

METROPOLI OVERSEAS LIMITED

CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING :

1. This Code of Corporate Disclosure Practices for Prevention of Insider Trading shall be known as “Metropoli Overseas Limited - Code of Corporate Disclosure Practices for Prevention of Insider Trading” (*hereinafter referred as “the Code”*) made pursuant to the Regulation 12(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended (*hereinafter referred as “the Regulations”*).

2. **Definitions :**

The definitions attributed to captions in Regulation 2 of Chapter I of the Regulations, shall apply and form part of this Code.

3. **Compliance Officer :**

Mr. Ashok Kumar Mohta, shall act as Compliance Officer of the Company for the purpose of this Code and shall discharge all the duties and responsibilities as entrusted to a Compliance Officer under the Regulations.

4. **Corporate Disclosure Policy :**

To ensure timely and adequate disclosure of price-sensitive information by following the norms enumerated in following paragraphs :

5. **Prompt Disclosure of price-sensitive information :**

Price-sensitive information shall be given to stock exchanges, where the shares of the company are listed and as per various requirements of the listing agreement, and disseminated on a continuous and immediate basis. Different convenient and economical ways of supplementing information released to stock exchanges by improving investor access to the public announcements shall also be considered from time-to-time.

6. **Overseeing and co-ordinating disclosure :**

The Compliance Officer shall be responsible to oversee the entire corporate disclosure and also for ensuring that the company complies with continuous disclosure requirements overseeing and co-ordinating disclosure of price-sensitive information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

7. Responding to market rumours :

The Compliance Officer will immediately brought material market rumours to the knowledge of the Board and shall take utmost care in making any public announcement, with prior approval of the Board, for verifying or denying rumours and then making the disclosure.

8. Timely reporting of shareholdings/ownership and changes in ownership :

The Compliance Officer shall ensure that the disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the various enactments and the listing agreement shall be made in a timely and adequate manner.

9. Disclosure/Dissemination of price-sensitive information with special reference to analysts, institutional investors :

The following guidelines shall be followed while dealing with analysts and institutional investors :

- (i) *only public information to be provided :*
Only public information shall be provided to the analyst/research persons/large investors like institutions. Further, the information provided to the analyst shall be made public at the earliest.
- (ii) *recoding of discussion :*
In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives, duly authorized by the Board or selected by the Compliance Officer on best judgment of its own, be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- (iii) *handling of unanticipated questions :*
The Compliance Officer should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price-sensitive information, a public announcement shall be made before responding.
- (iv) *simultaneous release of information :*
A press release shall be made or post relevant information shall be provided on the website of the company after every meeting organized by the Company with analysts. If the circumstances permit live webcasting of analyst meets shall also be considered.

10. Medium of disclosure/dissemination :

The Compliance Officer shall ensure that disclosure to stock exchanges is made promptly. All the relevant information shall be provided at the internet website of the Company. Efforts shall be taken to disclose / disseminate information through various media to achieve maximum reach and quick dissemination.

11. The decision of the Board of Directors with regard to all matters relating to this Code shall be final and binding on all concerned.
12. The Board of Directors of the Company shall have power to modify or replace this code in part or full as may be thought fit from time to time in their absolute discretion.
13. This code has been duly approved by the Board of Directors in its meeting held on 30.05.2012 and the Code shall be deemed to have come into force with immediate effect.
14. Words or phrases not defined here will have their respective meanings as per the SEBI Act and these regulations.

Place :
Dated :

For and on behalf of