



METAL COATINGS (INDIA) LTD.

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



Date: 19th August, 2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai- 400 001

Sub.: Notice of 27th Annual General meeting and Annual Report for the financial year 2020-21

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

Dear Sir/Madam,

We are pleased to inform you that the 27th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, 16th September, 2021 at 12:30 P.M. IST through video conferencing (VC) / other audio visual means (OAVM).

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the 27th AGM and Annual Report of the Company for the financial year 2020-21.

The Annual Report containing the Notice is also uploaded on the Company's website at www.mcil.net.

You are requested to kindly take the above information on your records.

Thanking you.

Yours faithfully,

For Metal Coatings (India) Limited


Ayati Gupta
Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the 27th (Twenty-Seventh) Annual General Meeting (hereinafter referred to as "AGM") of the Members of **Metal Coatings (India) Limited** ("the Company") will be held on Thursday, the 16th September 2021 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 31st March, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pramod Khandelwal (DIN: 00124082), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the approval of members is hereby accorded to appoint M/s. Mehra Goel & Co., Chartered Accountants, (Firm's Registration No. 000517N), as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the Twenty-Seventh Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting, in place of M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm's Registration No. 002304N) whose tenure expires at the conclusion of Twenty-Seventh Annual General Meeting, at a remuneration of ₹ 4,50,000/- per year plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred by them, in connection with the statutory audit of the Company."

SPECIAL BUSINESS:

4. To re-appoint Mr. Ramesh Chander Khandelwal (DIN:00124085) as Whole-time Director and fix his remuneration and to consider and if thought fit to pass with or without modification(s), the following resolution as **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 and subject to requisite approval of Central Government, if necessary, and such other approval as may be required, (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, as amended from time to time, the approval of the members be and is hereby accorded to re-appoint Mr. Ramesh Chander Khandelwal (DIN: 00124085) as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 1st October, 2021 to 30th September, 2024 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 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.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ramesh Chander Khandelwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT 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 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 or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of sections 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;

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

5. To re-appoint Mr. Pramod Khandelwal (DIN:00124082) as Managing Director and fix his remuneration and to consider and if thought fit to pass with or without modification(s), the following resolution as **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 and subject to requisite approval of Central Government, if necessary, and such other approval as may be required, (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, as amended from time to time, the 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 1st October, 2021 to 30th September, 2024 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 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.



RESOLVED FURTHER THAT the remuneration payable to Mr. Pramod Khandelwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of 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 or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of sections 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;

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

6. To appoint Ms. Rupali Aggarwal (DIN: 08740470) as Non-Executive Independent Director of the Company and to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Rupali Aggarwal (DIN: 08740470), 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 1st July 2021 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, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations 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. Rupali Aggarwal (DIN: 08740470), 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 01st July, 2021 to 30th June, 2023 , 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 give effect to the above resolution."

7. To approve material related party transactions with M/s Khandelwal Busar Industries Private Limited and to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("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) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into 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, for sale, purchase, transfer, job work or receipt of products, goods, materials, assets or services and leasing of property of any kind for a sum not exceeding ₹ 75.00 (Rupees Seventy Five) Crores, at arm's length basis and in the ordinary course of business, for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities 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.

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, deeds, applications and returns along with filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution."

8. To ratify the remuneration of Cost Auditors for the financial year 2021-22 and to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration payable to Mr. Ramawatar Sunar, Cost Accountant (Firm's Registration No. 100691), amounting ₹ 50,000/- (Rupees Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and as approved by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2021-22, 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, deeds, applications and returns along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution."

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

Sd/-

Ayati Gupta

Company Secretary
Membership No. A63811

Date :10th August, 2021

Place : New Delhi

Registered Office:

912, Hemkunt Chambers,

89, Nehru Place, New Delhi 110019

CIN: L74899DL1994PLC063387

Website: www.mcil.net

e-mail: info@mcilindia.net

Phone: 011-41808125



NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No. 14/2020 dated 08th April, 2020, circular No. 17/2020 dated 13th April, 2020, circular No. 20/2020 dated 05th May, 2020, and read together with Circular No.02/2021 dated 13th January, 2021(collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021(“SEBI Circular”) permitted the holding of the Annual General Meeting (“the AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars, the Meeting of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. An explanatory statement pursuant to Section 102(1) of the Act & Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), relating to the special business under item number 4 to 8 to be transacted at the AGM is annexed hereto and forms part of this Notice.
3. Pursuant to the provisions of Section- 105 of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the relevant MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map of the venue of the AGM are not annexed to the Notice.
4. The attendance of the members in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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 csabhinavagarwal101@gmail.com with copies marked to the Company at cs@mcilindia.net and to its RTA at delhi@linkintime.co.in.
6. In pursuance of the relevant MCA and SEBI Circulars, notice of AGM and the Annual Report of the Company for the financial year 2020-21 comprising audited financial statements for the financial year 2020-21, Auditor’s Reports, Board’s Report and all other documents required to be attached thereto (“Annual Report 2020-21”) are being sent only through email to those members whose email addresses are registered with the Company or the depositories / depository participants. Members may note that the Notice of the AGM and Annual Report 2020-21 will also be available on the website of the Company at www.mcil.net, the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of Company’s RTA at <https://instavote.linkintime.co.in>. Members can attend and participate in the AGM through VC/OAVM facility only.
7. In case of joint holders, 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 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.

9. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent i.e. Link Intime India Private Limited (hereinafter referred to as “RTA”) of the Company 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.
10. In terms of Section 152 of the Act, Mr. Pramod Khandelwal (DIN: 00124082) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment. Pursuant to Regulation 26 & 36 of the Listing Regulations and SS-2, the particulars of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice.
11. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed. Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
12. Shareholders seeking any information with regard to accounts or any other matter contained in Notice and Annual Report are requested to write to the Company at least 10(Ten) days before the date of AGM so as to enable the management to make available relevant information at the AGM.
13. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. 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.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated 02nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. In this regard, members may contact the Company or Company’s RTA, M/s. Link Intime India Private Limited.
15. 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 filled in the Company or Company’s RTA, M/s. Link Intime India Private Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company’s RTA enclosing the share certificates for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the RTA of the Company, immediately of:



- a) Change in their residential status on return to India for permanent settlement.
 - 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.
17. 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 upto the financial year ended 31st March, 2013, if any, and as per Section 124(6) of the Companies Act, 2013 shares in respect of which dividend has not been encashed or claimed for seven consecutive years, have been transferred to the IEPF. It may please be noted that once the unclaimed dividend is transferred to the said Fund, as above, no claims shall lie against the Company. However, claim can be made from the Fund in accordance with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended till date. Further, pursuant to the provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed amounts on the website of the Company i.e. www.mcil.net and also on the website of MCA.
18. 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 Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) there of for the time being in force) and the SS-2 issued by The Institute of Company Secretaries of India [hereinafter referred to as "ICSI"] 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 "LIPL"). 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 system 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.
19. Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses by writing to the Company at cs@mcilindia.net or to the RTA of the Company along with the copy of the signed request letter mentioning their folio no. alongwith self attested copy of the PAN card and any document i.e. Driving License, Election Identity Card, Passport or Aadhaar Card. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
20. The remote e-voting period commences on Sunday, 12th September, 2021 at 9:00 a.m. IST and ends on Wednesday, 15th September, 2021 at 5:00 p.m. IST. During this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date of Thursday, 9th September, 2021, may cast their vote electronically. The remote e-voting module will be disabled by LIPL 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. Thursday, 9th September, 2021, may obtain the User ID and password by sending a request at cs@mcilindia.net.



21. Pursuant to SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021, as per the detailed instructions given below. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.



Type of shareholders	Login Method
	<ul style="list-style-type: none"> • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> • Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. 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/ members 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).



Type of shareholders	Login Method
	<ul style="list-style-type: none"> • Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/Mutual Fund/Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian/Mutual Fund/Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/ members who are unable to retrieve User ID/ Password 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - 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 Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 (Three) days in advance with the company on the cs@mcilindia.net.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company
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.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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 or contact on: - Tel: 022-49186175.



22. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off Date and as per the Register of Members of the Company.
23. The Board has appointed M/s A Abhinav & Associates, Practicing Company Secretaries (ACS No. 46266, CP No. 17590) as the Scrutinizer for conducting the e-voting process and voting at the AGM in a fair and transparent manner.
24. 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.
25. 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. www.mcil.net and on the website of LI IPL i.e. <https://instavote.linkintime.co.in>.

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

**Sd/-
Ayati Gupta**
Company Secretary
Membership No. A63811

Date :10th August, 2021

Place : New Delhi

Registered Office:

912, Hemkunt Chambers,
89, Nehru Place, New Delhi 110019
CIN: L74899DL1994PLC063387
Website: www.mcil.net
e-mail: info@mcilindia.net
Phone: 011-41808125



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Pursuant to Section 102 (1) of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 3 to 8 of the accompanying Notice:

ITEM NO. 3

The Members of the Company at the 22nd Annual General Meeting (“AGM”) held on 21st September, 2016 had appointed M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm registration No. 002304N) as the Statutory Auditors for a second term of 5 (five) consecutive years which is valid till conclusion of the 27th AGM of the Company. The tenure of office of M/s. Vinod Kumar & Associates, Chartered Accountants, as Statutory Auditors of the Company will expire with the conclusion of 27th AGM of your Company in terms of the said approval and Section 139 and 142 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The present remuneration of Statutory Auditors for conducting the audit for the financial year 2020-21 is ₹ 4.50 lacs plus Goods and Services Tax as applicable, and reimbursement of out-of-pocket expenses incurred by them.

The Board of Directors of the Company (“the Board’), on the recommendation of the Audit Committee (“the Committee’), recommended for the approval of the Members, the appointment of M/s. Mehra Goel & Co., Chartered Accountants, (Firm’s Registration No. 000517N), as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of this AGM till the conclusion of the 32nd AGM.

On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of Mehra Goel & Co. of ₹ 4,50,000/- per year plus Goods and Services Tax as applicable, and reimbursement of out-of-pocket expenses incurred by them, in connection with the statutory audit of the Company.

The Committee considered various parameters as experience in diversified segment, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc. and found Mehra Goel & Co. to be best suited for the Audit of the financial statements of the Company.

Mehra Goel & Co., established in the year 1963 and has a team strength of more than 100 employees including 35 Chartered Accountants. The firm is a member of Morison KSi, one of the top accounting associations of the world with over 130 member firms.

Mehra Goel & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

ITEM NO. 4 & 5

The Company at its 24th Annual General Meeting 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 1st October, 2018 to 30th September, 2021. The Board of Directors of the Company at its meeting held on 10th August, 2021 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 1st October, 2021 to 30th September, 2024 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, as amended from time to time, and subject to requisite approval of Central Government, if necessary and such other approval 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.

The remuneration payable to Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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 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 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 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.

The details of Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal as required to be given pursuant to the provisions 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. 4 & 5 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. 4 & 5 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 4 & 5 of the Notice for approval by the members.



ITEM NO. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Rupali Aggarwal (DIN: 08740470) 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 years i.e. from 01st July, 2021 to 30th June, 2023, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the 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. Rupali Aggarwal (DIN: 08740470) has been included in the data bank maintained by the Indian Institute of Corporate Affairs.

The Company has received the declaration from Ms. Rupali Aggarwal 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. Rupali Aggarwal 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. Rupali Aggarwal, other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting.

ITEM NO. 7

M/s. Khandelwal Busar Industries Private Limited (“KBIPL”) is a related party within the meaning of Section 2(76) of the Companies Act, 2013 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 Companies Act, 2013 and the 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 ten percent of the turnover of the Company. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

Name of the Related Party	M/s. Khandelwal Busar Industries Private Limited
Name of the Director or Key Managerial Personnel who is related and relationship	Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Whole Time Director of the Company are directors in KBIPL.
Material Terms of the Contracts/ Arrangements/ Transactions	Sale, purchase, transfer or receipt of goods, materials, assets or services and leasing of property of any kind etc. on arm's length basis.
Monetary Value	The value of transactions is likely to be a maximum amount of ₹ 75.00 (Seventy five) crore.
Other information	All prices with KBIPL are agreed based on market competitiveness. The material contracts/arrangements/transactions with KBIPL have been approved by the Audit Committee and Board of Directors and recommending the same to the Members of the Company for their approval.



As per the requirements of Regulation 23(4) of the 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 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 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Hence, it is proposed to accord Members' approval for the related party Contract(s) / Arrangement(s) / Transaction(s) with KBIPL during Financial Year 2021-22, as mentioned in Item No. 7 of the Notice.

The Board recommend the resolution set out at Item No. 7 of the Notice as ordinary resolution for approval of the shareholders.

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.

ITEM NO. 8

The Company is required under Section 148 of the Act read with 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 30th June, 2021 on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Mr. Ramawatar Sunar, Cost Accountant (Firm's Registration Number 100691) to conduct the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes & re-imbursment of out-of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and as approved by the Board of Directors, has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2021-22.

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.8 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.



ANNEXURE 1

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

[Pursuant to Regulation 36 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	Ms. Rupali Aggarwal
DIN	00124082	00124085	08740470
Date of Birth Age	28 th June, 1966 55 Years	31 st December, 1950 70 Years	17 th March, 1989 32 Years
Date of appointment on the Board	15 th May, 1995	12 th December, 1994	30 th June, 2021
Qualifications	B.Com (Hons.), FCA	BE (Mech.)	M. Com., LLB & Company Secretary
Experience and Expertise	More than 32 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 5 years with Hindustan Uniliver Limited where he held various managerial positions.	More than 48 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.	10 Years experience in multiple industries and have expertise in the secretarial and legal matters.
Number of Meetings of the Board attended during the year	6 out of 6	6 out of 6	NA
List of Directorship / Membership / Chairmanship of Committees of other Board	Directorship: Private Company Khandelwal Busar Industries Private Limited Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 st March, 2021.	Directorship: Private Company 1-Khandelwal Busar Industries Private Limited 2- G S Buildtech Private Limited Does not hold any position as Member / Chairman of Committees of Boards of other Companies as on 31 st March, 2021.	Directorship: Private Company Vocal4local Consultants Private Limited
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years	Nil	Nil	Nil



Shareholding in Metal Coatings (India) Limited	12,13,390 equity shares	10,43,858 equity shares	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	<p>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</p> <p>The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.</p> <p>Remuneration last drawn is ₹ 183.60 Lakh during the financial year 2020-21.</p>	<p>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</p> <p>The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.</p> <p>Remuneration last drawn is ₹ 183.60 Lakh during the financial year 2020-21.</p>	<p>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</p> <p>Remuneration sought to be paid - Sitting Fees as may be approved by the Board of Directors in accordance with the applicable provisions of the law.</p> <p>Remuneration last drawn - NA</p>
shareholding of non-executive directors	NA	NA	Nil
Justification for choosing the appointees for appointment as Independent Directors	NA	NA	Vast experience in multiple industries such as Automotive, Sugar, real estate etc. and have expertise in the secretarial and legal matters



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. 4 AND 5 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 12th December, 1994. The Company is already into commercial production and started its business from 9th 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:

(₹ in lacs)

Financial Parameters	Years ended		
	2020-21	2019-20	2018-19
Gross Sales/ operational Income	9411.65	12,016.98	15,406.47
Net Profits / (Loss) (Before Tax)	343.21	386.63	407.91
Dividend %	-	-	5%

5. Foreign investments or collaborators, if any:

None

II. Information about the appointees:

1. Background details**Mr. Pramod Khandelwal**

Mr. Pramod Khandelwal, aged 55 years is a Chartered Accountant having more than 32 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 70 years is a Mechanical Engineer having more than 48 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	183.60	183.60



3. Recognition or awards

Mr. Ramesh Chander Khandelwal is Vice President of Faridabad Chamber of Commerce and Industries. He is also the President of Khandela Dham, Khandela Jaipur, 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 19th in India in C.A. Final.

