and Remuneration Committee w.e.f. the closure of business hours on 18<sup>th</sup> March, 2024.

# Mr. Ramesh Chander Khandelwal (DIN: 00124085) has been introduced as the member of the Nomination and Remuneration Committee w.e.f. the closure of business hours on 18<sup>th</sup> March, 2024.

Mrs. Deeksha Keswani (DIN: 10531070) was appointed as an Additional Director in the category of Non-Executive Independent Director w.e.f. 17<sup>th</sup> May, 2024 and therefore, Nomination and Remuneration Committee was reconstituted accordingly. The revised Constitution of the Nomination and Remuneration Committee w.e.f. 17<sup>th</sup> May, 2024 is as follows:

| Name of Member       | Designation | Category                            |
|----------------------|-------------|-------------------------------------|
| Mrs. Rupali Aggarwal | Chairperson | Non-executive- Independent director |
| Mr. Sachin Khurana   | Member      | Non-executive- Independent director |
| Mrs. Deeksha Keswani | Member      | Non-executive- Independent director |

## ii. Terms of Reference

The powers, role and terms of reference of the Nomination and Remuneration Committee (hereinafter referred as “NRC”) cover the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations. The terms of reference of Nomination and Remuneration Committee includes:

- To identify persons who are qualified to become Directors and who may be appointed in senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out effective evaluation of performance of Board, its committees and individual Directors, and review its implementation and compliance.
- Formulation of the criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors.
- Determine/ review on behalf of Board of Directors of the Company the compensation package, service agreements and other employment conditions for Managing/Whole Time Director(s).
- Devising a policy on diversity of Board of Directors.
- Determine on behalf of the Board of Directors of the Company the quantum of annual increments / Incentives on the basis of performance of the Key Managerial Personnel.
- Delegate any of its power/ function as the Committee deems appropriate to Senior Management of the Company.
- Formulate, amend and administer stock options plans and grant stock options to Managing / Whole Time Director(s) and employees of the Company.
- Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Consider other matters, as from time to time be referred to it by the Board.

## iii. Performance evaluation criteria

The Nomination and Remuneration Committee of the Board specified the manner in which the annual evaluation of the Board as a whole, its committees and individual directors is required to be conducted. Accordingly, the Board has made the annual



evaluation of the Board as a whole, its committees and individual directors in accordance with the manner specified by the Nomination and Remuneration Committee after seeking inputs from all the Directors on the basis of various criteria.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow best practices in Board Governance in order to fulfil its fiduciary obligation to the Company. The Board believes that the evaluation will lead to a closer working relationship among the Board members, greater efficiency in the use of the Board's time and increased effectiveness of the Board as a governing body. The Directors expressed their satisfaction with the evaluation process.

#### iv. Nomination and remuneration policy

In compliance with the provisions of the Act and the Listing Regulation, the Company has established a Nomination and Remuneration Policy. This policy is crafted to foster a high-performance culture, enabling the Company to attract, retain, and motivate employees to achieve outstanding results.

The Company's Remuneration Policy focuses on rewarding performance based on periodic reviews of achievements. It is a comprehensive policy that is competitive, aligns with industry practices, and recognizes and rewards the exceptional performance of the Company's employees. The link for policy is [https://www.mcil.net/pdf/118202465227\\_1.%20Policy%20of%20NRC.pdf](https://www.mcil.net/pdf/118202465227_1.%20Policy%20of%20NRC.pdf).

#### v. Details of Remuneration Paid to Directors of The Company for The Financial Year 2023-24

**Detail of remuneration to the executive directors for financial year 2023-24 is as under:**

Remuneration to Executive Directors is paid based on the recommendation of the Nomination and Remuneration Committee as approved by the Board and members. The remuneration is a mix of fixed and variable and there is no Stock Option. The notice period is three months and there is no separate provision for payment of severance fees.

| Name of Director              | Position                          | Salary (Rs. in Lakhs) |
|-------------------------------|-----------------------------------|-----------------------|
| Mr. Ramesh Chander Khandelwal | Chairperson & Whole Time Director | 180.16                |
| Mr. Pramod Khandelwal         | Managing Director                 | 180.15                |

**Detail of remuneration to the non-executive directors for financial year 2023-24 is as under:**

The Independent Directors of the Company are entitled to the sitting fees of Rs. 2,000/- each for attending each Board/ Committee Meetings of the Company, the details for the Financial Year ended 31<sup>st</sup> March, 2024 are as under: -

| Name of Director        | Sitting Fee (Rs.) |
|-------------------------|-------------------|
| Mr. Satish Kumar Gupta* | 26,000            |
| Mrs. Rupali Aggarwal    | 34,000            |
| Mr. Sachin Khurana      | 26,000            |

\*Mr. Satish Kumar Gupta (DIN: 03558083) has resigned as a Non-Executive Independent Director of the Company w.e.f. the closure of business hours on 18<sup>th</sup> March, 2024.

None of the Non-Executive Directors have any material financial interest in the Company, apart from the remuneration by way of fees received by them from the Company during the year.

#### 4.3 STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee plays a vital role in fostering positive relationships with the stakeholders, ensuring transparency, and enhancing corporate governance. By managing stakeholder expectations and concerns effectively, the committee contributes to the company's overall reputation, trustworthiness, and sustainable growth. The Stakeholders Relationship Committee looks into redressal of Shareholders/Investors complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, among others.

In accordance with the provisions of Section 178 of the Companies Act, 2013 ("Act") and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"),



the Company has formed a Stakeholders Relationship Committee, whose composition and terms of reference are in conformity with the said provisions.

## i. Composition & Meetings

As on 31<sup>st</sup> March 2024, the Stakeholders Relationship Committee comprised of One (1) Independent Director and Two (2) Executive directors. The Chairperson of the Committee is an Independent Director.

During the Financial Year 2023-24, the Stakeholders Relationship Committee met four (4) times on 30<sup>th</sup> May 2023, 12<sup>th</sup> August 2023 and 31<sup>st</sup> October 2023 and 12<sup>th</sup> February 2024 and necessary quorum was present for all the meetings.

The composition and attendance of members at the Stakeholders Relationship Committee meetings held during the financial year 2023-24, are given below:

| Name of Member                | Designation | Category                            | No. of Committee meeting during the year |          | Percentage of Meeting attended |
|-------------------------------|-------------|-------------------------------------|--|----------|--------------------------------|
|                               |             |                                     | Held                                     | Attended |                                |
| Mrs. Rupali Aggarwal          | Chairperson | Non-executive- Independent director | 4  | 4        | 100%                           |
| Mr. Ramesh Chander Khandelwal | Member      | Executive director                  | 4  | 4        | 100%                           |
| Mr. Pramod Khandelwal         | Member      | Executive director                  | 4  | 3        | 75%                            |

The Company Secretary also acts as the Secretary to the Committee.

Mrs. Rupali Aggarwal, Chairperson of the Stakeholders Relationship Committee attended the AGM held on 29th September, 2023.

## ii. Terms of Reference

The powers, role and terms of reference of the Stakeholders Relationship Committee (hereinafter referred as “SRC”) covers the areas as contemplated under Section 178 of the Act and Regulation 20 of the Listing Regulations. The role of the committee inter-alia includes the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by members.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the members of the Company.

## iii. Stakeholders’ grievance redressal

The Secretarial Department and the Registrar and Share Transfer Agent of the Company addressed all grievances received from the members either directly or through the SEBI Complaints Redress System (SCORES), Stock Exchanges and Registrar of Companies. Consistence efforts are made to ensure that all the grievances of the members are redressed expeditiously and satisfactorily.

Details of the complaints received from the members and redressed upto their satisfaction during the financial year 2023-24 are as follows:

|  |     |
|--|-----|
| No. of complaints pending at the beginning of the financial year i.e. 1 <sup>st</sup> April, 2023      | Nil |
| No. of members’ complaints/correspondences received during the financial year                          | 32  |
| No. of complaints/ correspondences resolved during the financial year                                  | 32  |
| Number of complaints not solved to the satisfaction of members   | Nil |
| Complaints/ correspondences pending at the end of the financial year i.e. 31 <sup>st</sup> March, 2024 | Nil |



## 5. PARTICULARS OF SENIOR MANAGEMENT

| Name                          | Designation                              |
|-------------------------------|--|
| Mr. Pramod Khandelwal         | Managing Director (Executive)            |
| Mr. Ramesh Chander Khandelwal | Whole Time Director (Executive)          |
| Dileep Kumar Gautam           | GM – Marketing                           |
| Ram Avtar Sharma              | Chief Financial Officer                  |
| Tejender Pal Singh            | Manager – Production                     |
| Narender Parkash Garg         | Manager – Marketing                      |
| Biteshwar Kumar Sharma        | Manager P&A                              |
| Rakesh Aggarwal               | Deputy Manager – Commercial              |
| Dinesh Aggarwal               | Senior Executive - Marketing             |
| Vidushi Srivastava            | Company Secretary and Compliance Officer |

Ms. Vidushi Srivastava, was appointed as Company Secretary and Compliance Officer on July 14, 2023.

## 6. GENERAL BODY MEETINGS

The venue, date and time (IST) of the last three Annual General Meetings and the details of Special Resolutions passed thereat are as under:

| Financial Year | Date & Day                                | Time (IST) | Place   | Subject matter of special resolutions  |
|----------------|---|------------|---|--|
| 2022-2023      | 29 <sup>th</sup> September, 2023 Friday   | 12:30 P.M. | Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)<br><b>Deemed Venue for Meeting:</b> Registered Office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019 | 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  |
| 2021-2022      | 17 <sup>th</sup> August, 2022 Wednesday   | 12:30 P.M. | Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)<br><b>Deemed Venue for Meeting:</b> Registered Office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019 | To appoint Mr. Sachin Khurana (DIN: 06435657) as Non-Executive Independent Director of the Company.  |
| 2020-2021      | 16 <sup>th</sup> September, 2021 Thursday | 12:30 P.M. | Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)<br><b>Deemed Venue for Meeting:</b> Registered Office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019 | 1. To re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director and fix his Remuneration.<br><br>2. To re-appoint Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director and fix his Remuneration. |

No Special Resolution was passed through the Extra Ordinary General Meeting or Postal Ballot during the financial year 2023-24. Further, no Special Resolution is proposed to be passed through the Extra Ordinary General Meeting or Postal Ballot as on the date of this Report.





## 7. MEANS OF COMMUNICATION

Your Company follows various channels of communication with the members and other stakeholders for ensuring fair disclosure, comprehensive and transparent reporting of the Company's performance and activities to safeguard members and other stakeholders' interests. The Quarterly/Half Yearly/Annual Financial Results of the Company are announced within the time frame specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). These are forwarded to the BSE Limited, where the Company's shares are listed and also published in one leading national (English) i.e. the Financial Express Newspaper and in one vernacular (Hindi) i.e. the Jansatta Newspaper. The Financial Results are also displayed on the Company's website at <https://www.mcil.net/investors1.aspx?catid=16> and website of Stock Exchange [https://www.bseindia.com/stock-share-price/metal-coatings-\(india\)-ltd/metalco/531810/financials-results/](https://www.bseindia.com/stock-share-price/metal-coatings-(india)-ltd/metalco/531810/financials-results/). The Company's website contains a separate dedicated section titled "Investors". The information about the Company, in terms of Regulation 46 of the Listing Regulations, is provided on the Company's website, <https://www.mcil.net/> and the same is updated from time-to-time.

## 8. GENERAL SHAREHOLDER INFORMATION

### i. **Registered Office**

912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019

### ii. **Corporate Identification Number (CIN)**

L74899DL1994PLC063387

### iii. **Address at which the books of account are to be maintained**

113 HSIIDC Industrial Estate, Sector 59, Ballabgarh, Faridabad, Haryana, India, 121004

### iv. **30<sup>th</sup> Annual General Meeting (AGM)**

Day & Date: Wednesday, 14<sup>th</sup> August, 2024

Time: 12:30 P.M. IST

Venue: Through VC/OAVM (Virtual Meeting). Deemed Venue for Meeting is registered office of the Company. For details, please refer to the Notice of this AGM.



### v. **Financial Year**

The Company follows April-March as the Financial Year. The meetings of Board of Directors for approval of quarterly financial results during the Financial Year 2023-24 were held on the following dates:

- i. First Quarter Results – 12th August, 2023
- ii. Second Quarter and Half yearly Results- 31st October, 2023
- iii. Third Quarter Results - 12th February, 2024
- iv. Fourth Quarter and Annual Results - 29th May, 2024

### **Tentative Calendar for financial year ending 31st March, 2025:**

The tentative dates of meeting of the Board of Directors for consideration of quarterly financial results for the Financial Year 2024-25 are as follows:

- i. First Quarter Results: On or Before 14th August, 2024
- ii. Second Quarter and Half Yearly Results: On or Before 14th November, 2024
- iii. Third Quarter Results: On or Before 14th February, 2025
- iv. Fourth Quarter and Annual Results: On or Before 30th May, 2025



v. Annual General Meeting for the year 31<sup>st</sup> March 2025: August / September, 2025

**vi. Unclaimed Dividends and Transfer to Investor Education and Protection Fund (IEPF)**

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all unpaid or unclaimed dividend(s) are required to be transferred by the Company to the Investor Education and Protection Fund (“IEPF”) established by the Central Government of India, after the completion of seven years from the date of transfer to Unpaid Dividend Account of the Company. Further, according to Section 124(6) of the Act and the rules made thereunder, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the demat account of the IEPF Authority.

It may be noted that the unclaimed dividend of Rs. 4,26,804/- for the financial year 2015-16 declared on 16<sup>th</sup> March, 2016 along with 15,002 shares have been transferred to the IEPF in accordance with the applicable provisions of the Act read with relevant rules made there under within the prescribed time limit. The details of such unclaimed dividend and shares transferred to the IEPF are available on the Company’s Website at <https://www.mcil.net/investors.aspx>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

The shares and unclaimed dividend transferred to the IEPF can however, be claimed back by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form No. IEPF -5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The shareholder, who have not yet claimed any of their dividends which is not yet transferred to the IEPF, are requested to contact the Company / RTA of the Company for claiming the same.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at <https://www.mcil.net/>.

**Date of Book Closure:** The Share Transfer Books and Register of Members of the Company will remain closed from 8<sup>th</sup> August, 2024 to 14<sup>th</sup> August, 2024 (both days inclusive) for the purpose of the AGM.

**Dividend Payment Date:** The Board of Directors of your Company after considering holistically the relevant circumstances, has decided that it would be prudent to plough back the profits for future growth of the Company and not to recommend any Dividend for the financial year ended 31<sup>st</sup> March, 2024.

**vii. Code of conduct for prevention of insider trading**

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has inter alia, devised and adopted a Code of Conduct to regulate, monitor and report trading of Company’s securities by persons having access to unpublished price sensitive information of the Company. The Company had amended the Code of Conduct (Insider Trading) and Code of Fair Disclosure (Insider Trading), Inserted by the Securities and Exchange Board of India, as amended from time to time. The Company Secretary of the Company is the Compliance Officer for the purpose of this code. During the year there has been due compliance of the code. This code is uploaded on the Company’s website at <https://www.mcil.net/investors.aspx>.

**viii. Code of conduct**

In terms of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and contemporary practices of good Corporate Governance, the Board has formulated a Code of Conduct for all Board Members and Senior Management of the Company. The Code contains the guiding principles for Directors and Senior Management to help in conducting business with honesty and integrity and the same has been posted on the Company’s website under the head ‘Code of Conduct’ at <https://www.mcil.net/>. All members of the Board and senior management personnel have affirmed compliance with the Code of Conduct for Board and senior management for the financial year 2023-24. A declaration to this effect duly signed by the Managing Director of the Company is annexed to this Report. This code is uploaded on the Company’s website at [https://www.mcil.net/pdf/0209201763613\\_Code%20of%20conduct.pdf](https://www.mcil.net/pdf/0209201763613_Code%20of%20conduct.pdf).



## ix. Compliance certificate on corporate governance

Certificate from Ms. Prachi Bansal, Practicing Company Secretary confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is attached to this Report.

## x. Certification on financial reporting and internal control

The Managing Director (MD) and the Chief Financial Officer (CFO) of the Company has given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, a copy of which is attached to this Report. The MD and the CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

## xi. Listing on stock exchanges

The name and addresses of the stock exchange at which the equity shares of the Company are listed and the respective scrip code is as under:

| S.no | Name of the Stock Exchange   | Scrip Code | Trading Symbol | ISIN         |
|------|--|------------|----------------|--------------|
| 1.   | BSE Limited (BSE) Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai – 400 001 | 531810     | METALCO        | INE161E01014 |

The Annual Listing fee for the Financial Year 2024-25 has been paid to the exchange within the prescribed time and there is no outstanding payment as on date.

**Payment of Depository(ies) fees:** The Company has paid Annual Custody / Issuer fee to both Depositories based on invoices received from the Depositories and there is no outstanding payment as on date.

