



September 02, 2024

To, BSE Limited, Department of Corporate Affairs, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India	Scrip Code: 500159 Security ID: METROGLOBL ISIN: INE085PD01033
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Subject: Notice of 32nd Annual General Meeting of the Company
Reference: Regulation 30(6) and Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015


Dear Sir / Madam,

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the 32nd Annual General Meeting (AGM) of the Company is scheduled to be held through Video Conference (VC) / Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India on **Friday, September 27, 2024 at 11:30 a.m. (IST)**. The Notice of Annual General Meeting along with e-voting instructions is enclosed herewith. The Notice is being sent through electronic mode to all those members whose email id is registered with the Company / Company's Registrar and Transfer Agent – Link-Intime India Private Limited ("RTA") / Depository Participant(s) ("DP") and it can also be accessed at the website of the Company at www.metrogloballimited.com.

The members are provided with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the Notice of 32nd AGM. The Company has fixed Friday, September 20, 2024 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the 32nd AGM or to attend the AGM.

The remote e-voting period commences on Tuesday, September 24, 2024 at 9:00 AM (IST) and ends on Thursday, September 26, 2024 at 5:00 PM (IST). The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of the 32nd AGM and declaration of dividend for the F.Y. 2023-24. You are requested to take the same on your record.

Thanking you,
For Metroglobal Limited



Hetal Koradia

Company Secretary and Compliance Officer
ACS No.:56454



Encl. As above

Notice

NOTICE is hereby given that the **32nd Annual General Meeting** of the members of the Company, **Metroglobal Limited** is scheduled to be held on **Friday, September 27, 2024 at 11:30 a.m. (IST)** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses:

Ordinary Businesses

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the Reports of the Board and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and Report of the Auditors thereon.

“RESOLVED THAT the Audited Standalone Financial Statements including the Balance Sheet of the Company as at March 31, 2024, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

“RESOLVED THAT the Audited Consolidated Financial Statements including the Balance Sheet of the Company as at March 31, 2024, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

2. Declaration of final dividend

To declare a final dividend of ₹ 2/- per equity share of ₹ 10/- each (20%) for the financial year ended March 31, 2024 and in this regard to pass the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT a final Dividend of ₹ 2/- per equity share of face value of ₹ 10/- each aggregating to ₹ 246.68 Lakhs, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

3. Re-appointment of director(s) retiring by rotation

To appoint a Director in place of Mr. Rahul G. Jain (DIN: 01813781), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rahul G. Jain (DIN: 01813781), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who is liable to retire by rotation.”

Special Businesses

4. Appointment of Mr. Balveermal Kewalmal Singhvi (DIN: 05321014), as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Balveermal Kewalmal Singhvi (DIN: 05321014), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 10, 2024 and who holds office till the conclusion of this 32nd Annual General Meeting (AGM), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years commencing from date of Board’s approval i.e. August 10, 2024 till August 09, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 approval be and is hereby granted for appointment / re-appointment as well as continuing the directorship of Mr. Balveermal Kewalmal Singhvi as an Independent Director of the Company who has attained the age of 75 (seventy five) years.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mrs. Monika Gaurav Gupta (DIN: 07224521), as an Independent and Woman Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Monika Gaurav Gupta (DIN: 07224521), who was appointed as an Additional Director in the capacity of an Independent and Woman Director with effect from August 10, 2024 and who holds office till the conclusion of this 32nd Annual General Meeting (AGM), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director and Woman of the Company for a period of 5 (five) years commencing from date of Board’s approval i.e. August 10, 2024 till August 09, 2029, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Revision in the Remuneration of Mr. Gautamkumar Mithalal Jain (DIN: 00160167), Chairman & Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** further to the resolution passed at the 29th Annual General Meeting held on September 28, 2021 for appointment and remuneration payable to Mr. Gautamkumar Mithalal Jain (DIN: 00160167), Chairman & Managing Director and pursuant to the provisions of Sections 197, 198 and other applicable provisions and Rules thereto, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof, the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Gautamkumar Mithalal Jain, Chairman & Managing Director of the Company with effect from April 01, 2024 for the remaining period of his present term of appointment upto November 11, 2026, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as detailed below:

I. Salary:

Salary shall not be less than ₹ 72,00,000 /- (Rupees Seventy Two Lakhs only) per annum and the said salary may go up based on his performance and Industry trends to ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum notwithstanding the limits provided under Section 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Perquisites:

Perquisites as follows will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company. However, in cases where the actual amount of expenditure

cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

- a. Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company along with coverage under the Company's medical insurance policy.
- b. Insurance: Insurance policy to cover personal effects, personal accident and mediclaim for medical expenses.
- c. House Rent Allowance: As per the Company's policies and in compliance with the Income Tax Act, 1961.
- d. Leave Travel Concession / allowance: For self and family, once in a year in accordance with the rules of the Company / rules of Income Tax Act, 1961.
- e. Foreign Travelling Expenses: For self and family incurred once in a year as per the rules of the Company.
- f. Club Fees: Fees of Club payable as per the rules of the Company.
- g. Car Use of fully maintained Company's car with chauffeurs and fuel reimbursement.
- h. Telephone Reimbursement of residential telephone bills at actual (Use of telephone for official purpose shall not be considered as perquisite) and Use of mobile phone for official purpose.
- i. Electricity Bill: Reimbursement of electricity bills for the residence of the Executive Director.
- j. Credit Card payments: The Executive Director shall be entitled to reimbursement of expenses incurred by him including use of Credit Card in connection with the business of the Company and entertaining guests of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Mr. Gautamkumar Mithalal Jain shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include committee(s) / official(s) of the Company authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. Revision in the Remuneration of Mr. Rahul Gautamkumar Jain (DIN: 01813781), Wholetime Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT further to the resolution passed at the 29th Annual General Meeting held on September 28, 2021 for appointment and remuneration payable to Mr. Rahul Gautamkumar Jain (DIN: 01813781), Wholetime Director and pursuant to the provisions of Sections 197, 198 and other applicable provisions and Rules thereto, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof, the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Rahul Gautamkumar Jain, Wholetime Director of the Company with effect from April 01, 2024 for the remaining period of his present term of appointment upto November 11, 2026, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as detailed below:

I. Salary:

Salary shall not be less than ₹ 72,00,000 /- (Rupees Seventy Two Lakhs only) per annum and the said salary may go up based on his performance and Industry trends to ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum notwithstanding the limits provided under Section 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Perquisites:

Perquisites as follows will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

- a. Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company along with coverage under the Company's medical insurance policy.
- b. Insurance: Insurance policy to cover personal effects, personal accident and mediclaim for medical expenses.
- c. House Rent Allowance: As per the Company's policies and in compliance with the Income Tax Act, 1961.
- d. Leave Travel Concession / allowance: For self and family, once in a year in accordance with the rules of the Company / rules of Income Tax Act, 1961.
- e. Foreign Travelling Expenses: For self and family incurred once in a year as per the rules of the Company.
- f. Club Fees: Fees of Club payable as per the rules of the Company.
- g. Car Use of fully maintained Company's car with chauffeurs and fuel reimbursement.
- h. Telephone Reimbursement of residential telephone bills at actual (Use of telephone for official purpose shall not be considered as perquisite) and Use of mobile phone for official purpose.
- i. Electricity Bill: Reimbursement of electricity bills for the residence of the Executive Director.
- j. Credit Card payments: The Executive Director shall be entitled to reimbursement of expenses incurred by him including use of Credit Card in connection with the business of the Company and entertaining guests of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Mr. Rahul Gautamkumar Jain shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include committee(s) / official(s) of the Company authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office

506-509, Shilp Building,
Opp. Girish Cold Drinks,
C.G. Road, Navrangpura,
Ahmedabad – 380009, Gujarat, India
CIN: L21010GJ1992PLC143784
Tel. No.: +91-79-2646 8016, 2646 9150, 2640 3930

Email: cs@metroglobal.in

Website: www.metrogloballimited.com

For and on Behalf of the Board of Directors

Gautam M. Jain
(Chairman)
(DIN: 00160167)

Place: Ahmedabad
Date: August 10, 2024

Notice (Contd.)

