



Date: 01-10-2019

To,  
BSE Limited,  
P. J. Towers,  
Dalal Street  
Mumbai - 400 001

Dear Sir/ Madam,

**SUB: 27TH ANNUAL GENERAL MEETING (AGM) AND VOTING RESULTS**

Ref: Scrip Code: 500159

Dear Sir/s,

With reference to the subject cited, this is to inform the Exchange that at the 27<sup>th</sup> Annual General Meeting (AGM) of **METROGLOBAL LIMITED** held on Monday, the 30<sup>th</sup> day of September, 2019 at 04.30 PM. at Conference Hall of the Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West) , Mumbai-400052

In this regard, Please find enclosed the following Summary of proceedings as required under, Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is already submitted to you as an **ANNEXURE I**.

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with Report of Scrutinizer dated October 1, 2019 to this effect Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 issued



by the Practising Company Secretary Shri Jatin S. Popat is attached here with marked as **Annexure II**, which is countersigned by the Chairman and Managing Director Shri Gautam Jain.

This is for the kind information and records of the Exchange.

Thanking you.

Yours faithfully,

For METROGLOBAL LIMITED,

Nitin S. Shah

Company Secretary & Compliance Officer



Date: 30.09.2019

ANNEXURE -I

To,  
BSE Limited  
P. J. Towers,  
Dalal Street  
Mumbai - 400 001

Dear Sir/ Madam,

Sub: 27th Annual General Meeting (AGM) and Voting Results

Ref: Scrip Code: 500159

Dear Sir/s,

With reference to the subject cited, this is to inform the Exchange that at the 27<sup>th</sup> Annual General Meeting of METROGLOBAL LIMITED held on Monday, the 30<sup>th</sup> day of September, 2019 at 04.30 P.M. at Conference Hall of the Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West) , Mumbai-400052.

In this regard, Please find enclosed the following Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations . As per Annexure -1

This is for the kind information and records of the Exchange.

Thanking you.

Yours faithfully,

For METROGLOBAL LIMITED

Nitin S.Shah

Company Secretary



Annexure - 1

Summary of proceedings of the 27<sup>th</sup> Annual General Meeting

The 27<sup>th</sup> Annual General Meeting (AGM) of the Members of METROGLOBAL LIMITED ( ' the Company' ) was held on Monday, the 30<sup>th</sup> day of September, 2019 at 04.30 P.M. at Conference Hall of the Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West) , Mumbai-400052.

Mr. Gautam M. Jain , Chairman & Managing Director, Mr. Sandeep S. Bhandari, Chairman of Audit Committee and Independent Director & Mr. Nilesh Desai, Chairman of Nomination & Remuneration Committee & Stakeholders Relationship Committee of the Company remain present & to preside over the meeting.

Mr. Gautam M. Jain Chaired the Meeting.

The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech and informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. The following items of business, as per the Notice of AGM dated September 30, 2019 were transacted at the meeting.

**ORDINARY BUSINESS:**

1. Adoption of Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To ratify appointment of M/s AMPAC & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.



**SPECIAL BUSINESS:**

3. To Consider and approve reclassification of Promoter/Promoters Group and in this regard to consider and fit , to pass , with or without modification(s) , the resolution as a **SPECIAL RESOLUTION**.
  
4. Re-appointment of Mr. Nilesh Desai (DIN No: 00414747) for a second term of 5 (Five) Consecutive years Commencing from 1<sup>st</sup> October,2019 to 30<sup>th</sup> September,2024, as a **SPECIAL RESOLUTION**.
  
5. Re-appointment of Mr. Sandeep Bhandari (DIN No: 01379445 ) for a second term of 5 (Five) Consecutive years Commencing from 1<sup>st</sup> October,2019 to 30<sup>th</sup> September, 2024, as a **SPECIAL RESOLUTION**.
  
6. Appointment of Mr.Prashant M. Kheskani ( DIN No: 02589654) as an Independent Director of the Company , as an **ORDINARY RESOLUTION**.
  
7. Approval of related party Contracts/transactions, as an **ORDINARY RESOLUTION**

The Board of Directors had appointed Mr. Jatin S. Popat FCS of JSP Associates, Practicing Company Secretaries as a Scrutinizer to supervise the e - voting and ballot voting process.

