August 24, 2026

To, **BSE Limited,** Department of Corporate Affairs, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India	**Scrip Code: 500159** **Security ID: METROGLOBL** **ISIN: INE085PD01033**

Subject: **Notice of 34th Annual General Meeting of the Company**
Reference: **Regulation 30(6) and Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the 34th Annual General Meeting (AGM) of the Company is scheduled to be held through Video Conference (VC) / Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India on **Friday, September 18, 2026 at 11:30 a.m. (IST)**. The Notice of Annual General Meeting along with e-voting instructions is enclosed herewith. The Notice is being sent through electronic mode to all those members whose email id is registered with the Company / Company's Registrar and Transfer Agent – MUFG Intime India Private Limited ("RTA") / Depository Participant(s) ("DP") and it can also be accessed at the website of the Company at www.metroglobalimited.com.

The members are provided with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the Notice of 34th AGM. The Company has fixed **Friday, September 11, 2026 as the "Record Date"** for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the 34th AGM or to attend the AGM.

The remote e-voting period commences on **Tuesday, September 15, 2026 at 9:00 AM (IST) and ends on Thursday, September 17, 2026 at 5:00 PM (IST)**. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 12, 2026 to Friday, September 18, 2026 (both days inclusive) for the purpose of the 34th AGM and declaration of dividend for the F.Y. 2025-26.

You are requested to take the same on your record.

Thanking you,
For Metroglobal Limited

METROGLOBAL LIMITED

Hetal Koradia
Company Secretary and Compliance Officer
ACS No.:56454

Koradia Hetal Rajeshbhai

Digitally signed by Koradia Hetal Rajeshbhai
DN: c=IN, o=Personal, postalCode=380026, l=Ahmedabad, st=Gujarat, street=45 Amraiwadi, Ahmedabad City, Ahmadabad City Gujarat India 380026 B/H hatkeshwar Bas Depo, title=0365, 2.5.4.20=56f409decc4c37db4fab4c8d1f6bf845dd2a498ea1a17209ff0c11c2f2388a8a, serialNumber=e5401c4f5945563d81da5d0a9d62201695ce637b31b5e002fc1e68eac387628c, email=hetalkoradia227@gmail.com, cn=Koradia Hetal Rajeshbhai
Date: 2026.08.24 10:46:59 +05'30'

Encl. As above

Notice

NOTICE is hereby given that the **34th Annual General Meeting** of the members of the Company, Metroglobal Limited is scheduled to be held on **Friday, September 18, 2026 at 11:30 a.m. (IST)** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses:

Ordinary Businesses

1. **To receive, consider and adopt:**
   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and Report of the Auditors thereon.

   RESOLVED THAT the Audited Standalone Financial Statements including the Balance Sheet of the Company as at March 31, 2026, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted.

   RESOLVED THAT the Audited Consolidated Financial Statements including the Balance Sheet of the Company as at March 31, 2026, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted.

2. **Declaration of final dividend**
   To declare a final dividend of ₹ 2.5/- per equity share of ₹ 10/- each (25%) for the financial year ended March 31, 2026 and in this regard to pass the following resolution as an **Ordinary Resolution;**

   RESOLVED THAT a final Dividend of ₹2.5/- per equity share of face value of ₹10/- each aggregating to ₹308.36 Lakhs, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2026, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. **Re-appointment of director(s) retiring by rotation**
   To appoint a Director in place of Mrs. Krati Rahul Jain (DIN: 07150442), who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**;

   RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Krati Rahul Jain (DIN: 07150442), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Non-executive Director of the Company, who is liable to retire by rotation.

Special Businesses

4. **Re-appointment of Mr. Rahul Gautamkumar Jain (DIN: 01813781) as Whole-time Director of the Company for a further term of five years**
   To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution;**

   RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for re-appointment of Mr. Rahul Gautamkumar Jain (DIN: 01813781) as Wholetime Director of the Company, liable to be retired by rotation, for a further term of five (5) consecutive years commencing from November 12, 2026 and ending on November 11, 2031, at a remuneration as detailed below:

I. **Salary:**
   Salary shall not be less than ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum and may, based on his performance, responsibilities, contribution to the growth of the Company, industry benchmarks and such other relevant factors as may be determined by the Board of Directors and/or Nomination and Remuneration Committee from time to time, be increased up to ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum, subject to the provisions of Sections 197,

Notice (contd.)

