

24<sup>th</sup> June, 2025

Dear Member,

You are cordially invited to attend the 31<sup>st</sup> Annual General Meeting (AGM) of the members of Metal Coatings (India) Limited ("the Company"), scheduled to be held on **Wednesday, 30<sup>th</sup> July, 2025 at 12:30 P.M. IST** via video conferencing (VC) and other audio-visual means.

The Notice of the Meeting, which outlines the agenda and items of business to be transacted, is enclosed for your reference. In accordance with Section 108 of the Companies Act, 2013, and the applicable rules thereunder, as well as Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to offer its members the option to cast their votes electronically on the resolutions included in the Notice.

Sincerely,

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

Sd/-

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

**Enclosures:**

1. Notice of the 31<sup>st</sup> Annual General Meeting
2. E-voting instructions
3. Instructions for joining the meeting via VC
4. Explanatory Statement

**Note:** Attendees who require technical assistance in accessing or participating in the meeting via VC, are requested to contact on: - Tel: 022 – 4918 6000 / 4918 6175 or e-mail at [instameet@in.mpms.mufig.com](mailto:instameet@in.mpms.mufig.com).

## **NOTICE of the 31<sup>st</sup> Annual General Meeting**

To,  
The Members,  
Metal Coatings (India) Limited



**NOTICE** is hereby given that the **31<sup>st</sup> (Thirty-first)** Annual General Meeting (“**AGM**”) of **Metal Coatings (India) Limited (“the Company”)** will be held on **Wednesday, 30<sup>th</sup> July, 2025, 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:**

#### **Item No. 1: Adoption of Financial Statements**

To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon, and in this regard, to consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered, and adopted.”

#### **Item No. 2: Appointment of Mr. Pramod Khandelwal (DIN: 00124082) as a director, liable to retire by rotation**

To appoint a director in place of Mr. Pramod Khandelwal (DIN: 00124082), who retires by rotation and, being eligible, offers himself for reappointment.

In accordance with the terms of appointment, executive directors and the non-executive, non-independent directors are subject to retirement by rotation under the Companies Act, 2013. Mr. Pramod Khandelwal, Managing Director, who was reappointed on August 14, 2024, by the shareholders of the company for a term extending up to September 30, 2027, is due to retire by rotation at the forthcoming Annual General Meeting. Being eligible, he offered himself for reappointment.

The Board of Directors recommends his reappointment and, in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

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

#### **Item No. 3: Declaration of final dividend**

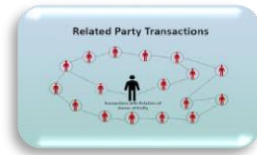
To declare a final dividend on equity shares for the financial year ended March 31, 2025, and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of final dividend @ 10% (i.e., Rs.1/- per share) on 73,26,800 Equity Shares of Rs. 10/- each fully paid up for the year ended March 31, 2025, and the same be paid out of the profits of the Company.”

## SPECIAL BUSINESS:

### Item No. 4: Approval for Material Related Party Transaction

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 and in accordance with: (i) Provisions of Regulation 2(1)(zc) & 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“the LODR Regulations”); (ii) Provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof (“the Act”) and other applicable provisions framed thereunder; (iii) Policy on related party transactions of the Company; and (iv) Approval of the Audit Committee and recommendation of the Board of Directors, the approval of the Members of the Company 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 LODR Regulations, during the period from the 31<sup>st</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting, in the course of Sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind etc. 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 authorized, 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 authorized 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 resolution(s), be and are hereby approved, ratified, and confirmed in all respects.

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

#### **Item No. 5: Ratification of Cost Auditor’s Remuneration**

To ratify the remuneration of cost auditors for the financial year ending 31st March, 2026, and in this regard, to consider and if thought fit, to pass with or without modification 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), the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) 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 31st March, 2026, be and is hereby confirmed and ratified.