The Voting Results will be announced in due course. This is for your information and records

Thanking you,

Yours faithfully,

For METROGLOBAL LIMITED,

Nitinkumar Shah

Company Secretary & Compliance Officer



**Combined Report of Scrutinizer on remote e-voting and voting at the 27<sup>th</sup> Annual  
General Meeting of Metroglobal Limited**

To,

ANNEXURE -II

Mr. Gautam M. Jain, Chairman,  
of 27<sup>th</sup> Annual General Meeting of Metro Global Limited (hereinafter referred as the  
("Company") held on Monday, 30<sup>th</sup> September, 2019 at 4:30 p.m. at Conference Hall of  
The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar  
(West), Mumbai - 400052.

Dear Sir,

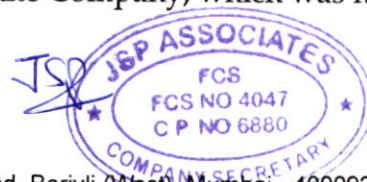
**Sub: Scrutinizer's Report on voting through remote e-voting and physical ballot  
forms at the AGM in terms of provision of the Companies Act, 2013 read with  
Rules issued thereunder and applicable provisions of the SEBI (Listing  
Obligations and Disclosure Requirements) Regulation, 2015 ("Listing  
Regulations").**

The Board of Directors of the Company at its meeting held on May 30, 2019 appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the votes cast through ballot paper by the members at the venue of the Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 respectively as amended.

The Management of the Company is responsible for the compliance of Sections 108 and 109 and other applicable sections, if any, read with Rule 20 and 21 the Companies (Management and Administration) Rules, 2014 as amended including the Listing Regulations and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective resolution.

**Report on Scrutiny:**

- The Company had appointed Central Depository Services Limited ("CDSL") as the Service Provider for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- Sharex Dynamic (India) Private Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.
- CDSL had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company, which was held on Monday, 30<sup>th</sup> September, 2019.



- CDSL had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also on the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Monday, 23<sup>rd</sup> September, 2019**.
- The Remote E-Voting facility was open from **Friday, 27<sup>th</sup> September, 2019 at 9.00 A.M. to Sunday, 29<sup>th</sup> September, 2018 at 5:00 P.M.**
- At the venue of the AGM of the Company, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting but could not participate in the Remote E-voting to cast their votes.
- At the venue of the AGM, 1 (one) ballot box kept for the purpose of casting of physical votes was locked in my presence with due identification marks placed by me. After the conclusion of the physical voting, the locked ballot box was subsequently opened in my presence and in the presence of Mr. Shivakumar P. S. and Mr. Hemang Dhakan who acted as witnesses, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Subsequently, the Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses as mentioned above as prescribed in Sub Rule 4(xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot form, the details of which are as follows:





Details	Remote E-voting	Physical voting through ballot paper at the AGM	Total voting
Number of members who cast their votes	24	32	56
Total number of Shares held by them	10508029	43287	10551316
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid / Abstained Votes	As mentioned under each of the Resolution(s) mentioned hereunder		

**Note:**

Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and voting by Ballot Form at the venue of the meeting.

The results of the Remote E-voting on each item of business together with that of the physical voting conducted at the venue of the AGM by way of Ballot Form are as under:

**ORDINARY BUSINESS:**

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

To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Statement of Profit and Loss Account for the financial year ended on 31<sup>st</sup> March, 2019 together with the Report of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid / Abstained Votes
	Number of shares	%age	Number of shares	%age	Number of shares
Remote E-voting	10508026	100.00	3	0.00	0
Physical Voting	43287	100.00	0	0.00	0
<b>TOTAL</b>	<b>10551313</b>	<b>100.00</b>	<b>3</b>	<b>0.00</b>	<b>0</b>





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

To ratify appointment of M/s. AMPAC & Associates, Chartered Accountant, as Statutory Auditor of the Company and fix their remuneration.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid / Abstained votes
	Number of shares	%age	Number of shares	%age	Number of shares.
Remote E-voting	10508024	100.00	5	0.00	0
Physical Voting	43287	100.00	0	0.00	0
<b>TOTAL</b>	<b>10551311</b>	<b>100.00</b>	<b>5</b>	<b>0.00</b>	<b>0</b>

