

Quarterly Compliance Report on Corporate Governance

Name of the company : Metropoli Overseas Limited

Quarter Ending on : 30th June, 2013

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I. Board of Directors	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	
II. Audit Committee	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	
III. Subsidiary Companies	49III	N.A.	
IV. Disclosures	49IV		
(A) Basis of related party transactions	49(IV A)	Yes	Already made in the Annual Report for the financial year 2011-2012. Shall be disclosed further in the next Annual Report for the financial year 2012-2013
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Already made in the Annual Report for the financial year 2011-2012. Shall be disclosed further in the next Annual Report for the financial year 2012-2013
(C) Board Disclosures	49(IV B)	Yes	Already made in the Annual Report for the financial year 2011-2012. Shall be disclosed further in the next Annual Report for the financial year 2012-2013
(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. Shall be disclosed further in the next Annual Report for the financial year 2012-2013
(F) Management	49(IV E)	Yes	Already made in the

Administrative Office

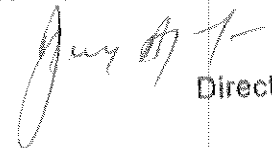
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			Annual Report for the financial year 2011-2012 Shall be disclosed further in the next Annual Report for the financial year 2012-2013
(G) Shareholders	49(IV F)	Yes	Already made in the Annual Report for the financial year 2011-2012. Shall be disclosed further in the next Annual Report for the financial year 2012-2013
V. CEO/CFO Certification	49 V	Yes	Already made in the Annual Report for the financial year 2011-2012. Shall be disclosed further in the next Annual Report for the financial year 2012-2013
VI. Report on Corporate Governance	49 VI	Yes	Already made in the Annual Report for the financial year 2011-2012 Shall be disclosed further in the next Annual Report for the financial year 2012-2013.
VII. Compliance	49 VII	Yes	Already made in the Annual Report for the financial year 2011-2012. Shall be disclosed further in the next Annual Report for the financial year 2012-2013

METROPOLI OVERSEAS LTD.



Director

Administrative Office

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