

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, 2022**

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*	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorships in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	GAUTAM M. JAIN	AATPJ8985J	00160167	Chairperson- Executive Director, CEO-MD	14-09-2011	11-11-2021		127	18-06-1952	NA	-	2	1	1	0
Mr.	RAHUL G. JAIN	ADOPJ7811R	01813781	Executive Director	14-09-2011	11-11-2021		127	19-10-1983			1	0	2	0
Mr.	SANDEEP S. BHANDARI	ABAPB3534B	01379445	Non- Executive Independent Director	12-11-2011	30-09-2019		125	19-12-1962			1	1	2	2
Mr.	NILESH R. DESAI	ACMPD1404F	00414747	Non- Executive Independent Director	12-11-2011	30-09-2019		125	06-07-1960			1	1	0	0
Mr.	PRASHANT M. KHESKANI	AISPK1061F	02589654	Non- Executive Independent Director	10-11-2018			41	22-01-1984			1	1	2	0
Mrs.	KRATI R. JAIN	AAAPT9006H	07150442	Non- Executive Non Independent Director	04-04-2015			84	15-04-1987			1	0	0	0

Whether Regular Chairperson appointed 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
1. Audit Committee	Yes				
		Mr. Sandeep S. Bhandari	Non-Executive Independent Director - Chairperson	03-02-2012	-
		Mr. Rahul G. Jain	Executive Director	03-02-2012	-
		Mr. Prashant M. Kheskani	Non-Executive Independent Director - Member	07-02-2019	-
2. Nomination & Remuneration Committee	Yes				
		Mr. Prashant M. Kheskani	Non-Executive Independent Director - Chairperson	07-02-2019	-
		Mr. Sandeep S. Bhandari	Non-Executive Independent Director - Member	03-02-2012	-
		Mr. Nilesh R. Desai	Non-Executive Independent Director - Member	03-02-2012	
3. Stakeholders' Relationship Committee	Yes				
		Mr. Sandeep S. Bhandari	Non-Executive Independent Director - Chairperson	03-02-2012	
		Mr. Rahul G. Jain	Executive Director, Member	20-08-2020	
		Mr. Prashant M. Kheskani	Non-Executive Independent Director - Member	07-02-2019	

§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)
13-11-2021		YES			92 days
	14-02-2022	YES	6	3	



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					
13-11-2021	Yes	1	2	13-11-2021	92 days
14-02-2022	Yes	1	2		
Nomination & Remuneration Committee					
12-11-2021	Yes	0	3	12-11-2021	
12-02-2022	Yes	0	3		
Stakeholders' Relationship Committee					
12-11-2021	Yes	1	2	12-11-2021	
12-02-2022	Yes	1	2		

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



V. Related Party Transactions

Subject	Compliance Status (Yes/ No/ NA) refer note below
Whether prior approval of audit committee obtained	NA
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	NA

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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ANNEXURE-1

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, 2022, Metroglobal Limited has Six functional directors including Chairman & Managing Director, and three Independent Directors & 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 December 31, 2021 was placed before the Board on February 14, 2022 and the same was noted. **Yes**

Name & Designation



Nitin S. Shah

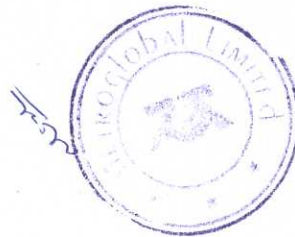
Company Secretary & Compliance Officer



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	NITIN S. SHAH
2	Designation	Company Secretary and Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	NITIN S. SHAH
2	Designation	Company Secretary and Compliance Officer



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Nitinkumar Shantilal Shah
2	Designation	Company Secretary and Compliance Officer

Annexure II				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.metrogloballimited.com
2	Terms and conditions of appointment of independent directors	Yes		www.metrogloballimited.com
3	Composition of various committees of board of directors	Yes		www.metrogloballimited.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.metrogloballimited.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.metrogloballimited.com
6	Criteria of making payments to non-executive directors	Yes		www.metrogloballimited.com
7	Policy on dealing with related party transactions	Yes		www.metrogloballimited.com
8	Policy for determining 'material' subsidiaries	Yes		www.metrogloballimited.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.metrogloballimited.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.metrogloballimited.com



11	email address for grievance redressal and other relevant details	Yes		www.metrogloballimited.com
12	Financial results	Yes		www.metrogloballimited.com
13	Shareholding pattern	Yes		www.metrogloballimited.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.metrogloballimited.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.metrogloballimited.com
18	Credit rating or revision in credit rating obtained	Yes		www.metrogloballimited.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.metrogloballimited.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.metrogloballimited.com
21	Materiality Policy as per Regulation 30	Yes		www.metrogloballimited.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.metrogloballimited.com



II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	



20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	



40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Nitinkumar Shantilal Shah
2	Designation	Company Secretary and Compliance Officer

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Nitinkumar Shantilal Shah
2	Designation	Company Secretary and Compliance Officer



Annexure IV Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable
Reason for Non Applicability	There are no details Loan/ guarantees/ comfort letters/ securities etc. as required to be submitted under this annexure.

Signatory Details

Name of signatory	Nitinkumar Shantilal Shah
Designation of person	Company Secretary and Compliance Officer
Place	Ahmedabad
Date	15-04-2022

