

**Secretarial Compliance Report of METROGLOBAL LIMITED
for the year ended on 31ST MARCH, 2019**

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 **31st March, 2019** (“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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(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
1	Regulation 17, LODR	Appointment and Combination of Board of Directors of the Company	<p>The Company has received a Letter from BSE dated 31/10/2018 regarding the appointment of Directors and other non-compliance. According to the information received from the KMP of the Company, TheCompany has Appointed Mr. Prashant Kheskani as the Director of the Company who is a qualified chartered accountant.</p> <p>Further the Audit Committee & Other Committees according to the Company is well constituted according to the information and representation received by us.</p> <p>The Detailed reply has been submitted to the BSE.</p>

(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:

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	The Company has received letter dated 31/10/2018 Ref: LIST/COMP/Reg 27 (2) & Reg 17 to 21/Sep-18/500159/960/2018-19	The letter has been received and replied on 10/11/2018 & 26/11/2018 .The necessary Compliance Complied with and matter has been resolved to the Satisfaction of BSE. The Company has Appointed Mr. Prashant Kheskani as the Director of the Company who is a qualified chartered accountant.	Appointment of Director Non-Executive Independent immediately made after letter received from BSE.

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

Note :- During the year under the review on 30/03/2019, The Board has proposed the Buy-Back of Shares and resolution to this effect has been filed with Office of ROC and necessary Compliances as per Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 have been started and appointed M/s Vivro Financial Services Private Limited as a Manager to the Buy-Back.

(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
NOT APPLICABLE				



CS Jignesh A. Shah
Company Secretary
COP Number 12140
M. No. ACS 21389
Date :- 30/05/2019