



February 12, 2024

To, BSE Limited, Department of Corporate Affairs, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India	Scrip Code: 500159 Security ID: METROGLOBL ISIN: INE085D01033
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Subject: Postal Ballot Notice dated February 10, 2024

Reference: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and , we hereby enclose a copy of the Notice of Postal Ballot dated February 10, 2024, together with the explanatory statement (the "Notice") being sent to the Members of the Company, for seeking their approval by way of a Special Resolution in accordance with the SEBI Listing Regulations and other applicable law, through remote e-voting for the following resolution:

Sr. No.	Particulars	Type of resolution
1	Re-Appointment of Mr. Prashant Kheskani (DIN: 02589654) as Non-Executive Independent Director of the Company for a second term of five years	Special Resolution

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, the postal ballot notice has been sent / issued only through electronic mode to those shareholders, whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., Link Intime (India) Private Limited / Depository Participants and whose names appear in the Register of Members as on cut-off date, i.e., **Friday, February 09, 2024**. The shareholders who have not yet registered their email address, to get the same registered by following the procedure prescribed in the Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to all its members. The remote e-voting will commence from **Wednesday, February 14, 2024 at 9:00 a.m. (IST) and shall end on Thursday, March 14, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by CDSL for voting after 5:00 p.m. (IST) on Thursday, March 14, 2024. The results will be announced on or before Saturday, March 16, 2024 by the Chairman or any Director or any person authorized by the Chairman.





The assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars. The Notice has also been placed on the website of the Company at www.metrogloballimited.com and website of CDSL at www.evotingindia.com.

For MetroGlobal Limited

Rahul Jain
Executive Director and CFO
DIN:01813781



CIN: L21010GJ1992PLC143784

Regd. Office: 506-509, Shilp, C.G. Road, Opp. Girish Cold Drinks, Navrangpura,
Ahmedabad - 380009, Gujarat, India

Tel: +91-79-2646-8016, 2646-9150, **E-mail:** cs@metroglobal.in

Website: www.metrogloballimited.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, February 14, 2024 at 9:00 a.m. (IST)	Thursday, March 14, 2024 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108, and other applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the 'Management Rules'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard - 2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA') and any other applicable Laws and Regulations, the following item of special business are proposed to be passed by the Members of **Metroglobal Limited** (the 'Company') through Postal Ballot via remote electronic voting ('e-Voting').

Item No.1

Re-Appointment of Mr. Prashant Kheskani (DIN: 02589654) as Non-Executive Independent Director of the Company for a second term of five years

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

RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee of the Company and pursuant to the provisions of Section 149, 150, 152, 178 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules framed

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thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and Regulation 25(2a) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any, as amended from time to time, consent of the members, be and is hereby accorded to the reappointment of Mr. Prashant Kheskani (DIN: 02589654) as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years effective from April 01, 2024 till March 31, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable including filing of forms with the Registrar of Companies, Ahmedabad and to settle any question or doubt that may arise in relation thereto and in order to give effect to the this Resolution.

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For and on behalf of Board of Directors

Rahul Jain

Executive Director

DIN: 01813781

Place: Ahmedabad

Date: February 10, 2024

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('the Act') read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Notice.
2. In accordance with the MCA Circulars, the Company is sending the Notice of Postal Ballot only through electronic mode to all those members whose e-mail addresses are registered with the Company or Depositories / Depository participants or Company's Registrar and Transfer Agent i.e. Link Intime (India) Private Limited. The hard copy of the Notice of Postal Ballot along with Postal Ballot forms and pre-paid Business Reply Envelopes is not being sent to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
3. Those members who have not registered their e-mail addresses in respect of their holdings shall follow the process as mentioned below in order to register their e-mail addresses and receive this Notice and cast their vote electronically:
 - Members holding shares in electronic form and who have not updated their email or KYC details are requested to register / update the details in their demat account, as per the process advised by their respective Depository Participant. Members holding shares in physical form who have not updated their email or KYC details are requested to register / update the said details in prescribed Form ISR 1, ISR 2, ISR 3 and SH 13 with the Registrar and Share Transfer Agent of our Company, i.e. Link Intime (India) Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai, Maharashtra, 400083. The shareholders can access Form ISR 1 and other relevant forms on the website of the Company at <https://www.metrogloballimited.com/grievance-redressal/>.
 - Alternatively, you may register your email address with Link Intime / the Company on a temporary basis to ensure the receipt of Postal Ballot Notice by sending an email on rnt.helpdesk@linkintime.co.in / cs@metroglobal.in. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to rnt.helpdesk@linkintime.co.in / cs@metroglobal.in.