Notes

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 7 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”. Members may note that the Notice of 32nd AGM and the Annual Report of the Company for the year ended March 31, 2024 have been uploaded on the Company’s website www.metrogloballimited.com and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, on email id of the Scrutinizer cs.jigneshshah@gmail.com and the email id of Company at cs@metroglobal.in with a copy marked to helpdesk@cDSLindia.com.
7. Regulation 40 of the Listing Regulations, as amended, mandates that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Further SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that listed companies shall issue the securities in dematerialized form only, in order to enhance ease of dealing in securities markets by investors, for transactions including Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition of shares. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
 9. The Members can join the AGM through 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 for 1,000 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.
 10. Members may also submit their queries in writing to cs@metrogloballimited.com or investors@metrogloballimited.com by Friday, September 20, 2024. The Chairman will address these queries during the meeting. It is not necessary to register as a speaker shareholder for this purpose.
 11. The Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2024 through email to cs@metrogloballimited.com, investors@metrogloballimited.com. The same will be replied by the Company suitably.
 12. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive).
- FINAL DIVIDEND FOR FY 2023-24:**
13. The Board of Directors at its meeting held on Friday, May 24, 2024, has recommended a final dividend of ₹ 2/- per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM, is **Friday, September 20, 2024**. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after **Monday, October 07, 2024**, electronically through various online transfer modes to those members who have updated their bank account details.
 14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. The forms for updating the same are available at <https://www.metrogloballimited.com>. The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
 15. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
 16. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders can upload the aforesaid documents, as applicable, on the following link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before, Thursday, September 19, 2024 to enable the Company to determine the appropriate TDS rates. To avail the benefit of non-deduction of tax at source, Shareholders may also write to rnt.helpdesk@linkintime.co.in by Thursday, September 19, 2024. No communication

NOTICE (CONTD.)

on the tax determination / deduction received post Thursday, September 19, 2024 shall be considered for payment of the Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

17. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in or cs@metroglobal.in, investors@metroglobal.in. The aforesaid declarations and documents need to be submitted by the Shareholders by Thursday, September 19, 2024.
18. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.
19. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends by registering their bank account details with the Company. Members holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participants and members holding shares in physical mode are requested to send a duly signed request letter to RTA i.e. Link-Intime India Private Limited having address at Link-Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083, mentioning the name, Folio no, bank details, self-attested copy of PAN Card and original cancelled cheque leaf along with Form ISR-1. In case of absence of name of the first shareholder on the original cancelled cheque, bank attested copy of first page of the bank passbook / statement of accounts in original along with Original cancelled cheque. Format of the Form ISR-1 and other required details are available on the website of the Company at <https://www.metrogloballimited.com>.
20. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <https://www.metrogloballimited.com>. Members are requested to submit the said details to their respective DPs, in case the shares are held by them in dematerialised form and to the Company / RTA in case the shares are held by them in physical form.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.
23. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
24. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

25. The Members whose unclaimed dividends and / or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on www.iepf.gov.in.
26. Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the information in respect of the unclaimed dividends as on March 31, 2024 on its website <https://www.metrogloballimited.com>.

Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below:

Financial Year	Type of Dividend	% of Dividend	Date of Declaration	Proposed Month and Year of Dividend Transfer to IEPF
2020-2021	Final Dividend	20%	September 28, 2021	November 03, 2028
2021-2022	Final Dividend	20%	September 15, 2022	October 22, 2029
2022-2023	Final Dividend	25%	September 26, 2023	November 02, 2030

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

27. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at investors@metroglobal.in or cs@metroglobal.in. Questions / queries received by the Company till 5.00 p.m. IST on Friday, September 20, 2024 shall only be considered and the same will be replied by the Company suitably.
28. Members who would like to express their views or ask questions during the AGM may use chat facility to raise questions to moderator. The moderator then will ask one by one question during the meeting. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker shareholder and may send their request mentioning their name, demat account number / folio

number, email id, mobile number at cs@metroglobal.in. Those shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views / ask questions during the meeting.

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

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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 from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-Voting period begins on **Tuesday, September 24, 2024 at 9:00 AM (IST) and ends on Thursday, September 26, 2024 at 5:00 PM (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

VOTING STARTS ON	VOTING ENDS ON
Tuesday, September 24, 2024 at 9:00 a.m. (IST)	Thursday, September 26, 2024 at 5:00 p.m. (IST)

During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, September 20, 2024 i.e. cut-off date**, may cast their vote electronically.





Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

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Step 1 : Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS Facility</p> <p>If you are already registered for NSDL IDeAS Facility, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsd.com/. b. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1 to 5. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. <p>C. NSDL Mobile Application</p> <p>Shareholders / Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 and 1800-22-44-30 or at 022-4886-7000, 022-2499-7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800-22-55-33.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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- f. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR 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"> 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.

- After entering these details appropriately, click on "Submit" tab.
- 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 to be also 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the **EVSN** for the Company **240817010** MetroGlobal Limited - on which you choose to vote.
- 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.

- Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

13. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only

- ▶ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- ▶ 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 will be mapped automatically & can be delink in case of any wrong mapping.
- ▶ It is Mandatory that, 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 scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@metroglobal.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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 meeting i.e. September 20, 2024 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by September 20, 2024 mentioning their name, demat account number / folio number, email id, mobile number at cs@metroglobal.in. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- 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.
- 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

For Physical shareholders - please provide necessary details like Folio No., 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 Company at cs@metroglobal.in / RTA at rnt.helpdesk@linkintime.co.in.

For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-22-55-33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill

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Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800-22-55-33.

GENERAL INSTRUCTIONS FOR VOTING:

1. Mr. Jignesh Shah, Advocate (Enrollment No. G/4908/2022), Address: 203, Shivalik-9, Vasundhara Society, Gulbai Tekra, Panchami Road, Ahmedabad - 380006, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
2. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, submit to the Chairman of the Company.
3. Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website at www.metrogloballimited.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. The results shall be communicated to the BSE Limited and will also be uploaded on website of Stock Exchange.
4. The resolution shall be deemed to be passed on the date of the annual general meeting, subject to the same being with requisite majority.
5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 20, 2024 may obtain the login ID and password by sending a request at www.evotingindia.com.

Note: For detailed instructions for e-voting, please visit website of CDSL.

Registered Office

506-509, Shilp Building,
Opp. Girish Cold Drinks,
C.G. Road, Navrangpura,
Ahmedabad – 380009, Gujarat, India
CIN: L21010GJ1992PLC143784
Tel. No.: +91-79-2646 8016, 2646 9150, 2640 3930
Email: cs@metroglobal.in
Website: www.metrogloballimited.com

For and on Behalf of the Board of Directors

Gautam M. Jain
(Chairman)
(DIN: 00160167)

Place: Ahmedabad
Date: August 10, 2024

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (Including Additional Information on Director(s) Recommended for Appointment / Re-Appointment as Required Under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Under the Secretarial Standards on General Meetings)

In Respect of Item No. 3

Re-appointment of Mr. Rahul G. Jain is also being proposed in accordance with the provisions of Section 152(6) of the Companies Act, 2013 i.e. appointment of director(s) in place of director(s) retiring by rotation and accordingly being eligible, Mr. Rahul G. Jain offers himself for re-appointment.

The board recommends the shareholders to approve re-appointment of Mr. Rahul G. Jain as a director of the Company in terms of provisions of Section 152(6) of the Companies Act, 2013.