198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

II. **Perquisites:**

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

a. Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company along with coverage under the Company's medical insurance policy.

b. Insurance: Insurance policy to cover personal effects, personal accident and mediclaim for medical expenses.

c. House Rent Allowance: As per the Company's policies and in compliance with the Income Tax Act, 1961.

d. Leave Travel Concession / allowance: For self and family, once in a year in accordance with the rules of the Company / rules of Income Tax Act, 1961.

e. Foreign Travelling Expenses: For self and family incurred once in a year as per the rules of the Company.

f. Club Fees: Fees of Club payable as per the rules of the Company.

g. Use of Company-maintained motor car(s) together with chauffeur(s) and reimbursement of fuel and maintenance expenses incurred for official purposes.

h. Reimbursement of residential telephone expenses actually incurred and provision of mobile phone(s) for official use. Expenses incurred for official purposes shall not be treated as perquisites.

i. Electricity Bill: Reimbursement of electricity bills for the residence of the Whole-time Director.

j. Credit Card payments: The Whole-time Director shall be entitled to reimbursement of expenses incurred by him including use of Credit Card in connection with the business of the Company and entertaining guests of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during a period of three (3) years commencing from November 12, 2026, Mr. Rahul Gautamkumar Jain shall be entitled to receive the remuneration, including salary, perquisites and other benefits as approved hereinabove, as minimum remuneration, notwithstanding the inadequacy or absence of profits in the Company, subject to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

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

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

5. **Re-appointment of Mr. Gautamkumar Mithalal Jain (DIN: 00160167) as Executive Chairman and Managing Director of the Company for a further term of five years**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution;**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for re-appointment of Mr. Gautamkumar Mithalal Jain (DIN: 00160167) as Executive Chairman and Managing Director of the Company, liable to be retired by rotation, for a further term of five (5) consecutive years commencing from November 12, 2026 and ending on November 11, 2031, at a remuneration as detailed below:

I. Salary:

Salary shall not be less than ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum and may, based on his performance, responsibilities, contribution to the growth of the Company, industry benchmarks and such other relevant factors as may be determined by the Board of Directors and/or Nomination and Remuneration Committee from time to time, be increased up to ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum, subject to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

II. Perquisites:

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

a. Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company along with coverage under the Company's medical insurance policy.

b. Insurance: Insurance policy to cover personal effects, personal accident and mediclaim for medical expenses.

c. House Rent Allowance: As per the Company's policies and in compliance with the Income Tax Act, 1961.

d. Leave Travel Concession / allowance: For self and family, once in a year in accordance with the rules of the Company / rules of Income Tax Act, 1961.

e. Foreign Travelling Expenses: For self and family incurred once in a year as per the rules of the Company.

f. Club Fees: Fees of Club payable as per the rules of the Company.

g. Use of Company-maintained motor car(s) together with chauffeur(s) and reimbursement of fuel and maintenance expenses incurred for official purposes.

h. Reimbursement of residential telephone expenses actually incurred and provision of mobile phone(s) for official use. Expenses incurred for official purposes shall not be treated as perquisites.

i. Electricity Bill: Reimbursement of electricity bills for the residence of the Managing Director.

j. Credit Card payments: The Managing Director shall be entitled to reimbursement of expenses incurred by him including use of Credit Card in connection with the business of the Company and entertaining guests of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during a period of three (3) years commencing from November 12, 2026, Mr. Gautamkumar Mithalal Jain shall be entitled to receive the remuneration, including salary, perquisites and other benefits as approved hereinabove, as minimum remuneration, notwithstanding the inadequacy or absence of profits in the Company, subject to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

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

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

Notice (contd.)

6. **Approval of Loans and Investments under Section 186 of the Companies Act, 2013**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution;**

   RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of the Board of Directors, the consent of members be and is hereby accorded to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as it may consider necessary by the Board of Directors of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/or any lender and/or any body corporate / entity /entities and/or authority/ authorities and/or any other person whether from India or outside India, in respect of or against any loans or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company, whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time upto ₹1,000/- Crore (Rupees One Thousand Crore) over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account.

   RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

For and on behalf of Board of Directors

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

Place: Ahmedabad
Date: August 07, 2026

Notes

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members at a common venue until further notice. In compliance with the MCA and SEBI Circulars, the 34th AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4, 5 and 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

3. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, which came into effect from December 12, 2024, the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories". Members may note that the Notice of 34th AGM and the Annual Report of the Company for the year ended March 31, 2026 have been uploaded on the Company's website www.metrogloballimited.com and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the 34th AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, on email id of the Scrutinizer cs.jigneshshah@gmail.com and the email id of Company at cs@metroglobal.in with a copy marked to helpdesk@cdslindia.com.

7. Regulation 40 of the Listing Regulations, as amended, mandates that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Further SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that listed companies shall issue the securities in dematerialized form only, in order to enhance ease of dealing in securities markets by investors, for transactions including Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition of shares. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

Notice (contd.)

9. The Members can join the AGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

10. Members may also submit their queries in writing to cs@metroglobal.in or investors@metroglobal.in by Friday, September 11, 2026. The Chairman will address these queries during the meeting. It is not necessary to register as a speaker shareholder for this purpose.

11. The Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before September 11, 2026 through email to cs@metroglobal.in, investors@metroglobal.in. The same will be replied by the Company suitably.

12. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 12, 2026 to Friday, September 18, 2026 (both days inclusive).

FINAL DIVIDEND FOR FY 2025-26:

13. The Board of Directors at its meeting held on Monday, May 11, 2026, has recommended a final dividend of ₹2.5/- per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM, is **Friday, September 11, 2026.** The final dividend, once approved by the members in the ensuing AGM, will be paid on or after **Tuesday, September 29, 2026,** electronically through various online transfer modes to those members who have updated their bank account details.

14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 as amended, registration of PAN, KYC details (viz., i. Contact Details, ii. Mobile Number, iii. Bank Account Details, iv. Signature), by holders of physical securities. Further, Members, who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from April 01, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. The forms for updating the same are available at https://www.metrogloballimited.com.

15. Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address / E-mail ID. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly executed by the registered holder(s) to the Company's RTA, on or before Monday, August 31, 2026 so that the KYC details can be updated in the folios before the cut-off date of Friday, September 11, 2026. ISR Forms can be accessed from RTA website at https://web.in.mpms.mufg.com/KYC-downloads.html.

16. Members may note that the Income-tax Act, 2025, ("the IT Act 2025"), mandates that dividend paid or distributed by a Company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act 2025.

    For resident shareholders, taxes shall be deducted at source under Section 393 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

*As per Section 262 of the IT Act 2025, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid / inoperative and, such person shall be liable to all consequences under the IT Act 2025 and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act 2025, i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during tax year 2026-27 does not exceed ₹10,000 and also in cases where members provide Form 121, subject to conditions specified in the IT Act 2025. Resident shareholders may also submit any other document as prescribed under the IT Act 2025 to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act 2025, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 159 of the IT Act 2025, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“tax treaty” or “DTAA”), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholders/ authorized signatory. In case of non-availability of PAN, information under sub-rule 2 of Rule 217 of the Income-tax Rules, 2026.
- Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory.
- Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act 2025.
- Self-declaration of beneficial ownership of equity shares by the non-resident shareholder.
- Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI.
- Any other documents as prescribed under the IT Act 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act 2025 at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents are required to be uploaded on the RTA portal at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before September 11, 2026. No communication would be accepted from members after September 11, 2026, regarding tax-withholding matters. Shareholders may write to investor.helpdesk@in.mpms.mufg.com or cs@metroglobal.in for any clarifications on this subject. Shareholders can check their tax credit in Form 168 (erstwhile Form 26AS) from the e-filing account at https://www.incometax.gov.in/iec/foportal.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

18. SEBI vide Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (BSE Notice No. 20250523-40 on May 23, 2025), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

19. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

20. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

21. The Members whose unclaimed dividends and / or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents

Notice (contd.)

for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on www.iepf.gov.in.

22. Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the information in respect of the unclaimed dividends as on March 31, 2026 on its website https://www.metrogloballimited.com.

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

Financial Year	Type of Dividend	% of Dividend	Amount of Unclaimed / Unpaid Dividend as on March 31, 2026 (₹)	Date of Declaration	Proposed Month and Year of Dividend Transfer to IEPF
2020-2021	Final Dividend	20%	5,86,419	September 28, 2021	November 03, 2028
2021-2022	Final Dividend	20%	2,67,700	September 15, 2022	October 22, 2029
2022-2023	Final Dividend	25%	343,542	September 26, 2023	November 02, 2030
2023-2024	Final Dividend	20%	3,68,053	September 27, 2024	November 03, 2031
2024-2025	Final Dividend	20%	3,77,286	September 26, 2025	November 02, 2032

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

23. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at investors@metroglobal.in or cs@metroglobal.in. Questions / queries received by the Company till 5.00 p.m. IST on Friday, September 11, 2026 shall only be considered and the same will be replied by the Company suitably.