4. Job profile and suitability

Mr. Pramod Khandelwal, aged 55 years is a Chartered Accountant having more than 32 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 70 years is a Mechanical Engineer having more than 48 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 Item No. 4 & 5 of the 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:

Reason for loss or inadequate profits : Due to economic slowdown and consequent adverse market conditions prevailing, there was lower profitability in the industry.

Steps taken or proposed to be taken for improvement: The Company has initiated certain steps such as cost control, borrowing at lower rates, improving efficiency, extensive reach to the end user of the product. Further due to its stringent quality standards and dedicating marketing team, forth coming years should see improvements in the revenue and profits of the Company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.

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.

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

Date :10th August, 2021

Place : New Delhi

Registered Office:

912, Hemkunt Chambers,

89, Nehru Place, New Delhi 110019

CIN: L74899DL1994PLC063387

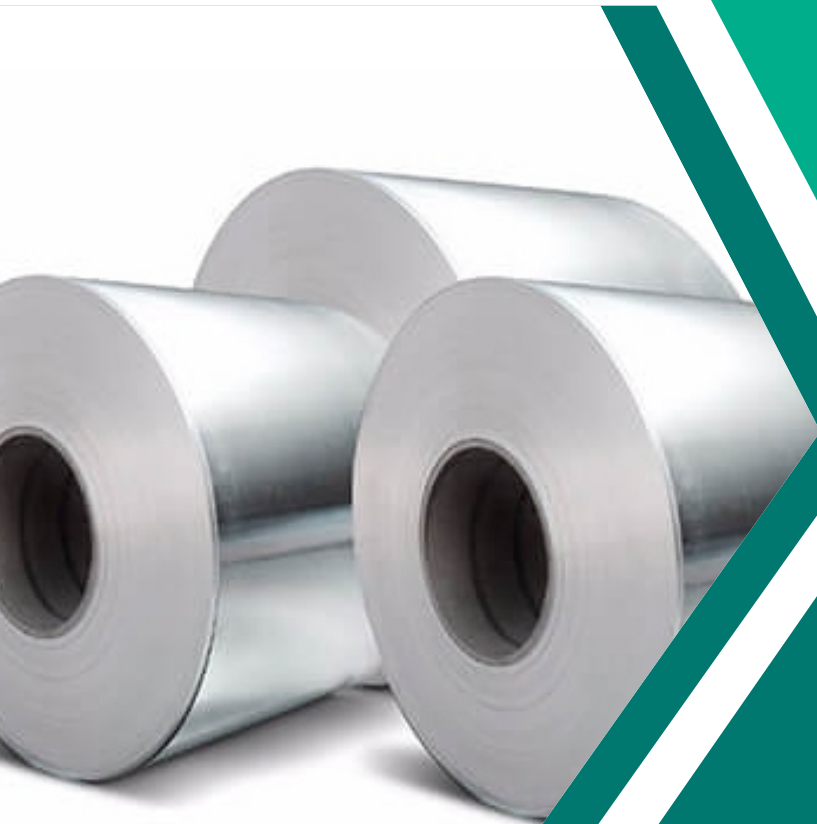
Website: www.mcil.net

e-mail: info@mcilindia.net

Phone: 011-41808125

**Sd/-
Ayati Gupta**
Company Secretary
Membership No. A63811

ANNUAL REPORT 2020-21



METAL COATINGS (INDIA) LIMITED



BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL



Ramesh Chander Khandelwal
(Chairman & Whole-time Director)



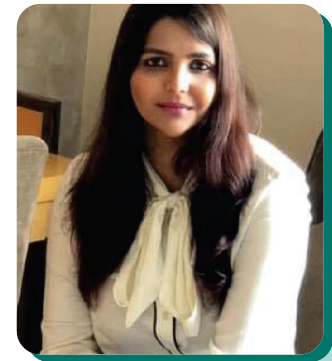
Pramod Khandelwal
(Managing Director)



Satish Kumar Gupta
(Non- Executive
Independent Director)



Santosh Khandelwal
(Non- Executive
Independent Director)



Rupali Aggarwal
Additional, (Non- Executive
Independent Director)



Ram Awtar Sharma
(Chief Financial Officer)



Ayati Gupta
(Company Secretary &
Compliance Officer)



CORPORATE INFORMATION

<p>BOARD OF DIRECTORS</p> <p>Mr. Ramesh Chander Khandelwal <i>Chairman & Whole-time Director</i></p> <p>Mr. Pramod Khandelwal <i>Managing Director</i></p> <p>Mr. Satish Kumar Gupta <i>Independent Director</i></p> <p>Mr. Santosh Khandelwal <i>Independent Director</i></p> <p>Ms. Rupali Aggarwal <i>Additional Independent Director</i></p>	<p>REGISTRAR AND SHARE TRANSFER AGENT</p> <p>M/s. Link Intime India Private Ltd. Noble Heights, 1st Floor, NH-2 C-1 Block LSC, Near Savitri Market Janakpuri New Delhi - 110058 Phone No.: 011-41410592, 93, 94 Telefax: 011-41410591 E-mail: delhi@linkintime.co.in</p>																								
<p>CHIEF FINANCIAL OFFICER</p> <p>Mr. Ram Awtar Sharma</p>	<p>REGISTERED OFFICE</p> <p>912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019 Phone No.: 011-41808125 Email Id: info@mcilindia.net Website: www.mcil.net CIN: L74899DL1994PLC063387</p>																								
<p>COMPANY SECRETARY & COMPLIANCE OFFICER</p> <p>Ms. Ayati Gupta</p>	<p>WORKS</p> <p>Plot No. -113, HSIIDC Industrial Estate, Sector - 59, Faridabad - 121 004, Haryana</p>																								
<p>STATUTORY AUDITORS</p> <p>M/s. Vinod Kumar & Associates <i>Chartered Accountants</i> 909, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019</p>	<p>BANKERS</p> <p>The Hongkong and Shanghai Banking Corporation Ltd.</p>																								
<p>SECRETARIAL AUDITOR</p> <p>M/s CPA & Co.</p>	<p>WEBSITE</p> <p>www.mcil.net</p> <p>Email ID for Investors</p> <p>cs@mcilindia.net</p>																								
<p>COST AUDITOR</p> <p>Mr. Ramawatar Sunar <i>Cost Accountant</i> A-2/252-253 Ground Floor, Sector 8, Rohini New Delhi - 110085</p>	<p>27th ANNUAL GENERAL MEETING</p> <p>Day : Thursday Date : 16th September , 2021 Time : 12:30 p.m. (IST)</p> <table border="1"> <thead> <tr> <th colspan="2">CONTENTS</th> </tr> <tr> <th>Particulars</th> <th>Page Nos.</th> </tr> </thead> <tbody> <tr> <td>Board's Report</td> <td>2-17</td> </tr> <tr> <td>Management Discussion & Analysis</td> <td>18-20</td> </tr> <tr> <td>Corporate Governance Report</td> <td>21-40</td> </tr> <tr> <td>Independent Auditor's Report</td> <td>41-48</td> </tr> <tr> <td>Balance Sheet</td> <td>49</td> </tr> <tr> <td>Statement of Profit & Loss</td> <td>50</td> </tr> <tr> <td>Statement of Changes in Equity</td> <td>51</td> </tr> <tr> <td>Cash Flow Statement</td> <td>52</td> </tr> <tr> <td>Significant Accounting Policies</td> <td>53-58</td> </tr> <tr> <td>Notes to Financial Statement</td> <td>59-71</td> </tr> </tbody> </table>	CONTENTS		Particulars	Page Nos.	Board's Report	2-17	Management Discussion & Analysis	18-20	Corporate Governance Report	21-40	Independent Auditor's Report	41-48	Balance Sheet	49	Statement of Profit & Loss	50	Statement of Changes in Equity	51	Cash Flow Statement	52	Significant Accounting Policies	53-58	Notes to Financial Statement	59-71
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BOARD'S REPORT

Dear Members,

Your Board of Directors have pleasure in presenting the 27th (**Twenty Seventh**) Annual Report of the business and operations of your Company along with the audited financial statements for the Financial Year ended 31st March, 2021.

FINANCIAL RESULTS

The summarized Financial Performance of your Company for the financial year ended 31st March, 2021 is as follows:

(₹ in lacs)

Particulars	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
Revenue from Operations	9,411.65	12,016.98
Other Income	82.32	79.83
Operating Profit	400.38	452.22
Less : Depreciation	51.58	55.83
Profit before Finance Costs, Exceptional items and Tax Expense	348.80	396.39
Less: Finance Cost	5.60	9.76
Profit before exceptional items and Tax Expense	343.21	386.63
Add/(less):Exceptional Items	-	-
Profit before Tax Expense	343.21	386.63
Less: Provision for Tax and Adjustment	86.47	101.16
Profit for the year (1)	256.74	285.47
Total Comprehensive Income (2)	(7.79)	(12.12)
Total (1+2)	248.95	273.35
Balance of profit for earlier years	1,998.92	1,769.91
Less: Dividend paid on Equity Shares	-	36.64
Less: Dividend Distribution Tax	-	7.70
Balance carried forward	2,247.87	1,998.92

PERFORMANCE REVIEW AND STATE OF AFFAIRS OF THE COMPANY

The year under review saw an unprecedented health crisis following the outbreak of Covid-19 pandemic which substantially disrupted the economic activities. During the year, the Government of India imposed very stringent nation-wide lockdowns which impacted manufacturing activities severely. The demand for the steel was adversely affected as consuming sectors struggled to operate amidst disruption in economic activities, shortage of manpower, working capital constraints and above all, the overbearing uncertainties. The health and safety of our employees was the topmost priority and continues to be so. Responding to the evolving pandemic situation, the Company enhanced safety and hygiene norms at its plant and offices, implemented work from home and followed staggered attendance norms. The risk intelligent culture of the Company helped it maintain its liquidity position and ensured smooth cash flows through efficient working capital management, without need to resort to excessive borrowings. In the backdrop of the challenging times faced as a consequence of the pandemic, the revenue from operations of the Company for the year ended 31st March, 2021 decreased to ₹ 9,412 lacs as compared to ₹ 12,017 lacs in the previous year. The Company registered a corresponding decrease in profit before tax to ₹ 343 lacs as compared to ₹ 387 lacs in the previous year. The reduction in revenue from operations was attributable to lower sales due to Covid-19 lockdowns.



DIVIDEND

Your Directors feel that it would be prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31st March, 2021.

TRANSFER OF UNCLAIMED / UNPAID DIVIDEND AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013 read with Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all unpaid or unclaimed dividend 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 Companies Act, 2013 and the rules made there in, 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.

Adhering to the various requirements set out in the IEPF Rules, as amended from time to time, no amount was due to be transferred to IEPF during financial year 2020-21. Details of shares transferred to the IEPF Authority in the previous year(s) are available on the website of the Company at the weblink <http://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.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from 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) 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 IEPF, are requested to contact the Company / RTA of the Company for claiming the same.

The following table gives information of future dates when the amount of dividend is due for transfer to IEPF:

Financial Year Ended	Date of Declaration of Dividend	Due to be Transferred to IEPF Fund in
31 st March, 2014	23.09.2014	October, 2021
31 st March, 2015	24.08.2015	September, 2022
31 st March, 2016	16.05.2016	June, 2023
31 st March, 2017	22.09.2017	October, 2024
31 st March, 2018	19.09.2018	October, 2025
31 st March, 2019	24.09.2019	October, 2026

Details of Nodal Officer appointed by the Company under the provisions of IEPF is available on Investors Section of the Website of the Company at weblink <http://www.mcil.net/contact.aspx>.

TRANSFER TO RESERVES

No amount has been proposed to be carried to any Reserves. Entire amount of ₹ 256.74 lacs is proposed to be retained in Surplus.

SHARE CAPITAL

The paid up Equity Share Capital as at 31st March, 2021 is ₹ 732.68 lacs comprising of 73,26,800 Equity Shares of ₹ 10 each. There is no change in the issued & subscribed capital of the Company of the year. Further, during financial year 2020-21 your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2021, none of the Directors or Key Managerial Personnel of the Company holds instruments convertible into equity shares of the Company. All the Shares of the Promoters which are held in the Company are in dematerialized form.



MATERIAL CHANGES AND COMMITMENTS DURING THE YEAR

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year to which the financial statements relate and the date of the report .

CHANGE IN THE NATURE OF BUSINESS

During the year, there was no change in the nature of business of the Company.

DIRECTORS & KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company consists of Five (5) directors. There are Two (2) Executive Directors , Two (2) Non-Executive Independent Directors and One (1) Additional Non-Executive Independent Director .

Appointment, Re-Appointment and/or Cessation

Your Company's Board is duly constituted which is in compliance with the requirements of the Act, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 [hereinafter referred to as "Listing Regulations"] and provisions of the Articles of Association of the Company.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Pramod Khandelwal (DIN: 00124082), Managing Director of the Company being liable to retire by rotation, shall retire at the ensuing AGM and being eligible, offers himself for re-appointment.

The Board of Directors of your company at its meeting held on 10th August, 2021, 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, 2021 to 30th September, 2024 and also approved the terms and conditions of their re-appointment including payment of remuneration.

The Board of Directors of your Company at its meeting held on 30th June 2021, based on the recommendation of Nomination and Remuneration Committee, has appointed Ms. Rupali Aggarwal (DIN: 08740470) as Additional Non-Executive Independent Director of the Company w.e.f. 01st July, 2021 and the said appointment shall be subject to the approval of the members in the ensuing Annual General Meeting.

Ms. Neha Gupta, Non-Executive Independent Director of the Company has resigned from the Board of Directors of the Company and committees thereof w.e.f. 02nd August, 2021. The Board placed on record the valuable guidance and support received from her during her tenure.

Mr. Kapil Sharma was appointed as the Company Secretary & Compliance Officer of the Company with effect from 29th July, 2020, and has resigned from the services of the Company effective from 28th November, 2020. The Board placed on record the valuable guidance and support received from them during their tenure.

The Board of Directors of the Company at its meeting held on 30th November, 2020, based on the recommendation of Nomination and Remuneration Committee, has appointed Ms. Ayati Gupta as the Company Secretary & Compliance Officer of your Company.

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.

Key Managerial Personnel

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 there under:-

1. Mr. Ramesh Chander Khandelwal, Chairman & Whole-time Director;
2. Mr. Pramod Khandelwal, Managing Director;



3. Mr. Ram Awatar Sharma, Chief Financial Officer; and
4. Ms. Ayati Gupta, Company Secretary & Compliance Officer

None of the Whole-time KMP of the Company is holding office in any other Company as KMP and none of the Directors/ KMP of Company are disqualified.

Statement of Declaration given by Independent Directors

The Company has received necessary declaration of independence from all the Independent Directors of the Company, under Section 149(7) of the Act, that he/she meets the criteria of Independent Directors envisaged in Section 149(6) of the Act and rules made thereunder and Listing Regulations and are not disqualified from continuing as Independent Directors.

