

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of the Listed Entity : METROGLOBAL LIMITED
2. Quarter ending : MARCH 31, 2018

I. Composition of Board of Directors

| Title (Mr./Ms.) | Name of the Director | PAN * | DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure ^e | Date of Birth | Whether special resolution passed? ^f (Refer Reg. 17(A) of Listing Regulations) | Date of passing special resolution | No. of Directorships in listed entities including this listed entity (in reference to Regulation 17(A)(i)) | No. of Independent Directorships in listed entities including this listed entity (in reference to Regulation 17(A)(ii)) | Number of memberships in Audit Committee(s) including this listed entity (Refer Regulation 26(i) of Listing Regulations) | No. of post of Chairperson in Audit/Shareholder Committee held in listed entities including this listed entity (Refer Regulation 26(i) of Listing Regulations) |
|-----------------|----------------------|-------------|----------|--|-----------------------------|------------------------|-------------------|---------------------|---------------|---|------------------------------------|--|---|--|--|
| Mr. | Gautambhar Jain | AATP89885A | 00160167 | Executive Director, Chairperson, CEO, MD | 14-09-2011 | | | 79 | 18-06-1952 | | | 2 | 1 | 1 | 0 |
| Mr. | Rahul G. Jain | ADOPF3781R | 01813781 | Executive Director | 14-09-2011 | | | 79 | 19-10-1983 | | | 1 | 2 | 2 | 0 |
| Mr. | Sandeep S. Bhandari | ABAPB3534B | 01379245 | Non-Executive - Independent Director | 12-11-2011 | | | 77 | 19-12-1962 | | | 1 | 2 | 2 | 2 |
| Mr. | Nikhil K. Desai | ACGMD1404F | 00414747 | Non-Executive - Independent Director | 12-11-2011 | | | 77 | 06-07-1960 | | | 1 | 3 | 3 | 0 |
| Mrs | Karil Jain | AAATF30064F | 07150442 | Non-Executive - Non Independent Director | 07-04-2015 | | | 36 | 15-04-1987 | | | 1 | 0 | 0 | 0 |

Whether Regular Chairperson appointed: YES, Chairman is Chairman & Managing Director of the Company
 Whether Chairperson is related to managing director or CEO : YES

PAN number of any Director would not be displayed on the website of Stock Exchange & Category of Directors means executive/non-executive/independent. If a Director fits into more than one category write all categories separating them with hyphen.

*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committee

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee's) | Date of Appointment | Date of Cessation |
|--|---------------------------------------|---------------------------|--|---------------------|-------------------|
| 1. Audit Committee | YES | Mr. Nilesh R. Desai | Non-Executive Independent Director, Member | 03-02-2011 | - |
| | | Mr. Rahul G. Jain | Executive Director, Member | 03-02-2011 | - |
| | | Mr. Sandeep S. Bhandari | Non-Executive - Independent Director, Chairperson | 03-02-2011 | - |
| 2. Nomination & Remuneration Committee | YES | | | | |
| | | Mr. Nilesh R. Desai | Non-Executive - Independent Director, Chairperson | 03-02-2011 | - |
| | | Mr. Rahul G. Jain | Executive Director, Member | 03-02-2011 | - |
| 3. Corporate Social Responsibility Committee | YES | Mr. Sandeep S. Bhandari | Non-Executive - Independent Director, Member | 03-02-2011 | - |
| | | Mr. Gautam M. Jain | Executive Director, Chairperson | 27-05-2014 | - |
| | | Mr. Nilesh R. Desai | Non-Executive - Independent Director, Member | 27-05-2014 | - |
| 4. Stakeholders' Relationship Committee | YES | Mr. Rahul G. Jain | Executive Director, Member | 27-05-2014 | - |
| | | Mr. Sandeep S. Bhandari | Non-Executive - Independent Director, Chairperson | 03-02-2011 | - |
| | | Mr. Rahul G. Jain | Executive Director, Member | 03-02-2011 | - |
| | | Mr. Nilesh R. Desai | Non-Executive - Independent Director, Member | 03-02-2011 | - |

Category of Directors means executive/non-executive/independent. If a Director fits into more than one category, write all categories separating them with hyphen.



III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|------------------------------|--|---|
| 11-11-2017 | | YES | 5 | 2 | 92 days |
| | 12-02-2018 | YES | 5 | 2 | |
| | | | | | |

*to be filled for the current quarter only



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IV. Meetings of Committees

| Date(s) of Meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of directors present* | Number of independent directors present* | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
|---|--|------------------------------|--|---|--|
| Audit Committee | | | | | |
| 12-02-2018 | Yes | 3 | 2 | 11-11-2017 | 92 days |
| | | | | | |
| | | | | | |
| Nomination & Remuneration Committee | | | | | |
| 12-02-2018 | Yes | 3 | 2 | 11-11-2017 | 92 days |
| | | | | | |
| | | | | | |
| Corporate Social Responsibility Committee | | | | | |
| 12-02-2018 | Yes | 3 | 1 | 11-11-2017 | 92 days |
| | | | | | |
| | | | | | |
| Stakeholders' Relationship Committee | | | | | |
| 12-02-2018 | Yes | 3 | 2 | 11-11-2017 | 92 days |
| | | | | | |
| | | | | | |

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

Calculated from Previous meeting till March 31 , 2018



V. Related Party Transactions

| Subject | Compliance Status (Yes/ No/ NA) refer note below |
|--|--|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Yes |

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of listing regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If *status* is "No" details of non-compliance may be given here.



| VI. Affirmations | |
|-------------------------|--|
| 1. | The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – Yes As on March 31, 2018 Metroglobal Limited has two functional directors including Chairman & Managing Director, two Independent Directors on the Board and One Woman Director on the Board. |
| 2. | The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| a. | Audit Committee - Yes |
| b. | Nomination & Remuneration Committee - Yes |
| c. | Stakeholders' Relationship Committee - Yes |
| d. | Risk Management Committee (applicable to the top 100 listed entities) - NA |
| 3. | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. Yes |
| 4. | The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes |
| 5. | This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Yes Any comments/observations/advice of Board of Directors may be mentioned here: The Report for the quarter ended March, 2018 was placed before the Board and the same was noted. |

Name & Designation


Nitin S. Shah
Company Secretary & Compliance Officer