Name of the Director	Rahul Gautamkumar Jain (DIN: 01813781)
Nationality	Indian
Date of Birth	October 19, 1983
Date of Appointment	September 14, 2011
Qualification	Bachelors of Science in Management Studies, USA with concentration in Marketing & Finance. Having more than 15 years of working experience in the Industry.
Expertise in Specific functional areas	Mr. Rahul G. Jain, having been at the helm of the Company for over a decade, plays a crucial role in shaping and executing business strategies. His leadership skills have been pivotal in driving the Company's success.
List of Companies in which outside directorship held	1. Anil Dye-Chem Industries Private Limited 2. Dual Metals Private Limited 3. Harvest Tradelink Private Limited 4. Maiden Tradefin Private Limited 5. Amaze Trading and Investment Private Limited
Chairman / Member of the Committee of the Board of Directors	Member of Audit Committee Member of Stakeholder's Relationship Committee
Chairman / Member of the Committees of other companies in which he is Director	NIL
Number of Board Meeting Attended	5 (Five)
Relation between Directors	Mr. Rahul Jain is son of Mr. Gautam Jain & spouse of Mrs. Krati Jain
Number of Shares held in the Company	74,818 (0.61% of Shareholding)
Remuneration during FY2023-24	₹ 72,00,000

In Respect of Item No. 4

The Company pursuant to the requirement of Regulations 17 and 25(6) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 Board of Directors shall have an optimum combination of Executive and Non - Executive Directors with atleast one Woman Director and not less than fifty percent of the Board of Directors shall comprise of Non - Executive Directors. The Second term of Independent Directors namely Mr. Sandip Sarbatmal Bhandari and Mr. Nilesh Rajanikant Desai shall be completed in the year 2024 and hence, the Company would be required to appoint two Independent Director on the Board of the Company in terms of the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 including other applicable provisions, if any.

The Nomination & Remuneration Committee of Directors recommended in its Meeting held on August 10, 2024 to the Board and the Board of Directors, in its Meeting held on August 10, 2024 appointed subject to all necessary and required approvals, if any, including the Shareholders of the Company at the 32nd annual general meeting, Mr. Balveermal Kewalmal Singhvi (DIN: 05321014) as an Additional and Independent Director on the Board of the Company for a period of 5 (five) consecutive years commencing from August 10, 2024 till August 09, 2029, (both days inclusive) not liable to retire by rotation.

Further, as per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the shareholders is also required by way of special resolution for continuing

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the Directorship of any Non - Executive Director who have attained the age of 75 years.

In the opinion of the Board and based on the Board's evaluation, he fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.

Considering his educational qualification, experience and expertise and taking into account the fact that his association with the Company will be of immense benefit to the Company and on the basis of recommendation by the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed his appointment as an Independent Director of the Company for a term of five years commencing from August 10, 2024 till August 09, 2029, (both days inclusive) not liable to retire by rotation by way of special resolution at the ensuing 32nd Annual General Meeting of the Company.

The Company has received the following from Mr. Balveermal Kewalmal Singhvi;

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;

- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

A copy of the draft letter for the appointment of Mr. Balveermal Kewalmal Singhvi as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Friday, September 20, 2024.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17(1A) and 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Balveermal Kewalmal Singhvi aged 75 years as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Singhvi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

In Respect of Item No. 5

The Nomination & Remuneration Committee of Directors recommended in its Meeting held on August 10, 2024 to the Board and the Board of Directors, in its Meeting held on August 10, 2024 appointed subject to all necessary and required approvals, if any, including the Shareholders of the Company at the 32nd annual general meeting, Mrs. Monika Gaurav Gupta (DIN: 07224521) as an Additional Independent and Woman Director on the Board of the Company for a period of 5 (five) consecutive years commencing from August 10, 2024 till August 09, 2029, (both days inclusive) not liable to retire by rotation.

