

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 31,2016

I. Composition of Board of Directors

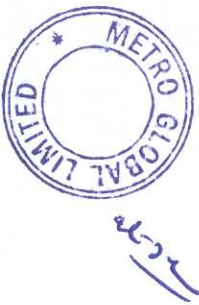
The (Mr./Ms.)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether special resolution passed? [Refer Reg-17(A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17(A)]	No of independent Directorship in listed entities including this listed entity [in reference to Regulation 17(A)]	Number of membership in Audit/ Shareholder Committee) including this listed entity (Refer regulation 26(f) of Listing Regulations)	No. of post of Chair person in Audit/ Shareholder Committee held in listed entities including this listed entity (Refer Regulation 26(f) of Listing Regulations)
Mr.	Gaunakumar Jain	AATP38985J	00160167	Executive Director, Chairperson, CEO-IND	14-09-2011			55	18-06-1952			2		1	0
Mr.	Rahul G. Jain	ADOP7811R	01813781	Executive Director	14-09-2011			55	19-10-1983			1		2	0
Mr.	Samir S. Bhandari	ABAP835348	01379445	Non-Executive - Independent Director	12-11-2011			53	19-12-1962			1		2	2
Mr.	Nilesh R. Desai	ACMP91404F	00414747	Non-Executive - Independent Director	12-11-2011			53	06-07-1960			1		3	0
Mrs.	Kriti Jain	AAAAP7906H	07150442	Non-Executive - Non Independent Director	07-04-2015			12	15-04-1987			1		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)	Date of Appointment	Date of Cessation
<b>1. Audit Committee</b>	YES	Mr. Nitesh 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	-
<b>2. Nomination &amp; Remuneration Committee</b>	YES				
		Mr. Nitesh R. Desai	Non-Executive - Independent Director, Chairperson	03-02-2011	-
		Mr. Rahul G. Jain	Executive Director, Member	03-02-2011	-
		Mr. Sandeep S. Bhandari	Non-Executive - Independent Director, Member	03-02-2011	-
<b>3. Corporate Social Responsibility Committee</b>	YES				
		Mr. Gautam M. Jain	Executive Director, Chairperson	27-05-2014	
		Mr. Nitesh R. Desai	Non-Executive - Independent Director, Member	27-05-2014	
		Mr. Rahul G. Jain	Executive Director, Member	27-05-2014	
<b>4. Stakeholders' Relationship Committee</b>	YES				
		Mr. Sandeep S. Bhandari	Non-Executive - Independent Director, Chairperson	03-02-2011	
		Mr. Rahul G. Jain	Executive Director, Member	03-02-2011	
		Mr. Nitesh 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.



*[Handwritten signature]*

**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)
09-11-2015		Yes	5	2	94 days
	12-02-2016	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
<b>Audit Committee</b>					
12-02-2016	Yes	3	2	09-11-2015	94 days
<b>Nomination &amp; Remuneration Committee</b>					
12-02-2016	Yes	3	2	09-11-2015	94 days
<b>Corporate Social Responsibility Committee</b>					
12-02-2016	Yes	3	1	09-11-2015	94 day
<b>Stakeholders' Relationship Committee</b>					
12-02-2016	Yes	3	2	09-11-2015	94 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, 2016



## V. Related Party Transactions

<b>Subject</b>	<b>Compliance Status (Yes/ No/ NA) refer note below</b>
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.



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<b>VI. Affirmations</b>	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes*</b> As on March 31, 2016, 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 - <b>Yes</b>
b.	Nomination & Remuneration Committee - <b>Yes</b>
c.	Stakeholders' Relationship Committee - <b>Yes</b>
d.	Risk Management Committee (applicable to the top 100 listed entities) - <b>NA</b>
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. <b>Yes</b>
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 - <b>Yes</b>
5.	This report and/or the report submitted in the previous quarter have been placed before Board of Directors. <b>Yes</b> Any comments/observations/advice of Board of Directors may be mentioned here: The Report for the quarter ended March 31, 2016 was placed before the Board and the same was noted.

Name & Designation

*Nitin S. Shah*  
Nitin S. Shah  
Company Secretary & Compliance Officer.

