



**CIN Number: L21010MH1992PLC069527**

January 21, 2015

REF.: SEC/ III QTR /2014-15

To,  
Ms. Chitra Sekhar  
DCS-CRD  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, Rotunda Bldg.,  
B. S. Marg,  
Fort,  
Mumbai – 400 001.

Dear Madam,

**Subject: Submission of Quarterly Compliance Report on Corporate Governance ( Revised)**

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance for the Third Quarter ended on 31-12-2014 as per Clause 49 of the Listing Agreement.

Please find the same in order and acknowledge a receipt for the same.

Thanking you.

Yours' Faithfully,

**FOR METROGLOBAL LIMITED,**

  
**NITIN S.SHAH**  
**COMPANY SECRETARY**



**Encl. As above**



CIN Number: L21010MH1992PLC069527

**Quarterly Compliance Report on Corporate Governance**Name of the Company: **Metroglobal Limited**Quarter ending on: **31<sup>st</sup> December, 2014**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit	49 (IIIC)	Yes	





Committee			
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V.Subsidiary Companies</b>	49 (V)	Yes.	Subsidiary is a listed Company
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>IV. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	Yes	There were no material transactions with related parties during the quarter ended 31.12.2014.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIC)	Yes	shall be complied in the next Annual Report
(D) Management	49 (VIID)	Yes	shall be complied in the next Annual Report
(E) Shareholders	49 (VIIE)	Yes	shall be complied in the next Annual Report
(F) Proceeds from Public Issues, rights issue and preferential Issue	49 (VIIF)	No	Company has not come out with any Public Issues, Right Issues, Preferential Issues etc.





<b>IX.CEO/CFO Certification</b>	49 (IX)	Yes	shall be complied in the next Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	shall be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	shall be complied in the next Annual Report

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has not come out with an IPO, the words "N.A." may be indicated against 49 (VII).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "shall be complied in the next Annual Report" may be indicated.

**For MetroGlobal Limited**

  
**Nitin Shah**  
**Compliance Officer**

