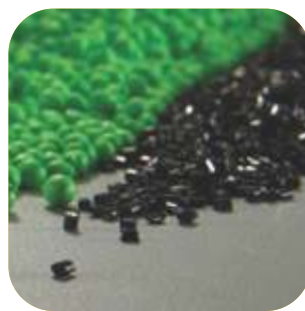




# METROglobal Limited

(CIN No: L21010MH1992PLC069527)

## 2017-18 annual report



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## **CHAIRMAN'S MESSAGE**

### **SECRET OF CHANGE**

The secret of change is to focus all your energy, not on fighting the old, but on building the new. Likewise, in past few years, there had been a lot of changes made in the Indian Economy. But we also need to change the way we look at our economy. There are a lot of things we don't measure well.

On 1st July 2017, GST came in to the picture in the Indian Economy under Prime Minister Narendra Modi's Government. GST is defined as Goods and Service Tax, which was a replacement to existing indirect taxes like excise duty, Service Tax, VAT, etc. It will be levied all over India on the supply of goods and services

GST has brought in 'one nation one tax' system, but its effect on various industries is slightly different. The first level of differentiation will come in depending on whether the industry deals with manufacturing, distributing and retailing or is providing a service.

At all stages of the supply chain there is no tax, post GST. Moreover, the availability of input credits is welcomed. Real Estate sector has mostly benefitted from the introduction of GST, as much of this sector is becoming more transparent. GST, demands businesses to set-up mechanism for meeting the requirements of GST. Therefore, once the companies adopt the requirements, the compliance costs will go down drastically. Implementation of GST is believed to be positive to the chemical industry, especially in the long term. Despite some changes under the GST regime, the textile sector benefitted with the implementation of the regime.

But due to GST business which was not under the tax bracket previously will now have to register. This will lead to lesser tax evasion.

### **THE COMPANY-STANDING FIRM**

Your Company has diversified its business mainly on trading of various items i.e. Chemicals, Plastics, Textiles etc. and Realty Business.

The revenue from operations of the company from the various segment was **Rs. 338.75** crores for the year 2017-18 as against the turnover of Rs. 352.15 crore during the year 2016-17.

Your Company earned net profit (including Comprehensive Income) as per Ind As-19 of **Rs.17.80 crores** during the year **2017-18** as against the net profit (including Comprehensive Income) as per Ind As-19 of Rs.15.62 crores during the year 2016-17.

Your Company's performance has maintained steady growth during 2017-18 due to implementation of GST & RERA In real estate sector. However management of the company is making sincere efforts for better performance in coming years through more innovative strategies and increased productivity.

### **THE COMPANY PILLARS**

Behind this steady performance story are the efforts of the Metroglobal team that pushed the limits to take the company forward and higher. I humbly acknowledge their valuable contribution to your company.

The tremendous support in all forms by the Board was the backbone of overcoming hurdles and making progress even in difficult circumstances. Other stakeholders also played an important role in the transformation. I thank them all for their encouragement and backing that makes me optimistic and enthusiastic about the future of your company with the confidence to face any challenges with success.



13th August, 2018

**Gautam M. Jain**



## **METROglobal Limited**

(CIN No: L21010MH1992PLC069527)

### **BOARD OF DIRECTORS**

- : **Mr. Gautam M. Jain (DIN No: 00160167)**  
Chairman & Managing Director  
**Mr. Rahul G. Jain (DIN No:01813781)**  
Executive Director  
**Mr. Sandeep S. Bhandari (DIN No: 01379445)**  
Independent Director  
**Mr. Nilesh R. Desai (DIN No: 00414747)**  
Independent Director  
**Mrs. Krati R. Jain (DIN No: 7150442)**  
Woman Director

### **COMPANY SECRETARY & CHIEF FINANCIAL OFFICER**

- : **Mr. Nitin S. Shah (M. No. 7088)**

### **AUDITORS**

- : **M/s AMPAC & Associates,**  
Chartered Accountants,  
Mumbai

### **BANKERS**

- : **State Bank of India**  
Law Garden Branch  
Navrangpura, Ahmedabad - 380 009.