Further in terms of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the names of all the Independent Directors of the Company have been included in the data bank maintained by the Indian Institute of Corporate Affairs (IICA). 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 to the Act and also statement on compliance of code of conduct for Directors and Senior Management Personnel formulated by Company. The same is attached in Corporate Governance Section of this Annual Report.

BOARD EVALUATION

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 Act and 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. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January 2017.

As required under the provisions of the Act, a separate meeting of Independent Directors was held during the year 13th January, 2021. 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. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In the board meeting, the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. The Board opines that Independent Directors have got integrity, expertise and relevant experience required in 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.

DIRECTORS RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the annual accounts for the financial year ended 31st March 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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;
- (c) 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;



- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls for the Company and these internal financial controls were adequate and operating effectively;
- (f) 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.

DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Chapter V of the Act, read together with the Companies (Acceptance of Deposits) Rules, 2014 from the public and as such no amount of principal or interest remained unpaid or unclaimed at the end of the financial year 31st March, 2021.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees as covered under the provisions of section 186 of the Act during the financial year ended 31st March, 2021. The investment made by the Company during the financial year ended 31st March, 2021 is within the limits as specified under section 186 of the Act.

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.

RELATED PARTY TRANSACTIONS

As required under the Listing Regulations and the Act, prior omnibus approval was obtained for Related Party Transactions which are of repetitive nature and/or entered in the ordinary course of business and are at Arm's Length basis, in the first meeting of Audit Committee for the financial year 2020-21

All transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee of the Company for its review. The details of the related party transactions are set out in Note No. 33 to the Financial Statements of the Company.

The particulars of contracts entered with related parties are shown in the prescribed form AOC-2 which is enclosed at 'Annexure - I'. The Related Party Transactions Policy as approved by the Board is uploaded on the website of the Company at the weblink i.e. <http://www.mcil.net/investors.aspx>.

AUDITORS AND AUDITOR'S REPORT

(I) STATUTORY AUDITORS AND AUDITOR'S REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, the Company in its 22nd Annual General Meeting had appointed M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm registration No. 002304N) as the Statutory Auditors for a second term of 5 (five) consecutive years which is valid till conclusion of 27th Annual General Meeting of the Company. The tenure of office of M/s. Vinod Kumar & Associates, Chartered Accountants, as Statutory Auditors of the Company will expire with the conclusion of 27th AGM of your Company. The Board places on record its sincere appreciation for the services rendered by M/s. Vinod Kumar & Associates during their tenure as Statutory Auditors of the Company.

In order to ensure smooth transition and handover, the Board of Directors of your Company at their meeting held on 10th August, 2021, have on the recommendations of the Audit Committee and subject to your approval at the ensuing 27th AGM, approved the appointment of M/s. Mehra Goel & Co., Chartered Accountants, as the Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the ensuing 27th AGM till the conclusion of the 32nd AGM. Appropriate resolution seeking your approval to the appointment and remuneration of M/s. Mehra Goel & Co., Chartered Accountants, is appearing in the Notice convening the 27th AGM of the Company.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment(s) for the time being in force), from M/s. Mehra Goel & Co., Chartered Accountants.



The report of the Statutory Auditors on Financial Statements for the year under review forms part of the Annual Report and there are no auditor's qualifications, reservation, adverse remark or disclaimer in the audit report for the financial year ended 31st March, 2021. There have been no instances of fraud reported by the Statutory Auditor under Section 143(12) of the Act (including any statutory modification(s) or re-enactment(s) for the time being in force) read with rules framed thereunder, either to the Company or to the Central Government.

(II) SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the rules framed thereunder, the Company has re-appointed M/s. CPA & Co., a firm of Company Secretaries in Practice to conduct the Secretarial Audit of the Company for the financial year 2021-22.

The Secretarial Audit Report for the financial year 2020-21 forms integral part of this Report as 'Annexure - II'. There are no qualifications, observations or adverse remark or disclaimer in the said report.

(III) COST AUDITORS AND COST RECORDS

The Board of Directors of your Company, on the basis of provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and as per the recommendations provided by the Audit Committee, has re-appointed Mr. Ramawatar Sunar, Cost Accountant (Firm registration No. 100691) as Cost Auditor of your Company for conducting the Audit of Cost records of the Company for the financial year 2021-22. 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 rules framed there under.

As per Section 148(3) of the Act, the remuneration payable to the Cost Auditors requires ratification by Shareholders. An appropriate resolution, to this effect, is being proposed at the ensuing AGM.

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 financial year 2019-20 with the Registrar of Companies, Ministry of Corporate Affairs in the XBRL mode during the year under review.

DISCLOSURES

(I) MEETINGS OF THE BOARD

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 facility of video conferencing to facilitate the Directors to participate 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 financial year 2020-21, Six (6) Board meetings were held on 29th July, 2020, 28th August, 2020, 15th September, 2020, 06th November, 2020, 30th November, 2020 and 11th February, 2021. The gap between two consecutive Board 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.

(II) AUDIT COMMITTEE

The Audit Committee of the Board as on 31st March, 2021, comprises Independent Directors namely Mr. Satish Kumar Gupta (Chairman), Ms. Neha Gupta and Mr. Santosh Khandelwal as members. The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of Listing Regulations, Section 177 of the Act and such other functions as may be specifically delegated to the Committee by the Board from time to time.



During the financial year 2020-21, Five (5) Audit Committee meetings were held on 29th July, 2020, 15th September, 2020, 06th November, 2020, 30th November, 2020 and 11th February, 2021. 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.

(III) NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee of the Board as on 31st March 2021, comprises Independent Directors namely Mr. Satish Kumar Gupta (Chairman), Ms. Neha Gupta and Mr. Santosh Khandelwal as members. The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of Listing Regulations and Section 178 of the Act, besides other terms as may be referred by the Board of Directors.

During the financial year 2020-21, Two (2) Nomination and Remuneration Committee meetings were held on 29th July, 2020 and 30th November, 2020. 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.

(IV) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board, as on 31st March 2021, comprises of Mr. Satish Kumar Gupta (Chairman), Mr. Ramesh Chander Khandelwal and Mr. Pramod Khandelwal as members. The Committee, *inter-alia*, reviews and ensures redressal of investor grievances.

During the financial year 2020-21, Four (4) Stakeholders Relationship Committee meetings were held on 15th September, 2020, 06th November, 2020, 30th November, 2020 and 11th February, 2021. 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.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

The Company continued to give major emphasis for conservation of Energy, and the measures taken during the previous years were continued. The Efficiency of Energy Utilization in manufacturing unit is monitored at the Corporate level every quarter, in order to achieve effective conservation of energy.

B. TECHNOLOGY ABSORPTION

The technology being appropriate for current need, no research, development and up gradation is required at this stage.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

There are no foreign exchange earnings and outgo.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of Section 135 of the Act are not applicable to the Company.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, and rules framed thereunder, the copy of the Annual Return as at 31st March, 2021 is available on the website of the Company at the weblink <http://www.mcil.net/investors.aspx> By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.



BOARD POLICIES

(a) Policy of Nomination and Remuneration

The Company has in place a Nomination and Remuneration policy duly adopted and approved by the Board. The Nomination and Remuneration Policy of the Company includes the terms and conditions for appointment and payment of remuneration to the Directors and KMP and other senior management personnel including criteria for determining qualifications, positive attributes, independence of a director as per Section 178 and Schedule IV of the Act. There have been no changes in the said policy during the year. The said policy may be accessed on the website of the Company at the weblink <http://www.mcil.net/investors.aspx>.

(b) Vigil Mechanism/Whistle Blower Policy

The Company has formulated a Whistle Blower Policy relating to Vigil Mechanism in terms of Section 177 of the Act and Regulation 22 of Listing Regulations, for Employees and Directors to keep high standards of ethical behaviour and provide safeguards to whistle blower. The policy safeguards the whistle blowers to report concerns or grievances and also provides a direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is available on the website of the Company at the weblink <http://www.mcil.net/investors.aspx>.

(c) Risk Management Policy

The Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically. The Risk Management policy is available on the website of the Company at the weblink <http://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 the weblink <http://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 the weblink <http://www.mcil.net/investors.aspx>

MANAGERIAL REMUNERATION

The information required pursuant to Section 197(12) of the Act read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors are furnished hereunder: .

Sl. No.	Name	Designation	% Increase/Decrease of remuneration in 2020-21 as compared to 2019-20 #	Ratio of Remuneration to MRE
1	Mr. Pramod Khandelwal	Managing Director	17.35%	106.99
2	Mr. Ramesh Chander Khandelwal	Chairman and Whole-time director	17.35%	106.29
3	Mr. Satish Kumar Gupta	Independent Director	Nil	0.21
4	Ms.Neha Gupta	Independent Director	16.67%	0.08
5	Mr. Santosh Khandelwal	Independent Director	16.67%	0.08
6	Mr. Ram Awtar Sharma	Chief Financial Officer	-8.73%	-
7	Mr. Piyush Jain	Company Secretary & Compliance Officer	Nil.	-
8	Mr. Kapil Sharma*	Company Secretary & Compliance Officer	N.A.	-
9	Ms. Ayati Gupta*	Company Secretary & Compliance Officer	N.A.	-

MRE : Median Remuneration of Employees.



: Based on annualised Salary

* Mr. Kapil Sharma, Company Secretary was appointed as the Compliance Officer of the Company w.e.f. 29th July, 2020 and has resigned the office w.e.f. 28th November, 2020. Currently Ms. Ayati Gupta is acting as Company Secretary & Compliance Officer of the Company effective from 30th November, 2020 and therefore remuneration for the financial year 2019-20 are not available.

1. The percentage increase in Median remuneration of employees for the year 2020-21 is 10%
2. The number of permanent employee on the rolls of the Company as of 31st March, 2021 is 74.
3. The average percentage increase in salary of the Company's employees excluding the KMP was -21.22% and including KMP was 4.93%. 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.
4. In terms of the provisions of Section 197 of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, a statement showing the names and other particulars of the top ten employees in terms of remuneration drawn set out in the said rules are provided in 'Annexure -III' to the Board's Report.
5. It is affirmed that the remuneration is as per the remuneration policy of the company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY ANY REGULATORS OR COURT

During the year under review, no significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROL

In order to align with the requirement of Section 134(5) (e) of the Companies Act, 2013, the Company has in place adequate internal financial controls which provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. In particular, it ensures adequate operating controls, clear policies and detailed procedures of operations, delegation of authorities, safeguarding of assets, prevention and detection of frauds and errors, financial controls on financial reporting and timely preparation of reliable financial information. Nonetheless your Company recognizes that any Internal control framework, no matter how well designed has inherent limitations and accordingly it is ensured that systems are reinforced on ongoing basis.

CREDIT RATING

Acuité 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'.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI"). The report on Corporate Governance as stipulated under the Listing Regulations 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.

LISTING ON STOCK EXCHANGE

The equity shares of the Company are listed on Bombay Stock Exchange Limited. The Annual Listing fees for the financial year 2021-22 has been duly paid to the said Stock Exchange. The Company is in compliance with all applicable provisions of Listing Regulations entered with BSE.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the Listing Regulations, is presented in a separate section forming part of this Annual Report.



INDUSTRIAL RELATIONS

During the year under review, industrial relations remained harmonious at all our offices and establishments.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2021. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not applicable.

PREVENTION, PROHIBITION & REDRESSAL OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has a zero tolerance for any abuse against Women at Workplace. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

COMPLIANCE WITH THE SECRETARIAL STANDARDS

Applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meeting of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

DISCLOSURES BY SENIOR MANAGEMENT

Senior Management has made disclosures of Interest to the Board relating to all material Financial & Commercial transactions entered between Company and third parties.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from Shareholders, suppliers, and all other business associates. The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and looks forward to the continuance of this supportive relationship in the future. Your Directors also place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment, in particular during this unprecedented year. The Directors place on record their special gratitude toward the front line employees who were working in our factories and in the market to ensure that the Company's products reach to the customers.

The flag bearers of fair play and regulations, which includes the regulatory authorities, the esteemed banker, rating agencies, stock exchanges, depositories, auditors, legal advisors, consultants and other stakeholders have all played a vital role in instilling transparency and good governance. The Company deeply acknowledges their support and guidance.

For and behalf of the Board of Directors

Sd/-

Ramesh Chander Khandelwal

Chairman

DIN: 00124085

Place: New Delhi
Date : 10th August, 2021



Form No. AOC-2

(Pursuant to clause (h) of Section 134(3) of the Companies Act, 2013 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 arms 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 into during the year ended 31st March, 2021, 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 (₹ 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	1055.97	At prevailing Market Rate
		Purchases	01.04.2019-31.03.2024	13.02.2019	136.54	
		Job Work Expense	01.04.2019-31.03.2024	13.02.2019	0.11	
		Rent	01.04.2020-31.03.2023	14.02.2020	24.00	

No advances were paid for the above related party transactions.

For and behalf of the Board of Directors

Sd/-

Ramesh Chander Khandelwal
Chairman

DIN: 00124085

Place: New Delhi
Date : 10th August, 2021



Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial 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 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, 2021 ('Audit Period'), 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 the Company for the financial year ended on March 31, 2021, to the extent applicable to the Company 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 to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the year under review as the Company has not issued any further Share Capital);**
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**



- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) 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;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
- (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 Standard 1 and 2 issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

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 the 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, 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 and Committee Meetings are carried out as required in terms of the law, as duly recorded and signed by the Chairman of the meeting of the Board of Directors or committees of the Board, therefore no dissenting views were there required to be recorded as part of the minutes.

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. referred to above:

- a) Due to the outbreak of Covid-19 Pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and return filed, documents and other records furnished by / obtained electronically.
- b) During the Audit period, Mr. Ramawatar Sunar (Membership No. 10567) was appointed as the Cost Auditor of the Company for the financial Year ended March 31, 2021 in the Board Meeting held on July 29, 2020.
- c) During the audit period Mr. Piyush Jain (Membership No. 57000) resigned from the post of Company Secretary and Compliance Officer of the company with effect from June 20, 2020. The Board of the Directors of the company had accepted and took note of the resignation of Mr. Piyush Jain.
- d) During the Audit period, Mr. Kapil Sharma (Membership No. 61928) was appointed as the Company Secretary and Compliance officer of the Company in the Board Meeting held on July 29, 2020.



- e) During the audit period Mr. Kapil Sharma (Membership No. 61928) resigned from the post of Company Secretary and Compliance Officer of the company with effect from November 28, 2020. The Board of the Directors of the company had accepted and took note of the resignation of Mr. Kapil Sharma.
- f) During the Audit period, Ms. Ayati Gupta (Membership No. 63811) was appointed as the Company Secretary and Compliance officer of the Company in the Board Meeting held on November 30, 2020.