24. Members who would like to express their views or ask questions during the AGM may use chat facility to raise questions to moderator. The moderator then will ask one by one question during the meeting. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker shareholder and may send their request mentioning their name, demat account number / folio number, email id, mobile number at cs@metroglobal.in. Those shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views / ask questions during the meeting.

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

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

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

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

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-Voting period begins on **Tuesday, September 15, 2026 at 9:00 AM (IST) and ends on Thursday, September 17, 2026 at 5:00 PM (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

VOTING STARTS ON	VOTING ENDS ON
Tuesday, September 15, 2026 at 9:00 a.m. (IST)	Thursday, September 17, 2026 at 5:00 p.m. (IST)

During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, September 11, 2026 i.e. cut-off date,** may cast their vote electronically.

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

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	**A. NSDL IDeAS Facility** **If you are already registered for NSDL IDeAS Facility, follow the below steps:** 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "Login" which is available under "**IDeAS**" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. **If you are not registered, follow the below steps:** a. Option to register is available at https://eservices.nsdl.com. b. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1 to 5. **B. e-voting website of NSDL** 1. 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. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. **C. NSDL Mobile Application** Shareholders / Members can also download NSDL mobile app "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

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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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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/myeasi/Registration/EasiRegistration. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Tel No.: 022-4886-7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800-21-09911

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

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

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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB	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

2. After entering these details appropriately, click on "Submit" tab.

3. 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.

4. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

5. Click on the **EVSN** for the Company 260801007 Metroglobal Limited - on which you choose to vote.

6. 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.

7. Click on the "Resolutions File Link" if you wish to view the entire Resolution details.

8. 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.

9. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

10. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

11. 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.

12. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

13. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details a Compliance User should be created using the admin login and

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password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@metroglobal.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting i.e. September 11, 2026 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by September 11, 2026 mentioning their name, demat account number / folio number, email id, mobile number at cs@metroglobal.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cs@metroglobal.in / RTA at rnt.helpdesk@in.mpms.mufg.com.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

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, 34/35 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 toll free no. 1800-21-09911.

GENERAL INSTRUCTIONS FOR VOTING:

1. Mr. Jignesh Shah, Advocate (Enrollment No. G/4908/2022), Address: 203, Shivalik-9, Vasundhara Society, Gulbai Tekra, Panchami Road, Ahmedabad - 380006, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

2. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, submit to the Chairman of the Company.

3. Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website at www.metrogloballimited.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. The results shall be communicated to the BSE Limited and will also be uploaded on website of Stock Exchange.

4. The resolution shall be deemed to be passed on the date of the annual general meeting, subject to the same being with requisite majority.

5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 11, 2026 may obtain the login ID and password by sending a request at www.evotingindia.com.

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

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

For and on behalf of Board of Directors

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

Place: Ahmedabad
Date: August 07, 2026

EXPLANATORY STATEMENT

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

In Respect of Item No. 3

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

The board recommends the shareholders to approve re-appointment of Mrs. Krati Rahul Jain as Non-Executive & Non - Independent Director of the Company in terms of provisions of Section 152(6) of the Companies Act, 2013.

Name of the Director	Krati Rahul Jain (DIN: 07150442)
Nationality	Indian
Date of Birth	April 15, 1987
Date of Appointment	September 30, 2015
Qualification	Engineer & MBA in Business Management
Expertise in Specific functional areas	Mrs. Krati Rahul Jain is an Electronics and Telecommunications Engineer and holds a Master's degree in Business Management Studies. She has extensive experience in business strategy, administration, management, finance, and operational oversight. Her expertise in corporate planning, organizational management, and business development provides valuable guidance in formulating and implementing the Company's strategic objectives.
List of Companies in which outside directorship held	NIL
Chairman / Member of the Committee of the Board of Directors	NIL
Chairman / Member of the Committees of other companies in which he is Director	NIL
Number of Board Meeting Attended	4 (Four)
Relation between Directors	Mrs. Krati R. Jain is a wife of Mr. Rahul Jain and daughter in law of Mr. Gautam Jain.
Number of Shares held in the Company	NIL
Remuneration during FY 2025-26	NIL

In Respect of Item No. 4

Mr. Rahul Gautamkumar Jain (DIN: 01813781), aged about 42 years, holds a Bachelor's Degree in Management Studies from the United States of America with specialization in Marketing and Finance. He has been associated with the Company for over a decade and possesses rich experience in strategic planning, business development, finance and corporate management.

