

## NOTICE

### NOTICE OF 28<sup>th</sup> THE ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 28th (Twenty Eighth) Annual General Meeting (AGM) of MetroGlobal Limited will be held on Tuesday, September 29, 2020 at 11.30 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

#### ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Gautam M. Jain (DIN: 00160167) who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint statutory auditors and fix their remuneration and 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s KPSJ & Associates LLP, Chartered Accountants (Firm Registration No: 124845W/W100209), be appointed as statutory auditors of the Company, in place of retiring auditors M/s AMPAC & Associates, Chartered Accountants (Firm Registration No: 112236W), to hold office from the conclusion of this **28<sup>th</sup> AGM** until the conclusion of the **33<sup>rd</sup> AGM**, at a remuneration of Rs. 600,000/- (inclusive of tax audit fee) plus GST and travel & out of pocket expenses, if any for any outstation visit made by them, on actual basis.'

#### SPECIAL BUSINESS

- 4) **KEEPING ACCOUNTING AND OTHER RECORDS AT A PLACE OTHER THAN REGISTERED OFFICE**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

**'RESOLVED THAT** pursuant to provisions of Section 94 of the Companies Act, 2013 ('the Act') and all other applicable provisions of the Act and relevant rules applicable, if any, consent of the members of

the Company be and is hereby accorded to keep the Books of Accounts, Accounting Records, Secretarial Records, Minutes Books and other registers/records at the Corporate Office of the Company **506-509 & 808-809, SHILP Building, CG Road, Ahmedabad-380009** or at such other place as the Board may decide from time to time.

**RESOLVED FURTHER THAT** the Register of Members in respect of shares held in or to be held in electronic mode will be kept at the place of Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited, (Mumbai) appointed by the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, either of Executive Director or Company Secretary of the Company be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this resolution.'

- 5) **RENT AGREEMENT WITH MR. GAUTAM M. JAIN, CHAIRMAN & MANAGING DIRECTOR**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**'RESOLVED THAT** pursuant to the provisions of Section 188 (1)(d) and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, consent of the members be and is hereby accorded for entering into rent agreement with Mr. Gautam M. Jain, Chairman & Managing Director with effect from April 01, 2020 for a period of ten years at a yearly rent of Rs. 900,000/- plus GST, maintenance charges and other taxes, if any, subject to incremental rise of 5% per annum in rent.'

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors and/or Audit Committee thereof be and are hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion and deem necessary, proper desirable and to finalise any documents and writings related thereto.'

## NOTICE (CONTD.)

### 6) TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

**'RESOLVED THAT** subject to the provisions of Section 185, 186 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any Director or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to give loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a group concern to be utilised for its principal business activities only and not for any other purpose, (in which any director is deemed to be interested) up to a sum not exceeding Rs. 100 Crores at any point in time (including amount outstanding as on date), in their absolute discretion deem beneficial and in the interest of the Company.

**RESOLVED FURTHER THAT** the term group concern shall mean the subsidiary or associate or joint venture companies where the investments are made by the Company and the entities where in Mr. Gautam Jain and Mr. Rahul Jain or their relatives are the Directors, partners and/or promoter shareholders.

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof, be and are hereby authorised to do all such acts, deeds and matters from time to time, that may be required in connection with the above resolution.'

### 7) APPOINTMENT OF MR. PRASHANT M. KHESKANI (DIN: 02589654) AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS.

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**'RESOLVED THAT** Mr. Prashant M. Kheskani (DIN:02589654), **appointed to hold office as an Independent Director of the Company, in the 27<sup>th</sup> Annual General Meeting held on September 30, 2019**, and that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable

provisions of the Companies Act, 2013 and applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), it is hereby confirmed that the said appointment was for a period of 5 (five) consecutive years **with effect from April 01, 2019** upto March 31, 2024.'

### NOTES

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or other Audio Visual Means (OAVM). Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is annexed as a part of this notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members with respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose mail addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2019-20 has been

uploaded on the website of the Company at <https://www.metrogloballimited.com/annual-reports/>. The Notice can also be accessed from the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**Instructions for e-voting and attending the AGM through VC/OAVM are annexed to this Notice.**

**By Order of the Board**

**Nitin S. Shah**

Company Secretary

ACS-7088

Place: Ahmedabad

Date: August 20, 2020

## NOTICE (CONTD.)

### EXPLANATORY STATEMENT:

[Pursuant to Section 102 of the Companies Act, 2013 ('Act')]

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice dated August 14, 2020.