### **REGISTERED OFFICE**

- : 101, 1<sup>st</sup> Floor,"Mangal Disha",  
Near Guru Gangeshwar Temple, 6<sup>th</sup> Road,  
Khar (West),  
Mumbai-400052, Maharashtra, (India)

### **CORPORATE OFFICE**

- : 5th Floor, 508-509, "SHILP " Building,  
Opp: Girish Cold Drinks, C.G.Road, Navrangpura,  
Ahmedabad-380009

### **SHARE TRANSFER REGISTRAR**

- : **Sharex Dynamic (India) Pvt.Ltd.**  
Unit : MetroGlobal Limited  
(CIN No: 21010MH1992PLC069527)  
Unit No-1, Luthara Ind. Premises,  
Andheri Kurla Road, Safed pool,  
Andheri (E), Mumbai 400 072

#### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far , are requested to register their email addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

## NOTICE

**NOTICE** is hereby given that the **Twenty Sixth Annual General Meeting** of the Shareholders of the Metro Global Limited will be held on Saturday, **29<sup>th</sup> 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 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and Statement of Profit and loss account for the financial year ended on 31<sup>st</sup> March, 2018 together with the reports of the Board of Directors and the Auditors thereon.
2. To Appoint a Director In place of Mr. Rahul G Jain (Din No: 01813781) who retires by rotation and being eligible, offers himself for re appointment.
3. To ratify appointment of M/s AMPAC & Associates, Chartered Accountants as Statutory Auditors of the Company. and to fix their remuneration

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit And Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) the Company hereby appoint M/s. AMPAC & Associates, Chartered Accountants, Mumbai ( holding Registration NO: FRN112236W) (Membership No:0444062), as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting subject to ratification of their appointment at every Annual General Meeting, on such remuneration as may be decided by the Audit Committee/ Board of Directors of the Company.”

### SPECIAL BUSINESS:

4. Reclassification of Promoters of the Company as Public Shareholders.

To consider and approve reclassification of Promoters of the Company and in this regard to consider and fit ,to pass, with or without modification(s), the following resolution as a **Special Resolution**.

**“ RESOLVED THAT** pursuant to provisions of Regulation 31A (2) read with Regulation 31 A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) ( hereinafter referred to as Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the company be and is hereby given to reclassify the following entity from “Promoter Category” to Public Category” since the entity are neither involved in the management nor holds any controlling stake in the Company and also none of the aforesaid entity has entered into any Shareholders Agreement with the Company nor have they got any Veto Rights Or Special Information Rights or Special Rights as to Voting power or Control of the Company:

Sr No	Name of the Entity/Company	No. of Equity Shares Held	% of the total Equity Capital
1	Spring Trading and Investment Pvt Limited	487666	2.99%

**“RESOLVED FURTHER THAT** it is hereby confirmed that

- i. the aforesaid entity/Company do not hold more than 10% of the Paid up Capital of the Company.
- ii. the shareholding of the aforesaid entity is only upto 2.99% of the equity share capital of the Company.
- iii. the aforesaid entity/Company has not and will continue to not exercise direct or indirect control over the Company.
- iv. No director of the above entity /Company has been or would be appointed as key managerial personnel of the Company.
- v. No special right were even held and would not be ever held by the above reclassified entity/Company .

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

To Consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to recommendation of the Board Governance, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the revision of remuneration of Mr. Gautam M. Jain (Din: 00160167), as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company with effect from 1<sup>st</sup> October, 2018 to 11<sup>th</sup> November, 2021” as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said revision of remuneration and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Gautam M. Jain (Din No: 00160167).

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Gautam M. Jain (Din No: 00160167), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

To Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

**ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to recommendation of the Board Governance, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-vision of remuneration of Mr. Rahul G. Jain (Din No: 01813781), as Executive Director/ Whole-time Director of the Company with effect from 1<sup>st</sup> October, 2018 to 12<sup>th</sup> November, 2021.” as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said revision of remuneration- and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rahul G. Jain (Din No: 01813781).

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rahul G. Jain (Din No: 01813781) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**Registered Office :**

101, 1<sup>st</sup> Floor, “Mangal Disha”,  
Near Guru Gangeshwar Temple,  
6<sup>th</sup> Road, Khar (West),  
Mumbai-400052, Maharashtra, (India)  
Date : 13<sup>th</sup> August, 2018

By the Order of the Board

Sd/-

**Nitin S. Shah**

Company Secretary

**NOTES :**

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will be closed from **Friday, 21<sup>st</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (both days inclusive)** for the purpose of Annual General Meeting (AGM).
  - a. In terms of Section 205A and 205C of the Companies Act, 1956, any dividend remaining unclaimed of Metrochem Industries Limited , merged with Metroglobal Limited for a period of seven years from the due date of payment is required to be transferred to the 'Investors' Education and Protection Fund (IEPF). There is no dividend declared during the F.Y.2010-11 hence Transfer to 'Investors' Education and Protection Fund (IEPF) is not applicable to the Company. However Fractional Unpaid Warrents unpaid amount will be transferred to Investors' Education and Protection Fund (IEPF) during the May, 2019.
  - b. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the said fund and no payment shall be made in respect of any such claims. Company in terms of requirement of Ministry of Corporate Affairs (MCA) has uploaded the name of the shareholders on the web site of Company and that of MCA ([www.mca.gov.in](http://www.mca.gov.in))
9. Members desirous of obtaining any information, concerning the accounts and operations of the company, are requested to send their queries to the company at least seven days before the meeting, so that the information required by the members may be made available at the meeting.
10. Please intimate the changes, if any, in your registered address, to the Company's Registrar & Share Transfer Agent at the following address:-  
Sharex Dynamic (India) Pvt. Ltd.  
Unit: Metroglobal Limited  
Unit No-1, Luthara Ind. Premises, Andheri Kurla Road, Safed pool, Andheri (E), Mumbai 400 072
11. As required under the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed / re-appointed are as per attached Annexure 1.
12. Voting through electronic means:-In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is providing e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner of e-voting facility is annexed to the Notice.
13. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company /RTA of the Company w.e.f. 5<sup>th</sup> December,2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June,2018. Hence Shareholders are advised to get their physical shares transferred/dematerialised.