Mr. Jain was initially appointed as Whole-time Director of the Company with effect from November 12, 2016. Over the years, he has played a pivotal role in formulating and executing the Company's business strategies, strengthening operational efficiencies, expanding business opportunities and driving sustainable growth. In recognition of his leadership capabilities and contribution to the Company, he was additionally entrusted with the responsibilities of Chief Financial Officer with effect from July 01, 2020. Under his stewardship, the Company has witnessed significant progress across various business and financial parameters.

Considering his extensive experience, industry knowledge, leadership skills and continued contribution towards the growth and long-term success of the Company, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, at their respective meetings held on August 07, 2026, approved, subject to the approval of the Members, the re-appointment of Mr. Rahul Gautamkumar Jain as Whole-time Director of the Company for a further term of five (5) consecutive years commencing from November 12, 2026 and ending on November 11, 2031, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Resolution at Item No. 4 of the accompanying Notice.

The approval of the Members is also being sought for payment of remuneration, including minimum remuneration in the event of absence or inadequacy of profits, for a period of three (3) years commencing from November 12, 2026, in accordance with the applicable provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Mr. Rahul Gautamkumar Jain (i) consent in writing to act as a Director in Form DIR-2, (ii) intimation in Form DIR-8 confirming that he is not disqualified from being appointed or continuing as a Director under Section 164 of the Companies Act, 2013, and (iii) a declaration confirming that he is not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other statutory or regulatory authority. Further, he satisfies the conditions prescribed under Section 196(3) of the Act and Part I of Schedule V to the Act and is eligible for re-appointment as Whole-time Director of the Company.

The relevant disclosures pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India are set out in **Annexure – A** to this Notice. The additional information relating to the proposed remuneration, as required under Part II, Section II of Schedule V to the Companies Act, 2013, is set out in **Annexure – B** to this Notice.

Except Mr. Rahul Gautamkumar Jain, Mr. Gautamkumar Mithalal Jain, Executive Chairman & Managing Director, Mrs. Krati R. Jain, Non-Executive Director, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

In Respect of Item No. 5

Mr. Gautamkumar Mithalal Jain (DIN: 00160167), aged about 74 years, is a Science Graduate and holds a degree in Law (LL.B.). He is a first-generation entrepreneur, Founder and Promoter of the Company and has been instrumental in establishing, nurturing and transforming the business into a reputed participant in the dyes and dye intermediates industry. With over four decades of extensive experience in the chemical industry, he possesses deep industry insight and expertise across manufacturing, operations, marketing, domestic and international trade, supply chain management, finance and overall business administration.

Over the years, Mr. Jain has played a pivotal role in shaping the strategic direction of the Company, establishing robust business processes, fostering long-standing customer relationships and driving sustainable growth. His visionary leadership, entrepreneurial acumen, strong business ethics and ability to identify emerging market opportunities have significantly contributed to the Company's growth, operational excellence and market positioning. His continued guidance and mentorship remain invaluable to the management team and the long-term success of the Company.

Mr. Jain was initially appointed as Executive Chairman & Managing Director of the Company with effect from November 12, 2016. Under his leadership, the Company has strengthened its business fundamentals, expanded its market presence and enhanced stakeholder value. The Board believes that his continued association and leadership are critical for the Company's future growth strategy and overall corporate governance framework

Considering his rich experience, proven leadership, strategic vision, in-depth understanding of the Company's operations and significant contribution to the growth and development of the Company, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, at their respective meetings held on August 07, 2026, approved, subject to the approval of the Members, the re-appointment of Mr. Gautamkumar Mithalal Jain as Executive Chairman & Managing Director of the Company for a further term of five (5) consecutive years commencing from November 12, 2026 and ending on November 11, 2031, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Resolution at Item No. 5 of the accompanying Notice.

