



September 30, 2020

To  
The General Manager  
Department of Corporate Affairs  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Scrip code: 500159**

**Subject: Submissions regarding the 28<sup>th</sup> Annual General Meeting pursuant to SEBI (LODR) Regulations, 2015**

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a summary of proceedings of the 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2020 through video conferencing facility. We are also enclosing a copy of the Scrutinizer's Report issued by Mr. Mehul Raval, Practicing Company Secretary on the remote e-voting conducted from September 26, 2020 to September 28, 2020 and e-voting at the Annual General Meeting held on September 29, 2020.

Thanking you,

Yours sincerely,

For METROGlobal LIMITED

  
**Nitin S. Shah**  
Company Secretary & Compliance Officer





**SUMMARY OF PROCEEDINGS OF THE 28<sup>th</sup> ANNUAL GENERAL MEETING OF METROGLOBAL LIMITED HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 11:30 AM**

In view of the current extraordinary circumstances due to the massive outbreak of COVID-19 pandemic prevailing in the country requiring social distancing, the 28<sup>th</sup> Annual General Meeting ("AGM/Meeting") of the Members of MetroGlobal Limited ("the Company") was held on Tuesday, September 29, 2020 at 11:30 a.m. (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The Meeting was held in compliance with Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India vide ("SEBI Circular") and as per the applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder.

The 28<sup>th</sup> AGM of Members started at 11.30 am on Tuesday, September 29, 2020 with opening remarks by Mr. Nitin S. Shah, Company Secretary and Compliance Officer of the Company by informing the Members that the Company had enabled the Members to participate in the 28<sup>th</sup> AGM through the VC facility provided by Central Depository Services Limited (CDSL).

Mr. Gautam M. Jain, Chairman of the Board, chaired the Meeting and started the formal proceedings. The Chairman welcomed the Board of Directors and the Members attending the Meeting. All the Directors of the Company attended the Meeting.

As per the records of attendance 50 members attended the Meeting. The requisite quorum being present, the Chairman called the Meeting to order.

Representatives of M/s AMPAC & Associates, Chartered Accountants, the Statutory Auditors who retired by rotation at this 28<sup>th</sup> AGM and new Statutory Auditors viz. M/s. KPSJ & Associates LLP, Chartered Accountants and Secretarial Auditor viz., Mr. Jignesh A. Shah, Practicing Company Secretary attended the meeting through VC.

Since, there are no qualifications, observations or adverse comments on the financial statements having any material bearing on the functioning of the Company, Auditor's Report on financials and the Secretarial Audit Report, were not read at the Meeting. Thereafter, the Notice of the 28<sup>th</sup> AGM along with the Annual Report for FY 2019-2020 were taken as read, with the permission of the Members.

The Chairman addressed the shareholders which included Company's insights in to the past year as well as the way forward.

The Chairman then informed about the facility by the Company to the shareholders for registering as Speakers and/or posting questions through CDSL platform and that no ad hoc questions would be admissible at the Meeting.





The Chairman then, invited speaker shareholders who had done prior registrations, for asking their queries/ concerns. The queries raised were responded to the satisfaction of the members.

Thereafter, the Chairman informed the members that pursuant to the provisions of the Act and rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting as set out in the Notice of 28<sup>th</sup> AGM. The remote e-voting commenced on Saturday, September 26, 2020 (IST 9.00 a.m.) and continued till Monday, September 28, 2020 (IST 5.00 p.m.).

The members were further informed that the facility for voting through e-voting system e-voting platform of CDSL was made available during the Meeting for those who had not cast their vote prior to the Meeting.

The Company had appointed Mr. Mehul Raval, Practicing Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of remote e-voting and e-voting during the AGM.

The Chairman announced that the results of the voting (both remote e-voting and e-voting at the Meeting) would be declared within the timelines prescribed under law and would be sent to the stock exchange and shall also be placed at the website of the Company, the stock exchange and CDSL.

The Chairman extended his heartiest thanks to the members for their continuous support and association with the Company and requested the Members to continue voting.

The meeting concluded at 12:15 p.m. after being open for 15 minutes for e-voting to be completed.

The Scrutinizer report was received on September 30, 2020 and as set out therein, all the said resolutions were declared passed with the requisite majority.

This is for your information and records.