14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in prescribed Form SH-13 and for Cancellation/Variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
15. Details under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking reappointment/appointment /confirmation at the ensuing Annual General Meeting is provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.
16. The Securities Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/RTA.
17. Members and Proxies thereof are requested to bring their Folio No./DP Id for identification.

### ANNEXURE 1 TO THE NOTICE

Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting.

Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Rahul G. Jain (Din No: 018153781)
Date of Birth	19/10/1983
Date of Appointment	12/11/2011
Qualification Expertise in Specific functional areas	B.Sc. in Management Studies (Specialization - Marketing and Finance) USA. More than 12 year of experience
List of Companies in which outside directorship held	1. Anil Dyechem Industries Private Limited 2. MaidenTradefin Private Limited 3. Dual Metals Private Limited 4. Metro Apptech LLP 5. Rian Chemicals Private Limited 6. Tejendra Developers Private Limited
Chairman/Member of the Committee of the Board of Directors	Member of Audit Committee Member of Shareholders/Investors Grievance Committee Member of Remuneration Committee Member of CSR Committee
Chairman /Member of the Committees of other companies in which he is Director	1. Anil Dyechem Industries Private Limited 2. MaidenTradefin Private Limited 3. Dual Metals Private Limited 4. Metro Apptech LLP 5. Rian Chemicals Private Limited 6. Tejendra Developers Private Limited

**Registered Office :**

101, 1<sup>st</sup> Floor, "Mangal Disha",  
Near Guru Gangeshwar Temple,  
6<sup>th</sup> Road, Khar (West),  
Mumbai-400052, Maharashtra, (India)  
Date : 13<sup>th</sup> August, 2018

By the Order of the Board

Sd/-

**Nitin S. Shah**  
Company Secretary

## INSTRUCTIONS FOR VOTING THROUGH E-VOTING

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members the facility to exercise their right to vote at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

### II. The instructions for members for voting electronically are as under:-

#### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date in the Dividend Bank details field.</b></li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 26-09-2018 at 9.00 a.m. and ends on 28-09-2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22-09-2018 for cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014 appointed Mr. Jatin S. Popat of JSP Associates, Company Secretaries, Membership No: FCS-4047/CP No. 6880 of Mumbai as Scrutinizer (as consented by them to be appointed as scrutinizer) for conducting the electronic process in a fair and transparent manner.
- (E) The scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of atleast two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.
- (F) The results of the voting (e-voting and physical voting) will be announced within 48 hours of the conclusion of 26<sup>th</sup> Annual General Meeting to be held on 29<sup>th</sup> September, 2018.
- (G) E-voting schedule for Shareholders:

Sr No	E-voting Schedule	Implementation Procedure
1	Business may be transacted by electronic Voting	All Resolutions mentioned in the notice may be transacted by means of electronic voting within the time specified below.
2	The date of completion of sending the notices	The Notice dispatch will be completed 25 days prior to the date of Annual General Meeting
3	The date and time of commencement of voting through electronic means	Wednesday, the 26 <sup>th</sup> September, 2018 at 9.00 a.m. (IST)
4	The date and time of end of voting through electronic means	Friday, the 28 <sup>th</sup> September, 2018 at 5.00 p.m. (IST)
5	No voting after closing date & Time of electronic voting	E-voting shall not be allowed beyond 5.00 p.m, (IST) on 28 <sup>th</sup> September, 2018.
6.	Website address on which the notice is displayed	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
7.	Contact details of the Company and Share Registrar & Transfer Agents of the Company, responsible to address the grievances connected with the electronic voting;	Company: – MetroGlobal Limited Email: <a href="mailto:nitin.shah@metroglobal.in">nitin.shah@metroglobal.in</a> Share Registrar – M/s. Sharex Dynamic (India) Private Limited Email: :- <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> Contact No.: (022) 2851 5606 / 2851 5644 Fax.: (022) 2851 2885