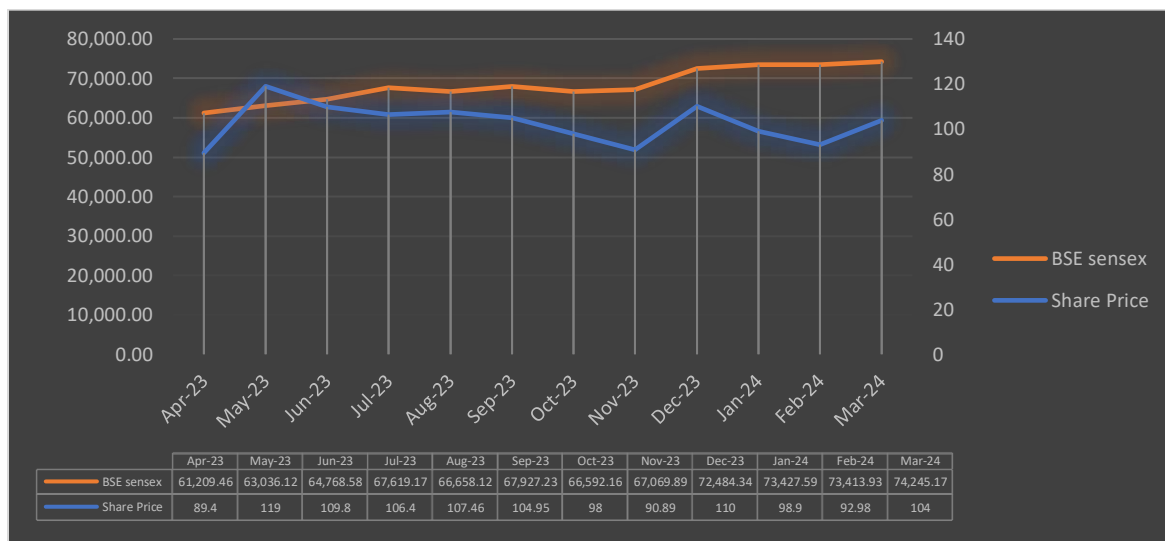
## xii. Market price information

The details of monthly highest and lowest quotations of the equity shares of the Company at BSE Limited (“BSE”) during the year from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 are as under:

| Month          | BSE    |       | BSE SENSEX |           |
|----------------|--------|-------|------------|-----------|
|                | High   | Low   | High       | Low       |
| April 2023     | 89.40  | 68.99 | 61,209.46  | 58,793.08 |
| May 2023       | 119.00 | 76.50 | 63,036.12  | 61,002.17 |
| June 2023      | 109.80 | 94.10 | 64,768.58  | 62,359.14 |
| July 2023      | 106.40 | 92.15 | 67,619.17  | 64,836.16 |
| August 2023    | 107.46 | 90.75 | 66,658.12  | 64,723.63 |
| September 2023 | 104.95 | 86.07 | 67,927.23  | 64,818.37 |
| October 2023   | 98.00  | 78.34 | 66,592.16  | 63,092.98 |
| November 2023  | 90.89  | 79.04 | 67,069.89  | 63,550.46 |
| December 2023  | 110.00 | 76.90 | 72,484.34  | 67,149.07 |
| January 2024   | 98.90  | 83.12 | 73,427.59  | 70,001.60 |
| February 2024  | 92.98  | 81.30 | 73,413.93  | 70,809.84 |
| March 2024     | 104.00 | 79.00 | 74,245.17  | 71,674.42 |



## Performance in comparison to broad based indices (High values):



### xiii. Registrar & share transfer agent (RTA)

**Name:** M/s. Link Intime India Private Limited

**Address:** Noble Heights, 1<sup>st</sup> Floor, Plot No. NH.2, LSC, C-I Block, Near Savitri Market, Janakpuri, New Delhi-110058

**Phone No.:** 011- 49411000

**Fax:** 011-41410591

**E-mail:** [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

‘SWAYAM’ is a secure, user-friendly web-based application, developed by “Link Intime India Private Limited”, our Registrar and Share Transfer Agents, that empowers members to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

### xiv. Share transfer system

All the requests received from members for transfer / transmission etc. are processed by the Share Transfer Agent of the Company within the stipulated time as prescribed in the Listing Regulations or in any other applicable law.

### xv. Distribution of shareholding and shareholding pattern

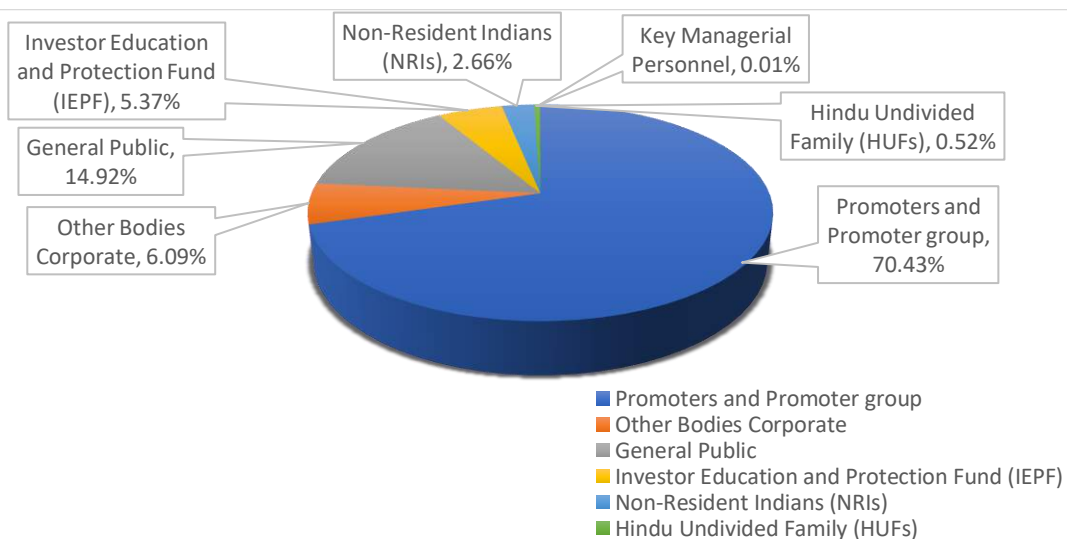
- The shareholding distribution of equity shares as on 31st March 2024 is given below: -



| Group of Shares | Members                 |                          | No. of Shares    |                          |
|-----------------|-------------------------|--------------------------|------------------|--------------------------|
|                 | Number of Share-holders | % to total Share-holders | Shares           | % of total Share Capital |
| 1-500           | 1837                    | 83.01                    | 174747           | 2.39                     |
| 501-1000        | 171                     | 7.73                     | 138758           | 1.89                     |
| 1001-2000       | 77                      | 3.48                     | 111577           | 1.52                     |
| 2001-3000       | 45                      | 2.03                     | 112736           | 1.54                     |
| 3001-4000       | 13                      | 0.59                     | 45631            | 0.62                     |
| 4001-5000       | 17                      | 0.77                     | 80909            | 1.11                     |
| 5001-10000      | 17                      | 0.77                     | 131039           | 1.79                     |
| 10001 & Above   | 36                      | 1.62                     | 6531403          | 89.14                    |
| <b>TOTAL</b>    | <b>2213</b>             | <b>100</b>               | <b>73,26,800</b> | <b>100</b>               |

**b. Shareholding Pattern as on 31<sup>st</sup> March 2024:**

| Category                                      | No. of Shares    | % of shareholding |
|---|------------------|-------------------|
| Promoters and Promoter group                  | 51,60,476        | 70.43%            |
| Other Bodies Corporate                        | 4,46,246         | 6.09%             |
| General Public                                | 10,93,264        | 14.92%            |
| Investor Education and Protection Fund (IEPF) | 3,93,745         | 5.37%             |
| Non-Resident Indians (NRIs)                   | 1,94,981         | 2.66%             |
| Hindu Undivided Family (HUFs)                 | 37,988           | 0.52%             |
| Key Managerial Personnel                      | 100              | 0.01%             |
| <b>Grand Total</b>                            | <b>73,26,800</b> | <b>100%</b>       |



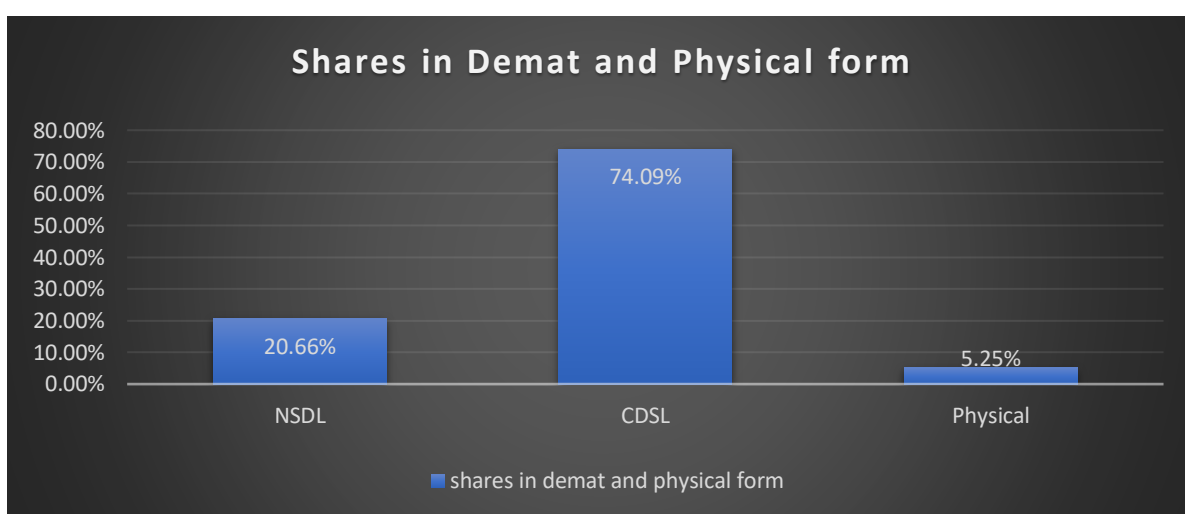




## xvi. Dematerialization of shares and liquidity:

The Equity shares of the Company are compulsorily traded in demat form and are available for trading under both the Depository Systems in India – National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”). As on 31<sup>st</sup> March, 2024, out of the total of 73,26,800 shares of the Company, 69,42,459 shares constituting 94.75 % of the total Share Capital, were in demat form. Details of the Demat and Physical Shareholding of the Company are as under:

| Particulars                             | Total Shares     | Percentage (%) |
|---|------------------|----------------|
| Shares in dematerialized form with CDSL | 54,28,545        | 74.09%         |
| Shares in dematerialized form with NSDL | 15,13,914        | 20.66%         |
| Physical                                | 3,84,341         | 5.25%          |
| <b>Total</b>                            | <b>73,26,800</b> | <b>100%</b>    |



## xvii. Reconciliation of Share Capital Audit

The Company has engaged a qualified practicing Company Secretary to carry out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital of the Company. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with the NSDL and CDSL. This audit is carried out on a quarterly basis and the report thereof is submitted to the Stock Exchanges, where the Company’s shares are listed.

## xviii. Outstanding GDRS/ADRS/WARRANTS or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence, as on 31<sup>st</sup> March, 2024, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

## xix. Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and hence the disclosure is not required to be given.



## xx. Plant location

The plant location is Plot No. -113, HSIIDC Industrial Estate, Sector – 59, Faridabad – 121 004, Haryana

## xxi. Address for correspondence

- a. For any complaints relating to non-receipt of shares after transfer, transmission, change of address, mandate etc., dematerialization of shares or any other query relating to shares shall be forwarded to the Share Transfer Agent directly at the address given hereunder. Members are requested to provide complete details regarding their queries quoting folio number/DP ID no. /Client ID No., number of shares held etc.

**Name:** M/s. Link Intime India Private Limited

**Address:** Noble Heights, 1<sup>st</sup> Floor, Plot No. NH.2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058

**Phone No.:** 011- 49411000

**Fax:** 011-41410591

**E-mail:** [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

- b. For any query on any point in Annual Report, non-receipt of Annual Report, non-receipt of dividend etc., the complaints should be forwarded to the attention of Ms. Vidushi Srivastava, Company Secretary & Compliance Officer of the Company at the following address:

Metal Coatings (India) Limited

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

**Tel:** 011-41808125

**E-mail:** [info@mcilindia.net](mailto:info@mcilindia.net)

**Website:** <http://www.mcil.net>

Members can also register their complaints at [cs@mcilindia.net](mailto:cs@mcilindia.net), an email ID designated by the Company for the purpose of registering complaints by investors, in compliance of Regulation 6(2) (d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

## xxii. Credit ratings

The Credit ratings obtained by your company during the period under review are as under.

| Credit Rating Agency (“CRA”)  | Instrument/Type of Rating | Rating     |
|-------------------------------|---------------------------|------------|
| Acuité ratings & research Ltd | Long term instrument      | ACUITE BBB |
| Acuité ratings & research Ltd | Short term instrument     | ACUITE A3+ |

During the Financial Year 2023-24, CRA has reaffirmed long-term rating of ‘ACUITE BBB’ (read as ACUITE BBB) and short-term rating of ‘ACUITE A3+’ (read as ACUITE A three plus) on the bank facilities of the Company. The outlook is ‘Stable’.

## 9. OTHER DISCLOSURES AND AFFIRMATION

### i. Related Party Transactions

Your Company has framed a Policy on materiality of related party transactions (“**RPTs**”) and dealing with RPTs in accordance with the Companies Act, 2013 (“**Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its related parties. The policy is uploaded on website of the Company at <https://www.mcil.net/investors.aspx>.



Pursuant to the provisions of Sections 177, 188 of the Act and the Rules made thereunder read with Regulation 23 of Listing Regulations, all related party transactions (RPTs) are placed before the Audit Committee for review and approval. Further, your Company took necessary prior omnibus approval in the first meeting of the Audit Committee for the Financial Year 2023-24. All contracts / arrangements / transactions entered into by the Company during the Financial Year 2023-24 with related parties, as defined under the Act and Listing Regulations, were in the ordinary course of business and on an arm's length basis and were periodically placed before the Audit Committee of the Company for its review. During the period under review, the Company has not entered into materially significant related party transactions that may have potential conflict with the interest of the Company at large. Related Party Transactions during the year have been disclosed vide Note No. 34 of notes on financial statements as per the requirement of "Ind AS 24 - Related Party Disclosure".

**ii. Details of Non-Compliance by the Company, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with all the applicable provisions of the Listing Regulations, other guidelines / regulations issued by the Securities and Exchange Board of India (SEBI) and applicable provisions of other statutes. The Company has complied with all the mandatory requirements as per the provisions of Regulation 34 and Schedule V of the Listing Regulations.

Your Company is fully compliant with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable and compliance reports on Corporate Governance in the requisite formats have been submitted to the concerned Stock Exchange.

There have been no instances of non-compliance by the Company with any legal requirements, or on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any such other statutory authority.

**iii. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account**

The Company does not have any of its securities lying in the demat suspense account/unclaimed suspense account arising out of public/ bonus/ right issues as at 31<sup>st</sup> March 2024. Hence, the particulars relating to the aggregate number of members and the outstanding securities in suspense account and other related matters are not applicable.

**iv. Vigil Mechanism and Whistle Blower Policy**

As per the provisions of Section 177(9) of the Act and Regulation 22 of the Listing Regulations, the Company is required to establish a Vigil Mechanism for Directors and Employees to report genuine concerns. The Company promotes ethical behavior in all of its business activities and has put in place a mechanism for reporting illegal / unethical behavior. The Company has adopted Whistle Blower Policy and has established necessary vigil mechanism for employees / directors, wherein they can report instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and / or laws applicable to the Company and seek redressal. The identity of the reporting employee is kept confidential. During the financial year, no personnel have been denied access to the Audit Committee. The policy is available on the website of the Company at the web link at <https://www.mcil.net/investors.aspx>.

**v. Mandatory and Non – mandatory compliance**

The Board of Directors periodically reviews the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with the mandatory requirements in respect of following:

**Financial Statements:** The financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Accounting Standards) Rules, 2015.

**Listing Regulations:** There is no non-compliance of any of the requirements of Corporate Governance for the year under review as required under the Listing Regulations.

In addition, the Company has also adopted the following non-mandatory requirements under the Listing Regulations. As on

31st March, 2024 to the extent mentioned below:

- The Company has separate posts of Chairman and Managing Director.
- The Internal Auditors report directly to the Audit Committee of the Company.
- There is no qualification in the Auditor's Report on the Financial Statements to the members of the Company.

**vi. Proceeds from Public Issue, Right Issue, Preferential Allotment or Qualified Institutions Placement etc**

During the Financial Year ended 31<sup>st</sup> March 2024, the Company has not raised money from any Public Issue, Right Issue, Preferential allotment or qualified institutions placement.

**vii. Fees paid to auditors and firms / entities in its network**

The details of total fee paid by the Company for the financial year 2023-24 to M/s Mehra Goel & Co., Chartered Accountants, Auditors are as under:

| Particulars   | Amount (Rs. in Lakhs)* |
|---|------------------------|
| Audit Fee (including limited review of quarterly results) | 5.55                   |
| Tax Audit Fee   | 0.95                   |
| <b>Total</b>  | <b>6.50</b>            |

\* The fees are exclusive of taxes.

**viii. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

No complaint was filed with the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year ended 31<sup>st</sup> March, 2024. Further, no complaint was pending with the Company as at the beginning and end of the Financial Year 2023-24 under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**For and on behalf of the Board of Directors**

**Ramesh Chander Khandelwal**  
**Chairman**  
**(DIN: 00124085)**

**Date: 9<sup>th</sup> July, 2024**

**Place: New Delhi**

## DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT

Your Company has in place a comprehensive Code of conduct (**the Code**) applicable to senior management personnel and the Directors. This code is applicable to Non-executive Directors, including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance with of law.

A copy of the code has been put on the Company's website at <https://www.mcil.net/> and its compliance is affirmed by senior management personnel and the Directors annually. A declaration signed by the Managing Director is given below.

"This is to certify that the Company has obtained from all the members of the Board and senior management personnel, affirmation that they have complied with the code of conduct & Ethics for the Board of Directors and Senior Management in respect of the financial year 2023-24 as provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

**For and on behalf of the Board of Directors**

**Pramod Khandelwal**  
**Managing Director**  
**(DIN: 00124082)**

**Date: 7<sup>th</sup> April, 2024**

**Place: New Delhi**





### COMPLIANCE CERTIFICATION

Compliance Certification pursuant to Regulation 17(8) of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors  
Metal Coatings (India) Limited  
912, Hemkunt Chambers, 89  
Nehru Place, New Delhi - 110019

- A. We have reviewed financial statements and the cash flow statement of Metal Coatings (India) Limited for the year ended 31<sup>st</sup> March, 2024 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2024 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- (1) that there has not been any significant change in internal control over financial reporting during the year under reference;
  - (2) that there has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (3) that we are not aware of any instance during the year of significant fraud with the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**(Pramod Khandelwal)**  
Managing Director  
DIN: 00124082

**(R. A. Sharma)**  
Chief Financial Officer

Place: New Delhi  
Date: 29<sup>th</sup> May, 2024

**COMPLIANCE CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY  
REGARDING COMPLIANCE WITH THE CORPORATE GOVERNANCE**

To,  
The Members,  
Metal Coatings (India) Limited  
CIN: L74899DL1994PLC063387  
912, Hemkunt Chambers 89,  
Nehru Place New Delhi – 110 019

I have examined the compliance of the conditions of the Corporate Governance by Metal Coatings (India) Limited (“**the Company**”) for the Financial Year ended 31<sup>st</sup> March, 2024, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “**SEBI Listing Regulations**”].