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

#### **Item No. 6: Appointment of Secretarial Auditor of the Company**

To appoint **M/s CPA & Co. (FRN No.: P2013HR039800)** as Secretarial Auditor of the company for a period of 5 consecutive financial years and, in this regard, to consider, and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:



“**RESOLVED THAT** pursuant to the provisions of 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendations of the Audit Committee and the Board of Directors, **M/s CPA & Co., Practising Company Secretaries, (Firm Registration No. P2013HR039800; Peer Review No. 5683/2024)**, be and is hereby appointed as the Secretarial Auditor of the Company, to carry out Secretarial Audit for a period of 5 consecutive financial years, i.e. from the FY. 2025-26 to FY. 2029-30, at a remuneration of Rs. 75,000/-

p.a. (Rupees Seventy-Five Thousand per annum) plus applicable taxes or as may be subsequently determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors.

**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- forms 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**

**Sd/-  
Vidushi Srivastava  
Company Secretary  
Membership No.: A34479**

**Date: - 24<sup>th</sup> June, 2025  
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 No. 14/2020 dated April 8, 2020, 17/2020 and subsequent circular issued in this regard, the latest being Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circular issued in this regard, the latest being SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, 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 31st 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 31st 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”) read with SEBI Listing Regulations and Circulars issued thereunder, setting out material facts concerning the business under Item Nos. 4 to 6 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” to the Explanatory Statement to the Notice.
4. As per the provisions under the MCA Circulars, Members attending the 31<sup>st</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 31<sup>st</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 31<sup>st</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](mailto:prachi.jain2805@gmail.com) with copies marked to the Company at [cs@mcilindia.net](mailto:cs@mcilindia.net) and to its RTA at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).
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, 24<sup>th</sup> July, 2025 to Wednesday, 30<sup>th</sup> July, 2025 (both days inclusive) for the purpose of AGM and for the purpose of dividend.
9. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However, request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.



10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.
11. Members who have not so far encashed the dividend are advised to submit their claim to the Company (Email ID: [cs@mcilindia.net](mailto:cs@mcilindia.net)) or RTA (Email ID: [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).) quoting their Folio No. /DP ID Client ID.
12. In terms of Regulation 12 and Schedule I of SEBI Listing Regulation, all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.

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

13. In accordance with the aforesaid MCA and SEBI Circulars, the notice of the 31<sup>st</sup> AGM along with the Annual Report & Annual accounts for Financial year 2024-25 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company Registrar & Share Transfer Agent ("RTA")/ Depositories. Members may please note that this Notice and Annual Report 2024-25 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.

Further, in terms of Regulation 36 (1) (b) of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.

However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at [cs@mcilindia.net](mailto:cs@mcilindia.net), in case they wish to obtain the same.

14. 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., MUFG Intime India Private Limited (previously known as Link Intime India Private Limited) (hereinafter referred to as "RTA") of the Company 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 [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).
15. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

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

16. 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 31st AGM electronically through electronic voting (**E-voting**) services facilitated by the MUFG Intime India Private Limited (previously known as Link Intime India Private Limited) (hereinafter referred to as "**MIILPL**"). 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.
17. The remote e-voting period commences on, from Saturday, 26th July, 2025 from 9:00 AM (IST) and will end on Tuesday, 29th July, 2025 at 5:00 PM (IST). During this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Wednesday, 23rd July, 2025, 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, 23rd July, 2025, may obtain the User ID and password by sending a request at [cs@mcilindia.net](mailto:cs@mcilindia.net).
18. The detailed instructions and the process for accessing and participating in the 31st 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**

19. 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, 23<sup>rd</sup> July, 2025, 5:00 P.M. IST shall only be considered and responded.
20. 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, 23<sup>rd</sup> July, 2025, 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.
21. 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.
22. 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

23. 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).
24. In terms of Section 152 of the Act, Mr. Pramod Khandelwal (DIN: 00124082) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment. Pursuant to Regulation 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.
25. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered subject to deduction of tax at source:
- (a) as Beneficial Owner upto the end of business hours on 23<sup>rd</sup> July, 2025 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
- (b) as Member in the Register of Members of the Company/ Registrars & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company upto the end of business hours on 23<sup>rd</sup> July, 2025.
26. Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. 1st April, 2020, dividend declared, paid or distributed by a Company on or after 1st April, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/ Company by sending documents by 23<sup>rd</sup> July, 2025, Wednesday.
27. 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.
28. In accordance with the proviso to Regulation 40(1) of the SEBI 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.