**For CPA & Co.
Company Secretaries**

**Sd/-
CS Shivangi Gupta
Partner
ACS: 63996 | C.P.No.: 23981**

**Date: June 30, 2021
Place: Gurugram
UDIN:A063996C000546291**

The report is to be read with Annexure-I which 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

Sd/-
CS Shivangi Gupta
Partner
ACS: 63996 | C.P.No.: 23981

Date: June 30, 2021
Place: Gurugram
UDIN:A063996C000546291



Annexure - III

Statement Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2021

a. Details of Top 10 employees in terms of Remuneration drawn

Name	Age	Qualification	Date of Commencement Employment	Designation/ Nature of Duties	Remuneration (₹ In Lacs)	Experience (Years)	Name of the last Employer
Ramesh Chander Khandelwal	70	BE (Mech.)	12.12.1994	Whole -time Director	183.60	48	Associate Pulp & Paper Mills Ltd.
Pramod Khandelwal	55	B. Com (Hons), FCA	15.05.1995	Managing Director	183.60	32	Hindustan Unilever Ltd.
Dileep Kumar Gautam	60	MBA Marketing	01.01.2002	GM - Marketing	21.97	39	Khemka Ispat Limited
Ram Awtar Sharma	48	ACA	20.07.1998	Chief Financial Officer	10.24	26	Kumar Piyush & Co., Chartered Accountants
Tejender Pal Singh	49	B. Sc.	01.08.1997	Manager - Production	7.57	26	Khemka Ispat Limited
P N Vishwarkama	56	ITI	02.07.2005	Maintenance Incharge	7.03	35	Vikash Strips Limited
Narender Parkash Garg	49	MBA Marketing	01.02.2000	Manager - Marketing	6.42	22	-
Biteshwar Kumar Sharma	43	MBA Human Resource	01.04.1997	Manager P&A	6.52	24	-
Rakesh Aggarwal	51	B. Com	04.10.1993	Deputy Manager - Commercial	6.17	28	-
Dinesh Aggarwal	46	BA	01.03.1997	Senior Executive - Marketing	3.69	12	-

b. List of employees of the Company employed throughout the financial year 2020-21 and were paid remuneration not less than ₹ 1.02 Crore per annum or ₹ 8.50 Lakh per month if employed for the part of the years:

Name	Age	Qualification	Date of Commencement Employment	Designation/ Nature of Duties	Remuneration (₹ In Lacs)	Experience (Years)	Name of the last Employer
Ramesh Chander Khandelwal	70	BE (Mech.)	12.12.1994	Whole Time Director	183.60	48	Associate Pulp & Paper Mills Ltd.
Pramod Khandelwal	55	B. Com (Hons), FCA	15.05.1995	Managing Director	183.60	32	Hindustan Unilever Ltd.

Notes:

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

For and behalf of the Board of Directors

Sd/
Ramesh Chander Khandelwal
Chairman
DIN: 00124085

Place: New Delhi
Date : 10th August, 2021



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE

The company is engaged in the manufacture and sale of Cold Rolled Steel Strips and HRPO steel strips / coils. The company is thus operating in the steel sector. Products of the Company are used by a wide range of user industries such as Auto Components, Consumer Durables, Electrical and Telecom equipment amongst others.

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 2020-21. This report should be read in conjunction with the company's financial statements together with the schedules and the notes thereto.

Macroeconomic Environment

The past one and a half years have been dramatic in a way never experienced before. On the one hand, humanity faced overwhelming challenges and hardships which have been unprecedented and have exposed our vulnerabilities, on the other hand we have also seen healthcare system rising to the occasion in facing this pandemic and the scientific breakthrough in developing vaccines in such short time. The spread of Covid-19 pandemic brought economic activity to a standstill in the first half of 2020 which was followed by some recovery in the second half. Global GDP contracted by over 3% in 2020 as governments across the world took measures to mitigate the impact of the virus by imposing lockdowns. However the scale of fiscal response was unprecedented and therefore the medium-term losses have been largely been mitigated so far. The accelerated development of vaccine and its administration has further enhanced the optimism with respect to fast economic recovery in the second half of 2021-22.

Indian Economy

India witnessed a gradual resumption of economic activity from Q-2 of 2021-22. Though initially driven by government spending on infrastructure and rural economy, it gained momentum towards the second half, driven by festive demand and return of urban consumption and remained firm during the rest of the fiscal 2021-22. Going forward, post the second wave in April-May 2021 which took a dramatic toll of human lives, and the resultant hesitancy in the consumer returning to the market, the economy is likely to face challenging times in the year 2021-22 too. The ongoing vaccination drive which targets at immunizing 80% of the adult population in India by Dec. 2021 infuses hopes for a promising H2-FY2022. Going forward, the Indian economy is likely to become the third largest economy by 2030 and the steel industry will play a pivotal role in this growth journey.

Steel Industry

There has largely been a benign impact of Covid-19 on the steel industry at the global level. While there has been a sharp decline in the US and European markets and even in India, there was a resurgence in demand in countries such as China and Turkey which kept the level of global demand in 2020 almost flat when compared with 2019. Over 25% of steel making capacity outside China was idled after the onset of the pandemic. There was however a faster than expected recovery in demand from auto and white goods industries coupled with launch of infrastructure projects across the world. This led to the prices of steel rallying globally.

Going forward, the global demand for steel is likely to be strong on the back of resumption of manufacturing on the one hand and the unprecedented fiscal stimulus provided by governments across Europe, the US, Japan, Russia, South Korea on the other, which will spur a good demand for steel to be used in the infrastructure projects embarked upon by these countries.

India Outlook

India saw a stringent lockdown in 2020 that led to production losses across industries and the demand for steel came down 13.6% from 102.6 million Tons in 2019 to 88.5 million Tons in 2020. In 2021, it is estimated that the



domestic demand will grow by about 20% over 2020, taking the total demand to above the pre-covid levels, driven by resumption of demand from auto and consumer durable sectors and supported by the strong infrastructure spend.

The National Steel Policy 2017 seeks to create a globally competitive steel industry in India with steel making capacity of 300 million Tons by 2030-31. With a strong base of technically skilled manpower and access to capital at much lower costs and being one of the fastest growing markets in the world, India has a definite structural advantage for a successful and buoyant steel industry. The government's focus on strengthening the domestic manufacturing base under the "Atmanirbhar Bharat" programme opens up enormous opportunities for steel consumption. The Production Linked Incentive scheme has been introduced in many steel consuming industries such as consumer durables, automobiles, auto components, solar equipment etc which in turn will give fillip to steel demand in India. Moreover, with growing urbanization coupled with changing demographics and higher affordability, the pattern of steel consumption in auto and white goods is fast evolving and rapidly growing, opening up opportunities for the steel industry.

Further the government has announced an investment of over 100 lac crores in infrastructure over the next 5 years. This will not only drive growth in the steel industry directly but also through multiplier effect of growth across other sectors such as transportation, housing etc further boosting demand for steel. Added to this, the emergence of new trends in the society as a fallout of Covid-19 such as work from home and the need for physical distancing has created additional demand for personal mobility, furniture and relocation – thereby creating additional demand for steel.

Risks, threats and concerns

Indian economy, particularly the rural economy, continues to be largely dependent on monsoon and a normal monsoon remains a key imperative for a buoyant demand for steel and its products.

While there is optimism in the outlook based on the positioning of the steel industry and the growth drivers favouring a positive outlook, it is not without the associated risks on the downside. The tsunami of second wave that hit India in Q1 2021-22 was unprecedented in scale and it is hoped that the worst is behind us. Resurgence of infections leading to fresh lockdowns cannot be ruled out, which in turn could lead to demand disruptions as well as lowering of economic activities. Covid-19 which continues to come back in waves across the world even now, is the biggest concern, regardless of the industry one is operating in. The pandemic and the post-pandemic era are an uncharted territory and there is an associated uncertainty in the way the economy might move in the near term. The evolution of the virus and progress of vaccinations, withdrawal of supportive fiscal and monetary policies, geopolitics and trade tensions could all affect the recovery as envisaged. While it is hoped that the worst of the pandemic is past us, there is still considerable uncertainty for the rest of 2021. Beyond the near term uncertainty, it is clear that the post-pandemic world will be unavoidably different and the need to be ahead of the curve is much more imperative now than ever before. Your Company is vigilant and continues to take proactive steps to mitigate all the challenges including those posed by the pandemic.

FINANCIAL PERFORMANCE

(₹ in Lakhs)

Particulars	For the year ended on 31.03.2021	For the year ended on 31.03.2020
Revenue from Operation	9,411.65	12,016.98
Other Income	82.32	79.83
Profit before Finance Cost	348.81	396.39
Finance Cost	5.60	9.76
Profit before Tax	343.21	386.63
Tax	86.47	101.16
Profit after Tax	256.74	285.47



HUMAN RESOURCES

People management is the backbone of your Company and it is regarded as one of the important resources for the success of Company. The Company strongly believes that the employees' welfare, development and their performance are important contributors to the Company. The Whistle Blower Policy plays an important role as a watchdog. The Company's total permanent employee strength as on 31st March, 2021 stood at 74. The Company continues to maintain open and cordial employee relations.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has adequate internal control system which is commensurate with the nature of its business and the size and complexity of its operations. This internal control system, its adequacy and its effectiveness is periodically reviewed by the Audit Committee. These systems have been designed to ensure optimal utilization of resources, accurate and timely reporting of financial transactions, complying with applicable statute and safeguarding the assets from unauthorised use. The Audit Committee also monitors the implementation of audit recommendations including those relating to strengthening of the company's risk management policies and systems.

KEY FINANCIAL RATIOS

Particulars	2020-21	2019-20
Debtors Turnover	3.80	4.66
Inventory Turnover	17.13	26.57
Interest Coverage Ratio	62.29	40.61
Current Ratio	3.15	4.74
Debt Equity Ratio	0.47	0.30
Operating Profit Margin (%)	3.71	3.30
Net Profit Margin (%)	2.73	2.38
Return on Net Worth	8.15	9.85
Earnings per Share (EPS) (₹)	3.50	3.90

- There is a significant change in Inventory Turnover and this is predominantly due to the substantial reduction in sales on account of lockdowns. The closing inventory is higher than previous year on account of steel price increase; this necessitated increase in bank borrowing which led to increase in Debt Equity ratio as well as decrease in Current Ratio. However due to better working capital management your company was able to improve its Interest coverage ratio.

CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations, taxation, pandemic and other natural calamities over which the Company does not have any direct control.



CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Section C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a Report on Corporate Governance for the year ended 31st March, 2021 is presented below:

1. Company’s Philosophy on Code of Governance

The Company aims to achieve excellence in everything it does including standards of business conduct. At Metal Coatings (India) Limited (“MCIL”), corporate governance has been an integral part of the way we have been doing business. The Company has always focused on good corporate governance practices and organizational excellence to increase employee and customer satisfaction and long term value creation for shareholders without compromising on ethical standards.

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. The corporate governance aligns the interests of individuals, organisation and society and integrates all the participants involved in the process. The corporate governance goes beyond the practices enshrined in the laws and encompasses the basic business ethics and values that need to be adhered. Your Company continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit.

2. Board of Directors

The Board of Directors of the Company functions subject to the provisions of the Companies Act 2013 (“the Act”), Listing Regulations and Articles of Association of the Company. The primary role of the Board is that of trusteeship so as to protect and enhance stakeholders’ value through its strategic supervision of the Company.

The Company is headed by a Board that exercises leadership, integrity and judgement in directing so as to achieve continuing prosperity and to act in the best interest of the Company. The Board plays a critical role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. The Board ensures that the Company complies with all relevant laws, rules, regulations, governance practices, accounting and auditing standards. It identifies key risk areas and key performance indicators of the Company’s business and constantly monitor these factors.

The Board is entrusted with the ultimate responsibility of the management, general affairs direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

(i) Size and Composition of the Board

As on 31st March, 2021, the Board of Directors of the Company has a good and diverse mix of Executive and Non-Executive Directors comprised of five (5) directors including a Managing Director, Whole Time Director and three (3) independent directors including one independent woman director.

The composition of Board of Directors is balanced in terms of specialisation in one or more areas. The Board of Directors takes into account the interest of all stakeholders while discharging its responsibilities and provides leadership and guidance to the Company’s management while discharging its fiduciary responsibilities thereby ensuring that the management adheres to the high standards of ethics, transparency and disclosures.

The non-executive directors bring objective and independent perspective in the deliberations and decisions of the Board of Directors as they have a wider view of external factors affecting the Company and its business. These directors make a constructive contribution to the Company by ensuring fairness and transparency while considering the business plans devised by the management team.

The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints. The composition of the Board of Directors is in conformity with the requirements of Regulation 17(1) of the Listing Regulations. Brief profile of Directors of the Company is available on the website of the Company at the weblink <http://www.mcil.net/about.aspx>.

(ii) Board Meetings

The Board of Directors of the Company are vested with the responsibility to oversee the overall functioning of the Company and lay down policies to enable the Company to attain its objectives and achieve its



vision. The Board meets at regular intervals to discuss and decide on Company / business policy and strategy in addition to the statutory and other matters.

The Board of Directors of the Company met (6) six times during the financial year 2020-21 with clearly defined agenda circulated well in advance before each meeting. The maximum time gap between any two consecutive meetings did not exceed 120 days. The details of board meetings held during the financial year 2020-21 are given below:

No. of Board Meetings of the F.Y. 2020-21	Board Meeting Date	Board Strength	No. of Directors Present	% of Attendance of Board Meeting
1	29.07.2020	5	4	80
2	28.08.2020	5	4	80
3	15.09.2020	5	4	80
4	06.11.2020	5	4	80
5	30.11.2020	5	4	80
6	11.02.2021	5	4	80

Details of attendance of Directors at Board Meetings held during the period under review and at the last Annual General Meeting (“AGM”) held on 29th September, 2020, with particulars of their Directorships and Chairpersonship/Membership of Board Committees of other public limited companies and listed companies (as per the disclosures received from Directors) showing the position as on 31st March, 2021 are given below:

Name of Director	Mr. Pramod Khandelwal	Mr. Ramesh Chander Khandelwal	Mr. Satish Kumar Gupta	Ms. Neha Gupta	Mr. Santosh Khandelwal
Category	Managing Director	Whole Time Director	Independent Director	Independent Director	Independent Director
No. of Board Meetings held and attended	6 of 6	6 of 6	6 of 6	3 of 6	3 of 6
Attendance of last AGM (29 th September, 2020)	Yes	Yes	Yes	Yes	Yes
No. of Shares held in the Company	12,13,390	10,43,858	-	-	-
No. of Directorships held in other Companies *	NIL	NIL	NIL	NIL	NIL
No. of Committee(s) Membership/ Chairpersonships held in other Companies #	NIL	NIL	NIL	NIL	NIL
Category of Directorship in other listed entities	-	-	-	-	-

* Other directorships do not include Directorship as alternate directorships, directorships of private limited companies, companies incorporated under section 8 of the Act and of companies incorporated outside India.

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



Notes:

- a) None of the directors of the Company holds office of director at any point of time in more than ten (10) public companies including seven (7) listed companies.
- b) None of the directors of the Company is a member in more than ten (10) committees or a chairperson of more than five (5) committees across all the companies in which he/she is a director.
- c) None of the whole time directors of the Company is serving as an independent director in more than three (3) listed companies.
- d) None of the independent directors of the Company is serving as an independent director in more than seven (7) listed companies.
- e) Both the Executive Directors i.e. Mr. Ramesh Chander Khandelwal, Chairman & Whole Time Director and Mr. Pramod Khandelwal, Managing Director of the Company are not related to each other.
- f) The Non-Executive Directors did not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees paid to them during the year.
- g) The Company has not issued any convertible instrument till date, therefore, none of the Independent Directors hold any such instrument.

(iii) Independent Directors

In the opinion of the Board, all the Independent Directors of the Company meet the criteria of Independence and is in conformity with the requirements of Schedule IV to the Act and Regulation 17 of the Listing Regulations and are independent to the management. At the beginning of each financial year, the Independent Directors submit a self-declaration, conforming their independence and compliance with various eligibility criteria, among other disclosures. All such declarations are placed before the Board for information and noting. None of the Independent Directors is 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. None of the Independent Directors has resigned from the Company during the year 2020-21.