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- Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Link Intime India Private Limited to enable servicing of notices and documents electronically to their e-mail address.
- 4. The Notice is being sent to those members, whose names appear in the register of members / list of beneficial owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, February 09, 2024 ("Cut- off Date")**, which will be considered for the purposes of remote e-voting. A person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
- 5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e., **Friday, February 09, 2024**.
- 6. The resolution passed by the members through Postal Ballot is deemed to have been passed on the last date specified for remote e-voting i.e., **Thursday, March 14, 2024** and the same has been deemed to be passed at a General Meeting of the members.
- 7. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 05:00 p.m. on all working days (Monday - Saturday) from the date of dispatch of the Notice i.e., Monday, February 12, 2024 till the last date for e-voting i.e., Thursday, March 14, 2024. Members are requested to write to the Company Secretary on cs@metroglobal.in for inspection of said documents.
- 8. The Notice has also been placed on the website of the Company at www.metrogloballimited.com and on the website of CDSL at www.evotingindia.com and will also be available on the website of Stock Exchange at www.bseindia.com.
- 9. The Board of Directors of the Company at it's meeting held on February 10, 2024, has appointed, Mr. Jignesh Shah, Advocate (Enrollment No. G/4908/2022), as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

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10. The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of Postal Ballot in a fair and transparent manner and the result of the Postal Ballot will be announced on or before Saturday, March 16, 2024. The result of the Postal Ballot will be posted on the Company's website at www.metrogloballimited.com, the website of CDSL at www.evotingindia.com and also on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com.
11. A member cannot exercise his vote by proxy on Postal Ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

12. Voting through electronic means:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by CDSL.

The remote e-voting facility will be available during the following period: -

Remote e-voting commences on	Wednesday, February 14, 2024 at 9:00 a.m. (IST)
Remote e-voting ends on	Thursday, March 14, 2024 at 5:00 p.m. (IST)

The remote e-voting module shall be disabled by CDSL for voting at 5:00 p.m. (IST) on Thursday, March 14, 2024. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period commences on **Wednesday, February 14, 2024 at 9:00 a.m. (IST) and ends on Thursday, March 14, 2024 at 5:00 p.m. (IST)** (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on Cut-off Date i.e., **Friday, February 09, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders'

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resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iii) In terms of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 dated July 11, 2023 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 CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. 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 is https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select "Myeasi Tab".

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Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or visit www.cdslindia.com and click on Login icon and select "Myeasi Tab" and click on "Register for Easi". 4. 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.
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e- Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e- Voting period.

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Type of shareholders	Login Method
	<p>2. If the user is not registered for IDeAS eServices, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.
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 nos.: 1800 1020 990 and 1800 22 44 30

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

- (iv) Login method for Remote e-Voting for Shareholders other than individual shareholders holding in Demat form & Physical Shareholders.
- a) The Shareholders should log on to the e-voting website www.evotingindia.com.
 - b) Click on "Shareholders" module.
 - c) 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.
 - d) Next enter the Image Verification as displayed and Click on Login.
 - e) 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.
 - f) If you are a first-time user follow the steps given below:

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For Physical Shareholders and other than individual Shareholders holding shares in Demat 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> <p>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.</p>
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. 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.</p>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company i.e. **240208003** to vote.
- (ix) 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.

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- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) Additional facility for Non - Individual Shareholders and Custodians - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

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- Alternatively, Non-Individual shareholders are required to mandatorily 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 i.e. 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.

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

1. 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 rant.helpdesk@linkintime.co.in / cs@metroglobal.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding 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.

