

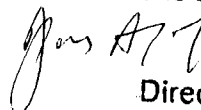
Quarterly Compliance Report on Corporate Governance

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

Quarter Ending on : **30th June, 2012**

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	
(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	Will be complied with at the next AGM
(B) Board Disclosures	49(IV B)	Yes	Will be complied with at the next AGM
(C) Proceeds from public issues, rights issues, preferential issues etc.	49(IV C)	N.A	
(D) Remuneration of Directors	49(IV D)	N.A	
(E) Management	49(IV E)	Yes	Will be complied with at the next AGM
(F) Shareholders	49(IV F)	Yes	Will be complied with at the next AGM
V. CEO/CFO Certification	49 V	No	Will be complied in next Annual report.
VI. Report on Corporate Governance	49 VI	No	Will be complied in next Annual report.
VII. Compliance	49 VII	No	Will be complied in next Annual report.

METROPOLI OVERSEAS LTD.


Director

Registered Office

2 BBD Bag (East), 2nd Floor
Kolkata 700071
Ph: +91 (33) 2248 4565

Works

Survey No. 100, Hydal Village
Nelamangala Taluk, Bengaluru 562126
Ph: +91 (80) 2773-7227/8
Email: metropolioverseas@gmail.com