The compliance of the conditions of the Corporate Governance is the responsibility of the Management of the Company. My, examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of the opinion on the Financial Statements of the Company.

In My, opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management and considering the relaxation granted by the Ministry of Corporate Affairs (‘MCA’) and Securities and Exchange Board of India (‘SEBI’), I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned “**SEBI Listing Regulations**” as applicable during the Financial year ended 31<sup>st</sup> March, 2024.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Prachi Bansal and Associates  
(Company Secretaries in Practice)**

**Prachi Bansal  
M No. A43355  
CP No: 23670  
FRN: I2020HR2093500  
PR No.: 3702/2023**

**UDIN: A043355F000688263**

**Date: 08<sup>th</sup> July, 2024  
Place: Faridabad**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members,  
Metal Coatings (India) Limited  
CIN: L74899DL1994PLC063387  
912, Hemkunt Chambers 89,  
Nehru Place New Delhi – 110 019

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Metal Coatings (India) Limited**, having CIN **L74899DL1994PLC063387** and having registered office at 912, Hemkunt Chambers 89, Nehru Place New Delhi- 110019 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications {including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)} as considered necessary and explanations furnished to me by the Company & its officers, i hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

**Details of Directors:**

| Sl. No | Name of Director          | Designation                    | DIN      | Date of Appointment in company* |
|--------|---------------------------|--------------------------------|----------|---------------------------------|
| 1      | Ramesh Chander Khandelwal | Chairman & Whole Time Director | 00124085 | 12/12/1994                      |
| 2      | Pramod Khandelwal         | Managing Director              | 00124082 | 15/05/1995                      |
| 3      | Rupali Aggarwal           | Independent Director           | 08740470 | 30/06/2021                      |
| 4      | Sachin Khurana            | Independent Director           | 06435657 | 19/05/2022                      |

**\*Date of appointment is taken from MCA**

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Prachi Bansal and Associates  
(Company Secretaries in Practice)**

**Prachi Bansal  
M No. A43355  
CP No: 23670  
FRN: I2020HR2093500  
PR No.: 3702/2023**

**UDIN: A043355F000688318**

**Date: 08<sup>th</sup> July, 2024  
Place: Faridabad**

## **INDEPENDENT AUDITORS' REPORT**

**To the Members of**

**METAL COATINGS (INDIA) LIMITED**

**Report on the Audit of the Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying Ind AS financial statements of **Metal Coatings (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2024, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

### **Information Other than the Ind AS Financial Statements and Auditor's Report Thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Ind AS financial statements and our Auditors' Report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## **Management's Responsibility and those charged with governance for the Ind AS Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March 2024 on its financial position in its Ind AS financial statements - Refer Note 35 to the Ind AS financial statements;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
    - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:



- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
  - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
  - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or
  - on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
  - (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv) (a) and (iv) (b) above contain any material misstatement.
- v. The company has not declared and paid any dividend during the year and has not proposed final dividend for the year. Accordingly, reporting in this regard is not applicable to the Company.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account for the financial year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under rule 11(g) of the companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

3. With respect to the matter to be included in the Auditors’ Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid/ provided by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule V of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For Mehra Goel & Co.**  
**Chartered Accountants**  
**FRN-000517N**

**Devender Kumar Aggarwal**  
**Partner**  
**M.No. 087716**  
**UDIN: 24087716BKAUHU9689**  
**Date: 29<sup>th</sup> May, 2024**  
**Place: New Delhi**



## Annexure A to the Independent Auditors' Report

With reference to the **Annexure A** referred to in paragraph 1 under '**Report on Other Legal and Regulatory Requirements**' section of the Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31<sup>st</sup> March 2024, we report the following:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (i) (a) (B) The Company do not have Intangible assets during the year. Accordingly, Clause 3(i) (a) (B) of the Order is not applicable.
- (b) The Property, Plant and Equipment have been physically verified in a phased manner by the management at reasonable intervals and no material discrepancies have been noticed on physical verification as confirmed by the management. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Ind AS financial statements are held in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii)(a) The Company has been regular in following the procedures of physical verification of inventories which is reasonable and adequate in relation to the size of the company and the nature of its business. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security during the year. The Company has made investment and granted loans to other parties during the year, in respect of which the requisite information is as below:
- (a) (A) The company do not have any subsidiaries, joint ventures and associates during the year. Accordingly, clause (iii) (a) (A) is not applicable.
- (B) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans to parties other than subsidiaries and details for the same mentioned below:

| Particulars   | Amount (In Lakhs) |
|---|-------------------|
| Aggregate amount during the year - Others (loan to employees)             | 5.18              |
| Balance outstanding as at balance sheet date - Others (loan to employees) | 4.59              |

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the terms and conditions of the grant of loans provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal has been stipulated and the repayments or receipts have been regular. The loans to employees are interest free as per policy of the Company.



- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no overdue amount for more than ninety days in respect of loans given.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made, securities and guarantees given.
- (v) The Company has not accepted any deposit from the public. Accordingly, Clause 3(v) of the Order is not applicable.
- (vi) On the basis of records produced, we are of the opinion that prima facie cost records and accounts prescribed by the central government under section 148 of the act in respect of the products of “the company” covered under the rules under said section have been maintained. However, we are neither required to carry out nor have carried out any detailed examination of such accounts and records.
- (vii)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanations and records of the company, the particulars of statutory dues referred to in sub-clause (a) as at 31<sup>st</sup> March, 2024 which have not been deposited on account of a dispute, are as follows:

| Nature of statute    | Nature of the dues | Period to which the amount relates | Forum where dispute is pending | Amount (Rs. in lakhs) |
|----------------------|--------------------|------------------------------------|--------------------------------|-----------------------|
| Income Tax Act, 1961 | Income Tax         | AY 2018-19                         | Assessing Officer              | 1.02                  |
| Income Tax Act, 1961 | Income Tax         | AY 2016-17                         | Assessing Officer              | 0.32                  |
| Income Tax Act, 1961 | Income Tax         | AY 2021-22                         | Assessing Officer              | 1.11                  |

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or the payment of interest thereon to any lenders.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long-term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the Ind AS financial statements of the Company, the company do not have any subsidiaries, associates or joint ventures during the year. Accordingly, clause 3(ix)(e) of the Order is not applicable.



- (f) According to the information and explanations given to us and procedures performed by us, the company do not have any subsidiaries, associates or joint ventures during the year. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, the company has not received whistle blower complaints during the Year. Accordingly, clause (xi) (c) is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause (xii) (a) to (xii) (c) is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.





(xx) In our opinion and according to the information and explanations given to us, Section 135 of the Companies Act 2013 is not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For Mehra Goel & Co.**  
**Chartered Accountants**  
**FRN-000517N**

**Devender Kumar Aggarwal**  
**Partner**  
**M.No. 087716**  
**UDIN: 24087716BKAUHU9689**  
**Date: 29<sup>th</sup> May, 2024**  
**Place: New Delhi**

## **Annexure B to the Independent Auditors' Report**

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to Ind AS financial statements of **Metal Coatings (India) Limited** ("the Company") as of 31<sup>st</sup> March 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Ind AS financial statements included obtaining an understanding of internal financial controls with reference to Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Ind AS financial statements.

#### **Meaning of Internal Financial Controls with reference to Ind AS Financial Statements**

A company's internal financial control with reference to Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Ind AS Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference to Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Ind AS financial statements and such internal financial controls with reference to Ind AS financial statements were operating effectively as at 31<sup>st</sup> March 2024, based on the internal control with reference to Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Mehra Goel & Co.**  
**Chartered Accountants**  
**FRN-000517N**

**Devender Kumar Aggarwal**  
**Partner**  
**M.No. 087716**  
**UDIN: 24087716BKAUHU9689**  
**Date: 29<sup>th</sup> May, 2024**  
**Place: New Delhi**



## METAL COATINGS (INDIA) LIMITED BALANCE SHEET AS AT 31ST MARCH, 2024

| (Rs. in Lakhs)   |          |                     |                     |
|--|----------|---------------------|---------------------|
| Particulars  | Note No. | As at<br>31.03.2024 | As at<br>31.03.2023 |
| <b>ASSETS</b>  |          |                     |                     |
| <b>Non-Current Assets</b>  |          |                     |                     |
| Property, Plant and Equipment  | 2        | 554.38              | 557.61              |
| Deferred Tax Assets (Net)  | 3        | 74.15               | 62.87               |
| Other non-current assets   | 4        | 16.85               | 11.74               |
| <b>Total Non-Current Assets</b>  |          | <b>645.38</b>       | <b>632.22</b>       |
| <b>Current Assets</b>  |          |                     |                     |
| Inventories  | 5        | 639.46              | 661.33              |
| Financial Assets   |          |                     |                     |
| - Investments  | 6        | 527.86              | -                   |
| - Trade Receivables  | 7        | 2855.76             | 2,797.02            |
| - Cash and Cash Equivalents  | 8        | 7.95                | 54.47               |
| - Other Bank Balances  | 9        | 19.73               | 23.63               |
| - Loans  | 10       | 4.60                | 12.83               |
| Current Tax Assets (Net)   |          | 44.27               | 42.34               |
| Other Current Assets   | 11       | 33.92               | 102.33              |
| <b>Total Current Assets</b>  |          | <b>4,133.55</b>     | <b>3,693.95</b>     |
| <b>Total Assets</b>  |          | <b>4,778.93</b>     | <b>4,326.17</b>     |
| <b>EQUITY AND LIABILITIES</b>  |          |                     |                     |
| <b>Equity</b>  |          |                     |                     |
| Equity Share Capital   | 12       | 732.68              | 732.68              |
| Other Equity   | 13       | 3230.67             | 2,961.94            |
| <b>Total Equity</b>  |          | <b>3,963.35</b>     | <b>3,694.62</b>     |
| <b>LIABILITIES</b>   |          |                     |                     |
| <b>Non-Current Liabilities</b>   |          |                     |                     |
| Provisions   | 14       | 100.73              | 232.97              |
| <b>Total Non-Current Liabilities</b>   |          | <b>100.73</b>       | <b>232.97</b>       |
| <b>Current Liabilities</b>   |          |                     |                     |
| Financial Liabilities  |          |                     |                     |
| - Borrowings   | 15       | 204.21              | -                   |
| - Trade Payables   |          |                     |                     |
| (a) total outstanding dues of Micro and Small enterprises                      | 16       | 14.32               | 15.80               |
| (b) total outstanding dues of creditors other than Micro and Small enterprises | 16       | 23.13               | 22.88               |
| - Other Financial Liabilities  | 17       | 83.52               | 87.50               |
| Other Current Liabilities  | 18       | 43.25               | 58.76               |
| Provisions   | 19       | 346.42              | 213.64              |
| Current Tax Liabilities (Net)  |          | -                   | -                   |
| <b>Total Current Liabilities</b>   |          | <b>714.85</b>       | <b>398.58</b>       |
| <b>Total Liabilities</b>   |          | <b>815.58</b>       | <b>631.55</b>       |
| <b>Total Equity and Liabilities</b>  |          | <b>4,778.93</b>     | <b>4,326.17</b>     |
| <b>Significant Accounting Policies</b>   | 1        |                     |                     |
| See accompanying notes to the financial statements                             | 2 to 39  |                     |                     |

In terms of our annexed report of even date

**For Mehra Goel & Co.**  
Chartered Accountants  
FRN No. 000517N

**Devinder Kumar Aggarwal**  
Partner  
Membership No. 087716

Date : 29.05.2024  
Place : New Delhi

**For and on behalf of the Board of Directors**

**Ramesh Chander Khandelwal**  
Chairman & Whole -time Director  
DIN : 00124085

**Vidushi Srivastava**  
Company Secretary  
PAN : CRXPS3243R

**Pramod Khandelwal**  
Managing Director  
DIN : 00124082

**Ram Avtar Sharma**  
CFO  
PAN : AMTPS3388J

**METAL COATINGS (INDIA) LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024**

(Rs. in Lakhs)

| Particulars   | Note No. | For the year ended<br>31.03.2024 | For the year ended<br>31.03.2023 |
|---|----------|----------------------------------|----------------------------------|
| <b>INCOME</b>   |          |                                  |                                  |
| Revenue from Operations   | 20       | 16,841.44                        | 17,040.37                        |
| Other Income  | 21       | 51.49                            | 44.87                            |
| <b>Total Income</b>   |          | <b>16,892.93</b>                 | <b>17,085.24</b>                 |
| <b>EXPENSES</b>   |          |                                  |                                  |
| Cost of Materials Consumed  | 22       | 14,138.51                        | 14,489.12                        |
| Changes in Inventories of Finished Goods, and Work in Progress                                    | 23       | 127.84                           | 156.20                           |
| Employee Benefits Expense   | 24       | 739.41                           | 718.04                           |
| Finance Costs   | 25       | 0.93                             | 7.17                             |
| Depreciation and Amortisation Expense   | 2        | 53.73                            | 45.28                            |
| Other Expenses  | 26       | 1,512.77                         | 1,304.62                         |
| <b>Total Expenses</b>   |          | <b>16,573.19</b>                 | <b>16,720.43</b>                 |
| <b>Profit/ (loss) before Tax</b>  |          | <b>319.74</b>                    | <b>364.81</b>                    |
| <b>Tax Expense</b>  |          |                                  |                                  |
| a) Current Tax  | 27       | 87.55                            | 107.50                           |
| b) Deferred Tax   | 3        | (17.64)                          | (19.18)                          |
| <b>Total Tax Expenses</b>   |          | <b>69.91</b>                     | <b>88.32</b>                     |
| <b>Profit for the year</b>  |          | <b>249.83</b>                    | <b>276.49</b>                    |
| <b>Other Comprehensive Income</b>   |          |                                  |                                  |
| A (i) Items that will not be reclassified to profit or loss                                       | 24.2     | 25.26                            | 28.29                            |
| (ii) Income tax relating to items that will not be reclassified to profit or loss                 |          | (6.36)                           | (7.12)                           |
| B (i) Items that will be reclassified to profit or loss   |          |                                  |                                  |
| (ii) Income tax relating to items that will be reclassified to profit or loss                     |          |                                  |                                  |
| <b>Total Other Comprehensive Income for the year</b>  |          | <b>18.90</b>                     | <b>21.17</b>                     |
| <b>Total Comprehensive Income for the year (Comprising profit and other Comprehensive Income)</b> |          | <b>268.73</b>                    | <b>297.66</b>                    |
| <b>Earnings per equity share of face value of Rs. 10 each</b>                                     |          |                                  |                                  |
| a) Basic (Rs.)  | 28       | 3.41                             | 3.77                             |
| b) Diluted (Rs.)  | 28       | 3.41                             | 3.77                             |
| Significant Accounting Policies   | 1        |                                  |                                  |
| See accompanying notes to the financial statements  | 2 to 39  |                                  |                                  |

In terms of our annexed report of even date

**For Mehra Goel & Co.**  
Chartered Accountants  
FRN No. 000517N

**Devinder Kumar Aggarwal**  
Partner  
Membership No. 087716

Date : 29.05.2024  
Place : New Delhi

**For and on behalf of the Board of Directors**

**Ramesh Chander Khandelwal**  
Chairman & Whole -time Director  
DIN : 00124085

**Vidushi Srivastava**  
Company Secretary  
PAN : CRXPS3243R

**Pramod Khandelwal**  
Managing Director  
DIN : 00124082

**Ram Avtar Sharma**  
CFO  
PAN : AMTPS3388J



**METAL COATINGS (INDIA) LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024**

**A. EQUITY SHARE CAPITAL**
**(Rs. in Lakhs)**

| Balance at the beginning of the reporting period i.e. 01st April, 2023 | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the current reporting period | Changes in equity share capital during the year 2023-24 | Balance at the end of the reporting period i.e. 31st March, 2024 |
|--|--|---|---|--|
| 732.68   | -  | 732.68  | --  | 732.68   |

| Balance at the beginning of the reporting period i.e. 01st April, 2022 | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the previous reporting period | Changes in equity share capital during the year 2022-23 | Balance at the end of the reporting period i.e. 31st March, 2023 |
|--|--|--|---|--|
| 732.68   | -  | 732.68   | --  | 732.68   |

**B. OTHER EQUITY**
**(Rs. in Lakhs)**

| Particulars   | Reserves & Surplus |                  |                 |                   | Total    |
|---|--------------------|------------------|-----------------|-------------------|----------|
|   | Capital Reserve    | Security Premium | General Reserve | Retained Earnings |          |
| Balance at the beginning of the reporting period i.e. 1st April, 2023 | 6.14               | 135.59           | 26.16           | 2,794.05          | 2,961.94 |
| Changes in accounting policy or prior period errors                   | -                  | -                | -               | -                 | -        |
| Restated balance at the beginning of the current reporting period     | 6.14               | 135.59           | 26.16           | 2,794.05          | 2,961.94 |
| Total Comprehensive Income for the year                               | -                  | -                | -               | 268.73            | 268.73   |
| Dividends   | -                  | -                | -               | -                 | -        |
| Transfer to / (from) retained earnings                                | -                  | -                | -               | -                 | -        |
| Balance at the end of the reporting period i.e. 31st March, 2024      | 6.14               | 135.59           | 26.16           | 3,062.78          | 3,230.67 |

| Particulars   | Reserves & Surplus |                  |                 |                   | Total    |
|---|--------------------|------------------|-----------------|-------------------|----------|
|   | Capital Reserve    | Security Premium | General Reserve | Retained Earnings |          |
| Balance at the beginning of the reporting period i.e. 1st April, 2022 | 6.14               | 135.59           | 26.16           | 2,496.39          | 2,664.28 |
| Changes in accounting policy or prior period errors                   | -                  | -                | -               | -                 | -        |
| Restated balance at the beginning of the previous reporting period    | 6.14               | 135.59           | 26.16           | 2,496.39          | 2,664.28 |
| Total Comprehensive Income for the year                               | -                  | -                | -               | 297.66            | 297.66   |
| Dividends   | -                  | -                | -               | -                 | -        |
| Transfer to / (from) retained earnings                                | -                  | -                | -               | -                 | -        |
| Balance at the end of the reporting period i.e. 31st March, 2023      | 6.14               | 135.59           | 26.16           | 2,794.05          | 2,961.94 |