In the opinion of the Board and based on the Board's evaluation, she fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for her appointment as an Independent and Woman Director of the Company and she is independent of the Management of the Company.

The Company has received the following from Mrs. Monika Gaurav Gupta;

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent and Woman Director of the Company;
- (vi) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

A copy of the draft letter for the appointment of Mrs. Monika Gaurav Gupta as an Independent and Woman Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Friday, September 20, 2024.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mrs. Monika Gaurav Gupta aged 36 Years as an Independent and Woman Director of the Company, as a special resolution.

No director, KMP or their relatives except Mrs. Monika Gaurav Gupta, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of approval of members.

In Respect of Item No. 6 & 7

Considering the performance of the Company and contribution therein made by the Executive Directors, and as recommended by the Nomination and Remuneration Committee, it is proposed by the Board that the remuneration of Mr. Gautamkumar Mithalal Jain and Mr. Rahul Gautamkumar Jain be revised and increased upto the limits as stated in the respective resolutions.

Further, as a matter of good governance and prudent practice, the additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

I. General Information:

(1) Nature of industry:

The Company is engaged in the business of trading and import of various chemicals, minerals and ores, metals, precious metals, as well as realty development and financial services.

(2) Date or expected date of commencement of commercial production:

Metroglobal Limited (MGL), founded by Mr. Gautam Jain, specializes in the manufacture and trade of dyes and dye intermediates. Initially established in 1987 as Rahul Dye Chem Industries Private Limited (RDIPL), it was later transformed into a public limited company in 1993 and rebranded & renamed as Metrochem Industries Limited (MCIL). MCIL operated manufacturing facilities in Ahmedabad and Vadodara. In 2009, MCIL demerged its vadodara unit, which represented nearly 90% of its manufacturing capacity, selling it to Huntsman International (India) Private Limited (HIPL), and entered into a three year non-compete agreement with HIPL. In FY 11, MCIL underwent a reverse merger with Global Boards Limited (GBL), resulting in the Company being renamed Metroglobal Limited (MGL). Metroglobal Limited has since then diversified its interest into trading of bulk chemicals, textiles, minerals & ores, plastics, infrastructure & realty development and financial services.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

NOTICE (CONTD.)

(4) Financial performance based on given indicators:

Financial Parameters	2023-2024	2022-2023	2021-2022
Revenue (₹ in Lakhs)	23,476.86	23,542.76	24,855.79
Profit After Tax (₹ in Lakhs)	1,588.65	1,907.49	1,183.71
Rate of Equity Dividend (%)	20%	25%	20%

(5) Foreign investments or collaborations, if any.: Not Applicable

II. Information about the Appointee:

(1) Background details / Recognition / Awards

Mr. Gautam M. Jain aged 72 years, holds a graduate degree in science and LLB. Presently he is Chairman and Managing Director of Metroglobal Limited. Mr. Jain is a first generation entrepreneur and is a founder, promoter and one of the key architects in developing & transforming the organization from manufacturing unit through his commitment. He has more than four decades of rich experience in the industry. He has strong domain knowledge of Indian Dyes and Dye intermediates industry with good understanding of manufacturing, sales, imports, exports, international markets and proven ability in business, setting up systems and procedures for robust growth.

Mr. Rahul G. Jain, 40 years old, has earned a bachelor's degree in management studies from the USA, specializing in marketing and finance. He currently serves as the CFO and Wholetime Director of Metroglobal Limited. Under Mr. Rahul G. Jain's leadership for over a decade, he has been pivotal in crafting and executing business strategies. His exceptional leadership has been crucial to the company's success and growth.

(2) Past remuneration

Both Mr. Gautam M. Jain and Rahul G. Jain drew remuneration of ₹ 72 Lakhs each for the financial year 2023-24.

(3) Job profile and his suitability

Mr. Gautam M. Jain in his capacity as Chairman & Managing Director of the Company is contributing immensely to the Company. The Company has

tremendously benefited from the visionary direction of Mr. Gautam M. Jain.