29. 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.

30. 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>).

31. 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 to the Company or Company's RTA. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

32. 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.

33. 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.

34. 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.
35. 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, 23<sup>rd</sup> July, 2025 and as per the Register of Members of the Company.

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

36. The Board has appointed CS Prachi Bansal, Practising 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.
37. 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 MIIPL, for all those members who are attending the AGM but have not cast their votes by availing the remote e-voting facility.
38. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The results 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 MIIPL i.e., <https://instavote.linkintime.co.in>

**Remote e-Voting Instructions for shareholders**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:****Individual Shareholders holding securities in demat mode with NSDL****METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility****Shareholders 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. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders 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>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders 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 will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL****METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility****Shareholders who have registered/ opted 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 Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

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

**METHOD 2 - Individual Shareholders 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 “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /  
Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**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 **NSDL form**, shall provide ‘D’ above

\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- ❖ Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”



d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. 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).
  - E. 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 (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ 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). 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) is sent to Primary contact person’s email ID. (You have now registered on InstaVote).

#### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

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

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- 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’.
- 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.

**OR**

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
  - b) After successful login, you will be able to see the “Notification for e-voting”.
  - c) Select **“View”** icon for **“Company’s Name / Event number”**.
  - d) E-voting page will appear.
  - e) Download sample vote file from **“Download Sample Vote File”** tab.
  - f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
  - g) 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:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) or contact on: - Tel: 022 – 4918 6000.

#### **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
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:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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.

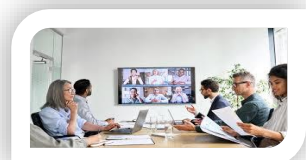
#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

#### **INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).



Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

**Login method for shareholders to attend the General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
  - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click “Go to Meeting”  
You are now registered for InstaMeet, and your attendance is marked for the meeting.

**Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.  
\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

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

On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

- a) 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
- b) Click on 'Submit'.
- c) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

- d) 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'.
- e) 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. 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.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

**Sd/-  
Vidushi Srivastava  
Company Secretary  
Membership No.: A34479**

**Date: - 24<sup>th</sup> June, 2025  
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 nos. 4 to 6 of the accompanying Notice:

### ITEM NO. 4

M/s Khandelwal Busar Industries Private Limited ("KBIPL") is a related party within the meaning of Section 2(76) of the Companies Act, 2013 ("**the Act**") and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

In terms of the provisions of Section 188 of the Act and SEBI Listing Regulations, the contracts/arrangements/transactions relating to sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind with KBIPL are material in nature as these transactions are likely to exceed one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statement of the Company, whichever is lower.

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.

Further, SEBI, vide Circular dated 8th April, 2022 has clarified that the omnibus approval of members for material Related Party Transactions ("**MRPT**") 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/0155 dated November 11, 2024, are as follows:

S. No.	Description	Particulars
1	<b>Name of the Related Party</b>	M/s. Khandelwal Busar Industries Private Limited
2	<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.
3	<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 31 <sup>st</sup> Annual General Meeting until the conclusion of 32 <sup>nd</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. 95.00 Crore (Rupees Ninety-Five Crores only).



<b>6</b>	<b>Percentage of the Company's annual turnover, for the immediately preceding financial year ("FY") - FY 2024-25, that is represented by the value of the proposed material related party transaction</b>	Around 59%
<b>7</b>	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	The contracts entered into between the company and KBIPL are commercially advantageous for the company. All pricing with KBIPL is determined based on market competitiveness, and these transactions are conducted in the ordinary course of business.
<b>8</b>	<b>Details of transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b> <b>i. Details of the source of funds in connection with the proposed transaction.</b> <b>ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments –</b> - nature of indebtedness; - cost of funds; and - tenure <b>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</b> <b>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	Not applicable
<b>9</b>	<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
<b>10</b>	<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 31st Annual General Meeting until the conclusion of 32nd Annual General Meeting, as mentioned in Item No. 4 of the Notice.

