

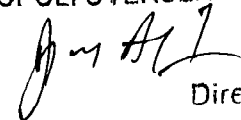
## Quarterly Compliance Report on Corporate Governance

Name of the company : Metropoli Overseas Limited

Quarter Ending on : 31<sup>st</sup> December, 2012

| Particulars  | Clause of Listing Agreement | Compliance status (Yes/No) | Remarks   |
|--|-----------------------------|----------------------------|---|
| <b>I. Board of Directors</b>   | 49(I)                       |                            |   |
| (A) Composition of Board   | 49(1A)                      | Yes                        |   |
| (B) Non-executive Directors' compensation & Disclosure                   | 49(1B)                      | Yes                        |   |
| (C) Other provisions as to the Board and Committees                      | 49(1C)                      | Yes                        |   |
| (D) Code of Conduct  | 49(1D)                      | Yes                        |   |
| <b>II. Audit Committee</b>   | 49II                        |                            |   |
| (A) Qualified & Independent Audit Committee                              | 49(IIA)                     | Yes                        |   |
| (B) Meeting of Audit Committee   | 49(II B)                    | Yes                        |   |
| (C) Powers of Audit Committee  | 49(II C)                    | Yes                        |   |
| (D) Role of Audit Committee  | 49(II D)                    | Yes                        |   |
| (E) Review of information by Audit Committee                             | 49(II E)                    | Yes                        |   |
| <b>III. Subsidiary Companies</b>   | 49III                       | N.A.                       |   |
| <b>IV. Disclosures</b>   | 49IV                        |                            |   |
| (A) Basis of related party transactions                                  | 49(IV A)                    | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B)                   | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| (C) Board Disclosures  | 49(IV B)                    | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IV C)                    | N.A.                       |   |
| (E) Remuneration of Directors  | 49(IV D)                    | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| (F) Management   | 49(IV E)                    | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| (G) Shareholders   | 49(IV F)                    | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| <b>V. CEO/CFO Certification</b>  | 49 V                        | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| <b>VI. Report on Corporate Governance</b>                                | 49 VI                       | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |
| <b>VII. Compliance</b>   | 49 VII                      | Yes                        | Already made in the Annual Report for the financial year 2011-2012. |

METROPOLI OVERSEAS LTD.



Director

### Administrative Office

Chatterjee International Centre,  
 33A, J.L. Nehru Road  
 12th Floor, Suite # 7, Kolkata 700071, India  
 Ph: 191 (33) 3048-1800/1801,  
 Fax: 191 (33) 3048-1802  
 Email: mail@cnimpex.com

### Registered Office

2 BBD Bag (East), 2nd Floor  
 Kolkata 700071  
 Ph: 191 (33) 2248-4565