

**Quarterly Compliance Report on Corporate Governance Under Regulation 27(2)-Annexure I**

1. Name of Listed Entity : METROPOLI OVERSEAS LTD  
 2. Quarter Ending : 31ST DECEMBER, 2016

I. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>4</sup>	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
MR	SUNIL KUMAR PODDAR	AEJPP0378K & 00783366	Non-Executive	13/05/2011		1	1 (Audit Committee)	1
MR	MOHAN LAL AGARWAL	AAWPA2870J & 00911008	Non-Executive	22/03/2011		1	1 (Audit Committee)	-
MR	ASHOK KUMAR MOHTA	ADNPM0460C & 00975048	Non-Executive	01/06/2015		1	-	-
MR	SOMNATH GANGULI	AGEPG4221F & 00975216	Independent	01/06/2015	1	1	-	-
MR	PRAVEEN CHAND	ABXPC2610C & 01248840	Non-Executive	13/05/2011		1	2 (Audit Committee/Stake holder)	1
MR	PRAMOD KEDIA	AFZPK2792K & 01418170	Independent	01/06/2015	1	1	-	-
MR	AJAY AGARWAL	ADCPA3841N & 03474699	Non-Executive	22/03/2011		1	1 (Stake holder)	-
MR	JAYATEE DAS	AUPPD2098A & 06943796	Independent	29/09/2014	2	1	-	-
MR	KPP NAIR	ALMPK6983H	CEO	01/06/2015	1	1	-	-

<sup>4</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>5</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>4</sup>
1. Audit Committee	SUNIL KUMAR PODDAR MOHAN LAL AGARWAL PRAVEEN CHAND	Chairperson Non-Executive Non-Executive
2. Nomination & Remuneration Committee (NCR)	PRAVEEN CHAND MOHAN LAL AGARWAL JAYATEE DAS	Chairperson Non-Executive Independent
3. Risk Management Committee (if applicable)	N/A	N/A
4. Stakeholders Relationship Committee (SR)	PRAVEEN CHAND AJAY AGARWAL	Chairperson Non-Executive

<sup>4</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14/11/2016	15/02/2017	93

IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
15/02/2017 (Audit Committee)	Yes, Quorum was present	14/11/2016 (Audit Committee)	93

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	N/A
Whether shareholder approval obtained for material RPT	N/A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N/A

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here:



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VI. Affirmations		Status
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015		Yes
a. Audit Committee		Yes
b. Nomination & remuneration committee		Yes
c. Stakeholders relationship committee		Yes
d. Risk management committee (applicable to the top 100 listed entities)		N/A
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes		
<b>Name &amp; Designation : Compliance Officer-SUNIL KUMAR PODDAR</b>		
<b>Company Secretary / Compliance Officer / Managing Director/CEO</b>		

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Date:- 25/01/2017

**METROPOLI OVERSEAS LTD.**

*Sunil K. Poddar*  
**Director**

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