(iv) Meeting of Independent Directors

During the financial year 2020-21, Independent Directors met once separately on 13th January, 2021 without the presence of Executive / Non-Independent Directors and members of Management and evaluated:

- a) The performance of Non-Independent Directors, Managing Director, the Board and the Committees thereof;
- b) The performance of the Chairman, taking into account the views of Executive and Non-Executive Directors; and
- c) The quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

(v) Performance Evaluation

Pursuant to the provisions of the Act and Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, leadership attribute of directors through vision and values, strategic thinking and decision making, adequacy of business strategy etc.

The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The performance evaluation of the Board as a whole and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.



(vi) 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 programs are posted on the website of the Company at the weblink <http://www.mcil.net/investors.aspx>.

(vii) Key Board skills, expertise and competencies

In pursuance of the Listing Regulations, the chart setting out the core skills / expertise/ competencies in the context of the Company’s business and sector for it to function effectively as available with the Board of Directors and the names of directors who have such skills / expertise / competencies are as under:

S.No.	Name of Director	Area of Expertise
1.	Mr. Pramod Khandelwal	<ul style="list-style-type: none"> Leadership Management Financial Expertise Strategy Development and Implementation Legal and Regulatory
2.	Mr. Ramesh Chander Khandelwal	<ul style="list-style-type: none"> Leadership Legal and Regulatory Technical
3.	Mr. Satish Kumar Gupta	<ul style="list-style-type: none"> Financial Expertise
4.	Mr. Santosh Khandelwal	<ul style="list-style-type: none"> Strategy Development and Implementation
5.	Ms. Neha Gupta	<ul style="list-style-type: none"> Financial Expertise

3. Committees of the Board of Directors

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board. They make specific recommendations to the Board on matters in their areas or purview. To enable better and more focused attention on the affairs of the Company, Board has constituted the statutory Committees namely Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The composition, quorum, terms of reference, etc. of the statutory committees are in line with the provisions of the Act and Listing Regulations. There was no instance during the year, where the Board had not accepted recommendation(s) of committee(s) of the board which is mandatorily required to be recommended by the committee(s) for the approval of the Board of Directors.

3.1 Audit Committee

A. Composition, Meetings and Attendance

Composition of the Audit Committee conforms the requirements of Section 177 of the Act and the Listing Regulations. There were five (5) Audit Committee meetings held during the financial year 2020-21 viz. 29th July 2020, 15th September 2020, 06th November 2020, 30th November 2020 and 11th February 2021. The time interval between any two consecutive Audit Committee meetings had not exceeded 120 days. The composition and the attendance of members at the Audit Committee meetings held during the financial year 2020-21, are given below:

Name of Director	Status	Category	No. of Meetings held and attended	% of Meetings attended
Mr. Satish Kumar Gupta	Chairman	Independent Director	5 of 5	100
Ms. Neha Gupta	Member	Independent Director	2 of 5	40
Mr. Santosh Khandelwal	Member	Independent Director	3 of 5	60

The necessary quorum was present at all the meetings.



All the members of the Committee are financially literate, Ms. Neha Gupta and Mr. Satish Kumar Gupta (Commerce Graduate) having the requisite financial management expertise. Mr. Satish Kumar Gupta, Independent Director of the Company, chaired all the meetings held during the Financial Year 2020-21. The Company Secretary acts as the Secretary to Audit Committee. As and when required, other senior management personnel of the Company are invited to the Audit Committee meetings. The Chairperson of the Audit Committee was present in the last AGM of the Company to answer the queries of the shareholders.

B. Terms of Reference

Audit Committee of your Company have 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) Approval & Disclosure of the related party transactions as per policy of the Company;
 - 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, shareholders (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.
- Mandatorily reviewing the following information :
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses;
 - e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
 - f) 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.

3.2 Nomination and Remuneration Committee

A. Composition, Meetings and Attendance

Composition of the Nomination and Remuneration Committee conforms to the requirements of Section 178 of the Act and the Listing Regulations. During the year, two (2) meetings of Nomination and Remuneration Committee were held on 29th July 2020 and 30th November 2020. The composition and the attendance of members at the Nomination and Remuneration Committee meetings held during the financial year 2020-21, are given below:

Name of Director	Status	Category	No. of Meetings held and attended	% of Meetings attended
Mr. Satish Kumar Gupta	Chairman	Independent Director	2 of 2	100
Ms. Neha Gupta	Member	Independent Director	1 of 2	50
Mr. Santosh Khandelwal	Member	Independent Director	1 of 2	50

The necessary quorum was present at all the meetings.



B. Terms of Reference

The Terms of Reference of Nomination and Remuneration Committee *inter-alia* includes:

- a) 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 evaluation of performance of every Directors.
- b) 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.
- c) 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).
- d) Devising a policy on diversity of Board of Directors.
- e) 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.
- f) Delegate any of its power/ function as the Committee deems appropriate to Senior Management of the Company.
- g) Formulate, amend and administer stock options plans and grant stock options to Managing / Whole Time Director(s) and employees of the Company.
- h) Delegate any of its power/ function as the Committee deems appropriate to Senior Management of the Company.
- i) Consider other matters, as from time to time be referred to it by the Board.

C. Nomination and Remuneration Policy

The Nomination and Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed and variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the timely appraisal process.

The Nomination and Remuneration Policy of the Company has been disseminated on the website of the Company at the weblink <http://www.mcil.net/investors.aspx>.

D. Directors' Performance Evaluation Policy

The Nomination and Remuneration Committee has laid down the process and mechanism for evaluating the performance of the Board, its Committees, individual Directors and Chairman of the Board. The Board has carried out annual performance evaluation of the Board, its committees, individual Directors including the Chairman of the Board, as per its policy. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

3.3 Stakeholders Relationship Committee

A. Composition, Meetings and Attendance

Composition of the Stakeholders Relationship Committee, given hereunder, is in compliance with Section 178(5) of the Act and Listing Regulations. The Committee is chaired by Mr. Satish Kumar Gupta, Independent Director of the Company. There were four (4) Stakeholders Relationship Committee meetings held during the financial year 2020-21 viz. 15th September 2020, 06th November 2020, 30th November 2020 and 11th February 2021.

The composition and the attendance of members at the Stakeholder Relationship Committee meetings held during the financial year 2020-21, are given below:



Name of Director	Status	Category	No. of Meetings held and attended	% of Meetings attended
Mr. Satish Kumar Gupta	Chairman	Independent Director	4 of 4	100
Mr. Pramod Khandelwal	Member	Managing Director	4 of 4	100
Mr. Ramesh Chander Khandelwal	Member	Chairman & Whole Time Director	4 of 4	100

The necessary quorum was present at all the meetings.

B. Terms of Reference

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 shareholders.
- 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 shareholders of the company.

C. Name and Designation of Compliance Officer

In terms of Regulation 6 of Listing Regulations, Mr. Kapil Sharma, Company Secretary has been appointed as the Compliance Officer of the Company w.e.f. 29th July, 2020 held office till 28th November, 2020. Currently Ms. Ayati Gupta is acting as Company Secretary & Compliance Officer of the Company effective from 30th November, 2020.

D. Stakeholders Grievance Redressal

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

Details of the complaints received from the shareholders and redressed upto their satisfaction during the financial year 2020-21 are as follows:

No. of complaints pending at the beginning of the financial year i.e. 1 st April, 2020	NIL
No. of shareholders' complaints/correspondences received during the financial year	07
No. of complaints/ correspondences resolved during the financial year	07
Number of complaints not solved to the satisfaction of shareholders	NIL
Complaints/ correspondences pending at the end of the financial year i.e. 31 st March, 2021	NIL

3.4 Details of Remuneration of Executive Directors for the Financial Year 2020-21

Remuneration to Executive Directors is paid based on the recommendation of the Nomination and Remuneration Committee as approved by the Board and shareholders. 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 and Designation	Salary (Rupees in lacs)
Mr. Ramesh Chander Khandelwal - Chairman & Whole Time Director	183.60
Mr. Pramod Khandelwal - Managing Director	183.60

F. Details of Sitting Fees paid to Independent Directors for the Financial Year 2020-21

The Independent Directors of the Company are entitled to the sitting fees of ₹ 2,000/- each for attending each Board/ Committee Meetings of the Company, the details for the Financial Year ended 31st March, 2021 are as under:-

Name	Mr. Satish Kumar Gupta	Ms. Neha Gupta	Mr. Santosh Khandelwal
Sitting Fees	36,000	14,000	14,000
Total	36,000	14,000	14,000

Except for the above, there has been no pecuniary relationship or transactions of the Non-Executive Independent Directors vis-à-vis the Company during the year under review.

4. General Body Meetings

Details of last three Annual General Meetings of the Company are as given below:

Financial Year	Day, Date and Time of Meeting	Venue	Special Resolutions passed
2017-18	Wednesday, 19 th September, 2018 at 10:30 a.m. (IST)	Hotel - The Legend INN, E-4, East of Kailash, New Delhi - 110065	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Satish Kumar Gupta (DIN:03558083) as an Independent Director of the Company 2. Re-appointment of Ms. Neha Gupta (DIN:06948920) as an Independent Director of the Company 3. Re-appointment of Mr. Ramesh Chander Khandelwal (DIN:00124085) as Whole Time Director of the Company 4. Re-appointment of Mr. Pramod Khandelwal (DIN:00124082) as Managing Director of the Company
2018-19	Tuesday, 24 th September, 2019 at 10:30 a.m. (IST)	Hotel - The Legend INN, E-4, East of Kailash, New Delhi - 110065	N/A
2019-20	Tuesday, 29 th September, 2020 at 11:30 a.m. (IST)	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Deemed Venue for Meeting: Registered Office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019	To approve the limits for loans and investments by the Company

No Special Resolution was passed through Postal Ballot during financial year 2020-21. Further, no Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report.



5. Means of Communication

The Quarterly/Half Yearly/Annual Financial Results of the Company are announced within the time frame specified in the Listing Regulations. These are forwarded to BSE Limited, where the Company’s shares are listed and also published in one leading national (English) Financial Express Paper and in one vernacular (Hindi) Jansatta Paper. The Financial Results are also displayed on the Company’s website at the weblink <http://www.mcil.net/investors.aspx> and website of Stock Exchange www.bseindia.com. Further, company’s website www.mcil.net contains separate dedicated section ‘Investors’ where the information for shareholders such as Annual Report, Shareholding Pattern and Corporate Governance Report etc. are available in a user friendly manner. Management Discussion and Analysis Report forms part of the Board’s Report.

6. General Shareholder Information

(i) 27th Annual General Meeting:

Venue:	VC/OAVM: Deemed Venue for Meeting: Registered Office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi -110 019
Day, Date and Time:	Thursday, 16 th September, 2021 at 12.30 P.M.

(ii) Financial Year: 1st April to 31st March

Financial Calendar (Tentative) Results for the quarter ending

30 th June, 2021	: 2 nd week of August, 2021
30 th September, 2021	: 2 nd week of November, 2021
31 st December, 2021	: 2 nd week of February, 2022
31 st March, 2022	: 4 th week of May, 2022
Annual General Meeting	: August / September, 2022

(iii) Unclaimed Dividends and Transfer to Investor Education and Protection Fund (IEPF)

Pursuant to Section 124 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all the dividend, which remains unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company, shall be transferred to IEPF. Further, according to Section 124(6) of the Act and rules made there in, 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 to the demat account of IEPF Authority.

Adhering to the various requirements set out in the IEPF Rules, as amended from time to time; no amount was due to be transferred to IEPF during financial year 2020-21. Details of shares transferred to the IEPF Authority in the previous year(s) are available on the Company’s website at the weblink <http://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 weblink:www.iepf.gov.in.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from 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) 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 IEPF, are requested to contact the Company / RTA of the Company for claiming the same.

(iv) Listing on Stock Exchange:

The name and address 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, Dalal Street, Mumbai - 400 001	531810	METALCO	INE161E01014

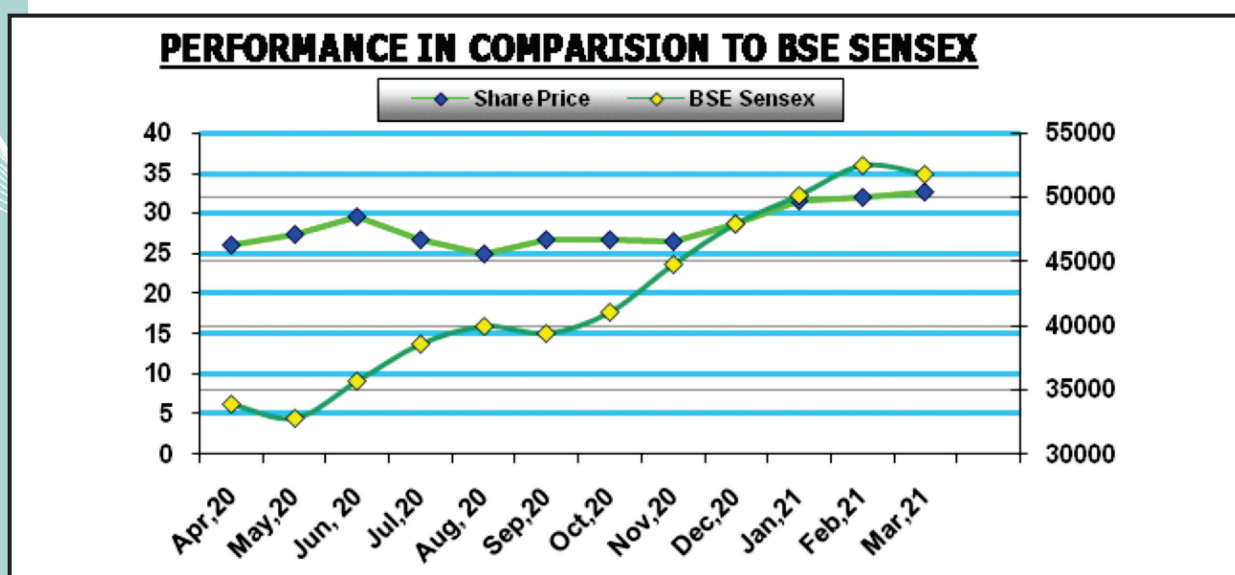
The Annual Listing fees for the financial year 2021-22 has been duly paid to the said Stock Exchange within the prescribed time.

(v) **Market Price Information:**

The reported high and low share price during the year ended 31st March, 2021 on BSE, where your Company's shares are traded vis-à-vis BSE Sensex are given below:

Month	BSE		BSE Sensex	
	High	Low	High	Low
April, 2020	26.00	26.00	33,887.25	27,500.79
May, 2020	27.30	27.30	32,845.48	29,968.45
June, 2020	29.50	26.65	35,706.55	32,348.10
July, 2020	26.65	23.20	38,617.03	34,927.20
August, 2020	24.95	19.95	40,010.17	36,911.23
September, 2020	26.60	25.15	39,359.51	36,495.98
October, 2020	26.60	25.15	41,048.05	38,410.20
November, 2020	26.55	25.30	44,825.37	39,334.92
December, 2020	28.70	24.90	47,896.97	44,118.10
January, 2021	31.50	25.75	50,184.01	46,160.46
February, 2021	32.00	23.95	52,516.76	46,433.65
March, 2021	32.55	23.05	51,821.84	48,236.35

[Source: www.bseindia.com]



**(vi) Registrar & Share Transfer Agent (RTA):**

M/s. Link Intime India Private Limited
 Noble Heights, 1st Floor, NH-2, C-1 Block LSC, Near Savitri Market,
 Janakpuri New Delhi - 110058
 Phone No.: 011-41410592, 93, 94
 Telefax: 011-41410591
 E-mail: delhi@linkintime.co.in

(vii) Share Transfer System

All the requests received from shareholders 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.

viii) Share Capital Reconciliation 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 NSDL and CDSL.