In terms of our annexed report of even date

**For Mehra Goel & Co.**  
Chartered Accountants  
FRN No. 000517N

**Devinder Kumar Aggarwal**  
Partner  
Membership No. 087716

Date : 29.05.2024

Place : New Delhi

**For and on behalf of the Board of Directors**
**Ramesh Chander Khandelwal**  
Chairman & Whole -time Director  
DIN : 00124085

**Vidushi Srivastava**  
Company Secretary  
PAN : CRXPS3243R

**Pramod Khandelwal**  
Managing Director  
DIN : 00124082

**Ram Avtar Sharma**  
CFO  
PAN : AMTPS3388J



## METAL COATINGS (INDIA) LIMITED

### CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

(Rs. in Lakhs)

| Particulars  | For the year<br>ended 31.03.2024 |                 | For the year<br>ended 31.03.2023 |                 |
|--|----------------------------------|-----------------|----------------------------------|-----------------|
| <b>A. Cash flow from Operating Activities :</b>  |                                  |                 |                                  |                 |
| Net Profit before tax as per statement of Profit and Loss  |                                  | 319.74          |                                  | 364.81          |
| Adjustment for   |                                  |                 |                                  |                 |
| (Profit)/Loss on sale / Discard of Assets-Net  | -                                |                 | (2.95)                           |                 |
| Depreciation / Amortisation Expense  | 53.73                            |                 | 45.28                            |                 |
| Finance Cost   | 0.93                             |                 | 7.17                             |                 |
| Rental Income  | (24.00)                          |                 | (24.00)                          |                 |
| Interest Income  | (1.01)                           |                 | (3.40)                           |                 |
| Short term capital gain on mutual fund   | (26.09)                          | 3.56            | (12.72)                          | 9.38            |
| Operating profit before working capital changes  |                                  | 323.30          |                                  | 374.19          |
| (Increase)/Decrease in Trade Receivables   | (58.74)                          |                 | (37.86)                          |                 |
| (Increase)/Decrease in Inventories   | 21.87                            |                 | 477.13                           |                 |
| (Increase)/Decrease in other Assets  | 73.51                            |                 | 339.53                           |                 |
| Increase/(Decrease) in Current Liabilities   | (20.73)                          |                 | 33.57                            |                 |
| Effect of Other Comprehensive Income   | 25.26                            |                 | 28.29                            |                 |
| Increase/(Decrease) in Short & Long term provisions  | 0.54                             | 41.71           | 21.70                            | 862.36          |
| Cash generated from operations   |                                  | 365.01          |                                  | 1,236.55        |
| Tax Paid   | (87.55)                          | (87.55)         | (107.50)                         | (107.50)        |
| <b>Net cash flow (used in) from operating activities</b>   |                                  | <b>277.46</b>   |                                  | <b>1,129.05</b> |
| <b>B. Cash flow from investing activities</b>  |                                  |                 |                                  |                 |
| Additions in tangible and intangible assets (Including capital work in progress and advances on capital account) | (50.50)                          |                 | (148.15)                         |                 |
| Proceeds from disposal of tangible and intangible Assets   | -                                |                 | 5.70                             |                 |
| Proceeds from sales of Investment  | -                                |                 | -                                |                 |
| Rental Income  | 24.00                            |                 | 24.00                            |                 |
| Interest Income  | 1.01                             |                 | 3.40                             |                 |
| Purchase of Mutual Fund  | (2,750.00)                       |                 | (1,720.00)                       |                 |
| Sale of Mutual Fund  | 2,248.23                         |                 | 1,732.72                         |                 |
| <b>Net cash from Investing Activities</b>  |                                  | <b>(527.26)</b> |                                  | <b>(102.33)</b> |
| <b>C. Cash flow from Financing Activities</b>  |                                  |                 |                                  |                 |
| Proceeds from new borrowings (Overdraft Limit)   | 204.21                           |                 | (972.73)                         |                 |
| Interest paid  | (0.93)                           |                 | (7.17)                           |                 |
| <b>Net cash from Financing Activities</b>  |                                  | <b>203.28</b>   |                                  | <b>(979.90)</b> |
| <b>Net cash flows during the year (A+B+C)</b>  |                                  | <b>(46.52)</b>  |                                  | <b>46.82</b>    |
| Cash and cash equivalents (Opening balance) (Note-8)   |                                  | 54.47           |                                  | 7.65            |
| Cash and cash equivalents (Closing balance) (Note-8)   |                                  | 7.95            |                                  | 54.47           |

Notes to cash flow statement:

1 Figures in brackets indicate cash out flows.

2 Bank borrowings have been grouped as part of financing activities.

3 Figures have been rounded off to the nearest of Rupee Lacs.

In terms of our annexed report of even date

**For and on behalf of the Board of Directors**

**For Mehra Goel & Co.**

Chartered Accountants

FRN No. 000517N

**Devinder Kumar Aggarwal**

Partner

Membership No. 087716

Date : 29.05.2024

Place : New Delhi

**Ramesh Chander Khandelwal**  
Chairman & Whole -time Director  
DIN : 00124085

**Vidushi Srivastava**  
Company Secretary  
PAN : CRXPS3243R

**Pramod Khandelwal**  
Managing Director  
DIN : 00124082

**Ram Avtar Sharma**  
CFO  
PAN : AMTPS3388J



## Note No. -1

### Significant Accounting Policies and Notes to Accounts

#### **A - CORPORATE INFORMATION**

Metal Coatings (India) Limited (the 'Company') was incorporated in India as a limited company under the Companies Act, 1956 on 12 December, 1994. The company is listed in Bombay Stock Exchange. The Company commenced its operations on 9 February, 1995 and is engaged in the manufacture and sale of Cold Rolled Steel Strips, H. R. Pickled & Oiled coils/strips.

#### **B - SIGNIFICANT ACCOUNTING POLICIES**

##### **(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

##### **(b) Basis of preparation and presentation**

The financial statements have been prepared on the historical cost basis except for certain financial assets & liabilities and defined benefit plans which have been measured at fair value amount. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle which has been taken as 12 months. Company's financial statements are presented in Indian Rupees, which is also its functional currency.

##### **(c) Property, plant and equipment**

Freehold land is carried at historical cost. All other items of Property, plant and equipment are stated at cost, net of trade discount, rebates and recoverable taxes less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Gains or losses arising from de-recognition of fixed Assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. The Company has elected to continue with the carrying value of all of its property, plant and equipment at the transition date and use that carrying value as the deemed cost of the property, plant and equipment.

##### **(d) Lease hold improvements**

The company has taken a piece of land on lease at Meola Maharajpur. The company had constructed a building on the said land as a factory. Leasehold improvements are carried at historical cost. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Depreciation on leasehold improvements are provided using straight line method based on management estimate of useful life of the assets. Gains or losses arising from de-recognition of leasehold improvements are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

##### **(e) Intangible assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Intangible assets are amortized using straight line method based on management estimate of useful life of the assets.



**(f) Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usages.

**(g) Borrowing cost**

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is recognised in the statement of profit and loss. Discounts or premiums and expenses on the issue of debt securities are amortised over the term of the related securities and included within borrowing costs. Premiums payable on early redemptions of debt securities, in lieu of future finance costs, are recognised as borrowing costs.

All other borrowing costs are recognised as expenses in the period in which it is incurred.

**(h) Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of scrap, which is valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. Cost of raw materials, stores and spares, packing materials, trading and other products are determined on weighted average basis.

**(i) Impairment of property, plant and equipment and intangible assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Others assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(j) Contingencies /Provisions**

Provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made.

**(k) Employee Benefits Expense**

**Short Term Employee Benefits obligation**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services. These benefits include compensated absences and performance incentives.

**Other long-term Employee Benefit obligations**

The liabilities for earned leave which are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured on the basis of independent actuarial valuation certificate as the present value of the expected future payments to be made in respect of service provided by the employees upto the end of the reporting period.



## Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

## Defined Benefit Plans

The Company pays gratuity to the eligible employees in accordance with the payment of Gratuity act, 1972. The liability recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligations are calculated at the end of the reporting period by actuaries using the projected unit credit method. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

## (l) Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

**Current tax:** Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

**Deferred tax:** Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

## (m) Revenue recognition

Revenue is recognised when control of the products being sold has transferred to the customer and when there are no longer any unfulfilled obligations to the customer. This is generally on delivery to the customer but depending on individual customer terms, this can be at the time of dispatch, delivery or upon formal customer acceptance. This is considered the appropriate point where the performance obligations in our contracts are satisfied as Company no longer have control over the inventory. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and Indirect Taxes. No element of financing is present in the pricing arrangement. Settlement terms range from cash-on-delivery to credit terms ranging upto 120 days.

## (n) Foreign Exchange Transaction and translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is Company's functional and presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

- (o) Dividend Income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.





## (p) Financial Instruments

### Financial Assets

**-Measurement** - At initial recognition, the Company measures a financial assets at its fair value plus, in the case of a financial assets not at fair value through profit or loss, transaction cost that are directly attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed off in the statement of profit or loss. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debts investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognised in profit or loss when the assets is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**- Investment** - The Company account for its investments in subsidiaries, associates and joint venture at cost and all other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in Other Comprehensive Income.

**- Impairment of financial assets** - The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables Company applies simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### Financial liabilities

#### - Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

#### - Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short

Derecognition of financial instruments -The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## (q) Earning per Share

Basic earning per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year. The Company did not have any potentially dilutive securities in any of the years presented.

(r) Costs and expenses are recognised when incurred and have been classified according to their nature.

## (s) Use of estimates and judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make estimates and assumptions that affect the balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the periods presented. The Company has a policy to review these estimates and underlying assumptions on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

## (t) Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method



from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

**2. PROPERTY, PLANT & EQUIPMENT**

| PARTICULARS            | GROSS BLOCK               |              |                     |                           | DEPRECIATION              |                                       |                                |                           | NET BLOCK           |                     |
|------------------------|---------------------------|--------------|---------------------|---------------------------|---------------------------|---------------------------------------|--------------------------------|---------------------------|---------------------|---------------------|
|                        | Total as on<br>01.04.2023 | Additions    | Sold /<br>Discarded | Total as on<br>31.03.2024 | Total as on<br>01.04.2023 | For the period<br>ended<br>31.03.2024 | Dep. On<br>discarded<br>assets | Total as on<br>31.03.2024 | As on<br>31.03.2024 | As on<br>31.03.2023 |
| Land                   | 85.17                     | -            | -                   | 85.17                     | -                         | -                                     | -                              | -                         | 85.17               | 85.17               |
| Buildings              | 373.69                    | -            | -                   | 373.69                    | 202.77                    | 10.28                                 | -                              | 213.05                    | 160.64              | 170.92              |
| Plant & Machinery      | 1008.73                   | 22.00        | -                   | 1030.73                   | 886.75                    | 17.36                                 | -                              | 904.11                    | 126.62              | 121.98              |
| Motor Vehicles         | 294.55                    | 27.46        | -                   | 322.01                    | 122.70                    | 24.11                                 | -                              | 146.81                    | 175.20              | 171.85              |
| Furniture, Fixtures    | 2.98                      | -            | -                   | 2.98                      | 2.58                      | 0.10                                  | -                              | 2.68                      | 0.30                | 0.40                |
| Office Equipment       | 11.52                     | 0.41         | -                   | 11.93                     | 9.17                      | 0.81                                  | -                              | 9.98                      | 1.95                | 2.35                |
| Computers              | 8.45                      | 0.63         | -                   | 9.08                      | 7.20                      | 0.64                                  | -                              | 7.84                      | 1.24                | 1.25                |
| Leasehold Improvements | 14.03                     | -            | -                   | 14.03                     | 10.34                     | 0.43                                  | -                              | 10.77                     | 3.26                | 3.69                |
| <b>Total</b>           | <b>1799.12</b>            | <b>50.50</b> | <b>-</b>            | <b>1849.62</b>            | <b>1241.51</b>            | <b>53.73</b>                          | <b>-</b>                       | <b>1295.24</b>            | <b>554.38</b>       | <b>557.61</b>       |
| <b>Previous year</b>   | 1701.03                   | 148.15       | 50.06               | 1799.12                   | 1243.54                   | 45.28                                 | 47.31                          | 1241.51                   | 557.61              | 457.49              |

| (Rs. in Lakhs)                                     |                     |                     |
|--|---------------------|---------------------|
| Particulars  | As at<br>31.03.2024 | As at<br>31.03.2023 |
| <b>3 DEFERRED TAX LIABILITIES / (ASSETS) - NET</b> |                     |                     |
| At the start of the year                           | (62.87)             | (50.81)             |
| Charge / (Credit) to statement of Profit & Loss    | (17.64)             | (19.18)             |
| Charge / (Credit) to Other Comprehensive Income    | 6.36                | 7.12                |
| At the end of the year                             | <u>(74.15)</u>      | <u>(62.87)</u>      |

| Component of deferred tax liabilities / (Assets)                                    | As at 31.03.2023 | Charge/(Credit)<br>to Total<br>Comprehensive<br>Income | As at 31.03.2024 |
|---|------------------|--|------------------|
| Deferred tax liabilities / (Assets) in relation to<br>Property, Plant and Equipment | 49.54            | (11.14)  | 38.40            |
| Provisions  | (112.41)         | (0.14)   | (112.55)         |
|   | <b>(62.87)</b>   | <b>(11.28)</b>   | <b>(74.15)</b>   |

| (Rs. in Lakhs)                    |                      |                      |
|-----------------------------------|----------------------|----------------------|
| Particulars                       | As at<br>31.03.2024  | As at<br>31.03.2023  |
| <b>4 OTHER NON-CURRENT ASSETS</b> |                      |                      |
| Security Deposit                  | 16.85                | 11.74                |
| <b>Total</b>                      | <u><b>16.85</b></u>  | <u><b>11.74</b></u>  |
| <b>5 INVENTORIES</b>              |                      |                      |
| Raw Materials                     | 455.21               | 347.81               |
| Work in Process                   | 120.60               | 194.80               |
| Finished Goods                    | 26.46                | 66.12                |
| Stores & Spares                   | 0.22                 | 1.65                 |
| Scrap Material                    | 36.97                | 50.95                |
| <b>Total</b>                      | <u><b>639.46</b></u> | <u><b>661.33</b></u> |

Carrying amount of inventories have been hypothecated to Bank for the working capital facilities availed.

## 6 INVESTMENTS

### Investments measured at Fair Value through Profit & Loss (FVTPL)

#### In Mutual Fund (quoted)

|   |                      |                 |
|---|----------------------|-----------------|
| Aditya Birla Sunlife Liquid Fund                            | 150.21               | -               |
| 38,940.440 Units. Cost of Investment is Rs.1,50,00,000/-.   |                      | -               |
| Aditya Birla Sunlife Money Mgr Fund                         | 201.77               | -               |
| 59,879.236 Units. Cost of Investment is Rs.2,00,00,000/-.   |                      | -               |
| HDFC Short Term Debt Fund                                   | 175.88               | -               |
| 6,08,885.191 Units. Cost of Investment is Rs.1,75,00,000/-. |                      | -               |
|   | <u><b>527.86</b></u> | <u><b>-</b></u> |

**7 TRADE RECEIVABLES**

|  |                |                |
|--|----------------|----------------|
| Trade Receivables                              | 2855.76        | 2797.02        |
| Less: Allowance for doubtful trade receivables | -              | -              |
| Considered good - Unsecured                    | <u>2855.76</u> | <u>2797.02</u> |

Includes dues from Related Parties Rs. 437.88 Lakhs (Previous year Rs. 661.11 Lakhs). Carrying amount of Trade Receivables have been hypothecated to bank for the working capital facilities availed.

