BOMBAY METRICS SUPPLY CHAIN LIMITED

CIN : U74999MH2015PLC263148

Regd .Off. : 201/Quantum Tower, Ram Baug Lane, Near Chincholi Petrol Pump, S. V. Road, Malad(W), Mumbai - 400 064.
Tel.: 022- 40120561 | 91 9768077759 • Email : nkeniya@bombaymetrics.com • www.bombaymetrics.com

Date: 13th October, 2022.

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

Dear Sirs/ Madam,

Subject: Submission of Extra Ordinary General Meeting Notice

Ref: Bombay Metrics Supply Chain Limited
(Security ID: BMETRICS)

Notice is hereby given that an Extra Ordinary General Meeting ("EOGM") of the Company will be held on Friday the 4th November, 2022 at 2.30 p.m. at the Registered Office of the Company situated at 201/Quantum Towers, Ram Baug lane, Near Chincholi Petrol Pump, S.V.Road, Malad (West) Mumbai – 400 064, Maharashtra.

Pursuant to reg.34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we submit herewith the copy of Notice of Extra Ordinary General Meeting for your records.

It is further brought to your notice that Extra Ordinary General Meeting Notice will be sent to you all the shareholders through email at their registered email ids.

We request you to kindly take the above on record.

Thanking you,

On Behalf of the Board of;
Bombay Metrics Supply Chain Limited
(Formerly known as Bombay Metrics Supply Chain Private Limited)

Nipul H. Keniya.

Bombay Metrics Supply Chain Limited Mumbai

Nipul Hirji Keniya
Managing Director
DIN: 03087659

Place: Mumbai.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notice is hereby given that the **Extra Ordinary General Meeting** of the members of the Company **Bombay Metrics Supply Chain Limited** will be held on **Friday** the **4th November, 2022** at **2.30 p.m.** at the Registered Office of the Company situated at **201/Quantum Towers, Ram Baug Lane, Near Chincholi Petrol Pump, S. V. Road, Malad (West), Mumbai – 400 064, Maharashtra, India,** to transact the following business:

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Special Businesses:

1. **Takeover of Metrics Vietnam Company Limited, a Company situated in Vietnam and currently owned by MES Inc., a related party of the Company;**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 179(3)(j), 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board of Directors and Its Powers) Rules, 2013, pursuant to Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, based on the approval of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company, be and is hereby accorded to enter and execute the necessary agreements and arrangement, to take over the running business of Metrics Vietnam Company Limited, a Company incorporated and operating in Vietnam, by way of acquisition of shares from MES Inc., a related party of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and are hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits up to which such investments in securities, that may be made, as may be determined by the Board or the Committee thereof and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to finalize and execute all agreements, documents and writings latest by 31st December, 2022 and to do all acts,

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Bombay Metrics Supply Chain Limited Mumbai

deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to discuss, negotiate, alter, finalize the terms and conditions of takeover of the Metrics Vietnam Company Limited, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in this regards and to give effect to above resolution."

2. **Increase in Authorized Share Capital of the Company:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs.6,00,00,000 (Rupees Six crore) divided into 60, 00,000 (Sixty Lakhs) Equity Shares of Rs.10/- each to Rs.25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

3. **Alteration of Memorandum of Association of the Company pursuant to increase in Authorised Share Capital:**

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 13, read with the provisions of section 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the consent of the members of the Company be and is hereby accorded for altering the

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Memorandum of Association of the Company, pursuant to the increase in the authorized share capital, by deleting the existing Clause V (a) and substituting the following new Clause V (a), as reproduced below:

"V. The Authorized Capital of the Company is Rs.25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of Rs. 10/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board of Directors of
Bombay Metrics Supply Chain Limited

Nipul Hirji Keniya

Bombay Metrics Supply Chain Limited Mumbai

Nipul Hirji Keniya
Managing Director
DIN.:03087659.

Date: 13th October, 2022.
Place: Mumbai

Registered Office: 201/Quantum Towers, Ram Baug Lane,
Near Chincholi Petrol Pump, S.V.Road, Malad (West),
Mumbai – 400 064, Maharashtra, India.
CIN: U74999MH2015PLC263148

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

2. A person can act as a Proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10(Ten) percent of the total issued share capital of the

Company carrying voting rights. However, a member holding more than 10(ten) percent of the total issued share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a proxy for any other person or shareholder.

3. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company at least 48 hours before the commencement of the Meeting, duly complete and signed. A proxy does not have the right to speak at the meeting and cast votes only on a poll. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.

4. Corporate members intending to send their authorized representative to attend the Meeting pursuant to section 113 of the companies act 2013 are requested to send to the Company, a certified true copy of the relevant Board of Directors resolution together with their respective specimen signatures authorizing their representative (s) to attend and vote on their behalf at the meeting.

5. In case of Joint holders attending the meeting, only such joint holders who are first holders/ higher in order of names will be entitled to vote.

6. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners, maintained by the Depositories as on 7th October, 2022 are entitled to receive the Notice of Extra Ordinary General meeting.