Mr. Rahul G. Jain also in his capacity as CFO and Wholetime Director has accorded the Company with the great level of inputs for the furtherance of the growth of the Company.

They are responsible for overall day to day management of the Company as a part of the Board of Directors of the Company.

(4) Remuneration proposed

The remuneration proposed to be paid to Mr. Gautam M. Jain and Mr. Rahul G. Jain shall be as stated as per resolutions under Item No. 6 & 7 respectively.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Given the expanded scope of responsibilities associated with the Company's increased business activities, the proposed remuneration aligns with industry standards and is comparable to compensation for board-level roles in businesses of similar size and stature.

Taking into account the roles and responsibilities of Mr. Gautam M. Jain and Mr. Rahul G. Jain in the affairs of the Company, their background, rich experience, the key role played by them in overcoming all the difficulties in the business, the proposed remuneration is reasonable and fully justifiable.

(6) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.

Mr. Gautam M. Jain is a promoter director and as at March 31, 2024, he held 10,61,959 equity shares of the Company in his individual capacity and 32,900 equity shares in the capacity of karta of Gautamkumar Mithalal HUF. Mr. Gautam M. Jain is the father of Mr. Rahul G. Jain and the father-in-law of Mrs. Krati Rahul Jain.

Mr. Rahul G. Jain is also a promoter director and as at March 31, 2024, he held 74,818 equity shares of the Company in his individual capacity. Mr. Rahul G. Jain is son of Mr. Gautam M. Jain and spouse of Mrs. Krati Rahul Jain.

III. Other Information:**(1) Reasons of loss or inadequate profits**

Despite operating in a challenging global environment marked by inflation, the Company has consistently demonstrated robust earnings and is poised for continued growth. While the Company currently generates substantial profits, to ensure alignment with industry standards for director remuneration, the Company seeks shareholder approval for a remuneration structure applicable in the event of potential future profit inadequacy due to unforeseen circumstances.

(2) Steps taken or proposed to be taken for improvement

Not Applicable

(3) Expected increase in productivity and profits in measurable terms

The Company expects even better performance in all the parameters in the upcoming years.

IV. Other Disclosures

Other disclosures under Schedule V of the Companies Act, 2013 has been provided in the Corporate Governance Report and the same forms part of this Annual Report.

The Board recommends the special resolution as set out in Item No. 6 & 7 of this notice for the approval of members.

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Email: cs@metroglobal.in

Website: www.metrogloballimited.com

For and on behalf of Board of Directors

Gautam M. Jain

(Chairman)

(DIN: 00160167)

Place: Ahmedabad

Date: August 10, 2024

NOTICE (Contd.)

BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT ANNUAL GENERAL MEETING

[Pursuant to regulation 36 (3) of the SEBI Listing Obligations & Disclosure Requirements, Regulations, 2015 and Secretarial Standard on General Meeting (SS-2)]