On the basis of consideration and approval of the Audit Committee, the Board recommends the resolution set out at Item No. 4 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. 5**

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.

These requirements are applicable to the Company and accordingly the Board of Directors at its meeting held on June 24, 2025, 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 2025-26 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board, must 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **ITEM NO. 6**

Pursuant to provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. For this purpose, the Board of Directors of the Company had appointed M/s CPA & Co. (Firm Registration No. P2013HR039800; Peer Review No. 5683/2024), a firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-2025 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report. M/s CPA & Co. were appointed as secretarial auditors of the Company for conducting secretarial audit since last 8 financial years and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations").

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of M/s CPA & Co., Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years i.e. from the FY. 2025-26 to FY. 2029-30, at a remuneration Rs. 75,000/- p.a. (Rupees Seventy-Five Thousand per annum) plus applicable taxes.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditors of the Company, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. Further, in accordance with Section 102(3) of Companies Act, 2013, the consent of secretarial auditor is available for inspection along with statutory registers in the ensuing AGM. Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 6 of this Notice for appointment of M/s CPA & Co. as Secretarial Auditors of the Company for a period of 5 (Five) consecutive financial years.

The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at item no. 6 of the notice for approval by the members.

## ANNEXURE 1

### DETAILS OF MANAGING 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]

<b>Name of the Director</b>	<b>Mr. Pramod Khandelwal</b>
<b>DIN</b>	'00124082
<b>Date of Birth</b>	28 <sup>th</sup> June, 1966
<b>Age</b>	59 Years
<b>Date of first appointment on the Board</b>	15 <sup>th</sup> May, 1995
<b>Brief Resume</b>	Mr. Pramod Khandelwal is a Chartered Accountant with 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 aspects of the Company, have played a pivotal role in the company's proactive strategic decision-making and conquering goals in springing competition.
<b>Qualifications</b>	B.Com (Hons.), FCA
<b>Experience and Expertise in specific functional area</b>	More than 36 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 Unilever Limited, where he held various managerial positions.
<b>Number of Meetings of the Board attended during the year</b>	7 out of 7
<b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>	<b>Directorship: Private Company</b> 1. M/s Khandelwal Busar Industries Private Limited 2. M/s Lehartechologies. Com Private Limited Does not hold any position as Member/Chairman of Committees of Boards of other Companies as on 31st March, 2025.
<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
<b>Shareholding in Metal Coatings (India) Limited as on 31st March, 2024.</b>	12,13,390 equity shares

Relationship with other directors inter-se, manager and other Key Managerial Personnel of the Company	None
Terms and Conditions of re-appointment	Terms and Conditions of appointment or re- appointment are as per the Nomination and remuneration Policy of the Company as displayed on the Company's website i.e., <a href="http://www.mcil.net">www.mcil.net</a>
Details of remuneration last drawn (Financial Year 2024-25)	Remuneration last drawn is ₹ 263.67 Lakh during the financial year 2024-25.
Details of remuneration sought to be paid	As per the resolution approved in item no. 4 of the 30th Annual General Meeting Notice read with explanatory statement thereto- <a href="https://www.bseindia.com/xml-data/corpfiling/AttachHis/94003e04-67f9-464d-8df6-af28c7168c0c.pdf">https://www.bseindia.com/xml-data/corpfiling/AttachHis/94003e04-67f9-464d-8df6-af28c7168c0c.pdf</a>

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

**Sd/-  
Vidushi Srivastava  
Company Secretary  
Membership No.: A34479**

**Date: - 24<sup>th</sup> June, 2025  
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**