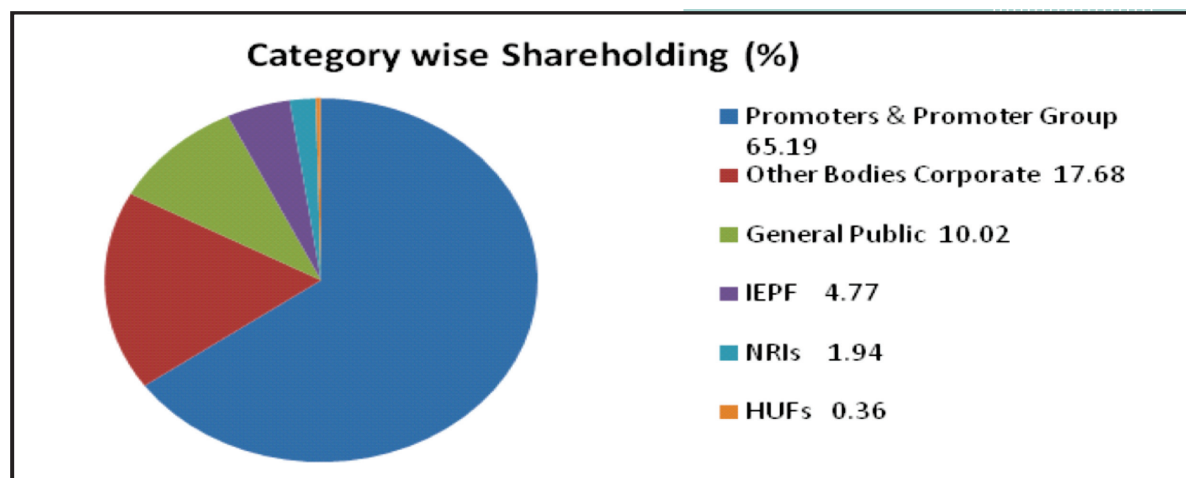
(ix) Shareholding:**A. Distribution of Shareholding**

The distribution of shareholding as on 31st March, 2021 was as follows:

Group of Shares	Shareholders		No. of Shares	
	Number of Shareholders	% to total Shareholders	Shares	% of Total Share Capital
1-500	798	78.24	80,380	1.10
501-1000	91	8.92	74,037	1.01
1001-2000	39	3.82	61,973	0.84
2001-3000	27	2.65	68,021	0.93
3001-4000	6	0.59	21,839	0.30
4001-5000	9	0.88	42,396	0.58
5001-10000	18	1.76	1,24,524	1.70
10001- Above	32	3.14	68,53,630	93.54
TOTAL	1,020	100.00	73,26,800	100.00

B. Shareholding Pattern as on 31st March, 2021

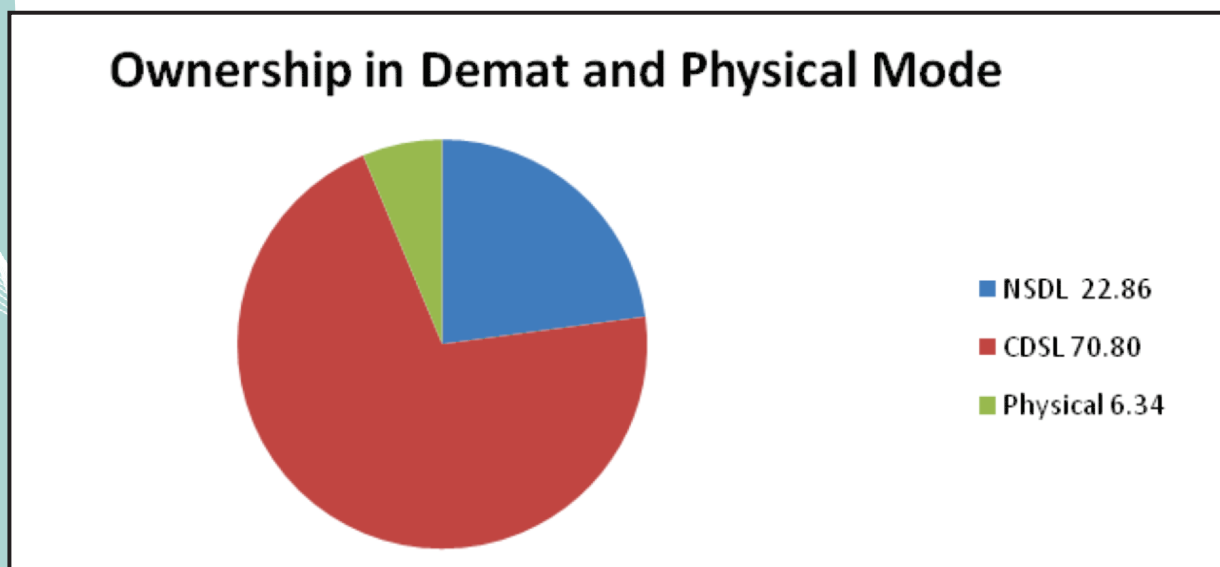
S. No.	Category	No. of Shares held	% of Shareholding
1	Promoters & Promoter Group	47,76,497	65.19
2	Other Bodies Corporate	12,95,524	17.68
3	General Public	7,33,895	10.02
4	Investor Education and Protection Fund (IEPF)	3,48,974	4.77
5	Non-Resident Indians (NRIs)	1,42,109	1.94
6	Hindu Undivided Family (HUFs)	26,668	0.36
7	Clearing Members	3,133	0.04
	GRAND TOTAL	73,26,800	100.00



(x) **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 31st March, 2021, out of the total of 73,26,800 shares of the Company, 68,62,559 shares constituting 93.66% 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 NSDL	16,74,860	22.86
Shares in dematerialized form with CDSL	51,87,699	70.80
Physical	4,64,241	6.34
Total	73,26,800	100.00



(xi) **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 31st March, 2021, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.



(xii) Location of the Plant:

Plot No. -113, HSIIDC Industrial Estate, Sector - 59, Faridabad - 121 004, Haryana

7. Other Disclosures

(i) Related Party Transactions

The particulars of transactions between the Company and its related parties are as per the Indian Accounting Standard 24 "Related Party Disclosures" prescribed by the Companies (Indian Accounting Standards) Rules, 2015 and are disclosed in the Annual Accounts (Note No. 33). During the year, the Company had taken omnibus approval from Audit Committee for all the related party transactions. There were no transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis. The policy on dealing with Related Party Transactions is available on the website of the Company at the weblink <http://www.mcil.net/investors.aspx>.

(ii) Compliances

The Company has complied with all the applicable provisions of 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 exchanges.

There have been no instances of non-compliance by the Company 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 Exchanges or SEBI or any such other statutory authority.

(iii) 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 has a Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistle blower ("the Whistle blower Policy") and the details of the Whistle blower Policy are provided in the Report on Corporate Governance forming part of this Report. This policy encourages the employees, to come forward and report genuine concerns about unethical behaviour, actual or suspected frauds to Ombudsman / Audit Committee. The identity of the reporting employee is kept confidential. The matter is investigated thoroughly and the findings are reported to the Audit Committee for proper actions. During the financial year no employee was denied access to the Audit Committee. The policy is available on the website of the Company at the weblink <http://www.mcil.net/investors.aspx>.

(iv) 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 Corporate Governance to the extent applicable as required under Listing Regulations.

In addition, the Company has also adopted the following non-mandatory requirements under the Listing Regulations as on 31stMarch, 2021 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.
- The Company is already in No Audit Qualifications regime.

(v) Proceeds from Public Issues, Right Issues, Preferential Issues etc.

During the financial year ended 31stMarch, 2021 the Company has not raised any money from public issues, right issues, preferential issues etc.



(vi) Fees paid to Auditors and firms / entities in its network

The details of total fee paid/ payable by the Company for the financial year 2020-21 to M/s. Vinod Kumar & Associates Chartered Accountants Firm, Auditors are as under:

Particulars	Amount* (₹ in Lakhs)
Audit Fee (including limited review of quarterly results)	5.55
Tax Audit Fee	0.95
Fees for issue of various certificates	0.21
GST Audit Fees	0.75
Total	7.46

*The fees is exclusive of taxes.

(vii) Sexual Harassment of Women at Workplace

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 31st March, 2021. Further, no complaint was pending with the Company as at the beginning and end of the Financial Year 2020-21 under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(viii) Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March 2021. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not applicable.

(ix) Prevention of Insider Trading

As per SEBI (Prohibition of Insider Trading) Regulations, 2015 which became effective from 15th May 2015, the Company has *inter alia* devised and adopted Code of Conduct to regulate, monitor and report trading in Company's securities by persons having access to unpublished price sensitive information of the Company. Company had amended the Code of conduct (Insider Trading) and Code of fair disclosure (Insider Trading), Inserted by Securities and Exchange Board of India, as amended from time to time. Company Secretary is the Compliance Officer for the purpose of this code. During the year there has been due compliance of the code.

(X) Certificate on Compliance with Code of Conduct

In compliance with the Listing Regulations and the Companies Act, 2013, the Company has adopted the Code of Conduct and Ethics ("the Code"). The Code is applicable to the members of the Board, the executive officers and all employees of the Company. All members of the Board, the executive officers and senior officers have affirmed compliance to the Code as on 31st March, 2021. A declaration to this effect, signed by the Managing Director is attached to this Report.

(XI) CEO and CFO Certification on Financial Reporting and Internal Control

The Managing Director and Chief Executive Officer (MD&CEO) and the Chief Financial Officer (CFO) of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report. The MD and CEO 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.

XII) Certificate of Compliance with the Corporate Governance requirements

Certificate from the Practicing Company Secretary, A Abhinav & Associates, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.



XIII) No Disqualification Certificate from Company Secretary in Practice

Certificate from A Abhinav & Associates, Practising Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this Report

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.

M/s. Link Intime India Private Ltd.

Noble Heights, 1st Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058

Phone No.: 011-41410592, 93, 94

Telefax: 011-41410591

E-mail: 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 complaint should be forwarded to the attention of Ms. Ayati Gupta, Company Secretary & Compliance Officer of the Company at the following address:

Metal Coatings (India) Limited

912, Hemkunt Chambers 89, Nehru Place, New Delhi - 110019

Tel: 011-41808125

e-mail: info@mcilindia.net

Website: www.mcil.net

Members can also register their complaints at 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 Listing Regulations.

For and behalf of the Board of Directors

Sd/-

Ramesh Chander Khandelwal

Chairman

DIN: 00124085

Place: New Delhi

Date : 10th August, 2021



DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

This is to certify that the Board Members and the Senior Management personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2021 as provided under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Metal Coatings (India)Limited

sd/-

Pramod Khandelwal

Managing Director

DIN: 00124082

Place : New Delhi

Date : 16th April 2021



CEO/CFO CERTIFICATION

CEO & CFO 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 31st March, 2021 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 31st March, 2021 which are fraudulent, illegal or volatile 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.

sd/-
(Pramod Khandelwal)
Managing Director & CEO
DIN: 00124082

sd/-
(R. A. Sharma)
Chief Financial Officer

Place: New Delhi
Date: 30th June, 2021

**CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

Practicing Company Secretary's Certificate on Compliance with the Corporate Governance requirements under 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 - 110019

I have examined the compliance of conditions of corporate governance by **M/s Metal Coatings (India) Limited** ("the Company") for the year ended 31st March, 2021, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

Management's Responsibility for Compliance

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our Responsibility

My examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, and the representation made by Directors and the management of the Company and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19, I certify that the Company has complied with the conditions of corporate governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D and E of Schedule V of the Listing Regulations during the year ended 31st March 2021. I further state that such compliances are neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For A Abhinav & Associates
(Company Secretaries in Practice)

Sd/-

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

Date: 10/08/2021
Place: Gurugram
UDIN: A046266C000764181

Note:

Due to restricted movement amid COVID-19 pandemic, I have examined the relevant registers, records, forms, returns and disclosures received from the Directors, some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to me are the true and correct.



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 - 110019

I have examined the following:

- (1) Declarations of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act'),
- (2) Disclosures of concern or interests as required under Section 184 of the Act (Hereinafter referred to as 'relevant documents') as submitted by the Directors of **M/s Metal Coatings (India) Limited** ('the Company') bearing **CIN:L74899DL1994PLC063387** and having registered office at 912, Hemkunt Chambers 89, Nehru Place, New Delhi-110019, to the Board of Directors of the Company ('the Board') for the Financial Year ended on 31st March, 2021 and relevant registers, records, forms and returns maintained by the Company and as made available to me for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide notification no SEBI/LAD/NRO/GN/2018/10 dated May 9, 2018 issued by SEBI.

Based on my examination and such other verifications carried out by me as deemed necessary and adequate (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), in my opinion and to the best of my information and knowledge and according to the explanations provided to me by the Company, its officers and authorized representatives, I hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial Year ending 31st March, 2021, have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company*
1.	Pramod Khandelwal	00124082	15/05/1995
2.	Ramesh Chander Khandelwal	00124085	12/12/1994
3.	Satish Kumar Gupta	03558083	24/06/2011
4.	Neha Gupta	06948920	13/08/2014
5.	Santosh Khandelwal	08279310	14/11/2018

****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. Our responsibility is to express an opinion on these 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.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2021.

For A Abhinav & Associates
(Company Secretaries in Practice)

Sd/-

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

Date: 10.08.2021
Place: Gurugram
UDIN: A046266C000764225

Note:

Due to restricted movement amid COVID-19 pandemic, I have examined the relevant registers, records, forms, returns and disclosures received from the Directors, some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to me are the true and correct.



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 Ind AS financial statements of **Metal Coatings (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2021, 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 March 2021, and 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 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 (IndAS) 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.

Board of Directors is 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, 2016 ("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 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 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 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 March 2021 on its financial position in its Ind AS financial statements -Refer Note 34 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; and
 - iv. The disclosures in the Ind AS financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these Ind AS financial statements since they do not pertain to the financial year ended 31 March 2021.



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 by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 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 Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Mukesh Dadhich
Partner
M.No. 511741
UDIN:21511741AAAAIH9004

Date: 30th June, 2021
Place: New Delhi



Annexure A to the Independent Auditors' Report

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2021, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified 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 are held in the name of the company.
- (ii) 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.

In our opinion and on the basis of our examination of inventory records, we are of the opinion that the company is maintaining proper records of inventory and no material discrepancies were observed on physical verification done by the management.

- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships and other parties, mentioned in the register maintained under section 189 of the Companies Act, 2013. Since, the company has not granted any loans, provisions of clause (iii) (a) to (iii) (c) of the Order are not applicable to the Company.
- (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. Thus, paragraph 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 provident fund, employee's state insurance, income tax, sales tax, duty of excise, service tax, Goods and Service Tax, duty of customs, 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 provident fund, employee's state insurance, income tax, sales tax, service tax, Goods and Service Tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2021 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 dues outstanding of income-tax, sales- tax, wealth-tax, service tax, Goods and Service Tax, custom duty, excise duty, value added tax and cess which have not been deposited by the company on account of any dispute are as follow:

Nature of statute	Nature of the dues	Period to which the amount relates	Forum where dispute is pending	Amount (₹ In lakhs)
Income Tax Act, 1961	Income Tax	AY 2012-13	Assessing Officer	2.43
Income Tax Act, 1961	Income Tax	AY 2013-14	Assessing Officer	0.48
Income Tax Act, 1961	Income Tax	AY 2016-17	Assessing Officer	0.28



- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from financial institutions or government and there are no dues to debenture holders during the year.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order 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 financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Mukesh Dadhich
Partner
M.No. 511741
UDIN:21511741AAAAIH9004

Date: 30th June, 2021
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 March 2021 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 March 2021, 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 Vinod Kumar & Associates

Chartered Accountants

FRN-002304N

Mukesh Dadhich

Partner

M.No. 511741

UDIN:21511741AAAAIH9004

Date: 30th June, 2021

Place: New Delhi



METAL COATINGS (INDIA) LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2021

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2021	As at 31.03.2020
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	503.74	517.13
Deferred Tax Assets (Net)	14	41.66	14.12
Other non-current assets	3	10.52	10.49
Total Non-Current Assets		555.92	541.74
Current Assets			
Inventories	4	789.06	309.85
Financial Assets			
- Investments	5	-	127.30
- Trade Receivables	6	2,534.74	2,422.34
- Cash and Cash Equivalents	7	523.97	256.56
- Other Bank Balances	8	38.19	34.73
- Loans Receivables	9	6.47	3.28
Current Tax Assets (Net)		33.25	33.27
Other Current Assets	10	158.62	27.07
Total Current Assets		4,084.30	3,214.40
Total Assets		4,640.22	3,756.14
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	732.68	732.68
Other Equity	12	2,415.76	2,166.81
Total Equity		3,148.44	2,899.49
LIABILITIES			
Non-Current Liabilities			
Provisions	13	197.17	178.82
Total Non-Current Liabilities		197.17	178.82
Current Liabilities			
Financial Liabilities			
- Borrowings	15	949.63	387.89
- Trade Payables			
Dues of Micro and Small enterprises	16	11.04	11.26
Dues of creditors other than Micro and Small enterprises	16	8.57	9.75
- Other Financial Liabilities	17	95.58	115.81
Other Current Liabilities	18	69.03	23.37
Provisions	19	145.30	127.85
Current Tax Liabilities (Net)		15.46	1.90
Total Current Liabilities		1,294.61	677.83
Total Liabilities		1,491.78	856.65
Total Equity and Liabilities		4,640.22	3,756.14
Significant Accounting Policies	1		
See accompanying notes to the financial statements	2 to 38		

In terms of our annexed report of even date

For Vinod Kumar & Associates
Chartered Accountants
FRN No. 002304N

(MUKESH DADHICH)
Partner
Membership No. 511741

Date : 30.06.2021
Place : New Delhi

For and on behalf of the Board

R. C. Khandelwal
Chairman & Whole -time Director
DIN : 00124085

Ayati Gupta
Company Secretary
PAN : CKSPG0425R

Pramod Khandelwal
Managing Director
DIN : 00124082

R.A. Sharma
CFO
PAN : AMTPS3388J



METAL COATINGS (INDIA) LIMITED
Statement of Profit and Loss for the year ended 31st March, 2021

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31.03.2021	For the year ended 31.03.2020
INCOME			
Revenue from Operations	20	9,411.65	12,016.98
Other Income	21	82.32	79.83
Total Income		9,493.97	12,096.81
EXPENSES			
Cost of Materials Consumed	22	7,756.15	9,695.61
Changes in Inventories of Finished Goods, and Work in Progress	23	(71.77)	256.26
Employee Benefits Expense	24	639.74	622.00
Finance Costs	25	5.60	9.76
Depreciation and Amortisation Expense	2	51.58	55.83
Other Expenses	26	769.46	1,070.72
Total Expenses		9,150.76	11,710.18
Profit/ (loss) before Tax		343.21	386.63
Tax Expense			
a) Current Tax	27	111.39	102.76
c) Deferred Tax	14	(24.92)	(1.60)
Total Tax Expenses		86.47	101.16
Profit for the year		256.74	285.47
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss	24.2	(10.41)	(16.20)
(ii) Income tax relating to items that will not be reclassified to profit or loss		2.62	4.08
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		-	-
Total Other Comprehensive Income for the year		(7.79)	(12.12)
Total Comprehensive Income for the year (Comprising profit and other Comprehensive Income)		248.95	273.35
Earnings per equity share of face value of ₹ 10 each			
a) Basic (₹)	28	3.50	3.90
b) Diluted (₹)	28	3.50	3.90
Significant Accounting Policies	1		
See accompanying notes to the financial statements	2 to 38		

In terms of our annexed report of even date

For Vinod Kumar & Associates
Chartered Accountants
FRN No. 002304N

(MUKESH DADHICH)
Partner
Membership No. 511741

Date : 30.06.2021
Place : New Delhi

For and on behalf of the Board

R. C. Khandelwal
Chairman & Whole -time Director
DIN : 00124085

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Company Secretary
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Pramod Khandelwal
Managing Director
DIN : 00124082

R.A. Sharma
CFO
PAN : AMTPS3388J



METAL COATINGS (INDIA) LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Balance at the beginning of the reporting period i.e. 01st April, 2020	Changes in equity share capital during the year 2020-21	Balance at the end of the reporting period i.e. 31st March, 2021
732.68	-	732.68
Balance at the beginning of the reporting period i.e. 01st April, 2019	Changes in equity share capital during the year 2019-20	Balance at the end of the reporting period i.e. 31st March, 2020
732.68	-	732.68

B. OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves & Surplus				Total
	Capital Reserve	Security Premium	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period i.e. 1 st April, 2020	6.14	135.59	26.16	1,998.92	2,166.81
Total Comprehensive Income for the year	-	-	-	248.95	248.95
Dividends	-	-	-	-	-
Tax on dividend	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	-
Balance at the end of the reporting period i.e. 31 st March, 2021	6.14	135.59	26.16	2,247.87	2,415.76

Particulars	Reserves & Surplus				Total
	Capital Reserve	Security Premium	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period i.e. 1 st April, 2019	6.14	135.59	26.16	1,769.91	1,937.80
Total Comprehensive Income for the year	-	-	-	273.35	273.35
Dividends	-	-	-	(36.64)	(36.64)
Tax on dividend	-	-	-	(7.70)	(7.70)
Transfer to / (from) retained earnings	-	-	-	-	-
Balance at the end of the reporting period i.e. 31 st March, 2020	6.14	135.59	26.16	1,998.92	2,166.81

In terms of our annexed report of even date

For Vinod Kumar & Associates
Chartered Accountants
FRN No. 002304N

(MUKESH DADHICH)
Partner
Membership No. 511741

Date : 30.06.2021
Place : New Delhi

For and on behalf of the Board

R. C. Khandelwal
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DIN : 00124085

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Pramod Khandelwal
Managing Director
DIN : 00124082

R.A. Sharma
CFO
PAN : AMTPS3388J



METAL COATINGS (INDIA) LIMITED
CASH FLOW STATEMENT FOR THE ACCOUNTING YEAR ENDED 31ST MARCH, 2021

(₹ in Lakhs)

Particulars	For the year ended 31.03.2021		For the year ended 31.03.2020	
	A. Cash flow from Operating Activities :			
Net Profit before tax as per statement of Profit and Loss		343.21		386.63
Adjustment for				
(Profit)/Loss on sale / Discard of Assets-Net	(13.58)		-	
Depreciation / Amortisation Expense	51.58		55.83	
Finance Cost	5.60	43.60	9.76	65.59
Operating profit before working capital changes		386.81		452.22
(Increase)/Decrease in Sundry Debtors	(112.40)		308.82	
(Increase)/Decrease in Inventories	(479.21)		284.82	
(Increase)/Decrease in other Current Assets	(138.18)		18.78	
Increase/(Decrease) in Current Liabilities	37.58		(115.86)	
Effect of Other Comprehensive Income	(10.41)		(16.20)	
Increase/(Decrease) in Short & Long term provisions	35.80	(666.82)	11.52	491.88
Cash generated from operations		(280.01)		944.10
Interest paid	(5.60)		(9.76)	
Tax Paid	(111.39)	(116.99)	(102.76)	(112.52)
Net cash flow (used in) from operating activities		(397.00)		831.58
B. Cash flow from investing activities				
Additions in tangible and intangible assets (Including capital work in progress and advances on capital account)	(50.17)		(33.83)	
Proceeds from disposal of tangible and intangible Assets	25.54		-	
Proceeds from sales of Investment	127.30		(127.30)	
Net cash from Investing Activities		102.67		(161.13)
C. Cash flow from Financing Activities				
Proceeds from new borrowings	561.74		-	
Dividend Paid (Including Dividend Distribution Tax)	-		(44.34)	
Repayment of interest on car Loan	-		-	
Repayment of borrowing	-		(378.42)	
Net cash from Financing Activities		561.74		(422.76)
Net cash flows during the year (A+B+C)		267.41		247.69
Cash and cash equivalents (Opening balance) (Note-7)		256.56		8.87
Cash and cash equivalents (Closing balance) (Note-7)		523.97		256.56

Notes to cash flow statement:

- Figures in brackets indicate cash out flows.
- Interest paid relates to the charge of the year and is considered part of operating activities.
- Bank borrowings have been grouped as part of financing activities.
- Figures have been rounded off to the nearest of Rupee Lacs.

In terms of our annexed report of even date

For Vinod Kumar & Associates
Chartered Accountants
FRN No. 002304N

(MUKESH DADHICH)
Partner
Membership No. 511741

Date : 30.06.2021
Place : New Delhi

For and on behalf of the Board

R. C. Khandelwal
Chairman & Whole -time Director
DIN : 00124085

Ayati Gupta
Company Secretary
PAN : CKSPG0425R

Pramod Khandelwal
Managing Director
DIN : 00124082

R.A. Sharma
CFO
PAN : AMTPS3388J



METAL COATINGS (INDIA) LIMITED

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 derecognition 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) Finance Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are 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

(₹ in Lakhs)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Total as on 01.04.2020	Additions	Sold / Discarded	Total as on 31.03.2021	Total as on 01.04.2020	For the period ended 31.03.2021	Dep. On discarded assets	Total as on 31.03.2021	As on 31.03.2020
Own Assets									
Land	85.17	-	-	85.17	-	-	-	85.17	85.17
Buildings	388.69	-	15.00	373.69	177.88	10.21	5.82	182.27	210.81
Plant & Machinery	1013.06	28.80	32.61	1009.25	845.17	27.43	30.19	842.41	167.89
Motor Vehicles	184.16	20.50	7.08	197.58	141.37	11.56	6.73	146.20	42.79
Furniture, Fixtures	2.34	-	-	2.34	2.29	-	-	2.29	0.05
Office Equipment	10.59	-	-	10.59	6.82	0.98	-	7.80	3.77
Computers	6.45	0.84	-	7.29	4.75	0.98	-	5.73	1.70
Leasehold Improvements	14.03	-	-	14.03	9.08	0.42	-	9.50	4.95
Total	1704.49	50.14	54.69	1699.94	1187.36	51.58	42.74	1196.20	517.13
Previous year	1670.49	34.00	-	1704.49	1131.53	55.83	-	1187.36	538.96

Carrying amount of own assets are mortgaged as security for borrowings.



(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
3 OTHER NON-CURRENT ASSETS		
(Unsecured and considered good)		
Security Deposit	10.52	10.49
Total	10.52	10.49
4 INVENTORIES		
Raw Materials	591.13	182.55
Work in Process	103.34	76.09
Finished Goods	45.64	12.57
Stores & Spares	0.60	1.74
Scrap Material	48.35	36.90
Total	789.06	309.85
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. Carrying amount of inventories are hypothecated as security for borrowings.		
5 INVESTMENTS		
Investments measured at Fair Value through Profit & Loss (FVTPL)		
In Mutual Fund (quoted) at Market Value	-	127.30
6 TRADE RECEIVABLES		
Trade Receivables	2613.13	2422.34
Less: Allowance for doubtful trade receivables	78.39	-
Considered good - Unsecured	2534.74	2422.34
Includes dues from Related Parties ₹ 487.73 Lakhs (Previous year ₹ 783.90 Lakhs). Carrying amount of Trade Receivables have been hypothecated to bank for the working capital facilities availed.		
7 CASH AND CASH EQUIVALENTS		
- Cash in hand	2.68	4.76
- Balances with Bank	0.53	1.37
- Fixed deposits with Bank	520.76	250.43
Total	523.97	256.56
8 OTHER BANK BALANCES		
- Earmarked balances with Bank	34.23	31.10
- Fixed Deposits pledged with Bank	3.96	3.63
Total	38.19	34.73



(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
9 LOANS RECEIVABLES		
Advance to Employees		
- Loan Receivable considered good - Unsecured	6.47	3.28
10 OTHER CURRENT ASSETS		
Balance with Government Authorities	2.36	4.29
Prepaid Expenses	2.69	3.63
Advance to Suppliers	153.57	18.05
Others	-	1.10
Total	158.62	27.07

11 EQUITY SHARE CAPITAL**Authorised Capital**

80,00,000 (Previous Year 80,00,000) Equity Shares of ₹ 10/- each.

800.00

800.00

Issued , Subscribed & Paid up Capital

73,26,800 (Previous Year 73,26,800) Equity Shares of ₹ 10/- each.

732.68

732.68

The details of Shareholders holding more than 5% shares :

	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	% held	No. of Shares	% held
Khandelwal Galva Strips Pvt. Ltd.	1,745,499	23.82	1,745,499	23.82
Pramod Khandelwal	1,213,390	16.56	1,213,390	16.56
Ramesh Chander Khandelwal	1,043,858	14.25	1,043,858	14.25
Lehartechologies.Com Pvt. Limited	501,529	6.85	501,752	6.85
Bondwell Financial Services (P) Ltd.	441,100	6.02	441,100	6.02
Total	4,945,376	67.50	4,945,599	67.50

The reconciliation of the number of shares outstanding is set out below

Equity Shares at the beginning of the year	7,326,800	7,326,800
Add : Shares issued	-	-
Less : Shares bought back	-	-
Equity Shares at the end of the year	7,326,800	7,326,800

Rights, preference and restrictions attached to shares

The Company has one class of equity shares having a par value of ₹ 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.