Name of Director	Balveermal Kewalmal Singhvi	Monika Gaurav Gupta
DIN	05321014	07224521
Designation	Non - Executive Independent Director	Non - Executive Independent and Woman Director
Date of Birth	15-04-1949	21-06-1988
Age (in Years)	75	36
Key terms and conditions of appointment	Appointment of Mr. Balveermal K. Singhvi as an Independent Director of the Company (DIN: 05321014) to hold office for a term of 5 years i.e. with effect from August 10, 2024 to August 09, 2029.	Appointment of Mrs. Monika Gaurav Gupta as an Independent and Woman Director of the Company (DIN: 07224521) to hold office for a term of 5 years i.e. with effect from August 10, 2024 to August 09, 2029.
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	It is proposed to appoint him as Director for his first term on the Board and hence, these details are not applicable.	It is proposed to appoint her as Director for her first term on the Board and hence, these details are not applicable.
Qualification	B.com and Diploma in Cost and Works Accountant from Jodhpur University in 1970	<ul style="list-style-type: none"> • Fellow Member of Institute of Company Secretaries of India (ICSI) • CA (Inter) – Institute of Chartered Accountants of India (ICAI) • Associate Member of Insurance Institute of India (III) • Registered Independent Woman Director – Indian Institute of Corporate Affairs (IICA) • Registered Valuer – Securities or Financial Assets (IBBI)
Nature of Expertise in specific functional areas	Mr. Balveermal Singhvi exemplifies expertise in accounting and banking through his robust educational background and extensive professional experience. His career in the banking sector spanned over 38 years, culminating in his retirement as Assistant General Manager from Oriental Bank of Commerce in 2009. His expertise encompasses accounting, auditing, banking operations, financial management, and leadership. Post-retirement, he has dedicated himself to religious and charitable activities, leveraging his skills to benefit the health, education and other sectors.	Mrs. Monika Gaurav Gupta is a distinguished professional renowned for her expertise in Company secretarial services and corporate law. Her specialization spans company and LLP registrations, secretarial compliance, corporate governance, XBRL filings, closure procedures for companies and LLPs, FEMA and RBI compliances, NCLT applications, and business restructuring. She also excels in capital structuring, due diligence services for startups, foreign investment structuring, business valuation, legal document drafting, and arbitration. Mrs. Gupta's profound knowledge and strategic insights make her a valuable addition to any team, ensuring efficient navigation of regulatory complexities and effective support for clients across various industries.
No. of Equity Shares held in the Company	Nil	Nil

Name of listed entities (other than Metroglobal) in which person holds Directorship and the list of committees of Board of Directors (across all Companies) in which Chairmanship / Membership is held	<p>Directorship in Listed Entities: -Riddhi Siddhi Gluco Biols Limited -Mahalaxmi Rubtech Limited</p> <p>Other Directorship: -Param Jewels Private Limited</p> <p>Membership / Chairmanship: -Chairman of Audit Committee and Member of Nomination and Remuneration Committee of Mahalaxmi Rubtech Limited -Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Member of CSR Committee of Riddhi Siddhi Gluco Boils Limited -Vice Chairman of Lions Eye Hospital, Ognaj, Ahmedabad - Chairman of Lions Karnavati Service Foundation</p>	<p>Directorship in Listed Entities: - Shanti Spintex Limited</p> <p>Other Directorship: -Jagson Colorchem Limited -Jigs Chemical Limited -German Green Steel And Power Limited</p> <p>Membership / Chairmanship: -Chairman of Audit Committee and Member of Nomination and Remuneration and Stakeholder Relationship Committee of Shanti Spintex Limited. -Fellow Member of Institute of Company Secretaries of India (ICSI)</p>
Listed entities from which the person has resigned in the past three years	None	Osia Hyper Retail Limited
Listed entities from which the person has resigned from Chairmanship & Membership in the past three years	None	Osia Hyper Retail Limited
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Balveermal Kewalmal Singhvi, (DIN: 05321014), aged 75 years, who fulfils the conditions specified under the Act and Listing Regulations as an Independent Director (Non-Executive) of the Company and is independent of the management. Mr. Singhvi is in good health and of sound mind. The Board is also confident of his being able to function and discharge his duties in an able and competent manner. Further, considering his background and experience, the Board is of the opinion that his association will be an immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company.</p>	<p>Mrs. Monika Gaurav Gupta, (DIN: 07224521), aged 36 years, who fulfils the conditions specified under the Act and Listing Regulations as an Independent and Woman Director (Non-Executive) of the Company and is independent of the management. Mrs. Gupta, with her distinguished career in company secretarial services and corporate law, possesses a robust skill set ideally suited for the role. Her deep understanding of corporate laws and her track record in facilitating business transactions and compliance procedures highlight her capability to contribute effectively as a corporate advisor and consultant. Her appointment promises to bring significant value to the Company, leveraging her expertise to support sustainable growth and compliance excellence across diverse sectors.</p>