**Trade Receivables ageing schedule**

| Particulars  | Outstanding for following periods from due date of payment as at<br>31st March, 2024 |                       |                     |             |              |                         | Total           |
|--|--|-----------------------|---------------------|-------------|--------------|-------------------------|-----------------|
|  | Not due  | Less than<br>6 months | 6 months<br>-1 year | 1-2 Years   | 2-3<br>years | More<br>than 3<br>years |                 |
| (i) Undisputed Trade receivables – considered good                                 | 2,184.06   | 665.70                | 0.06                | 5.88        | -            | 0.06                    | 2,855.76        |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | -  | -                     | -                   | -           | -            | -                       | -               |
| (iii) Undisputed Trade Receivables – credit impaired                               | -  | -                     | -                   | -           | -            | -                       | -               |
| (iv) Disputed Trade Receivables– considered good                                   | -  | -                     | -                   | -           | -            | -                       | -               |
| (v) Disputed Trade Receivables – which have significant increase in credit risk    | -  | -                     | -                   | -           | -            | -                       | -               |
| (vi) Disputed Trade Receivables – credit impaired                                  | -  | -                     | -                   | -           | -            | -                       | -               |
| <b>Total</b>   | <b>2,184.06</b>  | <b>665.70</b>         | <b>0.06</b>         | <b>5.88</b> | <b>-</b>     | <b>0.06</b>             | <b>2,855.76</b> |

**Trade Receivables ageing schedule**

| Particulars  | Outstanding for following periods from due date of payment as at<br>31st March, 2023 |                       |                     |           |              |                         | Total    |
|--|--|-----------------------|---------------------|-----------|--------------|-------------------------|----------|
|  | Not due  | Less than<br>6 months | 6 months<br>-1 year | 1-2 Years | 2-3<br>years | More<br>than 3<br>years |          |
| (i) Undisputed Trade receivables – considered good                                 | 2,393.24   | 403.63                | -                   | 0.09      | -            | 0.06                    | 2,797.02 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | -  | -                     | -                   | -         | -            | -                       | -        |
| (iii) Undisputed Trade Receivables – credit impaired                               | -  | -                     | -                   | -         | -            | -                       | -        |
| (iv) Disputed Trade Receivables– considered good                                   | -  | -                     | -                   | -         | -            | -                       | -        |
| (v) Disputed Trade Receivables – which have significant increase in credit risk    | -  | -                     | -                   | -         | -            | -                       | -        |



|   |                 |               |          |             |          |             |                 |
|---|-----------------|---------------|----------|-------------|----------|-------------|-----------------|
| (vi) Disputed Trade Receivables – credit impaired | -               | -             | -        | -           | -        | -           | -               |
| <b>Total</b>                                      | <b>2,393.24</b> | <b>403.63</b> | <b>-</b> | <b>0.09</b> | <b>-</b> | <b>0.06</b> | <b>2,797.02</b> |
| Less: v) Allowance for doubtful trade receivables |                 |               |          |             |          |             | -               |
| <b>Total Trade Receivables</b>                    | <b>2,393.24</b> | <b>403.63</b> | <b>-</b> | <b>0.09</b> | <b>-</b> | <b>0.06</b> | <b>2,797.02</b> |

|   |                             | <b>(Rs. in Lakhs)</b>       |  |
|---|-----------------------------|-----------------------------|--|
| <b>Particulars</b>                              | <b>As at<br/>31.03.2024</b> | <b>As at<br/>31.03.2023</b> |  |
| <b>8 CASH AND CASH EQUIVALENTS</b>              |                             |                             |  |
| - Cash in hand                                  | 6.00                        | 3.82                        |  |
| - Balances with Bank                            | 1.95                        | 50.65                       |  |
| <b>Total</b>                                    | <b>7.95</b>                 | <b>54.47</b>                |  |
| <b>9 OTHER BANK BALANCES</b>                    |                             |                             |  |
| - Earmarked balances with Bank                  | 12.05                       | 16.34                       |  |
| - Fixed Deposits pledged with Bank              | 7.68                        | 7.29                        |  |
| <b>Total</b>                                    | <b>19.73</b>                | <b>23.63</b>                |  |
| <b>10 LOANS</b>                                 |                             |                             |  |
| Advance to Employees                            |                             |                             |  |
| - Loan Receivable considered good - Unsecured   | 4.60                        | 12.83                       |  |
| <b>Total</b>                                    | <b>4.60</b>                 | <b>12.83</b>                |  |
| <b>11 OTHER CURRENT ASSETS</b>                  |                             |                             |  |
| Balance with Government Authorities             | 15.67                       | 0.96                        |  |
| Prepaid Expenses                                | 7.52                        | 4.82                        |  |
| Advance to Suppliers                            | 10.73                       | 96.55                       |  |
| <b>Total</b>                                    | <b>33.92</b>                | <b>102.33</b>               |  |
| <b>12 EQUITY SHARE CAPITAL</b>                  |                             |                             |  |
| <b>Authorised Capital</b>                       |                             |                             |  |
| 80,00,000 (Previous Year 80,00,000)             |                             |                             |  |
| Equity Shares of Rs. 10/- each.                 | 800.00                      | 800.00                      |  |
| <b>Issued, Subscribed &amp; Paid up Capital</b> |                             |                             |  |
| 73,26,800 (Previous Year 73,26,800)             |                             |                             |  |
| Equity Shares of Rs. 10/- each.                 | 732.68                      | 732.68                      |  |

**a) The details of Shareholders holding more than 5% shares :**

|                                   | <b>As at 31.03.2024</b> |               | <b>As at 31.03.2023</b> |               |
|-----------------------------------|-------------------------|---------------|-------------------------|---------------|
|                                   | <b>No. of Shares</b>    | <b>% held</b> | <b>No. of Shares</b>    | <b>% held</b> |
| Khandelwal Galva Strips Pvt. Ltd. | 17,45,499               | 23.82         | 17,45,499               | 23.82         |
| Pramod Khandelwal                 | 12,13,390               | 16.56         | 12,13,390               | 16.56         |

|  |                  |              |                  |              |
|--|------------------|--------------|------------------|--------------|
| Ramesh Chander Khandelwal              | 11,84,759        | 16.17        | 11,84,759        | 16.17        |
| Investor Education And Protection Fund | 3,93,745         | 5.37         | 3,78,742         | 5.17         |
| Anupama Khandelwal                     | 3,73,528         | 5.10         | 3,69,191         | 5.04         |
| <b>Total</b>                           | <b>49,10,921</b> | <b>67.02</b> | <b>48,91,581</b> | <b>66.76</b> |

**b) The reconciliation of the number of shares outstanding is set out below**

|  |           |           |
|--|-----------|-----------|
| Equity Shares at the beginning of the year | 73,26,800 | 73,26,800 |
| Add: Shares issued                         | -         | -         |
| Less: Shares bought back                   | -         | -         |
| Equity Shares at the end of the year       | 73,26,800 | 73,26,800 |

**c) Rights, preference and restrictions attached to shares**

The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors are subject to shareholders approval in ensuing AGM except in case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all the preferential amount in proportion to their shareholding.

**d) Details of Shareholding of Promoters - Equity share of Rs. 10.00 each fully paid**

| Shares held by promoters at the end of the year |               |                  |                        |                  | % of Change during the year |
|---|---------------|------------------|------------------------|------------------|-----------------------------|
| As at 31st March, 2024                          |               |                  | As at 31st March, 2023 |                  |                             |
| Promoter name                                   | No. of Shares | %of total shares | No. of Shares          | %of total shares |                             |
| 01 Khandelwal Galva Strips Private Limited      | 17,45,499     | 23.82            | 17,45,499              | 23.82            | Nil                         |
| 02 Pramod Khandelwal                            | 12,13,390     | 16.56            | 12,13,390              | 16.56            | Nil                         |
| 03 Ramesh Chander Khandelwal                    | 11,84,759     | 16.17            | 11,84,759              | 16.17            | Nil                         |
| 04 Anupama Khandelwal                           | 3,73,528      | 5.10             | 3,69,191               | 5.04             | 0.06                        |
| 05 Priya Khandelwal                             | 1,56,500      | 2.14             | 1,56,500               | 2.14             | Nil                         |
| 06 Anjana Khandelwal                            | 1,55,500      | 2.12             | 1,55,500               | 2.12             | Nil                         |
| 07 Krishna Khandelwal                           | 1,31,200      | 1.79             | 1,31,200               | 1.79             | Nil                         |
| 08 Neeta Khandelwal                             | 1,10,900      | 1.51             | 1,10,900               | 1.51             | Nil                         |
| 09 Jyoti Rawat                                  | 70,000        | 0.96             | 70,000                 | 0.96             | Nil                         |
| 10 A. P. Khandelwal                             | 15,200        | 0.21             | 15,200                 | 0.21             | Nil                         |
| 11 Pratishtha Khandelwal                        | 4,000         | 0.05             | 3,000                  | 0.04             | 0.01                        |
| Total Promoters shares outstanding              | 51,60,476     | 70.43            | 51,55,139              | 70.36            |                             |
| Total shares outstanding of the company         | 73,26,800     |                  | 73,26,800              |                  |                             |

**Details of Shareholding of Promoters - Equity share of Rs. 10.00 each fully paid**

| Shares held by promoters at the end of the year |               |                   |                        |                   | % of Change during the year |
|---|---------------|-------------------|------------------------|-------------------|-----------------------------|
| As at 31st March, 2023                          |               |                   | As at 31st March, 2022 |                   |                             |
| Promoter name                                   | No. of Shares | % of total shares | No. of Shares          | % of total shares |                             |
| 01 Khandelwal Galva Strips Private Limited      | 17,45,499     | 23.82             | 17,45,499              | 23.82             | Nil                         |
| 02 Pramod Khandelwal                            | 12,13,390     | 16.56             | 12,13,390              | 16.56             | Nil                         |
| 03 Ramesh Chander Khandelwal                    | 11,84,759     | 16.17             | 11,84,759              | 16.17             | Nil                         |
| 04 Anupama Khandelwal                           | 3,69,191      | 5.04              | 3,44,191               | 4.70              | 0.34                        |
| 05 Priya Khandelwal                             | 1,56,500      | 2.14              | 1,56,500               | 2.14              | Nil                         |
| 06 Anjana Khandelwal                            | 1,55,500      | 2.12              | 1,55,500               | 2.12              | Nil                         |
| 07 Krishna Khandelwal                           | 1,31,200      | 1.79              | 1,31,200               | 1.79              | Nil                         |
| 08 Neeta Khandelwal                             | 1,10,900      | 1.51              | 1,10,900               | 1.51              | Nil                         |
| 09 Jyoti Rawat                                  | 70,000        | 0.96              | 70,000                 | 0.96              | Nil                         |
| 10 A. P. Khandelwal                             | 15,200        | 0.21              | 15,200                 | 0.21              | Nil                         |
| 11 Pratishtha Khandelwal                        | 3,000         | 0.04              | 4,450                  | 0.06              | (0.02)                      |
| Total Promoters shares outstanding              | 51,55,139     | 70.36             | 51,31,589              | 70.04             |                             |
| Total shares outstanding of the company         | 73,26,800     |                   | 73,26,800              |                   |                             |

**(Rs. in Lakhs)**

| 13 | Particulars                          | As at          | As at          |
|----|--------------------------------------|----------------|----------------|
|    |                                      | 31.03.2024     | 31.03.2023     |
|    | <b>OTHER EQUITY</b>                  |                |                |
|    | <b>Capital Reserve</b>               |                |                |
|    | As per last Balance Sheet            | 6.14           | 6.14           |
|    | <b>Security Premium</b>              |                |                |
|    | As per last Balance Sheet            | 135.59         | 135.59         |
|    | <b>General Reserve</b>               |                |                |
|    | As per last Balance Sheet            | 26.16          | 26.16          |
|    | <b>Retained Earnings</b>             |                |                |
|    | Balance at the beginning of the year | 2794.05        | 2496.39        |
|    | Add: Profit for the year             | 249.83         | 276.49         |
|    | Add : Other Comprehensive Income     | 18.90          | 21.17          |
|    | <b>Total</b>                         | <b>3062.78</b> | <b>2794.05</b> |
|    | <b>Grand Total</b>                   | <b>3230.67</b> | <b>2961.94</b> |

**Nature and purpose of reserves :**

Capital Reserve - Capital Reserve was created consequent to forfeiture of shares

Securities Premium - Securities Premium Reserve was created consequent to issue of shares at a premium. The reserves can be utilised in accordance with section 52 of Companies Act, 2013

General Reserve : The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, item included in the general reserve will not be reclassified subsequently to statement of profit and loss.

**14 PROVISIONS - NON CURRENT**

|                                 |               |               |
|---------------------------------|---------------|---------------|
| Provision for employee benefits | 100.73        | 232.97        |
| <b>Total</b>                    | <b>100.73</b> | <b>232.97</b> |

**15 BORROWINGS - CURRENT**
**Secured - At amortised cost**

|                                 |               |          |
|---------------------------------|---------------|----------|
| Working Capital Limit from Bank | 204.21        | -        |
| <b>Total</b>                    | <b>204.21</b> | <b>-</b> |

Secured against hypothecation of Trade Receivables, Inventories and by way of mortgage of Land, Buildings and Plant & Machinery. This is also secured by personal guarantee of Whole Time Director and Managing Director.

**16 TRADE PAYABLES**

|  |              |              |
|--|--------------|--------------|
| Dues of Micro and Small enterprises (Refer Note No. 29)  | 14.32        | 15.80        |
| Dues of creditors other than Micro and Small enterprises | 23.13        | 22.88        |
| <b>Total</b>   | <b>37.45</b> | <b>38.68</b> |

**Trade Payables ageing schedule**

| Particulars                | Outstanding for following periods from due date of payment as at 31st March, 2024 |                  |           |           |                   | Total        |
|----------------------------|---|------------------|-----------|-----------|-------------------|--------------|
|                            | Not due   | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |              |
| (i)Undisputed MSME         | 14.32   | -                | -         | -         | -                 | 14.32        |
| (ii) Undisputed Others     | 23.13   | -                | -         | -         | -                 | 23.13        |
| (iii) Disputed dues – MSME | -   | -                | -         | -         | -                 | -            |
| (iv)Disputed dues - Others | -   | -                | -         | -         | -                 | -            |
| <b>Total</b>               | <b>37.45</b>  | <b>-</b>         | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>37.45</b> |

**Trade Payables ageing schedule**

| Particulars                 | Outstanding for following periods from due date of payment as at 31st March, 2023 |                  |           |           |                   | Total        |
|-----------------------------|---|------------------|-----------|-----------|-------------------|--------------|
|                             | Not due   | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |              |
| (i) Undisputed MSME         | 15.80   | -                | -         | -         | -                 | 15.80        |
| (ii) Undisputed Others      | 22.88   | -                | -         | -         | -                 | 22.88        |
| (iii) Disputed dues – MSME  | -   | -                | -         | -         | -                 | -            |
| (iv) Disputed dues - Others | -   | -                | -         | -         | -                 | -            |
| <b>Total</b>                | <b>38.68</b>  | <b>-</b>         | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>38.68</b> |

| Particulars                           | (Rs. in Lakhs)   |                  |
|---------------------------------------|------------------|------------------|
|                                       | As at 31.03.2024 | As at 31.03.2023 |
| <b>17 OTHER FINANCIAL LIABILITIES</b> |                  |                  |
| Unclaimed Dividend*                   | 12.05            | 16.33            |
| Employee Benefits Payable             | 44.15            | 42.05            |
| Other Payables                        | 27.32            | 29.12            |
| <b>Total</b>                          | <b>83.52</b>     | <b>87.50</b>     |

\* : Investor Education and Protection Fund will be credited as and when due

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| <b>18 OTHER CURRENT LIABILITIES</b>  |               |               |
| Payable in respect of statutory dues | 36.87         | 57.78         |
| Other Payable                        | 6.38          | 0.98          |
| <b>Total</b>                         | <b>43.25</b>  | <b>58.76</b>  |
| <b>19 PROVISIONS - CURRENT</b>       |               |               |
| Provision for Employee Benefits      | 346.42        | 213.64        |
| <b>Total</b>                         | <b>346.42</b> | <b>213.64</b> |

| Particulars                       | (Rs. in Lakhs)                |                               |
|-----------------------------------|-------------------------------|-------------------------------|
|                                   | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
| <b>20 REVENUE FROM OPERATIONS</b> |                               |                               |
| Sale of Products                  | 15578.42                      | 16264.97                      |
| Sale of Services                  | 784.95                        | 243.80                        |
| Other operating revenues          | 478.07                        | 531.60                        |
| <b>Total</b>                      | <b>16841.44</b>               | <b>17040.37</b>               |
| <b>21 OTHER INCOME</b>            |                               |                               |
| Rent                              | 24.00                         | 24.00                         |
| Interest Income                   | 1.01                          | 3.40                          |
| Realised gain on Mutual Fund      | 23.23                         | 12.72                         |



Income Recognised due to valuation of Investment at Fair

|                            |              |              |
|----------------------------|--------------|--------------|
| Value as on 31.03.2024     | 2.86         | -            |
| Other non-operating income | 0.39         | 4.75         |
| <b>Total</b>               | <b>51.49</b> | <b>44.87</b> |

**22 COST OF MATERIALS CONSUMED**

|                                      |                 |                 |
|--------------------------------------|-----------------|-----------------|
| Opening stock of Raw Material        | 349.46          | 670.39          |
| Add : Purchases during the year      | 14244.48        | 14168.19        |
| Less : Closing stock of Raw Material | 455.43          | 349.46          |
|                                      | <b>14138.51</b> | <b>14489.12</b> |

**23 CHANGE IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS**

|                              |               |               |
|------------------------------|---------------|---------------|
| <b>Inventories (Closing)</b> |               |               |
| Work in Progress             | 120.60        | 194.80        |
| Finished Goods               | 26.46         | 66.12         |
| Scrap Material               | 36.97         | 50.95         |
| <b>Total</b>                 | <b>184.03</b> | <b>311.87</b> |
| <b>Inventories (Opening)</b> |               |               |
| Work in Progress             | 194.80        | 351.90        |
| Finished Goods               | 66.12         | 62.92         |
| Scrap Material               | 50.95         | 53.25         |
| <b>Total</b>                 | <b>311.87</b> | <b>468.07</b> |

**(Increase) / Decrease in Inventory** **127.84** **156.20**

**24 EMPLOYEE BENEFITS EXPENSES**

|   |               |               |
|---|---------------|---------------|
| Salaries and Wages                        | 694.03        | 674.94        |
| Contribution to Provident and other funds | 38.09         | 38.09         |
| Staff welfare expenses                    | 7.29          | 5.01          |
| <b>TOTAL</b>                              | <b>739.41</b> | <b>718.04</b> |

**24.1 Reconciliation of opening and closing balance of defined benefit obligation**

**For the year ended 31.03.2024**

**For the year ended 31.03.2023**

|                                 | Gratuity      | Leave Encashment | Gratuity      | Leave Encashment |
|---------------------------------|---------------|------------------|---------------|------------------|
| Obligation at beginning of year | 399.75        | 46.85            | 388.16        | 36.77            |
| Current service cost            | 17.13         | 2.63             | 17.24         | 2.88             |
| Interest cost                   | 28.98         | 3.40             | 26.20         | 2.48             |
| Actuarial (gain) / loss         | (25.26)       | 8.44             | (28.29)       | 7.96             |
| Benefits paid                   | (10.45)       | (24.32)          | (3.56)        | (3.24)           |
| Obligation at year end          | <b>410.15</b> | <b>37.00</b>     | <b>399.75</b> | <b>46.85</b>     |

**24.2 Expenses recognised during the year**  
**In Income Statement**

|                         |              |              |              |              |
|-------------------------|--------------|--------------|--------------|--------------|
| Current Service Cost    | 17.13        | 2.63         | 17.24        | 2.88         |
| Interest Cost           | 28.98        | 3.40         | 26.2         | 2.48         |
| Actuarial (Gain) / Loss | -            | 8.44         | -            | 7.96         |
| Return on Plan Assets   | -            | -            | -            | -            |
| <b>Net Cost</b>         | <b>46.11</b> | <b>14.47</b> | <b>43.44</b> | <b>13.32</b> |

