



Date: 03-10-2018

To, BSE Limited

P. J. Towers,

Dalal Street

Mumbai - 400 001

Dear Sir/ Madam,

Sub: 26th Annual General Meeting (AGM) and Voting Results

Ref: Scrip Code: 500159

Dear Sir/s,

With reference to the subject cited, this is to inform the Exchange that at the 26th Annual General Meeting of METROGLOBAL LIMITED held on Saturday, the 29th day of September, 2018 at 12.30 P.M. at Conference Hall of the Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West) , Mumbai-400052

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

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I. Report of Scrutinizer dated October 1,2018, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

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

Thanking you.

Yours faithfully,

For METROGLOBAL LIMITED,

Nitin S.Shah

Company Secretary



Summary of proceedings of the 26th Annual General Meeting

The 26th Annual General Meeting (AGM) of the Members of METROGLOBAL LIMITED ('the Company') was held on Saturday, the 29th day of September, 2018 at 12.30 A.M. at Conference Hall of the Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai-400052

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

Mr. Gautam M.Jain, Chairman & Managing Director Chaired the Meeting.

In Presence:

- (i) Auditors of the Company: M/s AMPAC & ASSOCIATES
- (ii) Registrar & Share Transfer Agent: Sharex Dynamic (India) Private Limited.
- (iii) Scrutinizers for the Meeting: M/s JSP Associates

The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech and informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. The following items of business, as per the Notice of AGM dated September 29, 2018, were transacted at the meeting.

1. Adoption of Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. Appointment of Mr. Rahul G.Jain (DIN 01813781), as a director liable to retire by rotation.
3. Appointment M/s. M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) membership No:0444062) Mumbai as Auditors, to hold office from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and remuneration as may be fixed by the Board:
4. Reclassification of Promoters of the Company and in this regard to consider and fit, to pass, with or without modification(s), the resolution as a **Special Resolution**
5. Revision of remuneration of Mr.Gautam M.Jain (DIN 00160167), as Executive Chairman and Managing Director of the Company in this regard to consider and fit, to pass, with or without modification(s), the resolution as a **Special Resolution**
6. Revision of remuneration Mr. Rahul G.Jain (DIN 01813781), as Executive Director/Whole Time Director of the Company, in this regard to consider and fit, to pass, with or without modification(s), the resolution as a **Ordinary Resolution**





METROGlobal Limited

The Board of Directors had appointed Mr. Jatin S.Popat, FCS of JSP Associates, Practicing Company Secretary as the Scrutinizer to supervise the e - voting and ballot voting process. M/s JSP Associates submitted Scrutinizers Report dated 01/10/2018 which is attached herewith for information.

This is for your information and records

Thanking you,

Yours faithfully,

For METROGLOBAL LIMITED,

Nitin S.Shah

Company Secretary



Regd. Office : 101, 1st Floor, "Mangal Disha", Nr. Guru Gangeswar Temple , 6th Road , Khar (West), Mumbai-400052, INDIA.

Corporate Office : 508-509, 'SHILP', C.G. Road, Navrangpura, Ahmedabad 380 009, INDIA.

Phone : 91-79 - 2646 8016, 2646 9150, 2640 3930

Email : marketing@metroglobal.in **Web :** www.metrogloballimited.com **CIN :** L21010MH1992PLC069527



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6. Revision of remuneration Mr. Rahul G.Jain (DIN 01813781), as Executive Director/Whole Time Director of the Company, in this regard to consider and fit ,to pass, with or without modification(s), the resolution as a **Ordinary Resolution**



**Combined Report of Scrutinizer on remote e-voting and voting at the 26th Annual
General Meeting of Metroglobal Limited**

To,

Mr. Gautam M. Jain, Chairman,

of 26th Annual General Meeting of Metro Global Limited (hereinafter referred as the
("Company") held on Saturday, 29th September, 2018 at 12:30 p.m. at Conference Hall
of The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg,
Khar (West), Mumbai - 400052.

Dear Sir,

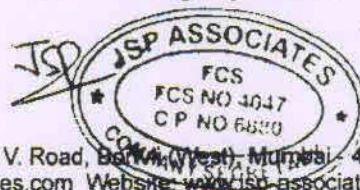
**Sub: Scrutinizer's Report on voting through remote e-voting and physical ballot
forms at the AGM in terms of provision of the Companies Act, 2013 read with
Rules issued thereunder and applicable provisions of the SEBI (Listing
Obligations and Disclosure Requirements) Regulation, 2015 ("Listing
Regulations").**

The Board of Directors of the Company at its meeting held on August 13, 2018
appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize
the votes cast through ballot paper by the members at the venue of the Annual General
Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20
and 21 of the Companies (Management and Administration) Rules, 2014 respectively as
amended.

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

Report on Scrutiny:

- The Company had appointed Central Depository Services Limited ("CDSL") as
the Service Provider for the purpose of extending the facility of Remote E-Voting
to the Members of the Company.
- Sharex Dynamic (India) Private Limited is the Registrar and Share Transfer
Agents ('RTA') of the Company.
- CDSL had provided a system for recording the votes of the Members
electronically on all the items of the business (both Ordinary and Special
businesses) sought to be transacted at the AGM of the Company, which was held
on Saturday, 29th September, 2018.