#### Item No: 3

Though not mandatory, this statement is provided for reference. M/s AMPAC & Associates, Chartered Accountants (Firm Registration No: 112236W) were appointed as statutory auditors of the company, since 2010-11. In terms of their appointment made at the 23<sup>rd</sup> AGM held on September 30, 2015, they are holding office of the auditors up to the conclusion of the 27<sup>th</sup> AGM and hence, would retire at the conclusion of the forthcoming 28<sup>th</sup> AGM. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), the existing auditor's firm has completed two terms of five consecutive years. Accordingly, M/s KPSJ & Associates LLP, Chartered Accountants (Firm Registration No: 124845W/W100209) is proposed to be appointed as statutory auditors of the company, for a period of 5 years, commencing from the conclusion of 28<sup>th</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM. M/s KPSJ & Associates LLP, Chartered Accountants (Firm Registration No: 124845W/W100209), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

#### Item No: 4

Keeping registers, returns, etc. at a place other than registered.

In terms of section 128 (1) of the Companies Act, 2013, the company is required to prepare and keep at its registered office books of accounts and papers and financial statement, Secretarial Records, Minutes Books & Register of Members for every financial year. However subject to shareholders' approval by a special resolution, aforesaid books of account and papers and financial statement, Secretarial Records, Minutes Books & Register of Members for every financial year can be kept at place other than registered office of the company. The members at their 22<sup>nd</sup> Annual General Meeting held on September 30, 2014 authorised the directors to maintain records required to be kept under the Companies

Act, at a place other than registered office of the Company i.e. at Ahmedabad. The Board, for operational and administrative convenience, recommends that the books of accounts and financial statement for every financial year be kept at a place other than the registered office of the Company i.e. at Ahmedabad. The resolution as set out at Item No. 4 is recommended for approval of the members as Special Resolution.

None of the Directors and key managerial personnel of the company and their relatives are concerned and interested, financially or otherwise in the said resolution.

#### Item No: 5

The contract of rent as set out in the resolution was entered w.e.f. April 01, 2020 by the Company in its ordinary course of business and at arm's length basis. The Board of Directors of your Company has approved the proposed transaction in their meeting held on August 20, 2020 being in ordinary course of business and at arm's length basis. Disclosures as required to be given under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished below for kind perusal of the members:

- a) Name of the related party and nature of relationship:  
Mr. Gautam M. Jain, Chairman and Managing Director
- b) Nature, duration of the contract 10 (ten) years
- c) Particulars of the contract or arrangement:  
The rented office premises is admeasuring about 2187 sq. ft. The rent is fixed at Rs. 34.30 per square feet/month.
- d) Material terms of the contract or arrangement including the value, if any:  
Period: 10 (ten) Years  
Incremental increase in rent: 5% every year.  
Value of the arrangement per annum: Rs. 900,000
- e) Any advance paid or received for the contract or arrangement, if any:  
Nil.
- f) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:  
The prevailing lease rent in the same building and nearby premises.
- g) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:  
All factors have been considered.
- h) Any other information relevant or important to take a decision on the proposed transaction: Nil.

## NOTICE (Contd.)

The Board recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

Members are hereby informed that the member of the company who is a related party of Mr. Gautam M. Jain shall not vote on this special resolution.

Except Mr. Gautam M. Jain Chairman & Managing Director being landlord, Mr. Rahul G. Jain, Executive Director and Mrs. Krati R. Jain, Non-Executive Woman Director being relatives of Mr. Gautam M. Jain, no other Director is concerned or interested in the resolution.

### Item No. 6

The shareholders had vide resolution passed on September 30, 2014 consented and authorised the Board of Directors to make investments / acquisitions / give loan(s) and / or guarantee(s) / provide any security(ies), in excess of limits prescribed under Section 186 of the Companies Act, 2013 viz., 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more or up to Rs. 500 Crore, whichever is higher.

The Board of Directors have been judicious in acting upon the delegations by the shareholders including limits and regularly monitoring the same through proper review mechanisms. The Company renders support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by the way of loan, guarantee or security to other entities in the Group. In the light of amendments notified effective May 07, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

As on the date of approval of this notice, the following entities fall under the category of the group company:

- a) Where the Company is the investor either by way of shareholding or otherwise:

D K Metro Procon Private Limited  
Dual Metals Private Limited  
Metro Apptech LLP  
Myspace Infracon LLP  
Keshavji Developers  
Ganesh Infrastructure  
PMZ Developers  
Metrochem Capital Trust Limited

- b) The entities where in Mr. Gautam Jain and Mr. Rahul Jain or their relatives are the Directors, partners and/or promoter shareholders:

Maiden Tradefin Private Limited,  
Anil Dyechem Industries Private Limited,  
Amaze Trading and Investment Private Limited,  
Harvest Tradelink Private Limited

The members may note that Board of Directors would carefully evaluate proposals and provide such loans, guarantees or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

The Board recommends passing the resolution as set out at Item No.6 of this notice as a Special Resolution.

None of the Directors or Key Managerial Personnel except Mr. Gautam M. Jain, Chairman & Managing Director, Mr. Rahul G. Jain, Executive Director and Mrs. Krati R. Jain, Non-Executive Woman Director and/or their relatives are deemed to be interested or concerned financial or otherwise, in this resolution.