4. 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800-22-55-33.
5. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the Postal Ballot on or before Saturday, March 16, 2024.

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6. The results along with the Scrutinizer's report will also be posted on Company's website at www.metrogloballimited.com, the website of CDSL at www.evotingindia.com and also on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com.

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THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statements sets out the material facts relating to Item no.1 of this Notice:

Mr. Prashant Kheskani (DIN: 02589654) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 by the members at the 27th Annual General Meeting held on September 30, 2019 to hold office up to March 31, 2024. His appointment due for retirement from the first term as an Independent Director on March 31, 2024.

The Nomination and Remuneration Committee at its meeting held on Saturday, February 10, 2024 after taking into the account the performance evaluation of Mr. Prashant Kheskani during his first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment has recommended to the Board his reappointment for a second term of five years. The Nomination and Remuneration Committee has considered his diverse skill leadership capabilities, expertise in Governance, Financial, Operational Planning and Advisory and Risk Management among others, as being key requirements for this role. In the view of the above, the Nomination and Remuneration committee and board are of the view that Mr. Prashant Kheskani possesses the requisite skills and capabilities, which would be of immense benefits to the Company, and hence it is desirable to reappoint him as an Independent Director.

Based on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on Saturday, February 10, 2024 has recommended the reappointment of Mr. Prashant Kheskani as an Independent Director, not liable to retire by rotation, for second term of five years effective April 01, 2024 to March 31, 2029. In accordance with the provisions of Section 149 of the Companies Act, 2013, Independent Director may hold office for two terms up to five consecutive years each.

Mr. Prashant Kheskani fulfils the requirements of an Independent Director as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16 of the LODR Regulations. The Company has received all statutory disclosures / declarations from Mr. Prashant Kheskani, including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the

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Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of the Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the reappointment of Mr. Prashant Kheskani as an Independent Director of the Company effective April 01, 2024 to March 31, 2029, pursuant to, Section 149, 152 and other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be retire by rotation.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Prashant Kheskani, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 1. The Board recommends the resolution set forth in the item no. 1 for approval of members.

Additional Information as required under Regulation 36 of the LODR Regulations and Applicable standards

Details of Directors seeking Appointment / Re-appointment	
Name of Director	Mr. Prashant Kheskani
Age, Date of Birth (No. of Shares held)	January 22, 1984 Nil
Nationality	Indian
Qualification	Chartered Accountant (CA) from Institute of Chartered Accountants of India (ICAI)
Brief Profile and Nature of expertise in specific functional areas	Mr. Prashant Kheskani is a Chartered Accountant with an overall experience of 20+ years in Consulting. He started his career at a regional accounting firm in India, where he was involved in the audits of large domestic as well as publicly listed companies, hotels, stockbrokers, educational enterprises and hospitals. He is a Director at Mueller Prost Shared Services Private Limited, a top 20 CPA and Advisory firm in the US. He is known for his ability to understand critical issues, accurately evaluate problems, and develop unique, sound business solutions. He values the lasting, positive impact the firm can deliver to clients in pursuit of their goals. He appreciates the importance of associates who choose to build their careers at Wipfli and supports by

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Details of Directors seeking Appointment / Re-appointment

	mentoring them in their professional pursuits. He likes to research, is tech savvy and is best known to develop interactive client tools and updates that aid in benchmarking against industry standards in advance. Over his career, Prashant has guided a range of companies in a variety of industries. His diverse business experiences have allowed him to move beyond traditional client needs to consult on strategic matters such as governance, financial and operational planning.
Date of first appointment on the Board	First Term of 5 (Five) year effective April 01, 2019 to March 31, 2024.
Terms and conditions of appointment or reappointment	Please refer to the Resolution and Explanatory Statement for Item No. 1.
Remuneration last drawn (during the year) (per annum)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)	Mueller Prost Shared Services Private Limited
Chairmanship / Membership of the Committees of other Companies in which position of Director is held	Nil
Resignations, if any, from listed entities (in India) in past three years	None

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For and on behalf of Board of Directors

Rahul Jain
 Executive Director
 DIN: 01813781
 Place: Ahmedabad
 Date: February 10, 2024