METAL COATINGS (INDIA) LTD.

Regd. Office: 912, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110 019 (India)
CIN: L74899DL1994PLC063387 Phone: 011-41808125
Website: www.mcil.net E-mail: info@mcilindia.net

JAS-ANZ Accr. No. M3111204IN AN ISO 9001:2015 CERTIFIED COMPANY

Date: 24th July, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400 001

Ref.: Scrip Code – 531810; Scrip Id – METALCO; ISIN No. INE161E01014

Sub: Notice for convening the 32nd Annual General Meeting of the Company for the Financial Year 2025-26

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the 32nd Annual General Meeting ("**AGM**") of the Company is scheduled to be held on Thursday, 20th August, 2026 at 12:30 P.M. IST through video conferencing ("**VC**") / other audio-visual means ("**OAVM**").

In compliance with Section 101 of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 8, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, the Notice of 32nd AGM is being sent only through electronic mode to the Members of the Company, who have registered their e-mail addresses with the Company's Registrar and Transfer Agent (RTA)/ Depository Participants (DPs).

Please find enclosed herewith the Notice for convening the 32nd AGM of the Company.

The aforesaid notice is also available on website of the Company at www.mcil.net.

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

Thanking you.

Your's faithfully,

For Metal Coatings (India) Limited

SHIMPY GOYAL
Digitally signed by SHIMPY GOYAL
Date: 2026.07.24 12:38:49 +05'30'

Shimpy Goyal
Company Secretary & Compliance Officer

Encl: As above

MCIL

NOTICE OF THE 32nd ANNUAL GENERAL MEETING

To,
The Members,
Metal Coatings (India) Limited

NOTICE is hereby given that the **32nd (Thirty-second)** Annual General Meeting ("**AGM**") of the Members of **Metal Coatings (India) Limited ("the Company")** will be held on **Thursday, 20th August, 2026 at 12:30 P.M.** Indian Standard Time ("**IST**") through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), to transact the following business.

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors thereon, and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, and the Reports of the Board of Directors and Auditors thereon, as circulated to the members with the notice of the Annual General Meeting be and are hereby received, considered and adopted."

Item No. 2: Declaration of dividend

To declare a Final dividend on equity shares for the financial year ended 31st March, 2026 and, in this regard, to consider and if thought fit, to pass with or without modification (s) the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, and subject to the provisions of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof for the time being in force) the approval of the Members of the Company be and is hereby accorded for payment of dividend @ 10% (i.e. Rs.1/- per share) on 73,26,800 (Seventy Three Lakh Twenty Six Thousand Eight Hundred) fully paid-up Equity Shares of Rs 10/- each, for the financial year ended 31st March, 2026 and the same be paid out of the profits/retained earnings of the Company."

Item No. 3: Appointment of Mr. Ramesh Chander Khandelwal (DIN: 00124085) as a director, liable to retire by rotation

To appoint a director in place of Mr. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification (s) the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, and upon the recommendation of the Board of Directors, Mr. Ramesh Chander Khandelwal (DIN: 00124085), who retires by rotation at this Annual General meeting and, being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Resolution No. 4: Re-appointment of M/s. Mehra Goel & Co LLP, Chartered Accountants, (Firm's Registration No. 000517N/N500502), Statutory Auditor of the Company and fix their remuneration:

To re-appoint M/s. Mehra Goel & Co LLP, Chartered Accountants (FRN No. 000517N/ N500502), as Statutory Auditor of the Company for a second term of five consecutive years, with effect from conclusion of 32nd AGM until the conclusion of 37th AGM, and to fix their remuneration, and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of 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 upon the recommendation of the Audit Committee and the Board of Directors, the approval of Members be and is hereby accorded to re-appoint M/s. Mehra Goel & Co LLP, Chartered Accountants, (Firm's Registration No. 000517N/ N500502), as Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of this 32nd AGM until the conclusion of 37th AGM, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

Resolution No. 5: Approval for Material Related Party Transaction

To Approve Material Related Party Transaction(s) with M/s Khandelwal Busar Industries Private Limited and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to and in accordance with: (i) Provisions of Regulation 2(1)(zc) & 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the LODR Regulations"); (ii) Provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof ("the Act") and other applicable provisions framed thereunder; (iii) Policy on related party transactions of the Company; and (iv) Approval of the Audit Committee and recommendation of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter/continue into Material Related party transaction(s)/contract(s)/ arrangement(s)/agreement(s) and/ or enter into and/ or carry out new contract(s)/arrangement(s)/ transaction(s) with M/s Khandelwal Busar Industries Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation2(1)(zb) of the LODR Regulations, during the period from the 32nd AGM till the conclusion of 33rd AGM, in the course of Sale, purchase, transfer or receipt of assets, materials, goods or services and leasing of property of any kind etc. on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s) /Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things as may be necessary including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