**SPECIAL BUSINESS:**

**III) Item No. 3 of the Notice (As Special Resolution):**

Reclassification of Promoters of the Company as Public Shareholders.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid / Abstained votes
	Number of shares	%age	Number of shares	%age	Number of shares.
Remote E-voting	1327404	100.00	5	0.00	9180620
Physical Voting	43287	100.00	0	0.00	0
<b>TOTAL</b>	<b>1370691</b>	<b>100.00</b>	<b>5</b>	<b>0.00</b>	<b>9180620</b>

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

Re-Appointment of Mr. Nilesh R. Desai (DIN No.: 00414747) for a second term of 5 consecutive years commencing 1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2024 as an Independent Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid / Abstained votes
	Number of shares	%age	Number of shares	%age	Number of shares.
Remote E-voting	10508024	100.00	5	0.00	0
Physical Voting	43287	100.00	0	0.00	0
<b>TOTAL</b>	<b>10551311</b>	<b>100.00</b>	<b>5</b>	<b>0.00</b>	<b>0</b>



**V) Item No. 5 of the Notice (As Special Resolution):**

**Re-Appointment of Mr. Sandeep S. Bhandari (DIN No.: 01379445) for a second term of 5 consecutive years commencing 1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2024 as an Independent Director of the Company**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained votes
	Number of shares	%age	Number of shares	%age	Number of shares.
Remote E-voting	10508024	100.00	5	0.00	0
Physical Voting	43287	100.00	0	0.00	0
<b>TOTAL</b>	<b>10551311</b>	<b>100.00</b>	<b>5</b>	<b>0.00</b>	<b>0</b>

**VI) Item No. 6 of the Notice (As Ordinary Resolution):**

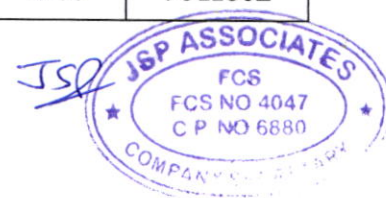
**Appointment of Mr. Prashant M. Kheskani (DIN No.: 02589654) for an Independent Director of the Company.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained votes
	Number of shares	%age	Number of shares	%age	Number of shares.
Remote E-voting	10508024	100.00	5	0.00	0
Physical Voting	43287	100.00	0	0.00	0
<b>TOTAL</b>	<b>10551311</b>	<b>100.00</b>	<b>5</b>	<b>0.00</b>	<b>0</b>

**VII) Item No. 7 of the Notice (As Ordinary Resolution):**

**Approval of related party contracts / transaction.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained votes
	Number of shares	%age	Number of shares	%age	Number of shares.
Remote E-voting	1466222	100.00	5	0.00	9041802
Physical Voting	43287	100.00	0	0.00	0
<b>TOTAL</b>	<b>1509509</b>	<b>100.00</b>	<b>5</b>	<b>0.00</b>	<b>9041802</b>

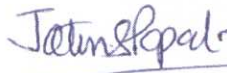


All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and votes casted at the AGM by way of Ballot Papers with the requisite majority and hence deemed to have been passed at the AGM.

I hereby confirm that, I have maintained the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-Voting and voting through Poll at the venue of the AGM. The polling papers and all other relevant records relating to e-voting and physical voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over to the Chairman / Company Secretary for safe keeping.

Thanking you,

Yours faithfully,  
For JSP Associates



Jatin Popat  
Proprietor  
FCS 4047 / CP No. 6880



Counter-signed by:  
For Metroglobal Limited

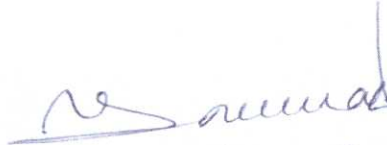



Gautam M. Jain  
Chairman and Managing Director



**Witnesses:**

1. Shivakumar P. S.:
2. Hemang Dhakan:

Place: Mumbai  
Date: 1<sup>st</sup> October, 2019