



**METROGLOBAL LIMITED**

Date: 16<sup>th</sup> June, 2020

To,

The General Manager

Dept. of Corporate Services

BSE Limited

P.J. Tower,

Dalal Street,

Mumbai – 400 001

**Scrip Code:500159**

**Sub: Secretarial Compliance Report**

Dear Sir,

In compliance to the SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of the SEBI (LODR) Regulations, 2015, kindly find enclosed herewith Secretarial Compliance Report for the year ended 31st March 2020 for your kind information and record please.

Thanking you,

Yours faithfully,

For METROGLOBAL LIMITED,

Nitin S. Shah



Company Secretary & Compliance Officer

Encl : As above

CS JIGNESH ASHVINKUMAR SHAH  
COMPANY SECRETARY  
406, GANESH PLAZZA, OPP. SWAMINARAYAN AVENUE, ANJALI CROSS ROAD, AHMEDABAD-380007  
PHONE NUMBER 9327432668.

**Secretarial Compliance Report of METROGLOBAL LIMITED  
for the year ended on 31<sup>ST</sup> MARCH 2020**

We, **Jignesh A. Shah**, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by officers and staff of **METROGLOBAL LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **31<sup>st</sup> March 2020** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable During the Year)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.  
**(The Company has bought back its own shares within the limit prescribed under the powers of the Board) \***



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(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during the year)

(e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the year)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable During the Year)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as applicable and circulars/ guidelines issued thereunder.

and based on above examination, I hereby report that during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters as specified below:

SR. NO.	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of Practicing Company Secretary
	Nil	Nil	Nil

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of action taken against the listed entity/its promoters/Directors/ material subsidiaries either by SEBI or by Stock Exchanges (including /under the Standard Operating Procedures issued by SEBI through various circulars) under the Acts/ Regulations and circulars/ guidelines issued thereunder:



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 COMPANY SECRETARY  
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Sr. No	Action taken by	Details of violation	Details of action taken. E.g. fines, disbursements, warning letter, etc.	Observations/ Remarks of Practicing Company Secretary
1	Bombay Stock Exchange	Late - Submission of Financial Results for the Quarter ended March-2019 (Exchange has issued a letter)	Imposition of Penalty	The Notice was suitable reply and it was a contention from the Company that they have rectified the error.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of Practicing Company Secretary in the previous reports	Observations made in Secretarial compliance report for the year ended — (The years are to be mentioned)	Actions taken by listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 17	Composition of the Board	One more Independent Director Appointed	Composition of the Board is now regular in line with Regulation now**

\*Note: - On 30/03/2019, The Board has proposed the Buy-Back of Shares and appointed M/s **Vivro Financial Services Private Limited** as a Manager to the Buy-Back.

About Buyback

- The Process of buyback was completed on 06/06/2019.



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\*\*Mr. Prashant Kheshkani, the Director of the Company has been advised to pass the test of Independent Director which is conducted by Indian Institute of Corporate Affairs. The weblink for the same is [iica.nic.in/cid\\_Proficiency.aspx](http://iica.nic.in/cid_Proficiency.aspx)

Following Clarifications were asked by BSE

- Clarification on Price Movement vide Email dated 16<sup>th</sup> September 2019 and the same is replied by the Company through letter dated 18/09/2019.



CS Jignesh A. Shah  
Company Secretary  
COP Number 12140  
M. No. ACS 21389  
Date: - 11/06/2020  
UDIN:- A021389B000335879