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

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

Resolution No. 6: Ratification of Cost Auditor's Remuneration

To ratify the remuneration of Cost Auditor's for the Financial year ending 31st March, 2027 and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution.**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and on the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as "the Board" which term shall include the Audit Committee of the Board) the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes to be paid to Mr. Ramawatar Sunar, Cost Accountant (Firm Registration No. 100691), appointed by the Board, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the Financial year ending 31st March, 2027, be and is hereby confirmed and ratified.

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-I and to intimate the Stock Exchange, to give effect to the above resolution."

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

Sd/-
Shimpy Goyal
Company Secretary
Membership No.: A40702

Date: - July 15, 2026
Place: - New Delhi

Registered Office: 912, Hemkunt Chambers,
89, Nehru Place, New Delhi-110019
Website: www.mcil.net
E-mail: cs@mcilindia.net
Phone: 011-41808125

NOTES

1. The Ministry of Corporate Affairs (**"MCA"**), inter alia, vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**") has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India ('SEBI'), vide Regulations 36(1) and 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.

   In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the 32nd AGM of the Company is being held through VC/OAVM on Thursday, August 20, 2026, at 12:30 p.m. (IST). The venue of the 32nd AGM shall be deemed to be the Registered Office of the Company at 912, Hemkunt Chambers, 89, Nehru Place, New Delhi – 110019

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the SEBI Listing Regulations, and relevant circulars issued thereunder, setting out the material facts relating to the business under Item Nos. 4, 5 and 6 of the Notice, is annexed hereto and forms an integral part of this Notice.

3. The details of directors retiring by rotation and seeking re-appointment in the ensuing AGM as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as applicable, are provided in the "**Annexure – 1**" to the Explanatory Statement to the Notice. Requisite declarations have been received from the Directors seeking re-appointment.

4. As per the provisions under the MCA Circulars, Members attending the 32nd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on cut-off date will be entitled to vote during the AGM.

6. As per Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for this AGM and hence the Proxy Form and Attendance Slip including the route map are not annexed to this Notice.

7. 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/JPG Format) of their respective Board Resolution/Power of Attorney/Authority Letter etc. 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 simran_s1990@yahoo.com with copies marked to the Company at cs@mcilindia.net and to its RTA at investor.helpdesk@in.mpms.mufg.com .

8. The Register of Members and Share Transfer books of the company will remain closed from Friday, 14th August, 2026 to Thursday, 20th August, 2026 (both days inclusive) for the purpose of AGM and for the purpose of dividend.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz. name of the bank and branch details, bank account, MICR code, IFSC etc., in the following manner:

a. For shares held in dematerialized form: to their DPs.
b. For shares held in physical form: to the Company/RTA at investor.helpdesk@in.mpms.mufg.com in prescribed Form ISR-1 available at https://www.mcil.net/investors2.aspx?catid=18%20&subcatid=85 and other forms.

Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records. In case of any queries/ difficulties in registering the e-mail address, Members may write to cs@mcilindia.net or investor.helpdesk@in.mpms.mufg.com.

10. Members are requested to note that dividends not encashed or claimed within seven years from date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.

11. Members who have not so far encashed the dividend are advised to submit their claim to the Company (Email ID: cs@mcilindia.net) or RTA (Email ID: investor.helpdesk@in.mpms.mufg.com) quoting their Folio No. /DP ID Client ID.

12. Pursuant to SEBI Master Circular dated February 6, 2026 issued to the RTA read with other related SEBI Circulars and Regulation 12 of SEBI Listing Regulation, require all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued.

Circulation of Notice of the AGM along with Annual Report electronically:

13. The Notice of the AGM and the Annual Report for FY 2025-26 are being sent electronically to Members whose email addresses are registered with the Company, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar & Share Transfer Agent ("RTA"), or the Depositories, viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

The Notice of the AGM along with the Annual Report for FY 2025-26 is available on the following websites:
(a) Company - https://www.mcil.net/investors.aspx
(b) BSE Limited - https://www.bseindia.com
(c) Company's RTA- https://instavote.linkintime.co.in/

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

14. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the FY 2025-26, may write to the Company at cs@mcilindia.net, requesting for the same by providing their holding details.

15. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

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

16. In compliance with the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and the SS–2, the Company is pleased to provide a facility to its members to exercise their right to vote from a place other than the venue of the AGM **("remote E-voting"),** on all resolutions proposed to be considered at the 32nd AGM electronically through electronic voting **(E-voting)** services facilitated by the MUFG Intime India Private Limited (previously known as Link Intime India Private Limited) (hereinafter referred to as "**MIIPL**"). Those Shareholders,who are present in the meeting through VC/OAVM facility and have not cast their vote on the resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting available during the meeting.The Members who have cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.

17. The remote e-voting period commences on, from Sunday, 16th August, 2026 from 9:00 AM (IST) and will end on Wednesday, 19th August, 2026 at 5:00 PM (IST). During this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Thursday, 13th August, 2026, may cast their vote electronically. The remote e-voting module will be disabled by MIIPL 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 may obtain the User ID and password by sending a request at cs@mcilindia.net.

18. The detailed instructions and the process for accessing and participating in the 32nd AGM through VC/OAVM facility and voting through electronic means including remote e-voting forms part of the notice.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

19. As the meeting is being conducted through VC/OAVM, Members are encouraged to express their views/send their queries in advance mentioning their name, DP Id/ Client Id/ Folio Number, and mobile number to cs@mcilindia.net to enable smooth conduct of the meeting. Queries received by the Company on the aforementioned Email Id by Thursday, 13th August, 2026 till 5:00 P.M. IST shall only be considered and responded.

20. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., mobile number at cs@mcilindia.net on or before Thursday, 13th August, 2026 till 5:00 P.M. (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

21. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

22. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

OTHER INFORMATION

23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Actand 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.

Final Dividend for FY 2025-26

24. The Board of Directors, at its meeting held on May 27, 2026, has recommended a final dividend of Rs.1 per equity share. The Company has fixed Thursday, 13th August, 2026, as the Record Date for determining the entitlement of Members to the final dividend for the financial year ended March 31, 2026.

If the final dividend is declared at the AGM, payment of such dividend, subject to deduction of tax at source, will be made as under:

(a) as Beneficial Owner upto the end of business hours on 13th August, 2026 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

(b) as Member in the Register of Members of the Company/ Registrar & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company upto the end of business hours on 13th August, 2026.

Mandatory electronic payment of dividend

25. With effect from November 18, 2025, dividend payments will be processed only through electronic mode. Payment by dividend warrant or cheque has been discontinued.

Further, Pursuant to SEBI Master Circular No. SEBI/HO/38/13(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of dividend shall be made subject to the following:

Category of shareholder	Requirement
Shareholders holding shares in physical form	The folio must be KYC-compliant, i.e., PAN, contact details (including mobile number), bank account details, and specimen signature must be registered with the Company/RTA.
Shareholders holding shares in dematerialized form	Bank account details must be updated with the Depository Participant (DP).

26. **Tax Deducted at Source ("TDS") on Dividend:**

Members may note that as per the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961, as amended by the Finance Act, 2020 and as re-enacted under the Income Tax Act, 2025 (Income Tax Act).

The shareholders are requested to update their PAN with the DPs (if shares held in dematerialized form) and the Company/RTA (if shares held in physical form), with the RTA/ Company by sending documents by 13th August, 2026, Thursday.

27. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has mandated the listed companies to issue securities in demat only while processing service request i.e., issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/ split and consolidation of securities certificate/folio, transmission and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filed Form ISR-4 which is also available on the website of the Company at https://www.mcil.net/investors.aspx. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

With effect from April 2, 2026, SEBI vide Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I /4298/2026 dated February 6, 2026 has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of LOC.

28. SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. Link to access SMART ODR Portal is https://smartodr.in/login.

29. Dispute Resolution Mechanism at Stock Exchanges- SEBI, vide its Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investors service related request.

30. Consolidation of Share Certificates:

Members holding shares in multiple physical folios in the same order of names are requested to submit Form ISR-4, along with the prescribed KYC documents and share certificates, to the Company/RTA for consolidation of such holdings into a single folio. In accordance with applicable regulations, the consolidated shares shall be issued only in dematerialized form.

31. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filed to the Company or Company's RTA. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

32. Special Window for lodgement of physical share transfer requests:

As per SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 A special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged.

The Company has communicated the opening of this special window through newspaper advertisements and website.