**In Other Comprehensive Income**

|  |                |          |                |          |
|--|----------------|----------|----------------|----------|
| Actuarial (Gain) / Loss  | (25.26)        | -        | (28.29)        | -        |
| Return on Plan Assets  | -              | -        | -              | -        |
| <b>Net (Income) / Expense for the period recognised in OCI</b> | <b>(25.26)</b> | <b>-</b> | <b>(28.29)</b> | <b>-</b> |

|             |  | (Rs. in Lakhs)  |                                  |   |
|-------------|--|---|----------------------------------|---|
| Particulars | For the year ended<br>31.03.2024   |   | For the year ended<br>31.03.2023 |   |
|             | Gratuity   | Leave Encashment  | Gratuity                         | Leave Encashment  |
| 24.3        | The defined benefit obligations shall mature after year ended March 31, 2024 as follows: |   |                                  |   |
|             | 01 Apr 2024 to 31 Mar 2025   | 318.87  |                                  |   |
|             | 01 Apr 2025 to 31 Mar 2026   | 6.57  |                                  |   |
|             | 01 Apr 2026 to 31 Mar 2027   | 8.37  |                                  |   |
|             | 01 Apr 2027 to 31 Mar 2028   | 13.58   |                                  |   |
|             | 01 Apr 2028 to 31 Mar 2029   | 6.57  |                                  |   |
|             | 01 Apr 2029 Onwards  | 56.20   |                                  |   |
|             | The defined benefit obligations shall mature after year ended March 31, 2023 as follows: |   |                                  |   |
|             | 01 Apr 2023 to 31 Mar 2024   | 190.37  |                                  |   |
|             | 01 Apr 2024 to 31 Mar 2025   | 131.67  |                                  |   |
|             | 01 Apr 2025 to 31 Mar 2026   | 5.33  |                                  |   |
|             | 01 Apr 2026 to 31 Mar 2027   | 6.69  |                                  |   |
|             | 01 Apr 2027 to 31 Mar 2028   | 10.52   |                                  |   |
|             | 01 Apr 2028 Onwards  | 55.18   |                                  |   |
| 24.4        | Actuarial assumptions  |   |                                  |   |
|             | Discount rate (per annum)  | 7.25%   | 7.25%                            | 7.25%   |
|             | Salary growth rate (per annum)   | 9.75%   | 9.75%                            | 9.75%   |
|             | Withdrawal rate (per annum)  | 14.00%  | 14.00%                           | 14.00%  |
|             | Mortality  | IALM-2012-14  | IALM-2012-14                     | IALM-2012-14  |
| 24.5        | Sensitivity Analysis   |   |                                  |   |
|             | Period   | As on: 31-03-2024   | As on: 31-03-2024                | As on: 31-03-2023   |
|             | Defined Benefit Obligation (Base)  | 410.15 @ Salary Increase Rate : 9.75%, and discount rate :7.25% | 37.00                            | 399.75 @ Salary Increase Rate : 9.75%, and discount rate :7.25% |
|             | Liability with x% increase in Discount Rate  | 404.13; x=1.00% [Change (1)% ]                                  | 36.36; x=1.00% [Change (2)% ]    | 392.63; x=1.00% [Change (2)% ]                                  |
|             | Liability with x% decrease in Discount Rate  | 416.58; x=1.00% [Change 2% ]                                    | 37.70; x=1.00% [Change 2% ]      | 407.34; x=1.00% [Change 2% ]                                    |
|             | Liability with x% increase in Salary Growth Rate   | 416.37; x=1.00% [Change 2% ]                                    | 37.68; x=1.00% [Change 2% ]      | 407.10; x=1.00% [Change 2% ]                                    |
|             | Liability with x% decrease in Salary Growth Rate   | 404.21; x=1.00% [Change (1)% ]                                  | 36.37; x=1.00% [Change (2)% ]    | 392.73; x=1.00% [Change (2)% ]                                  |
|             | Liability with x% increase in Withdrawal Rate  | 409.70; x=1.00% [Change 0% ]                                    | 36.95; x=1.00% [Change 0% ]      | 399.27; x=1.00% [Change 0% ]                                    |
|             | Liability with x% decrease in Withdrawal Rate  | 410.63; x=1.00% [Change 0% ]                                    | 37.06; x=1.00% [Change 0% ]      | 400.29; x=1.00% [Change 0% ]                                    |
| 25          | FINANCE COST   |   |                                  |   |
|             | Interest   |   | 0.53                             | 5.17  |
|             | Other borrowing cost   |   | 0.40                             | 2.00  |
|             | Total  |   | 0.93                             | 7.17  |

**26 OTHER EXPENSES**
**Manufacturing expenses**

|                     |                |                |
|---------------------|----------------|----------------|
| Stores & Spares     | 248.44         | 204.85         |
| Power & Fuel        | 728.86         | 640.51         |
| Job Work Charges    | 164.30         | 142.41         |
| Repair to Machinery | 123.55         | 93.49          |
| Repair to Building  | 3.60           | 16.84          |
| <b>Total</b>        | <b>1268.75</b> | <b>1098.10</b> |

**Selling and Distribution Expenses**

|                       |       |                |
|-----------------------|-------|----------------|
| Distribution Expenses | 96.26 | 109.63         |
|                       |       | (Rs. in Lakhs) |

| Particulars | For the year ended<br>31.03.2024 | For the year ended<br>31.03.2023 |
|-------------|----------------------------------|----------------------------------|
|-------------|----------------------------------|----------------------------------|

**Administrative & Miscellaneous Expenses**

|  |                |                |
|--|----------------|----------------|
| Bank Charges                                       | 0.68           | 0.66           |
| Insurance  | 4.37           | 3.19           |
| Payment to Auditors                                | 6.50           | 6.50           |
| Professional Fee                                   | 8.92           | 5.94           |
| Rates & Taxes                                      | 3.68           | 5.43           |
| Rent   | 0.36           | 0.36           |
| Travelling, Vehicle Running & Maintenance Expenses | 16.04          | 11.47          |
| Cash Discount                                      | 77.67          | 33.26          |
| Miscellaneous Expenses                             | 29.54          | 30.08          |
| <b>Total</b>                                       | <b>147.76</b>  | <b>96.89</b>   |
| <b>Grand Total</b>                                 | <b>1512.77</b> | <b>1304.62</b> |

**PAYMENT TO AUDITORS (EXCLUSIVE OF GST) AS\***

|  |             |             |
|--|-------------|-------------|
| Audit Fees (Includes audit fees of quarterly review) | 5.55        | 5.55        |
| Tax Audit Fees                                       | 0.95        | 0.95        |
| <b>Total</b>   | <b>6.50</b> | <b>6.50</b> |

**27 TAXATION**
**Income tax recognised in Statement of Profit and Loss**

|   |              |              |
|---|--------------|--------------|
| a) Current tax  | 87.55        | 107.50       |
| b) Deferred tax   | (17.64)      | (19.18)      |
| <b>Total income tax expenses recognised in the current year</b> | <b>69.91</b> | <b>88.32</b> |

Provision for current tax for the year includes tax adjustment related to earlier years amounting to Rs. 0.86 lakhs (previous year Rs. 3.34 lakhs)

The income tax expenses for the year can be reconciled to the accounting profit as follows:

|   |              |               |
|---|--------------|---------------|
| Profit before tax                               | 345.00       | 393.10        |
| Applicable Tax Rate                             | 25.17%       | 25.17%        |
| Computed Tax Expense                            | 86.84        | 98.94         |
| <b>Tax effect of :</b>                          |              |               |
| Exempted income                                 | -            | -             |
| Expenses disallowed                             | (0.15)       | 5.22          |
| Adjustment of Tax on other Comprehensive Income |              |               |
| <b>Total</b>                                    | <b>86.69</b> | <b>104.16</b> |
| Tax adjustment related to earlier years         | 0.86         | 3.34          |
| <b>Current Tax Provision - A</b>                | <b>87.55</b> | <b>107.50</b> |

|   |                |                |
|---|----------------|----------------|
| Incremental Deferred Tax Liability on account of Tangible and Intangible Assets | (11.14)        | (6.60)         |
| Incremental Deferred Tax Asset on account of Financial Assets and Other Items   | (0.14)         | (5.46)         |
| Charged to other comprehensive income   | (6.36)         | (7.12)         |
| <b>Deferred tax Provision (B)</b>   | <b>(17.64)</b> | <b>(19.18)</b> |
| <b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>            | <b>69.91</b>   | <b>88.32</b>   |
| Effective Tax Rate %  | 20.26          | 22.47          |

The Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly includes disallowed expenses, tax treatment of certain expenses claimed by the Company as deductions, and computation of, or eligibility of, certain tax incentives or allowances. The Company has contingent liability in respect of demands from direct tax authorities in India, which are being contested by the Company on appropriate level. Refer Note No.-35. The Company periodically receives notices and inquiries from income tax authorities related to the Company's operations in the jurisdictions it operates in. The Company has evaluated these notices and inquiries and has concluded that any consequent income tax claims or demands by the income tax authorities will not succeed on ultimate resolution.

| Particulars  | (Rs. in Lakhs)      |                     |
|--|---------------------|---------------------|
|  | As at<br>31.03.2024 | As at<br>31.03.2023 |
| <b>28 EARNING PER SHARE (EPS)</b>  |                     |                     |
| Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in lakh) | 249.83              | 276.49              |
| No. of Shares used as denominator for calculating EPS  | 73,26,800           | 73,26,800           |
| Basic and Diluted Earning per share (Rs)   | 3.41                | 3.77                |
| Face Value per equity share (Rs.)  | 10.00               | 10.00               |

- 29 There is no amount over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

|  | (Rs. in Lakhs)           |                          |
|--|--------------------------|--------------------------|
|  | Aa at 31st<br>March,2024 | Aa at 31st<br>March,2023 |
| (i) Principal amount remaining unpaid to supplier at the end of the year   | 14.32                    | 15.80                    |
| (ii) Interest due thereon remaining unpaid to supplier at the end of the year  | -                        | -                        |
| (iii) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act. | -                        | -                        |
| (iv) Amount of interest accrued and remaining unpaid at the end of the year  | -                        | -                        |

**30 Fair value measurement hierarchy**

|                          | 31.03.2024<br>Carrying Amount | 31.03.2023<br>Carrying Amount |
|--------------------------|-------------------------------|-------------------------------|
| <b>Financial Assets</b>  |                               |                               |
| <b>At amortised Cost</b> |                               |                               |
| Trade Receivables        | 2,855.76                      | 2,797.02                      |
| Cash and Bank Balances   | 27.68                         | 78.10                         |
| Loans Receivables        | 4.60                          | 12.83                         |

**At fair value**

|                           |        |   |
|---------------------------|--------|---|
| Investment in Mutual fund | 527.86 | - |
|---------------------------|--------|---|

**Financial Liabilities**

|                               |        |       |
|-------------------------------|--------|-------|
| - Borrowings                  | 204.21 | -     |
| - Trade payables              | 37.44  | 38.68 |
| - Other financial liabilities | 83.52  | 87.50 |

**Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

**i. Credit risk** - Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Company is exposed to credit risk arising from trade receivables. All financial assets are initially considered performing and evaluated periodically for expected credit loss. A default on a financial asset is when there is a significant increase in the credit risk which is evaluated based on the business environment. The assets are written off when the Company is certain about the non-recovery.

**a. Trade receivables** - The Company has an established credit policy and a credit review mechanism. The concentration of credit risk arising from trade receivables is limited due to large customer base. Management believes that the unimpaired amounts that are past due are collectible in full, based on historical payment behaviour and analysis of customer credit risk.

**b. Financial instruments and cash deposits** – Company periodically reviews the credit risk arising from balances / deposits with banks, other financial assets and current investments, if any, and manage the same accordingly.

**ii. Liquidity risk**

Liquidity risk is the risk that the Company may encounter difficulty in meeting its obligations. The company monitors rolling forecast of its liquidity position on the basis of expected cash flows. The Company's approach is to ensure that it has sufficient liquidity or borrowing headroom to meet its obligations at all point in time. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

| Current Financial Liabilities | 31.03.2024      |                  | 31.03.2023      |                  |
|-------------------------------|-----------------|------------------|-----------------|------------------|
|                               | Carrying Amount | Less than 1 year | Carrying Amount | Less than 1 year |
| Borrowings                    | 204.21          | 204.21           | -               | -                |
| Trade Payables                | 37.44           | 37.44            | 38.68           | 38.68            |
| Other Financial Liabilities   | 83.52           | 83.52            | 87.50           | 87.50            |

**iii. Market risk**

Market risk is the risk that the fair value of the future cash flows will fluctuate because of changes in the market prices such as currency risk, interest rates risk and commodity price risk.

**a) Currency risk** - The company's operates its business only in Indian territory and as such there is no foreign exchange risk to the Company.

**b) Interest rate risk** - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate risk can also impact the provision for retiral benefits. The Company generally utilises fixed rate borrowings and therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of change in the market interest rates. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

**c) Commodity risk** - The Company is exposed to the fluctuations in commodity prices mainly for H. R. Coils. Mismatch in demand and supply, adverse market conditions, market expectations etc., can lead to price fluctuations. The Company manages these price fluctuations by entering into the MOUs with the major supplier.

### Capital Management

The Company's objective for capital management is to maximize shareholder's wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through optimum mix of borrowed and own funds. The Company's adjusted net debt to equity position was as follows:

|   | 31.03.2024 | 31.03.2023 |
|---|------------|------------|
| Total Borrowings                                    | 204.21     | -          |
| Less : Cash and Cash Equivalents including Deposits | 15.63      | 61.76      |
| Adjusted net (cash)/debt                            | 188.58     | (61.76)    |
| Total Equity  | 3,963.35   | 3,694.62   |

**31** The sitting fees paid to non-executive directors is Rs. 0.86 lakh and Rs. 1.08 lakh as at 31st March, 2024 and 2023 respectively.

### **32 APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved by the board of directors on 29th May, 2024.

### **33 Financial Ratios**

|      | Ratios                                      | Numerator                            | Denominator               | March 31,2024 | March 31,2023 | % Change | Reason for variance  |
|------|---|--------------------------------------|---------------------------|---------------|---------------|----------|--|
| i)   | Current Ratio (in times)                    | Current Assets                       | Current Liabilities       | 5.78          | 9.27          | (37.61)  | Ratio has decreased due to pressure on collections from Customers. |
| ii)  | Debt-Equity Ratio (in times)                | Debt \$                              | Equity                    | 0.05          | -             | NA       |  |
| iii) | Debt Service Coverage Ratio (in times)      | Earning Available for Debt Service # | Debt Service^             | 327.62        | 45.60         | 618.50   | Ratio has improved due to lower finance cost                       |
| iv)  | Return on Equity Ratio (in %)               | Net Profit after Tax                 | Average Total Equity      | 6.52          | 7.80          | (16.32)  |  |
| v)   | Inventory turnover ratio (in Times)         | Cost of Goods Sold                   | Average Inventory         | 24.05         | 18.29         | 31.45    | Ratio has improved due to lower Inventory level                    |
| vi)  | Trade Receivables turnover ratio (in times) | Revenue from Operation               | Average Trade Receivables | 5.96          | 6.13          | (2.86)   |  |
| vii) | Trade payables turnover ratio (in times)    | Net Purchase                         | Average Trade Payables    | 374.24        | 418.19        | (10.51)  |  |





|       |                                       |  |                           |      |      |         |  |
|-------|---------------------------------------|--|---------------------------|------|------|---------|--|
| viii) | Net capital turnover ratio (in times) | Revenue from Operation                 | Average Working Capital   | 5.02 | 5.32 | (5.75)  |  |
| ix)   | Net profit ratio (in %)               | Net Profit after Tax                   | Revenue from Operation    | 1.48 | 1.62 | (8.57)  |  |
| x)    | Return on Capital employed (in %)     | Profit before Interest and Tax         | Average Capital Employed* | 8.30 | 9.36 | (11.28) |  |
| xi)   | Return on investment (in %)           | Income generated from invested funds** | Average Investment**      | 6.77 | 6.31 | 7.25    |  |

\$ : Short Term Borrowing from Bank

# Net Profit after Taxes+ Depreciation and Amortization+ Finance cost excluding Interest on Lease + other non cash adjustments

\* Tangible Net Worth + Total Debt + Deferred Tax Liabilities

\*\*Return on Investment was derived from the weighted average of the funds invested as there was no opening and closing balance of Investment amount.

^ Finance cost + Interest on leases + Principal Repayment

### 34 Related Party Disclosure

The Company has identified all related parties and details of transactions are given below. No advances are required to be made. No amounts have been written off or written back during the year in respect of debts due from or to related parties. There are no other related parties where control exist that needs to be disclosed.

(Rs. In Lakhs)

| Name of related party with Description of relationship  | Nature of Transaction       | Value of transaction for the period ended 31.03.2024 | Outstanding as on 31.03.2024 | Payable - P Receivable - R | Written off During Year ended 31.03.2024 |
|---|-----------------------------|--|------------------------------|----------------------------|--|
| <b>Mr. Vinay Khandelwal</b><br>Brother of Mr. Pramod Khandelwal, Managing Director of the Company   | Rent paid / Payable         | 0.36   | --                           | --                         | Nil                                      |
|   |                             | (0.36)   | (5.76)                       | (P)                        | (Nil)                                    |
| <b>M/s Khandelwal Busar Industries Pvt. Ltd.</b><br>Enterprise in which Mr. R. C. Khandelwal ,<br>Whole Time Director, Mr. Pramod Khandelwal,<br>Managing Director of the Company have substantial interest | Sales                       | 4070.66  | 437.88                       | R                          | Nil                                      |
|   |                             | (4276.21)  | (661.11)                     | (R)                        | (Nil)                                    |
|   | Purchases-Goods             | 670.15   | --                           | --                         | Nil                                      |
|   |                             | (216.30)   | (--)                         | (--)                       | (Nil)                                    |
|   | Job Work Expenses           | 0.10   | --                           | --                         | Nil                                      |
|   |                             | (0.39)   | (--)                         | (--)                       | (Nil)                                    |
|   | Rent Received / Receivable  | 24.00  | --                           | --                         | Nil                                      |
|   |                             | (24.00)  | (--)                         | (--)                       | (Nil)                                    |
|   | Repair to Plant & Machinery | 2.31   | --                           | --                         | Nil                                      |
|   |                             | (--)   | (--)                         | (--)                       | (Nil)                                    |



|  |               |                    |                |            |              |
|--|---------------|--------------------|----------------|------------|--------------|
|  | Cash Discount | 77.67<br>(33.26)   | --<br>(--)     | --<br>(--) | Nil<br>(Nil) |
| <b>Mr. R. C. Khandelwal</b><br>Whole Time Director of the Company                                      | Remuneration  | 180.16<br>(180.15) | 5.14<br>(8.89) | P<br>(P)   | Nil<br>(Nil) |
| <b>Mr. Pramod Khandelwal</b><br>Managing Director of the Company                                       | Remuneration  | 180.15<br>(178.98) | 5.64<br>(2.99) | P<br>(P)   | Nil<br>(Nil) |
| <b>Mr. S. K. Gupta</b><br>Independent Director of the Company  | Sitting Fee   | 0.26<br>(0.36)     | --<br>(--)     | --<br>(--) | Nil<br>(Nil) |
| <b>Mrs. Rupali Aggarwal</b><br>Independent Director of the Company                                     | Sitting Fee   | 0.34<br>(0.42)     | --<br>(--)     | --<br>(--) | Nil<br>(Nil) |
| <b>Mr. Sachin Khurana</b><br>Independent Director of the Company                                       | Sitting Fee   | 0.26<br>(0.30)     | --<br>(--)     | --<br>(--) | Nil<br>(Nil) |
| <b>Mr. Ram Avtar Sharma</b><br>CFO of the Company  | Remuneration  | 12.16<br>(11.26)   | 0.82<br>(0.78) | P<br>(P)   | Nil<br>(Nil) |
| <b>Ms. Ayati Gupta</b><br>Company Secretary of the Company   | Remuneration  | --<br>(0.52)       | --<br>(--)     | --<br>(--) | Nil<br>(Nil) |
| <b>Ms. Aditi Singh</b><br>Company Secretary of the Company   | Remuneration  | --<br>(2.47)       | --<br>(--)     | --<br>(--) | Nil<br>(Nil) |
| <b>Mrs. Vidushi Srivastava</b><br>Company Secretary of the Company                                     | Remuneration  | 1.84<br>(--)       | 0.21<br>(--)   | P<br>(--)  | Nil<br>(--)  |
| <b>Ms. Aashima Sharma</b><br>Relative of CFO   | Remuneration  | 3.76<br>(3.60)     | 0.30<br>(0.30) | P<br>(P)   | Nil<br>(Nil) |
| <b>Ms. Pratishtha Khandelwal</b><br>Daughter of Mr. Pramod Khandelwal Managing Director of the Company | Remuneration  | 2.40<br>(--)       | 0.80<br>(--)   | P<br>(--)  | Nil<br>(--)  |

Previous year figures has been shown in bracket

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

The above figures do not include provisions for encash able leave and gratuity, as separate actuarial valuations are not available.