For METROGLOBAL LIMITED

**Nitin S. Shah**

Company Secretary & Compliance Officer





**MEHUL RAVAL**  
**COMPANY SECRETARY**

A2/304, PUSHKAR RESIDENCY,  
B/H. ANNAPURNA RESTAURANT,  
JASHODANAGAR,  
AHMEDABAD - 382445.

Email Id: mehulkraval@gmail.com  
Mobile No.: +91-9725488721

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**Combined Scrutinizer's Report on Remote E-voting & E-Voting at the 28<sup>th</sup> Annual General Meeting of Metro Global Limited, (CIN: L21010MH1992PLC069527) Registered Office Situated at : 101, 1<sup>st</sup> Floor, " Mangal Disha" , Nr. Guru Gangeshwar Temple, 6<sup>th</sup> Road, Khar (west) Mumbai 400052 held through Video Conferencing/ Other Audio Visual Means on Tuesday, September 29, 2020 at 11.30 A.M.**

To,  
Chairman  
Mr. Gautam M. Jain,  
MetroGlobal Limited,  
1<sup>st</sup> Floor, "Mangal Disha", Nr. Guru Gangeshwar Temple,  
6th Road, Khar (west), Mumbai 400052

**Sub: Passing of Resolution(s) through remote e-voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and e-voting done at the Annual General Meeting according to the e-voting system provided by the Company in terms of Circulars issued by the Ministry of Corporate Affairs.**

Dear Sir,

The Board of Directors of MetroGlobal Limited appointed me on August 20<sup>th</sup>, 2020 as the Scrutinizer for the Remote E-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and also to scrutinize the e-voting done by the members of the Company at the Annual General Meeting who participated through video conferencing / other audio visual means (VC / OAVM) as permitted by the Ministry of Corporate Affairs (MCA) vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars").

The MCA Circulars provides for relaxation to companies to hold its AGM through VC / OAVM including the manner of voting at the meeting, which was warranted on account of the outbreak of COVID-19 pandemic.

### **Report on Scrutiny:**

- The Company had appointed Central Depository Services Limited (“CDSL”) as the Service Provider for the purpose of extending the facility of Remote E-Voting and E-Voting system to the Members of the Company who participated in the AGM through VC / OAVM.
- CDSL had provided a system for recording the votes of the Members electronically on all the items of the business sought to be transacted at the AGM of the Company, which was held on Tuesday, September 29, 2020.
- CDSL had set up electronic voting facility (remote e-voting and e-voting at the AGM) on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also on the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was September 22, 2020.
- The Remote E-Voting facility was open from Saturday, September 26, 2020 at 9.00 A.M. to Monday, September 28, 2020 at 5:00 P.M.
- At the end of the voting period on September 28, 2020 at 5.00 P.M., the voting platform of the Service Provider was blocked forthwith.
- At the AGM of the Company, the facility to vote through electronic mode was provided to facilitate those members attending the meeting through VC / OAVM but could not cast their votes by availing the Remote E-voting facility.
- The Chairman, at the end of the discussion on the resolutions allowed to vote electronically through e-voting system provided on the CDSL platform to all those members who attended the AGM through VC / OAVM but could not cast their votes through remote e-voting facility.
- The votes cast electronically through the e-voting system provided by the Service Provider and the votes cast through Remote E-Voting facility were simultaneously unblocked by me as a Scrutinizer in the presence of Mr. Nitin S. Shah and Mr. Jignesh A. Shah who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014.
- After counting the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the Members through both the mode (remote e-voting and e-voting at the AGM).

- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the E-Voting at the AGM done through E-Voting system by the members attended through VC / OAVM, the details of which are as follows:

Details	Remote E-voting	E-voting at the AGM	Total voting
Number of members who casted their votes	76	1	77
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid / Abstained	As mentioned under each of the Resolution(s) mentioned hereunder		

**Note:**

- Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and E-voting at the AGM.
- The results of the Remote E-voting on each item of business together with that of the E-voting at the AGM are as under:

**ORDINARY BUSINESS:**

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

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Abstain Votes /
	Number of members	Number of Shares	Percentage (%)	Number of members	Number of Shares	Percentage (%)	
Remote E-voting	75	9954749	100	1	2	00	00
E-Voting at the AGM	1	1	00	0	0	00	00
<b>TOTAL</b>	76	9954750	100	1	2	00	00

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

To appoint a Director in place of Mr. Gautam M. Jain, who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Abstain Votes /
	Number of members	Number of Shares	Percentage (%)	Number of members	Number of Shares	Percentage (%)	
Remote voting E-	73	8896436	100	1	2	00	2
E-Voting at the AGM	1	1	00	0	0	00	0
<b>TOTAL</b>	<b>74</b>	<b>8896437</b>	<b>100</b>	<b>1</b>	<b>2</b>	<b>00</b>	<b>2</b>

Note :- Mr. Gautam M. Jain and Gautam Jain HUF being interested abstained from Voting.

