

**Quarterly Compliance Report on Corporate Governance**

**Mane of the Company: Metropoli Overseas Limited**

**Quarter ending: 31<sup>st</sup> December, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>491</b>		
(A) Composition Of Board	<b>49(IA)</b>	<b>Yes</b>	
(B) Non-executive Directors' compensation & disclosures	<b>49(IB)</b>	<b>Yes</b>	
(C) Other provisions as to the Board and Committees	<b>49(IC)</b>	<b>Yes</b>	
(D) Code of Conduct	<b>49(ID)</b>	<b>Yes</b>	
<b>II. Audit Committee</b>	<b>49(II)</b>		
(A) Qualified & Independent Audit Committee	<b>49(IIA)</b>	<b>Yes</b>	
(B) Meeting of Audit Committee	<b>49(IIB)</b>	<b>Yes</b>	
(C) Powers of Audit Committee	<b>49(IIC)</b>	<b>Yes</b>	
(D) Role of Audit Committee	<b>49(IID)</b>	<b>Yes</b>	
(E) Review of information by Audit Committee	<b>49(IIE)</b>	<b>Yes</b>	
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	<b>N.A.</b>	
<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of Related Party Transactions	<b>49(IVA)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.
(B) Disclosure of Accounting Treatment	<b>49(IVB)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.
(D) Proceeds from public issues, rights issues, preferential issues etc.	<b>49(IVD)</b>	<b>N.A.</b>	
(E) Remuneration of Directors	<b>49(IVE)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.
(F) Management	<b>49(IVF)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.

**Administrative Office**

Chatterjee International Centre,  
33A, J.L. Nehru Road  
12th Floor, Suite # 7, Kolkata 700071, India  
Ph: +91 (33) 3048-1800/1801,  
Fax: +91 (33) 3048-1802  
Email: mail@cmimpex.com

**Registered Office**

2 BBD Bag (East), 2nd Floor  
Kolkata 700001  
Ph: +91 (33) 2248-4565

(G) Shareholders	<b>49(IVG)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.
<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
V. CEO/CFO Certification	<b>49(V)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.
VI. Report on Corporate Governance	<b>49(VI)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.
VII. Compliance	<b>49(VII)</b>	<b>Yes</b>	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed further in the next Annual Report for the Financial Year 2014-2015.

**METROPOLI OVERSEAS LTD.**

*Ajay Ajay*

**Director**

**Administrative Office**

Chatterjee International Centre,  
33A, J.I. Nehru Road  
12th Floor, Suite # 7, Kolkata 700071, India  
Ph: +91 (33) 3048-1800/1801,  
Fax: +91 (33) 3048-1802  
Email: mail@cmimpex.com

**Registered Office**

2 BBD Bag (East), 2nd Floor  
Kolkata 700001  
Ph: +91 (33) 2248-4565