The approval of the Members is also being sought for payment of remuneration, including minimum remuneration in the event of absence or inadequacy of profits, for a period of three (3) years commencing from November 12, 2026, in accordance with the applicable provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Mr. Gautamkumar Mithalal Jain (i) consent in writing to act as a Director in Form DIR-2, (ii) intimation in Form DIR-8 confirming that he is not disqualified from being appointed or continuing as a Director under Section 164 of the Companies Act, 2013, and (iii) a declaration confirming that he is not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other statutory or regulatory authority. Further, he satisfies the conditions prescribed under Section 196(3) of the Act and Part I of Schedule V to the Act and is eligible for re-appointment as Executive Chairman & Managing Director of the Company.

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The relevant disclosures pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India are set out in **Annexure – A** to this Notice. The additional information relating to the proposed remuneration, as required under Part II, Section II of Schedule V to the Companies Act, 2013, is set out in **Annexure – B** to this Notice.

Except Mr. Gautamkumar Mithalal Jain, Mr. Rahul Gautamkumar Jain, Whole-time Director, Mrs. Krati R. Jain, Non-Executive Director, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

In Respect of Item No. 6

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the Act, where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule 11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the Act shall not apply, however it will be included for the purpose of overall limit. In line with the long term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the Act.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of ₹1,000/- Crore (Rupees One Thousand Crore) over and above the limits specified in Section 186(2) of the Act at any point of time.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding, if any.

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Tel. No.: +91-79-2646 8016, 2646-9150
Email: cs@metroglobal.in
Website: www.metrogloballimited.com

For and on behalf of Board of Directors

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

Place: Ahmedabad
Date: August 07, 2026

ANNEXURE - A
BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT ANNUAL GENERAL MEETING

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

Name	Rahul Gautamkumar Jain (DIN: 01813781)	Gautamkumar Mithalal Jain (DIN: 00160167)
Designation	Whole-time Director	Executive Chairman & Managing Director
Age	42 years	74 years
Qualifications	Bachelors of Science in Management Studies, USA with concentration in Marketing & Finance	Bachelors of Science & LLB
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rahul G. Jain has made significant contributions towards the Company's strategic planning, financial management and operational development. His continued involvement has supported the Company's growth and business objectives.	Mr. Gautam M. Jain has played a vital role in shaping the Company's business and providing strategic guidance. His vast experience and deep understanding of the industry continue to be valuable assets for the Company.
Terms and Conditions of Re-appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with the Explanatory Statement, Mr. Rahul G. Jain is proposed to be re-appointed as a Whole-time Director.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with the Explanatory Statement, Mr. Gautam M. Jain is proposed to be re-appointed as a Executive Chairman & Managing Director.
Remuneration (including sitting fees, if any) last drawn (FY 2025-26)	₹83.40 Lakhs	₹83.40 Lakhs
Remuneration proposed to be paid	As per the resolution at Item No. 4 of the Notice convening this Meeting read with the Explanatory Statement	As per the resolution at Item No. 5 of the Notice convening this Meeting read with the Explanatory Statement
Date of first appointment on the Board	September 14, 2011	September 14, 2011
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	Mr. Rahul Gautamkumar Jain holds 74,818 equity shares of ₹10/- each in his individual capacity. Further, he is the beneficial owner of 45,25,251 equity shares ₹10/- each held in the name of Maiden Tradefin Private Limited.	Mr. Gautamkumar Mithalal Jain holds 10,61,959 equity shares of ₹10/- each in his individual capacity. In addition, 32,900 equity shares of ₹10/- each are held in the name of Gautamkumar Mithalal HUF, in which he has beneficial interest.
Relationship with other Directors / Key Managerial Personnel	Mr. Rahul Jain is son of Mr. Gautam Jain & spouse of Mrs. Krati Jain	Mr. Gautam Jain is father of Mr. Rahul Jain & father-in-law of Mrs. Krati R. Jain
Number of meetings of the Board attended during the financial year 2025-26	4 out of 4 meetings held	4 out of 4 meetings held
Directorships of other Listed Boards as on March 31, 2026	Nil	Nil
Membership / Chairmanship of Committees of other Listed Boards as on March 31, 2026	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Aksharchem (India) Limited

ANNEXURE - B
ADDITIONAL INFORMATION RELATING TO THE PROPOSED REMUNERATION

[Pursuant to Part II Section II of Schedule V to the Companies Act, 2013]

