

METAL COATINGS (INDIA) LTD.

Works II : 113, HSIIDC Indl. Estate, Sector - 59, Faridabad - 121 004
Phones : 09999972371, Fax : 0129-2307422



Date: 30th September, 2020

To,
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers
Dalal Street, Fort,
Mumbai – 400001

Dear Sir/Madam,

Sub.: Scrutinizer's Report of the 26th Annual General Meeting of the Members of the Company held on 29th day of September, 2020 under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 at 11:30 A.M, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Ref.: Scrip Code – 531810; Scrip Id - METALCO

With reference to above captioned subject, please find enclosed report issued by Scrutinizer for remote E-voting/ E-voting process conducted during the 26th Annual General Meeting of the Company held on 29th September 2020, at 11:30 A.M, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

This is for your information and record.

Thanking you.

Yours faithfully,

For **Metal Coatings (India) Limited**

Kapil Sharma
Company Secretary & Compliance Officer



Encl.: as above



A ABHINAV & ASSOCIATES
COMPANY SECRETARY

Email id: csabhinavagarwal101@gmail.com

Corporate Office: 1662/L.G.F., Sector-46,
Gurugram, Haryana - 122003

Consolidated Scrutinizer's Report on Remote E-voting & E-voting facility provided at the 26th Annual General Meeting of the Members of Metal Coatings (India) Limited held on Tuesday, 29th Day of September, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.30 A.M. IST

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

Sub: Passing of Resolution(s) through Remote E-Voting and E-voting facility provided at the 26th Annual General Meeting (the "AGM") pursuant to the Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, circular No. 20/2020 dated May 05, 2020, circular No. 14/2020 dated April 08, 2020, circular No. 17/2020 dated April 13, 2020 and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 commonly referred to as "Applicable Circulars".

I, Abhinav Agarwal of M/s. A Abhinav & Associates., Company Secretaries in Practice, appointed by the Board of Directors of Metal Coatings (India) Limited ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting process conducted during the 26th Annual General Meeting of the Company held through VC/OAVM pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "said rule") as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and Applicable Circulars.

I, submit my report as under:

1. The Notice of the AGM along with the Annual Report for FY 2019-20 was sent only in electronic mode by the Company to Members whose e-mail IDs were registered with the Company's Registrar & Share Transfer Agent /Depository Participant(s).



The Company had also advertised in the newspapers, asking those members who have not registered their email id to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the

AGM. The Notice calling the 26th AGM has been uploaded on the website of the Company at <http://www.mcil.net/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Link Intime India Private Limited (agency for providing the Remote Voting facility) i.e. on <https://instavote.linkintime.co.in>

3. As the AGM was held pursuant to the Applicable Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned Applicable Circulars, the facility for appointment of proxies by the Members was also dispensed with.
4. The Company had appointed Link Intime India Private Limited (Registrar and Share Transfer Agent) as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the AGM.
5. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the AGM of the Company, which was held on 29th Day of September, 2020.
6. The Service Provider had set up electronic voting facility on their website insta.vote@linkintime.co.in. The Company had uploaded all the items of the business to be transacted at the AGM on its website and also its Service Provider and also on the website of Stock Exchange Viz BSE Limited at www.bseindia.com to facilitate their Members to cast their vote through Remote E-Voting as well as at the AGM.
7. The cut-off date for the dispatch of the Notice of the AGM was 28th August, 2020 and as on that date, there were 976 Shareholders of the Company.
8. The Company completed the dispatch of the notices by email to the members by September 5, 2020.
9. The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Tuesday, September 22, 2020.**



As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from Friday, **September 25, 2020** at 9.00 A.M. to Monday, **September 28, 2020** at 5:00 P.M.

11. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made there under and SEBI Listing Regulations. My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by Link Intime India Private Limited.
 12. At the end of the voting period on Monday, September 28, 2020 at 05:00 PM., the voting portal of the service provider was blocked forthwith.
 13. On 29th Day of September, 2020, after tabulating the votes cast electronically through the system provided by Link Intime, the votes cast through remote e-voting facility was duly unblocked by me as scrutinizer in the presence of Ms. Swati Mishra and Mr. Gaurav Saini who acted as witnesses and were not in the employment of the Company, as prescribed in Sub rule 3(xi) of the said Rule 20. After unblocking the votes cast, the total votes cast through remote e-voting at the AGM, were consolidated and the final Scrutinizer's Report was prepared.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting and voting carried out at the AGM by the Members, the details of which are as follows:



ORDINARY BUSINESS

1) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon.

Numbers of Members voted	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
82	5295942	99.99	631	0.01	-

Based on the above, the Resolution has been passed with requisite majority.

2) Item No. 2 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Mr. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

Numbers of Members voted	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
82	5295942	99.99	631	0.01	-

Based on the above, the Resolution has been passed with requisite majority.

SPECIAL BUSINESS:

3) Item No.3 of the Notice (As an Ordinary Resolution):

To approve material related party transactions with M/s Khandelwal Busar Industries Private Limited.

Numbers of Members	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
72	584530	99.89	631	0.11	-

Based on the above, the Resolution has been passed with requisite majority.



4) Item No. 4 of the Notice (As a Special Resolution):

To approve the limits for the loans and investments by the Company.

Numbers of Members voted	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	%age	Nos.	%age	
82	5295942	99.99	631	0.01	-

Based on the above, the Resolution has been passed with requisite majority.

5) Item No. 5 of the Notice (As an Ordinary Resolution)

To ratify the remuneration of Cost Auditors for the Financial Year 2020-21.

Numbers of Members voted	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	%age	Nos.	%age	
82	5295942	99.99	631	0.01	-

Based on the above, the Resolution has been passed with requisite majority.

All the relevant records of remote e-voting and e-voting during the AGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 26th AGM and the same shall be handed over thereafter to the Chairman or the Company Secretary for safekeeping.

Thanking you,
Yours faithfully

**For A Abhinav & Associates
(Company Secretaries in Practice)**

**CS Abhinav Agarwal
ACS No.: 46266 C.P. No.: 17590**



Place: Gurugram

Date: 29.09.2020

UDIN: A046266B000807268

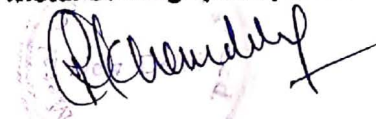
The following were the witnesses to the unblocking of the votes cast through remote E-voting.

1. Swati Mishra
1566, Sector 46, Gurugram - 122003

2. Gurpreet Singh
C-46, AshokVihar, Gurugram

Based on the Scrutinizer's Report dated 29/09/2020, I declare that the resolutions No. 1 to 5 proposed at the 26th Annual General Meeting are passed with requisite majority.

For Metal Coatings (India) Limited



Ramesh Chander Khandelwal
Chairman

Date: 29/09/2020

Place: FARIDABAD