7. 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. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 28th October, 2022, only shall be entitled to avail facility of voting at the venue of meeting. A person who is not a member as on the cut-off date should treat this notice for information only.

8. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on cut-off date, may cast vote on the Resolutions as provided in the notice convening the Meeting, which is available on the website of the Company.

Nirpul H. Keniya

Bombay Metrics Supply Chain Limited
Mumbai

9. Shareholders may be aware that the Companies Act, 2013, permits the service of the Notice of the Extra Ordinary General Meeting through electronic mode. In view of this, the Company would communicate the important and relevant information, and events and send the documents including the intimations, notices, annual reports, financial statements, etc. in electronic form, to the email address of the respective member. To support the green initiative of the Government in full measure, Members who have not registered their e-mail address, so far, are requested to register their e-mail addresses in the following manner:

10. For members holding shares in physical mode-please provide necessary details like Folio No, Name of shareholder by email to cs@bombaymetrics.com.

11. Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to cs@bombaymetrics.com

12. Members seeking clarifications on businesses to be transacted at the Extra Ordinary General Meeting are requested to send in writing through email at cs@bombaymetrics.com at least 7 days before the date of the meeting. This would enable the Company to compile the information and provide replies in the meeting.

13. The Company or its Registrar and Transfer Agents, Bigshare Services Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the Depository Participants.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts.

15. The Company has appointed CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Practicing Company Secretary (UCN P2015MH038100) to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s)

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dormant for long. A periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.

17. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. Your Company is listed on the SME platform of NSE. Therefore, Company is not providing an e-voting facility to its shareholders.

18. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

19. Members are requested to bring their attendance along with copies of Notice of Extra Ordinary General Meeting.

20. Member/Proxy holder shall hand over the attendance slip, duly filed in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR card or Driving License.

21. Route-map to the venue of the Meeting is provided in this Notice.

22. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting

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ROUTE MAP TO THE EGM VENUE

BOMBAY METRICS SUPPLY CHAIN LIMITED

201/Quantum Towers, Ram Baug Lane, Near Chincholi Petrol Pump,

S.V.Road, Malad (West), Mumbai -400064

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EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

ITEM No.1:

As members must be aware that the as a part of its business expansion strategies, the Company is planning to takeover the running business of Metrics Vietnam Company Limited, a Company incorporated and operating in Vietnam (hereinafter the "Target Company"), by way of acquisition of shares from MES Inc., a related party of the Company.

Accordingly, the Company has carried out preliminary Due Diligence of the Company and has obtained the Valuation Report for the business of the Target Company from Independent Statutory Auditors of the Company.

The transactions being Related Party Transactions in nature, requires the approval of Audit Committee, Board of Directors and Shareholders of the Company. Accordingly, the Audit Committee and Board of Directors of the Company have already considered and approved the transaction in their respective meetings held on 6th October, 2022.

Pursuant to provisions of section 188 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and Its Powers) Rules, 2014 and the Reg.23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the consent of the shareholders of the Company is also required for entering into Related Party Transactions. Accordingly, the resolution has been proposed for the consideration of the members of the Company as an Ordinary Resolution.

None of the directors, except Mr. Nipul Keniya, Mr. Hiten Shah, Ms. Heena Shah and their relatives, or key managerial personnel or relatives thereof are in any way concerned or interested, financially or otherwise, in passing the above resolutions.

The above statement is to considered and construed as disclosures as per the provisions of section 102 of the Companies Act, 2013.

ITEM No.2 & 3:

The present Authorised Share Capital of the Company is Rs. 400,00,00,000 (Rupees Four Hundred crore) comprising of 40,00,00,000 (Forty crore) Equity Shares of Rs.10/- each.

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Considering the increased fund requirements of the Company, the Board had accorded its approval for increasing the Authorised Share Capital 6,00,00,000 (Rupees Six crore) divided into 60, 00,000 (Sixty Lakhs) Equity Shares of Rs.10/- each to Rs. 25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- each, subject to shareholders' approval.

The members of the Board are requested to consider the proposal of increasing the authorized share capital of the Company.

Consequent to the increase in the authorized share capital clause V (a) of the Memorandum of Association needs to be altered so as to give effect to the increase in the authorized share capital. Pursuant to the provisions of section 13, read with section 61 of the Companies Act, 2013, alteration to the Memorandum of Association of the Company consequent to the increase in authorized share capital requires consent of the members of the Company by way of Special Resolution. Hence the above resolutions are proposed for the consideration of the members as ordinary resolutions.

None of the directors or key managerial personnel or relatives thereof are in any way concerned or interested, financially or otherwise, in passing the above resolutions.

By Order of the Board of Directors of
Bombay Metrics Supply Chain Limited

Nipul H Keniya

Bombay Metrics Supply Chain Limited Mumbai

Nipul Hirji Keniya
Managing Director
DIN.:03087659.

Date: 13th October, 2022.
Place: Mumbai

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