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

To appoint statutory auditors and fix their remuneration

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Abstain Votes /
	Number of members	Number of Shares	Percentage (%)	Number of members	Number of Shares	Percentage (%)	
Remote voting E-	75	9954749	100	1	2	00	00
E-Voting at the AGM	1	1	00	0	0	00	00
<b>TOTAL</b>	<b>76</b>	<b>9954750</b>	<b>100</b>	<b>1</b>	<b>2</b>	<b>00</b>	<b>00</b>

**SPECIAL BUSINESS:****IV) ITEM NO.4 OF THE NOTICE (AS SPECIAL RESOLUTION):**

Keeping of Accounting and other records at a place other than Registered Office

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Abstain Votes /
	Number of members	Number of Shares	Percentage (%)	Number of members	Number of Shares	Percentage (%)	
Remote voting E-	75	9954749	100	1	2	00	00
E-Voting at the AGM	1	1	00	0	0	00	00
<b>TOTAL</b>	76	9954750	100	1	2	00	00

**V) ITEM NO. 5 OF THE NOTICE (AS ORDINARY RESOLUTION):**

Rent Agreement with Mr. Gautam M. Jain, Chairman & Managing Director

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Abstain Votes /
	Number of members	Number of Shares	Percentage (%)	Number of members	Number of Shares	Percentage (%)	
Remote voting E-	65	774129	100	1	2	00	10
E-Voting at the AGM	1	1	00	0	0	00	00
<b>TOTAL</b>	66	774130	100	1	2	00	10

(Note: - Interested Parties have abstained from Voting in line with Section 188 of CA-2013)



**VI) ITEM NO. 6 OF THE NOTICE (AS SPECIAL RESOLUTION):**

To Approve Transactions under Section 185 Of The Companies Act, 2013

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid / Abstain Votes
	Number of members	Number of Shares	Percentage (%)	Number of members	Number of Shares	Percentage (%)	
Remote voting E-	65	774129	100	1	2	00	10
E-Voting at the AGM	1	1	00	0	0	00	00
<b>TOTAL</b>	66	774130	100	1	2	00	10

(Note: - Interested Parties have abstained from Voting)

**VII) ITEM NO. 7 OF THE NOTICE (AS AN ORDINARY RESOLUTION):**

Appointment of Mr. Prashant M. Kheskani (DIN: 02589654) as an Independent Director for a period of five years.

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid / Abstain Votes
	Number of members	Number of Shares	Percentage (%)	Number of members	Number of Shares	Percentage (%)	
Remote voting E-	75	9954749	100	1	2	00	00
E-Voting at the AGM	1	1	00	0	0	00	00
<b>TOTAL</b>	76	9954750	100	1	2	00	00

All the Resolutions mentioned in the Notice of the AGM as per the details above stand passed under Remote E-Voting and E-Voting done by the members of the Company at the Annual General Meeting with the requisite majority and hence deemed to have been passed at the AGM.

I hereby confirm that, I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through Remote E-Voting and E-Voting done by the members of the Company at the Annual General Meeting. All the relevant records relating to remote e-voting and e-voting at the AGM will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over to the Chairman for safe keeping.

Thanking you,

Yours Faithfully,

MEHUL RAVAL  
(Practicing Company Secretary)

MEHUL  
KEDARBH  
AI RAVAL

Digitally signed  
by MEHUL  
KEDARBHAI  
RAVAL  
Date: 2020.09.30  
13:06:09 +05'30'

Membership No. A28155  
COP:10500  
UDIN: A028155B000817130

Countersigned by:

For, MetroGlobal Limited  
(CIN: L21010MH1992PLC069527)

JAIN  
GAUTAMK  
UMAR  
MITHALAL

Digitally signed  
by JAIN  
GAUTAMKUMAR  
MITHALAL  
Date: 2020.09.30  
13:09:52 +05'30'

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