34. Simplification of Procedure for Issuance of Duplicate Share Certificates

SEBI has streamlined the process for issuing duplicate share certificates by reducing the documentation requirements and simplifying the overall procedure. In terms of SEBI Master Circular No. HO/38/13/(4)2026-

MIRSD-POD/I/4298/2026 dated February 6, 2026, duplicate share certificates shall be issued only in dematerialised form, thereby enhancing efficiency, security, and investor convenience.

Documents Required for Issuance of Duplicate Share Certificate*	Value up to Rs.10,000	Value above Rs.10,000 and up to Rs.10 lakh	Value above Rs.10 lakh
List of Documents	Undertaking on plain paper (no notarisation required)	Affidavit-cum-Indemnity Bond on a non-judicial stamp paper of appropriate value	• Affidavit-cum-Indemnity Bond on a non-judicial stamp paper of appropriate value • FIR/Police Complaint

35. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e., Thursday, 13th August, 2026 and as per the Register of Members of the Company.

DECLARATION OF VOTING RESULTS

36. The Board has appointed M/s Simran Singh and Associates, Company Secretaries in Practice (FRN: S2022DE889300) as the Scrutinizer for conducting the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

37. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting to be cast by use of e-voting facility 'Insta Meet' of MIIPL, for all those members who are attending the AGM but have not cast their votes by availing the remote e-voting facility.

38. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The results declared along with the Scrutinizer's report shall be communicated to the stock exchanges and RTA and will also be displayed on the Company's website i.e., https://www.mcil.net/investors.aspx and on the website of MIIPL i.e., https://instavote.linkintime.co.in

Remote e-Voting Instructions for shareholders

In terms of SEBI circular no. **SEBI/HO/CFD/PoD2/CIR/P/0155** dated November 11, 2024 and Master Circular no. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026** dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.
b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
   Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
      (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
      - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

- Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

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

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

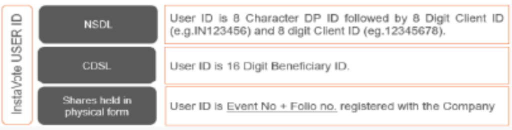
Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".



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

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the

Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

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

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

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

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

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

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".
b) Select the "Company Name" and register with your following details:
c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

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

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

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

a) On the Shareholders VC page, click on link "Cast your vote".
b) 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.
c) Click on 'Submit'.
d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e) 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'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

Helpdesk:

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

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

Sd/-
Shimpy Goyal
Company Secretary
Membership No.: A40702

Date: - July 15, 2026
Place: - New Delhi
Registered Office: 912, Hemkunt Chambers,
89, Nehru Place, New Delhi-110019
Website: www.mcil.net
E-mail: cs@mcilindia.net
Phone: 011-41808125

MCIL

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder)

The following statement sets out all material facts relating to the businesses mentioned under item no. 4, 5 and 6 in the accompanying Notice:

ITEM NO. 4

The Members of the Company at the 27th Annual General Meeting held on 16th September, 2021 had appointed M/s. Mehra Goel & Co., Chartered Accountants, (Firm Registration No. 000517N), as the Statutory Auditors of the Company to hold office for a term of 5 [five] consecutive years from the conclusion of the said Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in the financial year 2025-26. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s. Mehra Goel & Co LLP is eligible for reappointment for a further period of five years.

The Statutory Auditors, M/s Mehra Goel & Co., Chartered Accountants, informed the Company vide letter dated 23rd June, 2026 that the Firm has converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as Mehra Goel & Co LLP, Chartered Accountants.

Based on the recommendation of the Audit Committee and considering their expertise, experience, industry knowledge, audit quality, independence and satisfactory performance during their tenure, the Board of Directors has recommended the re-appointment of M/s. Mehra Goel & Co LLP, Chartered Accountants, (Firm Registration No. 000517N/ N500502), as the Statutory Auditors of the Company for a further term of 5 [five] consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting, subject to the approval of the Members.

M/s. Mehra Goel & Co LLP, Chartered Accountants, (Firm Registration No. 000517N/N500502) have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their re-appointment, if made, shall be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder. They have further confirmed that they satisfy the criteria of independence and are not disqualified from being re-appointed as Statutory Auditors of the Company.

Proposed Audit Fee and Terms of Appointment:
M/s. Mehra Goel & Co LLP, Chartered Accountants shall be paid a remuneration of Rs. 9 lakh exclusive applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit of the accounts of the Company including fee for issue of Limited Review Report & Tax Audit Report. The Board of Directors, in consultation with the Audit Committee, shall be authorized to revise the remuneration during the tenure of appointment based on the scope of work and applicable regulatory requirements.