I. General information:

(1) Nature of industry	The Company is engaged in the business of trading and import of various chemicals, minerals and ores, metals, precious metals, as well as realty development and financial services.
(2) Date or expected date of commencement of commercial production	The Company is an existing company and is already carrying on its business operations.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4) Financial performance based on given indicators	As stated below:
(5) Foreign investments or collaborations, if any.	Not Applicable

Financial Parameters	2025-26	2024-25
Revenue (₹ in Lakhs)	23,511.48	23,968.27
Profit Before Tax (₹ in Lakhs)	3,040.51	1,147.31
Profit After Tax (₹ in Lakhs)	2,150.81	936.31
Rate of Equity Dividend (%)	25%	20%

II. Information about the Appointee:

(1) Background details / Recognition / Awards

Mr. Gautam M. Jain, aged 74 years, is a Science Graduate and holds an LL.B. degree. He is the Chairman and Managing Director of the Company. A first-generation entrepreneur and founder-promoter, Mr. Jain has over four decades of experience in the chemicals industry and has played a significant role in the Company's growth and diversification. His expertise spans manufacturing, trading, imports, exports, and business development.

Mr. Rahul G. Jain, aged 42 years, holds a Bachelor's Degree in Management Studies from the USA with specialization in Marketing and Finance. He is the Chief Financial Officer and Whole-time Director of the Company. He has been actively involved in the Company's strategic and financial management and has contributed significantly to its operational efficiency, business growth, and long-term development.

(2) Past remuneration

Both Mr. Gautam M. Jain and Rahul G. Jain drew remuneration of ₹ 83.40 Lakhs each for the financial year 2025-26.

(3) Job profile and his suitability

Mr. Gautam M. Jain, as the Chairman and Managing Director of the Company, provides strategic leadership and overall direction to the business. His vast industry experience, entrepreneurial vision, and deep understanding of the Company's operations have been instrumental in its sustained growth and development.

Mr. Rahul G. Jain, in his capacity as Chief Financial Officer and Whole-time Director, oversees the financial and operational functions of the Company. His expertise in business strategy, finance, and management has significantly contributed to strengthening the Company's performance and achieving its business objectives.

As members of the Board of Directors, both Mr. Gautam M. Jain and Mr. Rahul G. Jain are entrusted with the overall management and administration of the affairs of the Company.

(4) Remuneration proposed

The remuneration proposed to be paid to Mr. Gautam M. Jain and Mr. Rahul G. Jain shall be as stated as per resolutions under Item No. 4 & 5 respectively.

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

The remuneration proposed for Mr. Gautam M. Jain and Mr. Rahul G. Jain is aligned with industry benchmarks and reflects the nature of their duties, level of responsibility, and the Company's size, operations, and business requirements.

Having regard to their professional expertise, experience, leadership roles, and continued contribution to the Company's performance and long-term objectives, the proposed remuneration is considered reasonable, competitive, and commensurate with their respective positions.

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

Mr. Gautam M. Jain is a Promoter and Chairman & Managing Director of the Company. As on March 31, 2026, he held 10,61,959 equity shares in his individual capacity and 32,900 equity shares as Karta of Gautamkumar Mithalal HUF. He is related to Mr. Rahul G. Jain, Whole-time Director and Chief Financial Officer, being his father, and to Mrs. Krati Rahul Jain, Director, being her father-in-law.

Mr. Rahul G. Jain is a Promoter and Whole-time Director of the Company. As on March 31, 2026, he held 74,818 equity shares in his individual capacity. He is related to Mr. Gautam M. Jain, Chairman & Managing Director, being his son, and to Mrs. Krati Rahul Jain, Director, being her spouse.

III. Other Information:

(1) Reasons of loss or inadequate profits

The Company has been generating profits and maintaining stable business operations. However, considering the cyclical nature of the industries in which the Company operates and the uncertainties associated with domestic and global economic conditions, shareholder approval is being sought as an enabling measure to ensure continuity of managerial remuneration in the event of inadequacy or absence of profits during any financial year within the tenure of appointment.

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

Not Applicable

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

The Company remains focused on enhancing operational performance and improving business efficiencies. With its strategic initiatives and growth plans, the management expects a steady improvement in revenue, productivity, and overall financial performance in the coming years.

IV. Other Disclosures

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