(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020	
12 OTHER EQUITY			
Capital Reserve			
As per last Balance Sheet	6.14	6.14	
Security Premium			
As per last Balance Sheet	135.59	135.59	
General Reserve			
As per last Balance Sheet	26.16	26.16	
Retained Earnings			
Balance at the beginning of the year	1998.92	1769.91	
Add: Profit for the year	256.74	285.47	
Add : Other Comprehensive Income	(7.79)	(12.12)	
Less : Appropriations			
Less : Payment of Dividend	-	36.64	
Less : Dividend distribution tax	-	7.70	
Total	2247.87	1998.92	
Grand Total	2415.76	2166.81	
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.			
13 PROVISIONS - NON CURRENT			
Provision for employee benefits	197.17	178.82	
Total	197.17	178.82	
14 DEFERRED TAX LIABILITIES / (ASSETS) - NET			
At the start of the year	(14.12)	(8.44)	
Charge / (Credit) to statement of Profit & Loss	(24.92)	(1.60)	
Charge / (Credit) to Other Comprehensive Income	(2.62)	(4.08)	
At the end of the year	(41.66)	(14.12)	
Component of deferred tax liabilities / (Assets)	As at 31.03.2020	Charge/(Credit) to Total Comprehensive Income	As at 31.03.2021
Deferred tax liabilities / (Assets) in relation to Property, Plant and Equipment	63.08	1.19	64.27
Provisions	(77.19)	(28.74)	(105.93)
	(14.11)	(27.55)	(41.66)



Particulars	(₹ in Lakhs)	
	As at 31.03.2021	As at 31.03.2020
15 BORROWINGS - CURRENT		
Secured - At amortised cost	949.63	387.89
Working Capital Limit from Bank		
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)	11.04	11.26
Dues of creditors other than Micro and Small enterprises	8.57	9.75
Total	19.61	21.01
17 OTHER FINANCIAL LIABILITIES		
Unclaimed Dividend*	34.23	31.11
Employee Benefits Payable	38.31	60.04
Other Payables	23.04	24.66
Total	95.58	115.81
* : Investor Education and Protection Fund will be credited as and when due		
18 OTHER CURRENT LIABILITIES		
Payable in respect of statutory dues	67.39	21.73
Other Payable	1.64	1.64
Total	69.03	23.37
19 PROVISIONS - CURRENT		
Provision for Employee Benefits	145.30	127.85
Total	145.30	127.85
Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
20 REVENUE FROM OPERATIONS		
Sale of Products	9390.28	11961.07
Other operating revenues	21.37	55.91
Total	9411.65	12016.98
21 OTHER INCOME		
Rent	24.00	24.00
Interest Income	24.56	6.05
Realised gain on Mutual Fund	19.87	7.03
Other non-operating income	13.89	41.37
Income Recognised due to valuation of Investment at Fair Value	-	1.38
Total	82.32	79.83



(₹ in Lakhs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
22 COST OF MATERIALS CONSUMED		
H. R. Coils	7,756.15	9,695.61
23 CHANGE IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS		
Inventories (Closing)		
Work in Progress	103.34	76.09
Finished Goods	45.64	12.57
Scrap Material	48.35	36.90
Total	197.33	125.56
Inventories (Opening)		
Work in Progress	76.09	208.95
Finished Goods	12.57	169.70
Scrap Material	36.90	3.17
Total	125.56	381.82
(Increase) / Decrease in Inventory	(71.77)	256.26
24 EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	606.88	578.80
Contribution to Provident and other funds	30.39	38.10
Staff welfare expenses	2.47	5.10
TOTAL	639.74	622.00

24.1 Reconciliation of opening and closing balance of defined benefit obligation

	For the year ended 31.03.2021		For the year ended 31.03.2020	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Obligation at beginning of year	295.20	11.47	268.04	27.11
Current service cost	15.45	1.94	14.24	1.65
Interest cost	17.71	0.69	16.99	1.72
Actuarial (gain) / loss	0.95	9.46	7.21	8.99
Benefits paid	(7.68)	(2.72)	(11.28)	(28.00)
Obligation at year end	321.63	20.84	295.20	11.47

24.2 Expenses recognised during the year

In Income Statement				
Current Service Cost	15.45	1.94	14.24	1.65
Interest Cost	17.71	0.69	16.99	1.72
Return on Plan Assets	-	-	-	-
Net Cost	33.16	2.63	31.23	3.37
In Other Comprehensive Income				
Actuarial (Gain) / Loss	0.95	9.46	7.21	8.99
Return on Plan Assets	-	-	-	-
Net (Income) / Expense for the period recognised in OCI	0.95	9.46	7.21	8.99



(₹ in Lakhs)

Particulars	For the year ended 31.03.2021		For the year ended 31.03.2020	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
24.3 The defined benefit obligations shall mature after year ended March 31, 2021 as follows:				
01 Apr 2021 to 31 Mar 2022	137.95			
01 Apr 2022 to 31 Mar 2023	18.07			
01 Apr 2023 to 31 Mar 2024	20.85			
01 Apr 2024 to 31 Mar 2025	85.56			
01 Apr 2025 to 31 Mar 2026	3.74			
01 Apr 2026 onwards	55.46			
The defined benefit obligations shall mature after year ended March 31, 2020 as follows:				
01 Apr 2020 to 31 Mar 2021	125.53			
01 Apr 2021 to 31 Mar 2022	12.26			
01 Apr 2022 to 31 Mar 2023	12.09			
01 Apr 2023 to 31 Mar 2024	14.17			
01 Apr 2024 to 31 Mar 2025	79.10			
01 Apr 2025 Onwards	52.05			
24.4 Actuarial assumptions				
Discount rate (per annum)	6.00%	6.00%	6.34%	6.34%
Salary growth rate (per annum)	9.75%	9.75%	7.50%	7.50%
Withdrawal rate (per annum)	14.00%	14.00%	9.50%	9.50%
Mortality	IALM-2012-14	IALM-2012-14	IALM-2012-14	IALM-2012-14

24.5 Sensitivity Analysis

Period	As on: 31-03-2021	As on: 31-03-2021	As on: 31-03-2020	As on: 31-03-2020
Defined Benefit Obligation (Base)	321.63 @ Salary Increase Rate :9.75%, and discount rate:6%	20.84	295.20 @ Salary Increase Rate : 7.5%, and discount rate:6.34%	11.47
Liability with x% increase in Discount Rate	313.23; x=1.00% [Change (3)%]	20.10; x=1.00% [Change (4)%]	286.09; x=1.00% [Change (3)%]	10.80; x=1.00% [Change (6)%]
Liability with x% decrease in Discount Rate	330.67; x=1.00% [Change 3%]	21.65; x=1.00% [Change 4%]	305.11; x=1.00% [Change 3%]	12.22; x=1.00% [Change 7%]
Liability with x% increase in Salary Growth Rate	330.27; x=1.00% [Change 3%]	21.62; x=1.00% [Change 4%]	304.89; x=1.00% [Change 3%]	12.21; x=1.00% [Change 6%]
Liability with x% decrease in Salary Growth Rate	313.44; x=1.00% [Change (3)%]	20.12; x=1.00% [Change (3)%]	286.11; x=1.00% [Change (3)%]	10.81; x=1.00% [Change (6)%]
Liability with x% increase in Withdrawal Rate	320.65; x=1.00% [Change 0%]	20.73; x=1.00% [Change (1)%]	294.77; x=1.00% [Change 0%]	11.43; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	322.68; x=1.00% [Change 0%]	20.96; x=1.00% [Change 1%]	295.66; x=1.00% [Change 0%]	11.52; x=1.00% [Change 0%]



(₹ in Lakhs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
25 FINANCE COST		
Interest	3.60	6.76
Other borrowing cost	2.00	3.00
Total	5.60	9.76
26 OTHER EXPENSES		
Manufacturing expenses		
Stores & Spares	168.16	178.19
Power & Fuel	291.00	446.03
Job Work Charges	69.66	120.89
Repair to Machinery	34.79	109.12
Repair to Building	1.51	34.68
Total	565.12	888.91
Selling and Distribution Expenses		
Distribution Expenses	59.83	99.72
Administrative & Miscellaneous Expenses		
Bad Debts written off	3.87	-
Allowance for doubtful trade receivables	78.39	-
Bank Charges	0.55	0.63
Insurance	4.22	3.58
Payment to Auditors	7.25	7.46
Professional Fee	7.98	11.70
Rates & Taxes	5.77	5.40
Rent	0.36	0.36
Travelling, Vehicle Running & Maintenance Expenses	5.95	15.58
Cash Discount	2.76	0.68
Loss due to fire	0.48	-
Miscellaneous Expenses	26.93	36.70
Total	144.51	82.09
Grand Total	769.46	1070.72
PAYMENT TO AUDITORS (EXCLUSIVE OF GST AND SERVICE TAX) AS :		
Audit Fees (Includes audit fees of quarterly review)	5.55	5.55
Tax Audit Fees	0.95	0.95
Fees for Certification Work & others	-	0.21
GST Audit Fees	0.75	0.75
Total	7.25	7.46



Particulars	(₹ in Lakhs)	
	For the year ended 31.03.2021	For the year ended 31.03.2020
27 TAXATION		
Income tax recognised in Statement of Profit and Loss		
a) Current tax	111.39	102.76
b) Deferred tax	(24.92)	(1.60)
Total income tax expenses recognised in the current year	86.47	101.16
Provision for current tax for the year includes tax adjustment related to earlier years amounting to ₹ 1.06 lakhs (previous year ₹ 4.80 lakhs)		
The income tax expenses for the year can be reconciled to the accounting profit as follows:		
Profit before tax	332.80	370.43
Applicable Tax Rate	25.17%	25.17%
Computed Tax Expense	83.76	93.24
Tax effect of :		
Exempted income	-	-
Expenses disallowed	26.57	4.72
Adjustment of Tax on other Comprehensive Income	-	-
Total	110.33	97.96
Tax adjustment related to earlier years	1.06	4.80
Current Tax Provision - A	111.39	102.76
Incremental Deferred Tax Liability on account of Tangible and Intangible Assets	1.19	(10.60)
Incremental Deferred Tax Asset on account of Financial Assets and Other Items	(28.74)	4.92
Charged to other comprehensive income	2.62	4.08
Deferred tax Provision (B)	(24.93)	(1.60)
Tax Expenses recognised in Statement of Profit and Loss (A+B)	86.47	101.16
Effective Tax Rate %	25.98	27.31

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 Point No.-34. 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	(₹ in Lakhs)	
	As at 31.03.2021	As at 31.03.2020
28 EARNING PER SHARE (EPS)		
Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in lakh)	256.74	285.47
No. of Shares used as denominator for calculating EPS	7,326,800	7,326,800
Basic and Diluted Earning per share (₹)	3.50	3.90
Face Value per equity share (₹)	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.

30 Fair value measurement hierarchy

	31.03.2021 Carrying Amount	31.03.2020 Carrying Amount
Financial Assets		
At amortised Cost		
Trade Receivables	2,534.74	2,422.34
Cash and Bank Balances	562.16	291.29
Loans Receivables	6.47	3.28
At fair value		
Investment in Mutual fund	-	127.30
Financial Liabilities		
- Borrowings	949.63	387.89
- Trade payables	19.61	21.01
- Other financial liabilities	95.58	115.81

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. However Company has made a provision for doubtful debts of ₹ 78.39 lakhs in view of prevailing Covid-19 situation.
 - 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	31.03.2021		31.03.2020	
	Carrying Amount	Less than 1 year	Carrying Amount	Less than 1 year
Borrowings	949.63	949.63	387.89	387.89
Trade Payables	19.61	19.61	21.01	21.01
Other Financial Liabilities	95.58	95.58	115.81	115.81



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:

Particulars	31.03.2021	31.03.2020
Total Borrowings	949.63	387.89
Less : Cash and Cash Equivalents including Deposits	527.93	260.18
Adjusted net (cash)/debt	421.70	127.71
Total Equity	3,148.44	2,899.49

31 The sitting fees paid to non-executive directors is ₹ 0.64 lakh and ₹ 0.60 lakh as at 31st March, 2021 and 2020 respectively.

32 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 30th June, 2021.

33 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.

(₹ In Lakhs)					
Name of related party with Description of relationship	Nature of Transaction	Value of transaction for the period ended 31.03.2021	Outstanding as on 31.03.2021	Payable - P Receivable - R	Written off During Year ended 31.03.2021
Mr. Vinay Khandelwal Brother of Mr. Pramod Khandelwal, Managing Director of the Company	Rent paid / Payable	0.36 (0.36)	- (-)	- (-)	Nil (Nil)
M/s Khandelwal Busar Industries Pvt. Ltd. Enterprise in which Mr. R. C. Khandelwal ,	Sales (Goods & Fixed Assets)	1055.97 (2471.48)	485.73 (781.90)	(R) (R)	Nil (Nil)



(₹ In Lakhs)

Name of related party with Description of relationship	Nature of Transaction	Value of transaction for the period ended 31.03.2021	Outstanding as on 31.03.2021	Payable - P Receivable - R	Written off During Year ended 31.03.2021
Whole Time Director, Mr. Pramod Khandelwal, Managing Director of the Company have substantial interest	Purchases-Goods	136.54 (367.27)	- (-)	(-) (-)	Nil (Nil)
	Job Work Expenses	0.11 (0.49)	- (-)	- (-)	Nil (Nil)
	Rent Received/Receivable	24.00 (24.00)	2.00 (2.00)	(R) (R)	Nil (Nil)
Mr. R. C. Khandelwal Whole Time Director of the Company	Remuneration and Leave Encashment	183.60 (156.46)	5.79 (16.60)	P (P)	Nil (Nil)
Mr. Pramod Khandelwal Managing Director of the Company	Remuneration and Leave Encashment	183.60 (156.46)	5.79 (16.60)	P (P)	Nil (Nil)
Mr. S. K. Gupta Independent Director of the Company	Sitting Fee	0.36 (0.36)	- (-)	- (-)	Nil (Nil)
Ms. Neha Gupta Independent Director of the Company	Sitting Fee	0.14 (0.12)	- (-)	- (-)	Nil (Nil)
Mr. Santosh Khandelwal Additional Independent Director of the Company	Sitting Fee	0.14 (0.12)	- (-)	- (-)	Nil (Nil)

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 encashable leave and gratuity, as separate actuarial valuations are not available.

34 CONTINGENT LIABILITIES AND COMMITMENTS :

34.1 Income Tax demand outstanding

Nature of statute	Nature of The dues	Amount (In lakhs)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2.43	AY 2012-13	AO
Income Tax Act, 1961	Income Tax	0.48	AY 2013-14	AO
Income Tax Act, 1961	Income Tax	0.28	AY-2016-17	AO

* : Excluding interest under Income Tax Act



- 34.2 The HSIIDC has increased the price of land by ₹ 20.76 lakhs and demanded the enhanced price. This matter is pending in the District and Sessions court, Faridabad. The Company has however, paid ₹ 5.25 lakhs. Also, there might be consequent liability in the nature of interest.
- 34.3 The Company has no capital commitments during the current and previous year.
- 35 The resurgence of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company's operations and revenue during the period were impacted due to COVID-19. The Company has taken into account the possible impact of COVID-19 in preparation of the audited financial results, including its assessment of recoverable value of its assets based on internal and external information upto the date of approval of these audited financial results and current indicators of future economic conditions. Since the pandemic continues to prevail across the country as well as globally as on date, the impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes in the economic conditions.
- 36 The Code of Social Security 2020 ('Code') relating to employee benefits during employment and post-employment received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period in which the Code becomes effective.
- 37 The Company is predominantly engaged in the single business segment of Metal sector.
- 38 The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

In terms of our annexed report of even date

For Vinod Kumar & Associates
Chartered Accountants
FRN No. 002304N

(MUKESH DADHICH)
Partner
Membership No. 511741

Date : 30.06.2021
Place : New Delhi

For and on behalf of the Board

R. C. Khandelwal
Chairman & Whole -time Director
DIN : 00124085

Ayati Gupta
Company Secretary
PAN : CKSPG0425R

Pramod Khandelwal
Managing Director
DIN : 00124082

R.A. Sharma
CFO
PAN : AMTPS3388J



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