Basis of Recommendation and Auditor Credentials:
The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Mehra Goel & Co LLP, as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and proven track record.

Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.
Not Applicable since the proposal is for reappointment of the existing auditor and there's no change in the statutory auditor.

Credentials of the statutory auditor(s) proposed to be appointed:
M/s. Mehra Goel & Co LLP, Chartered Accountants (ICAI Firm Registration No. 000517N/ N500502), is registered with the Institute of Chartered Accountants of India, having its Head office at 505, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019. Established in 1963, the firm has over six decades of experience and is primarily engaged in providing audit, taxation and assurance services to its clients across diverse industries.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO. 5

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

In terms of the provisions of Section 188 of the Act and SEBI Listing Regulations, the contracts/arrangements/transactions relating to sale, purchase, transfer or receipt of assets, materials, goods or services and leasing of property of any kind with KBIPL are material in nature as these transactions are likely to exceed the thresholds specified in Schedule XII of SEBI Listing regulations as per the last audited financial statement of the Company.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

Further, SEBI, vide Circular dated 8th April, 2022 and notification SEBI/LAD-NRO/GN/2025/273 dated November 19, 2025 in SEBI (Listing Obligation and Disclosure Requirement) (Fifth Amendment) Regulation, 2025 has clarified that the omnibus Members approval for material Related Party Transactions ("RPT") of the Company shall be valid up to the date of the next AGM for a period not exceeding fifteen months.

Details of the proposed RPTs between the Company and M/s Khandelwal Busar Industries Private Limited including the information required to be disclosed in the Explanatory Statement pursuant to the Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 and SEBI Master Circular **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**. Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S No.	Description	Particulars
Part A: Minimum information of the proposed RPT		
A1. Basic details of the related party		

<table>
<tr><td>1.</td><td>Name of the Related Party</td><td>M/s. Khandelwal Busar Industries Private Limited</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>The Company is engaged in manufacturing of Tractor Parts, M.V. Parts, Sheet Metal Components and Galvanised Wire, Strips & Galvanised Steel Tape. Additionally, the company had expanded its business by introducing agricultural equipment and earth-moving machinery parts.</td></tr>
<tr><td colspan="3">A2. Relationship and ownership of the Related Party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Whole Time Director of the Company are directors in KBIPL and have substantial interest.</td></tr>
<tr><td>a)</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The listed entity do not hold any direct or indirect equity shareholding in the Related Party. The Related Party relationship arises solely on account of common promoter control.</td></tr>
<tr><td>b)</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable, as the Related Party is a body corporate having share capital.</td></tr>
<tr><td>c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>The Related Party do not hold any direct or indirect equity shareholding in the listed entity. The Related Party relationship arises solely on account of common promoter control.</td></tr>
<tr><td colspan="3">A3. Details of previous transactions with Related Party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table>
<tr><th>S. No.</th><th>Nature of Transaction</th><th>FY 2025-26 (INR) (In Lakhs)</th></tr>
<tr><td>1</td><td>Sales</td><td>3669.50</td></tr>
<tr><td>2</td><td>Purchases - Goods</td><td>29.69</td></tr>
<tr><td>3</td><td>Rent Received</td><td>26.40</td></tr>
<tr><td>4</td><td>Cash Discount</td><td>70.72</td></tr>
<tr><td></td><td>Total</td><td>3796.31</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter</td><td><table>
<tr><th>S. No.</th><th>Nature of Transaction</th><th>Amount (INR) (In Lakhs)</th></tr>
<tr><td>1</td><td>Sales</td><td>805.37</td></tr>
</table></td></tr>
</table>

	immediately preceding the quarter in which the approval is sought.	<table><tr><td>2</td><td>Cash Discount</td><td>18.25</td></tr><tr><td>3</td><td>Rent Received</td><td>6.60</td></tr><tr><td></td><td>**Total**</td><td>**830.22**</td></tr></table>
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default was made by the Related Party during the last financial year.
A4. Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Total amount proposed is 95 cr.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Around 64%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Available
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (INR) (In lakhs)</th></tr><tr><td>Turnover</td><td>7028.27</td></tr><tr><td>Profit after Tax</td><td>240.58</td></tr><tr><td>Net worth</td><td>3235.12</td></tr></table>
A5. Basic details of the proposed transaction		

