

Quarterly Compliance Report on Corporate Governance

Name of the company : **Metropoli Overseas Ltd**

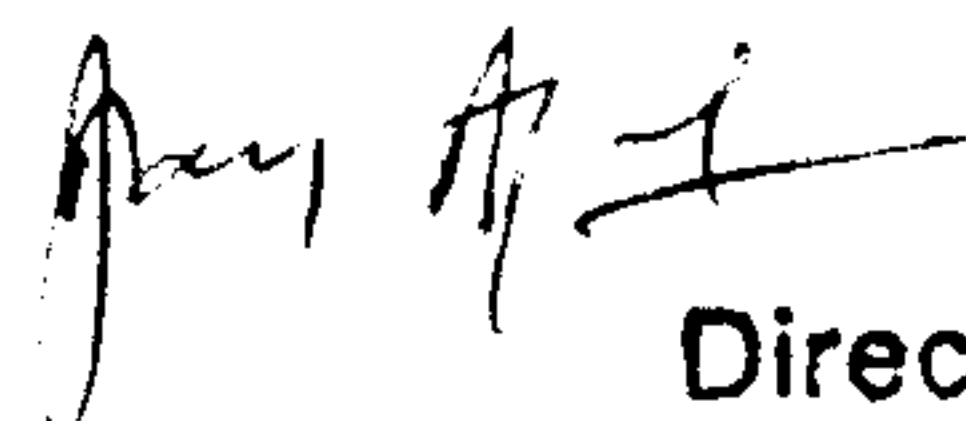
Quarter Ending on : **31st December, 2013**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I. Board of Directors	49(1)		
(A) Composition of Board	49(1A)	Yes	
(B) Non-executive Directors' compensation & disclosure	49(1B)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2013.
(C) Other provisions as to the Board and Committees	49(1C)	Yes	
(D) Code of Conduct	49(1D)	Yes	
II. Audit Committee	49II		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of information by Audit Committee	49(IIE)	Yes	
III. Subsidiary Companies	49III	N.A.	
IV. Disclosures	49IV		
(A) Basis of related party transactions	49(IV A)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2013.
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVDC)	N.A.	
(E) Remuneration of Directors	49(IV E)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2013.
(F) Management	49(IV F)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2013
(G) Shareholders	49(IV G)	Yes	Already complied in the last Annual Report for the year ended 31 st March, 2013
V. CEO/CFO Certification	49 V	Yes	Already complied in the last Annual Report for the year ended 31 st March, 2013
VI. Report on Corporate Governance	49 VI	Yes	Already complied in the last Annual Report for the year ended 31 st March, 2013
VII. Compliance	49 VII	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2013.

Administrative Office

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Director

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