- CDSL had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also on the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was Friday, 21st September, 2018.
- The Remote E-Voting facility was open from Wednesday, 26th September, 2018 at 9.00 A.M. to Friday, 28th September, 2018 at 5:00 P.M.
- At the venue of the AGM of the Company, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting but could not participate in the Remote E-voting to cast their votes.
- At the venue of the AGM, 1 (one) ballot box kept for the purpose of casting of physical votes was locked in my presence with due identification marks placed by me. After the conclusion of the physical voting, the locked ballot box was subsequently opened in my presence and in the presence of Mr. Shivakumar P. S. and Mr. Hemang Dhakan who acted as witnesses, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Subsequently, the Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses as mentioned above as prescribed in Sub Rule 4(xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot form, the details of which are as follows:

| Details | Remote E-voting | Physical voting through ballot paper at the AGM | Total voting |
|--|-----------------|---|--------------|
| Number of members who cast their votes | 49 | 12 | 61 |



| | | | |
|-------------------------------------|---|-------|----------|
| Total number of Shares held by them | 14528765 | 16066 | 14544831 |
| Valid votes | As per details provided under each one of the Resolution(s) mentioned hereunder | | |
| Invalid / Abstained Votes | As mentioned under each of the Resolution(s) mentioned hereunder | | |

Note:

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

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

ORDINARY BUSINESS:

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

To receive, consider and adopt Audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss Account for the financial year ended on 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid / Abstained Votes |
|------------------|-----------------------------------|----------------|------------------------------|----------|---------------------------|
| | Number of shares | %age | Number of shares | %age | Number of shares |
| Remote E-voting | 14528765 | 100.000 | 0 | 0 | 0 |
| Physical Voting | 16066 | 100.000 | 0 | 0 | 0 |
| TOTAL | 14544831 | 100.000 | 0 | 0 | 0 |

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

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.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid / Abstained votes |
|------------------|-----------------------------------|----------------|------------------------------|----------|---------------------------|
| | Number of shares | %age | Number of shares | %age | Number of shares. |
| Remote E-voting | 4823678 | 100.000 | 0 | 0 | 9705087 |
| Physical Voting | 16066 | 100.000 | 0 | 0 | 0 |
| TOTAL | 4839744 | 100.000 | 0 | 0 | 9705087 |



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

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

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid/ Abstained votes |
|------------------|-----------------------------------|----------------|------------------------------|----------|--------------------------|
| | Number of shares | %age | Number of shares | %age | Number of shares. |
| Remote E-voting | 14528765 | 100.000 | 0 | 0 | 0 |
| Physical Voting | 16066 | 100.000 | 0 | 0 | 0 |
| TOTAL | 14544831 | 100.000 | 0 | 0 | 0 |

SPECIAL BUSINESS:

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

Reclassification of Promoters of the Company as Public Shareholders.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid/ Abstained votes |
|------------------|-----------------------------------|---------------|------------------------------|--------------|--------------------------|
| | Number of shares | %age | Number of shares | %age | Number of shares. |
| Remote E-voting | 4787167 | 99.243 | 36511 | 0.757 | 9705087 |
| Physical Voting | 16066 | 100.000 | 0 | 0 | 0 |
| TOTAL | 4803233 | 99.246 | 36511 | 0.754 | 9705087 |

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

Revision of Remuneration of Mr. Gautam M. Jain (DIN: 00160167), as Executive Chairman and Managing Director of the Company.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid/ Abstained votes |
|------------------|-----------------------------------|----------------|------------------------------|----------|--------------------------|
| | Number of shares | %age | Number of shares | %age | Number of shares. |
| Remote E-voting | 4823678 | 100.000 | 0 | 0 | 9705087 |
| Physical Voting | 16066 | 100.000 | 0 | 0 | 0 |
| TOTAL | 4839744 | 100.000 | 0 | 0 | 9705087 |



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

Revision of Remuneration of Mr. Rahul G. Jain (DIN: 01813781), as Executive Director / Whole Time Director of the Company.

| Manner of Voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid / Abstained votes |
|------------------|-----------------------------------|----------------|------------------------------|----------|---------------------------|
| | Number of shares | %age | Number of shares | %age | Number of shares. |
| Remote E-voting | 4823678 | 100.000 | 0 | 0 | 9705087 |
| Physical Voting | 16066 | 100.000 | 0 | 0 | 0 |
| TOTAL | 4839744 | 100.000 | 0 | 0 | 9705087 |

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

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

Thanking you,

Yours faithfully,
For JSP Associates



Jatin Popat
Proprietor
FCS 4047 / CP No. 6880



Counter-signed by:
For Metroglobal Limited

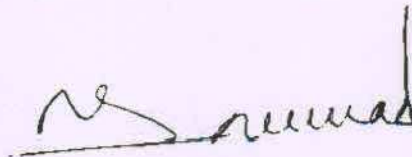


Gautam M. Jain
Chairman and Managing Director



Witnesses:

1. Shivakumar P. S.:



2. Hemang Dhakan:



Place: Mumbai

Date: 1st October, 2018