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase, Job Work, Rent, Lease Others.
2.	Details of each type of the proposed transaction	Sale - INR 7500 Lakhs Purchase: INR 1000 Lakhs Job work: INR 500 Lakhs Rent: INR 50 Lakhs Others: INR 450 Lakhs
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From conclusion of 32nd AGM till the conclusion of 33rd AGM
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	**Proposed Transaction Value:** ₹45 Crore from the 32nd AGM till the close of FY 2026–27, and ₹50 Crore from the commencement of FY 2027–28 till the 33rd AGM.
6.	Justification for why the proposed transaction is in the interest of the listed entity	The contracts entered into between the company and KBIPL are commercially advantageous for the company. All pricing with KBIPL is determined based on market competitiveness, and these transactions are conducted in the ordinary course of business.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Whole Time Director of the Company are directors in KBIPL and have substantial interest.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
Part B: Additional Information		
B1. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process has been applied

2.	Basis of determination of price.	On an arm's length prices
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

The proposed transaction with related party does not involve any loans, inter-corporate deposits, advances, or investments made or given by the Company. Accordingly, the disclosure requirement relating to transactions involving loans, inter-corporate deposits, advances, or investments is not applicable to the proposed transaction.

The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and Chief Financial Officer of Metal Coatings (India) Limited, confirming that the terms of the proposed RPT(s) are in the interest of Metal Coatings (India) Limited.

As per the requirements of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds the thresholds specified in Schedule XII of SEBI Listing regulations as per the last audited financial statements of the listed entity.

Hence, it is proposed to accord Members' approval for the related party Contract(s)/ Arrangement(s) / Transaction(s) with KBIPL during the period from the 32nd Annual General Meeting until the conclusion of 33rd Annual General Meeting, as mentioned in Item No. 5 of the Notice.

On the basis of consideration and approval of the Audit Committee, the Board recommends the resolution set out at Item No. 5 of the Notice as an Ordinary Resolution for approval of the members. Except Mr. Pramod Khandelwal, Managing Director and Mr. Ramesh Chander Khandelwal, Chairman and Whole Time Director of the Company and their relatives none of the Directors/KMP of the Company and their relatives are interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

The Company is required under Section 148 of the Companies Act, 2013 ("the Act") read with Rule 6 of the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice.

These requirements are applicable to the Company and accordingly the Board of Directors at its meeting held on July 15, 2026, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Mr. Ramawatar Sunar, Cost Accountant (Firm Registration Number 100691) to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board, must be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2027.

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. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ANNEXURE 1

DETAILS OF WHOLE TIME DIRECTOR SEEKING RE-APPOINTMENT/ RETIRING BY ROTATION AT THIS AGM

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	**Mr. Ramesh Chander Khandelwal**
DIN	00124085
Date of Birth **Age**	31st December, 1950 75 Years
Date of first appointment on the Board	12th December, 1994
Brief Profile	Mr. Ramesh Chander Khandelwal. is a Mechanical Engineer. He takes care of manufacturing function and also decides on key technical aspects of operations. His technical expertise in C.R. manufacturing and galvanising has helped the company in substantially improving the efficiencies with minimum investments in infrastructure.
Qualifications	BE (Mech.)
Experience and Expertise in specific functional area	More than 53 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.
Number of Meetings of the Board attended during the year	9 out of 9
Terms and Conditions of re-appointment	Terms and Conditions of 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
List of Directorship / Membership / Chairmanship of Committees of other Board	**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 31st March, 2026.

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
Shareholding in Metal Coatings (India) Limited as on 31st March, 2026.	11,84,759 equity shares
Relationship with other directors inter-se, manager and other Key Managerial Personnel of the Company	None
Details of remuneration last drawn (Financial Year 2025-26)	Remuneration last drawn is Rs. 270.18 Lakh during the financial year 2025-26.
Details of remuneration sought to be paid	As per the resolution approved in item no. 4 of the 30th Annual General Meeting Notice read with explanatory statement thereto- https://www.bseindia.com/xml-data/corpfiling/AttachHis/94003e04-67f9-464d-8df6-af28c7168c0c.pdf

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

Sd/-
Shimpy Goyal
Company Secretary
Membership No.: A40702

Date: - July 15, 2026
Place: - New Delhi

Registered Office: 912, Hemkunt Chambers,
89, Nehru Place, New Delhi-110019
Website: www.mcil.net
E-mail: cs@mcilindia.net
Phone: 011-41808125