### 35 CONTINGENT LIABILITIES AND COMMITMENTS:

#### 35.1 Income Tax demand outstanding

| Nature of statute    | Nature of The dues | Amount<br>(In lakhs)* | Period to<br>which the<br>amount<br>relates | Forum<br>where<br>dispute is<br>pending |
|----------------------|--------------------|-----------------------|---|---|
| Income Tax Act, 1961 | Income Tax         | 1.02                  | AY 2018-19                                  | AO                                      |
| Income Tax Act, 1961 | Income Tax         | 0.32                  | AY 2016-17                                  | AO                                      |
| Income Tax Act, 1961 | Income Tax         | 1.11                  | AY-2021-22                                  | AO                                      |

\* : Excluding interest under Income Tax Act



**35.2** The HSIIDC has increased the price of land by Rs. 20.76 lakhs on in 1996 and demanded the enhanced price. This matter is pending in the District and Sessions court, Faridabad. The Company has however, paid Rs. 5.25 lakhs on 18.09.1996. Also, there might be consequent liability in the nature of interest.

**35.3** The Company has no capital commitments during the current and previous year.

**36** The Company is predominantly engaged in the single business segment of Metal sector.

**37** The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

**38** Quarterly Statement filed by the Company with the Bank are in agreement with the books of accounts.

**39 Other statutory information's**

- i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- iii) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

In terms of our annexed report of even date

**For and on behalf of the Board of Directors**

**For Mehra Goel & Co.**

Chartered Accountants  
FRN No. 000517N

**Ramesh Chander Khandelwal**  
Chairman & Whole -time Director  
DIN : 00124085

**Pramod Khandelwal**  
Managing Director  
DIN : 00124082

**Devinder Kumar Aggarwal**  
Partner  
Membership No. 087716

**Vidushi Srivastava**  
Company Secretary  
PAN : CRXPS3243R

**Ram Avtar Sharma**  
CFO  
PAN : AMTPS3388J

Date : 29.05.2024  
Place : New Delhi



# **METAL COATINGS (INDIA) LIMITED**

**Registered Office :**

912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019

CIN: L74899DL1994PLC063387

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

Email Id: [cs@mcilindia.net](mailto:cs@mcilindia.net)

Phone No.: 011-41808125

## NOTICE

To,  
The Members,  
Metal Coatings (India) Limited

NOTICE is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting (hereinafter referred to as “AGM”) of the Members of Metal Coatings (India) Limited (“the Company”) will be held on Wednesday, 14<sup>th</sup> August, 2024 at 12:30 P.M. Indian Standard Time (“IST”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following businesses.



### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, together with the Reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, 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, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085), 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 as a Director, and in this regard, to consider and if thought fit, 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. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation at this meeting and being eligible, offers 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 Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director and fix his remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (“Listing Regulations”) as amended from time to time, approval of the Members be and is hereby accorded to re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 01<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2027 on the terms & conditions including payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board”) which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration within the provisions of sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and / or any rules or regulations made thereunder as it may deem fit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Ramesh Chander Khandelwal, as Whole-time Director of the Company, the above mentioned remuneration be paid to Mr. Ramesh Chander Khandelwal, as minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and approval of Central Government, if necessary, or any other approvals as may be required under law;

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 intimate the Stock Exchange, to give effect to the above resolution.”





4. **To re-appoint Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director and fix his remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (**“Listing Regulations”**) as amended from time to time, approval of the Members be and is hereby accorded to re-appoint Mr. Pramod Khandelwal (DIN:00124082) as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 01<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2027 on the terms & conditions including payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as **“the Board”**) which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration within the provisions of sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and / or any rules or regulations made thereunder as it may deem fit;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Pramod Khandelwal, as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Pramod Khandelwal, as minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and approval of Central Government, if necessary, or any other approvals as may be required under law;

**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 intimate the Stock Exchange, to give effect to the above resolution.”

5. **To re-appoint Mr. Sachin Khurana (DIN: 06435657) as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (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 (**“Listing Regulations”**) as amended from time to time, Mr. Sachin Khurana (DIN: 06435657), who was appointed as an Non-Executive Independent Director of the Company for a term of 2 (two) consecutive years commencing from 19<sup>th</sup> May, 2022 up to 18<sup>th</sup> May, 2024 and who is eligible for re-appointment as a Non-Executive Independent Director for a second term and has given his consent along with a declaration as per Section 149(7) of the Act that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from the Member under Section 160(1) of the Act proposing his 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 a 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 18<sup>th</sup> May, 2024 to 17<sup>th</sup> May, 2029.

**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 intimate the Stock Exchange, to give effect to the above resolution.”

6. **To appoint Mrs. Deeksha Keswani (DIN: 10531070) as Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** Mrs. Deeksha Keswani (DIN: 10531070), who was appointed by the Board of Directors as an Additional Director in the Category of Non-Executive - Independent Director of the Company with effect from 17<sup>th</sup> May, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act,





2013 ("the Act") and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (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 ("Listing Regulations") as amended from time to time, the appointment of Mrs. Deeksha Keswani (DIN: 10531070), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two years commencing from 17<sup>th</sup> May, 2024 to 16<sup>th</sup> May, 2026, be and is hereby approved.

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

**7. To appoint Ms. Aanchal Gupta (DIN:10692929) as Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** Ms. Aanchal Gupta (DIN:10692929), who was appointed by the Board of Directors as an Additional Director in the Category of Non-Executive - Independent Director of the Company with effect from 09<sup>th</sup> July, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (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 ("Listing Regulations") as amended from time to time, the appointment of Ms. Aanchal Gupta (DIN:10692929), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 09<sup>th</sup> July, 2024 to 8<sup>th</sup> July, 2029, be and is hereby approved.

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

**8. To approve Material Related Party Transaction(s) with M/s Khandelwal Busar Industries Private Limited and in this regard, 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 ("the 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 ("Listing Regulations"), if any, as amended from time to time and the Company's Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, 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 enter/continue into Material Related party transaction(s)/contract(s)/ arrangement(s)/agreement(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 Listing Regulations, during the period from the 30<sup>th</sup> Annual General Meeting till the 31<sup>st</sup> Annual General Meeting, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

**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, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**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 intimate the Stock Exchange, to give effect to the above resolution.”

**9. To ratify the remuneration of Cost Auditors for the Financial year ending 31<sup>st</sup> March, 2025 and in this regard, 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 (“**the 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, 2025, be and is hereby ratified and confirmed.

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

**10. To approve the limits for the loans and investments by the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

“**RESOLVED THAT** in suppression of the earlier Special resolution passed by the members in the Annual General Meeting on 29<sup>th</sup> September, 2020 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in terms of the provisions of the Company's Memorandum and Articles of Association and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to, inter alia, (i) give any loan to any person(s) or other body corporate(s); (ii) give any



guarantee or provide any security in connection with a loan to any other body corporate or person(s); and (iii) make investment/acquisition by way of subscription, purchase or otherwise in the equity shares, preference shares, units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. (herein after referred to as “the Securities”) issued by banks, body corporate(s), entity(ies), trust(s), Central or State Government, from time to time in one or more tranches as the Board may in their absolute discretion, deem beneficial and in the interest of the Company, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 30 Crores (Rupees Thirty Crores only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

**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 intimate the Stock Exchange, to give effect to the above resolution.”

**11. To approve the Scheme of Loan for Managing Director and Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the applicable provisions of Section 185 of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, and all other applicable laws, for the time being in force, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force consent of the Members of the Company be and is hereby accorded to a Scheme of Loan for its Managing Director and Whole-time Director as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to finalize, sanction, disburse the loan to Managing Director and Whole-time Director and to ratify such loan given earlier, if any, and also to delegate all or any of the powers to any of the Directors of the Company and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution.

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

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

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

**Date: - 09th July, 2024  
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**

## NOTES

1. The Ministry of Corporate Affairs (“MCA”), has 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, 02/2021, dated January 13, 2021, 02/2022, dated May 5, 2022, 10/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) has 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the 30<sup>th</sup> AGM of the Company is being convened and conducted through VC or OAVM without the physical presence of the Members at a venue. The venue of the 30<sup>th</sup> AGM shall be deemed to be the Registered Office of the Company at 912, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110019
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 11 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 – 1 & 3” to the Explanatory Statement to the Notice.
4. As per the provisions under the MCA Circulars, Members attending the 30<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 30<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 30<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 Thursday, 8<sup>th</sup> August, 2024 to Wednesday, 14<sup>th</sup> August, 2024 (both days inclusive) for the purpose of AGM.



**DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS:**

9. In accordance with the aforesaid MCA and SEBI Circulars, the notice of the 30<sup>th</sup> AGM along with the Annual Report & Annual accounts for Financial year 2023-24 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 2023-24 will also be available on the Company's website at <https://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, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Company/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](mailto:delhi@linkintime.co.in) along with the duly filed in Form ISR-1, available at <https://www.mcil.net/investors.aspx> and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023 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 [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

**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 "**LIHPL**"). 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 Saturday, 10<sup>th</sup> August, 2024 at 9 A.M. (IST) to Tuesday, 13<sup>th</sup> August, 2024 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 i.e., Wednesday, 7<sup>th</sup> August, 2024, 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., Wednesday, 7<sup>th</sup> August, 2024, 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 30<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 Wednesday, 7<sup>th</sup> August, 2024, 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 Wednesday, 7<sup>th</sup> August, 2024, 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. Ramesh Chander Khandelwal (DIN: 00124085) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment. Pursuant to Regulation 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 <https://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. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

24. 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.

25. 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.
26. 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.
27. 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 at <https://www.mcil.net/investors.aspx> and also on the website of MCA.
28. 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 i.e., Wednesday, 7<sup>th</sup> August, 2024 and as per the Register of Members of the Company.

#### **DECLARATION OF VOTING RESULTS**

29. The Board has appointed CS Prachi Bansal, Practicing Company Secretaries (ACS No. A43355, CP No. 23670) as the Scrutinizer for conducting the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
30. 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.
31. 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., <https://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:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- d) Proceed with updating the required fields.
- e) Post registration, user will be provided with Login ID and password.
- f) After successful login, click on “Access to e-voting”.
- g) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.

- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding 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. Visit 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 (“Corporate Body/ Custodian/Mutual Fund”):****STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ –
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.

- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

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.

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| 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 |



**Forgot Password:****Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat 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 ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**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 General Meeting through InstaMeet:**

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 InstaMeet, and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
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 panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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 General Meeting through InstaMeet:**

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 InstaMEET 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 General Meeting through InstaMeet 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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: - 09th July, 2024  
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 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder)

The following statement sets out all material facts relating to the businesses mentioned under item no. 3 to 11 in the accompanying Notice:

### ITEM NO. 3 & 4

The Company at its 27<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September, 2021 had re-appointed Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director and Mr. Pramod Khandelwal (DIN: 00124082) as Managing Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2024.

Your Board of Directors of the Company at its meeting held on 09<sup>th</sup> July, 2024 has on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Ramesh Chander Khandelwal as Whole-time Director and Mr. Pramod Khandelwal as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2027 under the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time and subject to such consent(s), approval(s) and permission(s) from any authority as may be required (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) on the terms & conditions including payment of remuneration by way of salary, perquisites and allowances as set out hereunder and as recommended by the Nomination & Remuneration Committee and approved from time to time by the Board of Directors of the Company:

- a) Salary subject to a maximum of `18,00,000/- (Rupees Eighteen Lacs only) per month;
- b) Performance linked bonus: Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from time to time, based on achievement of such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time, subject to a maximum of 100% of Salary;
- c) Perquisites / Benefits / Allowances : Perquisites like rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, Contribution to provident fund, club membership fees, medical coverage, overseas medical expenses, leave encashment, gratuity, education allowance, leave travel allowance and long service award and other benefits / allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

In the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Ramesh Chander Khandelwal, as Whole-time Director and Mr. Pramod Khandelwal, as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal, as minimum remuneration, subject to the applicable provisions of Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and approval of Central Government, if necessary, or any other approval as may be required under law.

The Board of Directors or a Committee thereof may alter or vary the remuneration within the provisions of sections 197 and 198 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and / or any rules or regulations made thereunder.

Pursuant to Section 196(3)(a) of the Act no company shall appoint or continue the employment of any person as managing director, whole-time director, or manager who is below 21 years or has attained 70 years of age. However, an appointment of a person aged 70 or above may be made by passing a special resolution, with the justification for such appointment provided in the explanatory statement annexed to the notice.

The Board believes that Mr. Ramesh Chander Khandelwal (DIN: 00124085), given his extensive experience and valuable contributions, should continue in his role. Therefore, the Board recommends the Special Resolution in Item No. 3 of the Notice for members approval.

The details of Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal as required to be given pursuant to the Regulation 36(3) of SEBI (LODR) Regulations, 2015 and SS-2, issued by the ICSI are provided in the “**Annexure-1**” which forms part of this Notice.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, are enclosed in a separate statement as per “**Annexure-2**” which forms part of this Notice.

Accordingly, consent of the members is sought for passing Special Resolutions as set out at Item No. 3 & 4 of the Notice for the re-appointment of and remuneration payable to Mr. Ramesh Chander Khandelwal as Whole-time Director and Mr. Pramod Khandelwal as Managing Director of the Company, in terms of the applicable provisions of the Act.

Except Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Chairman & Whole Time Director of the Company and their relatives, none of the Directors/KMP of the Company and their relatives is interested, financially or otherwise, in the proposed resolution set out at Item No. 3 & 4 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 3 & 4 of the Notice for approval by the members.

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

Mr. Sachin Khurana (DIN: 06435657) is currently a Non-Executive Independent Director of the Company, Member of the Audit & Nomination & Remuneration Committee. He was appointed as an Independent Director of the Company by the Members at the 28<sup>th</sup> Annual General Meeting of the Company held on 17<sup>th</sup> August, 2022 for a period of 2 (two) consecutive years commencing from 19<sup>th</sup> May, 2022 to 18<sup>th</sup> May, 2024 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 Mr. Sachin Khurana and outcome of performance evaluation of the Independent Directors, the Boards of Directors at its meeting held on 17<sup>th</sup> May, 2024, approved and recommended the re-appointment of Mr. Sachin Khurana as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 18<sup>th</sup> May, 2024 up to 17<sup>th</sup> May, 2029, 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”). Mr. Sachin Khurana shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 (“the Act”).

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Sachin Khurana confirming that he 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 (“**Listing Regulations**”). In terms of Regulation 25(8) of the Listing Regulations, Mr. Sachin Khurana has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sachin Khurana has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circular No. List/Comp/14/2018-19 dated 20<sup>th</sup> June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Sachin Khurana (DIN: 06435657) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members at the ensuing AGM. Mr. Sachin Khurana has also confirmed that he has complied with Section 150 of the Act with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (“IICA”). In the opinion of the Board, Mr. Sachin Khurana 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 he 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 of the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Sachin Khurana 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. 5 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 Mr. Sachin Khurana, is concerned or interested, financially or otherwise, in the resolution set out at Item No.5 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 as '**Annexure-3**'.

#### ITEM NO. 6

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 17<sup>th</sup> May, 2024 appointed Mrs. Deeksha Keswani (DIN: 10531070) as an Additional Director in the Category of Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a term of 2 (two) years i.e. from 17<sup>th</sup> May, 2024 to 16<sup>th</sup> May, 2026, subject to approval of the Members by the way of Special Resolution.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("**Act**"), the Additional Director shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of the Director.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the name of Mrs. Deeksha Keswani (DIN: 10531070) has been included in the data bank maintained by the Indian Institute of Corporate Affairs. The Company has received the declaration from Mrs. Deeksha Keswani to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). In terms of Regulation 25(8) of the Listing Regulations, she 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. In the opinion of the Board, Mrs. Deeksha Keswani fulfills the conditions specified in the Act, Rules and the Listing Regulations for appointment as Independent Director and she is independent to the management of the Company. The terms and conditions of appointment of Mrs. Deeksha Keswani and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Deeksha Keswani (DIN: 10531070), is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 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 as '**Annexure-3**'.

#### ITEM NO. 7

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 09<sup>th</sup> July, 2024 appointed Ms. Aanchal Gupta (DIN: 10692929) as an Additional Director in the Category of Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years i.e. from 9<sup>th</sup> July, 2024 to 8<sup>th</sup> July, 2029, subject to approval of the Members by the way of Special Resolution.



Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**"Act"**), the Additional Director shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of the Director.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the name of Ms. Aanchal Gupta (DIN: 10692929) has been included in the data bank maintained by the Indian Institute of Corporate Affairs. The Company has received the declaration from Ms. Aanchal Gupta to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**). In terms of Regulation 25(8) of the Listing Regulations, she 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. In the opinion of the Board, Ms. Aanchal Gupta fulfills the conditions specified in the Act, Rules and the Listing Regulations for appointment as Independent Director and she is independent to the management of the Company. The terms and conditions of appointment of Ms. Aanchal Gupta and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members. None of the Directors or Key Managerial Personnel (**"KMP"**) of the Company or their respective relatives, except Ms. Aanchal Gupta (DIN: 10692929), is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 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 as **'Annexure-3'**.

#### **ITEM NO. 8**

M/s. Khandelwal Busar Industries Private Limited (**"KBIPL"**) is a related party within the meaning of Section 2(76) of the Companies Act, 2013 (**"the Act"**) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"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 for a period not exceeding fifteen months.

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 Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 nature of 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.                          |

|    |  |  |
|----|--|--|
| 4  | <b>Tenure of the proposed transaction</b>  | For the period from the 30 <sup>th</sup> Annual General Meeting until the 31 <sup>st</sup> Annual General Meeting (for a period not exceeding fifteen months)  |
| 5  | <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).   |
| 6  | <b>Percentage of the Company's annual turnover, for the immediately preceding financial year ("FY") - FY 2023-24, that is represented by the value of the proposed material related party transaction</b>  | Around 45%   |
| 7  | <b>Justification for why the proposed transaction is in the interest of the listed entity</b>  | Contracts entered between the company and KBIPL are commercially beneficial to the company. All prices with KBIPL are agreed, based on market competitiveness and these transactions are in the ordinary course of business. |
| 8  | <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>Details of the source of funds in connection with the proposed transaction.</li> <li>where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments – <ul style="list-style-type: none"> <li>- nature of indebtedness;</li> <li>- cost of funds; and</li> <li>- tenure</li> </ul> </li> <li>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</li> <li>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</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 the period from the 30<sup>th</sup> Annual General Meeting until the 31<sup>st</sup> Annual General Meeting, as mentioned in Item No. 8 of the Notice.

The Board recommends the resolution set out at Item No. 8 of the Notice as an Ordinary Resolution for approval of the members. 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. 9**

The Company is required under Section 148 of the Companies Act, 2013 ("**the Act**") read with Rule 6 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 9<sup>th</sup> July, 2024 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 2024-25 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 rule 14 of 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 members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2025.

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. 9 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

#### **ITEM NO. 10**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by (i) giving any loan to any person or other body corporate; (ii) giving any guarantee or provide any security in connection with a loan to any other body corporate or person and; (iii) making investment/acquisition by way of subscription, purchase or otherwise in the equity shares, preference shares, units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. (referred to as "the Securities") issued by banks, body corporate(s), entity(ies), trust(s), Central or State Government, from time to time, in one or more tranches, as and when required.

Pursuant to the provisions of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time, which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum

permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up share capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 30 crores (Rupees Thirty Crores only) outstanding at any time over and above the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 10 of the Notice as Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are, in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 10 of the Notice.

#### ITEM NO. 11

According to the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by, —

- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
- (b) any firm in which any such director or relative is a partner.

However, the following exemption or relaxations have been given in this regard:  
the giving of any loan to a managing or whole-time director—

- (i) as a part of the conditions of service extended by the company to all its employees; or
- (ii) pursuant to any scheme approved by the members by a special resolution; or

In compliance with Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, your company introduces a Scheme of Loan to its Managing Director and Whole-time Director as reproduced herein under:

**Objective of Scheme:** To enable the Managing Director and Whole-time Director to seek unsecured Loan assistance from the Company based on their request to meet the urgent requirement/liquidity to them.

**Amount of Loan:** Maximum 3 times of annual gross pay or the amount requested, whichever is less.

**Rate of Interest:** Nil

**Repayment Terms:** Loan shall be repayable on demand.

The Board recommend the resolution set out at Item No. 11 of the Notice as Special Resolution for approval of the shareholders. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 11 except Managing Director and Whole-time Director.

### ANNEXURE 1

#### DETAILS OF MANAGING DIRECTOR AND WHOLE TIME DIRECTOR SEEKING 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   | Mr. Ramesh Chander Khandelwal  |
|---|---|--|
| <b>DIN</b>  | 00124082  | 00124085   |
| <b>Date of Birth</b><br><b>Age</b>                              | 28 <sup>th</sup> June, 1966<br>58 Years   | 31 <sup>st</sup> December, 1950<br>73 Years  |
| <b>Date of first appointment on the Board</b>                   | 15 <sup>th</sup> May, 1995  | 12 <sup>th</sup> December, 1994  |
| <b>Brief Resume</b>   | Mr. 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 | Mr. Ramesh Chander Khandelwal. is a Mechanical Engineer. He takes care of manufacturing function and also decides on key technical aspects of operations. His technical expertise in C.R. manufacturing and galvanising has helped the company in substantially improving the efficiencies with minimum investments in infrastructure. |
| <b>Qualifications</b>   | B.Com (Hons.), FCA  | BE (Mech.)   |
| <b>Experience and Expertise in specific functional area</b>     | More than 35 years of industrial experience. He controls and looks after all the financial, commercial and marketing aspect of the Company. He brings with him a rich experience of more than 8 years with Hindustan Uniliver Limited where he held various managerial positions.   | More than 51 years of industrial experience. During his tenure he has served as key executive in different institutions/ Companies. He looks after the Technical and Manufacturing Operations of the Company.  |
| <b>Number of Meetings of the Board attended during the year</b> | 6 out of 7  | 7 out of 7   |

|  |  |   |
|--|--|---|
| <b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>   | <b>Directorship: Private Company</b><br>1. Khandelwal Busar Industries Private Limited<br>2. Lehartechologies. Com Private Limited<br><br>Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 <sup>st</sup> March, 2024. | <b>Directorship: Private Company</b><br>1-Khandelwal Busar Industries Private Limited<br>2- G S Buildtech Private Limited<br><br>Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 <sup>st</sup> March, 2024. |
| <b>Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years</b> | Nil  | Nil   |
| <b>Shareholding in Metal Coatings (India) Limited as on 31st March, 2024.</b>  | 12,13,390 equity shares  | 11,84,759 equity shares   |
| <b>Relationship with other directors inter-se, manager and other Key Managerial Personnel of the Company</b>   | None   | None  |
| <b>Terms and Conditions of re-appointment</b>  | 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">www.mcil.net</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">www.mcil.net</a>   |
| <b>Details of remuneration last drawn (Financial Year 2023-24)</b>   | Remuneration last drawn is ₹ 180.15 Lakh during the financial year 2023-24.  | Remuneration last drawn is ₹ 180.16 Lakh during the financial year 2023-24.   |
| <b>Details of remuneration sought to be paid</b>   | The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.  | The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.   |



## ANNEXURE 2

### STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH RESPECT TO ITEMS NO. 3 AND 4 OF THE NOTICE:

#### I. General Information:

##### 1. Nature of Industry:

The Company is engaged in the manufacture and sale of Cold Rolled Steel Coils/Strips and H.R. Pickled & Oiled Coils/strips.

##### 2. Date or expected date of commencement of commercial production:

The Company was incorporated on 12<sup>th</sup> December, 1994. The Company is already into commercial production and started its business from 9<sup>th</sup> February, 1995.

##### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

##### 4. Financial performance based on given indicators:

The financial performance of the Company in last three years is as under:

| Financial Parameters              | Years ended |          |          |
|-----------------------------------|-------------|----------|----------|
|                                   | 2023-24     | 2022-23  | 2021-22  |
| Gross Sales/ operational Income   | 16841.44    | 17040.37 | 14225.70 |
| Net Profits / (Loss) (Before Tax) | 319.74      | 364.81   | 375.73   |
| Dividend %                        | -           | -        | -        |

(₹ In lacs)

##### 5. Foreign investments or collaborators, if any:

None

#### II. Information about the appointees:

##### 1. Background details

###### Mr. Pramod Khandelwal

Mr. Pramod Khandelwal, aged 58 years is a Chartered Accountant having more than 35 years entrepreneurial and industrial experience including 5 years in an MNC. He looks after Commercial, Financial and Marketing functions of the Company, besides leading new ventures.

###### Mr. Ramesh Chander Khandelwal

Mr. Ramesh Chander Khandelwal, aged 73 years is a Mechanical Engineer having more than 51 years of industrial experience. During his tenure he has served as key Executive in different institutions / companies. He looks after the Technical and Manufacturing Operations of the Company.

**2. Past Remuneration**
**(₹. in lacs)**

| Particulars | Pramod Khandelwal | Ramesh Chander Khandelwal |
|-------------|-------------------|---------------------------|
| Salary      | 180.15            | 180.16                    |

**3. Recognition or awards**

Mr. Ramesh Chander Khandelwal is Vice President of Faridabad Chamber of Commerce and Industries. He was also the Ex-President of Khandela Dham, Khandela Jaipur. He is president of Balram Ashram, Nai Nath Dham, Banskho. He was Ex-Working President of Akhil Bhartiya Khandelwal Vaish Mahasabha, Jaipur. He was also Ex-President of Investor Club Delhi. He has also served as President of Lions Club of Faridabad Green.

Mr. Pramod Khandelwal is an accomplished professional and he was ranked 19<sup>th</sup> in India in C.A. Final.

**4. Job profile and suitability**

Mr. Pramod Khandelwal, aged 58 years is a Chartered Accountant having more than 35 years entrepreneurial and industrial experience including 5 years in the multinational Hindustan Unilever Ltd. He looks after Commercial, Financial and Marketing functions of the Company, besides leading new ventures. His in- depth knowledge of finance, commercial acumen and innovative marketing initiatives have stood the company in good stead in the face of adverse market conditions such as the one during the fall of Galvanised Steel Tape market in 2002-03 and now, the tough economic conditions of the past couple of years. His knowledge of the steel industry as well as the insight into the auto component and consumer durables market has helped the company in taking pro-active steps well before competition.

Mr. Ramesh Chander Khandelwal, aged 73 years is a Mechanical Engineer having more than 51 years of industrial experience. During his tenure he has served as key executive in different institutions / companies. He takes care of manufacturing function and also decides on key technical aspects of operations. His dedication and commitment to the growth of the company as well as his technical expertise in C.R. manufacturing and galvanizing has helped the company in substantially improving the efficiencies with minimum investments in infrastructure. Owing to his leadership skills, he was also elected as vice president of Faridabad Chamber of Commerce and Industries.

**5. Remuneration proposed**

As set out in the explanatory statement of Item No. 3 & 4 annexed to this Notice of the Annual General Meeting.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)**

Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal are on the Board of the Company since its inception. They have led the Company from its initial stage and have propelled its growth. They have streamlined the business processes and operations of the Company and have been its strategic management personnel. Their skill-sets and their experience place them in a correspondingly equal position to major C.R. Manufacturing companies in India. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

**7. Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:**

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise. Mr. Pramod Khandelwal and Mr. Ramesh Chander Khandelwal have been directors of the Company since inception and they have been instrumental in bringing significant growth in the volume of business since inception. They have pecuniary relationship with the Company in their capacity as Directors.

### III. Other Information:

a) **Reason of loss or inadequate profits:** Due to volatility in raw material prices, increasing operational costs, and ongoing macroeconomic and geopolitical challenges.

b) **Steps taken or proposed to be taken for improvement:** The Company has initiated certain steps such as cost control, borrowing at lower rates, better working capital management, improving efficiency, extensive reach to the end user of the product. Further the Company enters into the raw material MOUs and continued to invest in process improvements and streamlined operations to mitigate the impact of rising costs. The Board recognizes the evolving market dynamics and the necessity for continuous innovation and adaptability to secure sustainable long-term growth. Moving forward, the Company will implement robust risk management and product mix strategies and capitalize on emerging opportunities to enhance profitability and shareholder value.

c) **Expected increase in productivity and profits in measurable terms:** The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

### ANNEXURE 3

#### DETAILS OF NON-EXECUTIVE INDEPENDENT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT 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. Sachin Khurana  | Mrs. Deeksha Keswani  | Ms. Aanchal Gupta   |
|--|---|---|---|
| DIN                                    | <b>06435657</b>   | <b>10531070</b>   | <b>10692929</b>   |
| Date of Birth<br>Age                   | 18/07/1990<br>34 years  | 27/08/1993<br>31 years  | 31/03/1986<br>38 Years  |
| Date of first appointment on the Board | 19 <sup>th</sup> May, 2022  | 17 <sup>th</sup> May, 2024  | 09 <sup>th</sup> July, 2024   |
| Brief Resume                           | <p>CS Sachin Khurana is a fellow member of the Institute of Company Secretaries of India, a member of ICSI Institute of Social Auditors (IISA), a Masters in Commerce, a Law Graduate and a certified CSR professional. He has a working experience of more than 10 years, having proficiency in all matters related to Companies Act, Intellectual Property Rights (Registered Trade Mark Agent), FEMA and its regulations, various business laws and assisting in setting up of businesses in India. He has command over compliance management services with regard to Company Law, statutory reporting, secretarial audits, various labour laws and other statutory requirements. He is a visiting faculty at NIRC-ICSI and various chapters. He has served as a member of the PCS committee of NIRC - ICSI for 2019, member of Infrastructure Committee of NIRC — ICSI 2020, member of Editorial Advisory Panel</p> | <p>CS Deeksha Keswani, an accomplished Company Secretary, brings a wealth of experience spanning numerous industries, accumulated over several years. With a strong foundation in corporate advisory encompassing company law, SEBI and Listing regulations, secretarial compliances, as well as Capital Markets and Financial Services, she is recognized for her innovative mindset and meticulous professionalism. Mrs. Deeksha is highly regarded for her adeptness in translating theoretical knowledge into practical application, demonstrating a profound understanding of company law, SEBI regulations, and other statutory mandates. Her track record reflects a seamless integration of expertise and hands-on experience, making her a trusted resource in navigating complex legal landscapes within the corporate realm.</p> | <p>Ms. Aanchal Gupta is a seasoned professional with over 16 years of experience in finance, costing analysis, corporate governance, and risk management. She is an accomplished Cost accountant from the Institute of Cost and management accountants of India, Delhi, and a Bachelor's degree in Commerce from the University of Delhi. She is also holding post-graduation diploma in business administration, finance from Symbiosis Centre for distance learning.</p> <p>Ms. Gupta began her career with JBM Industries limited, where she honed her skills in financial analysis and management. Over the years, she has held senior management positions in several leading companies, including EY and Alstom where she played a pivotal role in driving growth and ensuring regulatory compliance.</p> |

|  |  |   |   |
|--|--|---|---|
|  | for the year 2022 & 2023, Presently, he is committee member of Company Secretary (CS) Benevolent Fund (CSBF), also serving as convenor of the Economic and Corporate Law Group of Bhartiya Vitta Salahkar Samiti ("BVSS"), a leading think tank of Indian Finance Professionals. |   |   |
| <b>Qualifications</b>  | CS, Masters in Commerce, Law Graduate and a certified CSR professional.  | Company Secretary   | B.COM, CMA, MBA   |
| <b>Experience and Expertise in specific functional area</b>  | More than 10 Years' experience in multiple industries and have expertise in the secretarial and legal matters.   | More than 3 Years' experience in multiple industries and have expertise in the secretarial and legal matters. | Aanchal Gupta is a seasoned professional with over 16 years of experience in finance, costing analysis, corporate governance, and risk management |
| <b>Number of Meetings of the Board attended during the year</b>  | 7 out of 7   | NA  | NA  |
| <b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>   | Directorship:<br>Private Company<br>RMG Corporate Services Private Limited<br><br>Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 <sup>st</sup> March, 2024.   | NIL   | NIL   |
| <b>Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years</b> | NIL  | NIL   | NIL   |
| <b>Shareholding in Metal Coatings (India) Limited as on 31st March, 2024.</b>  | NIL  | NIL   | NIL   |

|  |  |  |  |
|--|--|--|--|
| <b>Relationship with other directors inter-se, manager and other Key Managerial Personnel of the Company</b>                                       | None   | None   | None   |
| <b>Terms and Conditions of appointment/ re-appointment</b>   | 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. www.mcil.net | 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. www.mcil.net | 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. www.mcil.net |
| <b>Details of remuneration last drawn by such person</b>   | Remuneration (Sitting Fees) last drawn was Rs. 26000 during the financial year 2023-24.  | NA   | NA   |
| <b>Details of remuneration sought to be paid</b>   | 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.     | 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.     | 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.     |
| <b>Shareholding of non-executive directors in the listed entity, including beneficial ownership</b>  | NIL  | NIL  | NIL  |
| <b>In case of independent directors, Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b> | Refer Item No. 5 of the Notice and Explanatory Statement   | Refer Item No. 6 of the Notice and Explanatory Statement   | Refer Item No. 7 of the Notice and Explanatory Statement   |



|   |   |  |   |
|---|---|--|---|
| <b>Justification for choosing the appointees for appointment as Independent Directors</b>       | Having proficiency in all matters related to Companies Act, Intellectual Property Rights (Registered Trade Mark Agent), FEMA and its regulations, various business laws and assisting in setting up of businesses in India. He has command over compliance management services with regard to Company Law, statutory reporting, secretarial audits, various labour laws and other statutory requirements. | Having wealth of experience spanning numerous industries, accumulated over several years. With a strong foundation in corporate advisory encompassing company law, SEBI and Listing regulations, secretarial compliances, as well as Capital Markets and Financial Services, he is recognized for her innovative mindset and meticulous professionalism. | As an independent director, Ms. Gupta brings a wealth of knowledge and a proven track record in corporate governance. She is adept at providing strategic oversight, ensuring adherence to compliance requirements, and fostering a culture of transparency and accountability. Her expertise in financial & risk management has been instrumental in identifying potential risks and implementing effective mitigation strategies. |
| <b>Performance evaluation report of such Director or summary thereof (Re-appointment of ID)</b> | Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. The Board opines that Independent Director have got integrity, expertise and relevant experience required in industry in which Company operates.  | NA   | NA  |

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

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

**Date: - 09th July, 2024**  
**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**