### Item No. 7

Mr. Prashant M. Kheskani, Chartered Accountant was appointed as an Independent Director w.e.f April 01, 2019 in the 27<sup>th</sup> Annual General Meeting held on September 30, 2019 in compliance of provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013. His appointment was proposed for five years by the Board of Directors on recommendation of Nomination and Remuneration Committee.

The Board recommends passing the resolution as set out as an ordinary resolution as through oversight, the ordinary resolution approved in a 27<sup>th</sup> Annual General Meeting did not mention the period of appointment.

None of the Directors of the Company except Mr. Prashant Kheskani are interested in the said resolution.

**By Order of the Board**

Place: Ahmedabad  
Date: August 20, 2020

**Nitin S. Shah**  
Company Secretary  
ACS-7088

## NOTICE (CONTD.)

### ANNEXURE TO THE NOTICE

#### A STATEMENT GIVING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AS SET OUT AT ITEM NO: 2 & 7 OF THE NOTICE

Details of the Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings].

<b>Name of Directors:</b>	<b>Mr. Gautam M. Jain</b>	<b>Mr. Prashant M. Kheskani</b>
Director Identification Number (DIN)	00160167	02589654
Date of Birth	June 18, 1952	January 24, 1984
Nationality	Indian	Indian
Date of Appointment	November 12, 2011	November 10, 2018
Qualification	Bachelor of Science & LLB	B.com, Chartered Accountant
Expertise in a Specific Functional Area	Mr. Gautam M. Jain has a diverse experience in managing and running large corporates, including, long experience in chemicals and dyestuff industries. Out of over 45 years of experience, he has spent 33 years in chemicals, and dyestuff industries. He is the Promoter & Executive Director at present and also the Chairman and Managing Director of the Company.	Mr. Prashant M. Kheskani has a vast experience in finance. He is a Chartered Accountant (CA) and has an outstanding professional career. He is at present the Independent Director, Non-Executive Director and member of Audit Committee, Nomination & Remuneration Committee & Stakeholder Responsibility Committee of the Company.
List of the Directorships Held in Listed Companies	1. Akshar Chem India Limited	NIL
List of the Directorships Held in other Companies	1. Metrochem Capital Trust Limited 2. MaidenTradefin Private Limited 3. Anil Dyechem Industries Private Limited 4. Amaze Trading & Investment Private Limited 5. DK Metro Procon Private Limited 6. Jain International Trade Organisation (JITO)	NIL
Chairman/Member in the Committees of the Boards of Companies in which he is Director*	Chairman of CSR committee of MetroGlobal Limited and Akshar Chem India Limited	Member of Audit Committee Member of Nomination & Remuneration Committee Member of Stakeholder Relationship Committee
Number of Board Meetings Attended during the Year 2019-20	4	4
Relationships between Directors Inter-Se	Mr. Gautam M. Jain is the Father of Mr. Rahul G. Jain and Father-in-Law of Mrs. Krati R. Jain	None
Number of Shares Held in the Company	1,061,959	NIL
Remuneration details (Including Sitting Fees during the Financial Year	Rs. 4,232,240	NIL

## NOTICE (CONTD.)

### INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC / OAVM ARE AS FOLLOWS:

#### A. Instructions for Members for remote e-voting through Electronic means are as under:

- i) The remote e-voting period begins on September 26, 2020 at 9.00 a.m. and ends on September 28, 2020, at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., September 22, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM.
- iii) Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on "Shareholders" module.
- v) Enter User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID;
  - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company, OR  
  
Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.
- vi) Next, enter the Image Verification as displayed and click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted in the e-voting of any company earlier, then your existing password is to be used.
- viii) If you are a first-time user follow the steps given below:

	For Shareholders Holding Shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company, please enter the member id / folio number in the dividend bank details field as mentioned in instruction (v).</li> </ul>

- ix) After entering these details correctly, click on the "SUBMIT" tab.
- x) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- xii) Click on the EVSN for MetroGlobal Limited on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- a. For Physical shareholders, please provide necessary details like folio number, name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Sharex Dynamic (India) Private Limited at support@sharexindia.com**
- b. For Demat shareholders, please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), name, client master or copy of Consolidated Account statement, PAN (self-

attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Sharex Dynamic (India) Private Limited at support@sharexindia.com**.

**B. Instructions for Members attending the AGM through VC / OAVM are as under:**

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of the Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@metroglobal.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least **5 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@metroglobal.in. These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



## NOTICE (CONTD.)

### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **Note for Non-Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, among others) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter, among others, together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; [investors@metroglobal.in](mailto:investors@metroglobal.in) if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

The Company has appointed CS Mehul Raval, Practising Company Secretary (Membership No: A28155; CP No: 10500), to act as the Scrutiniser for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

If you have any queries or issues regarding attending AGM and e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.