

Quarterly Compliance Report on Corporate Governance

Name of the Company: Metropoli Overseas Limited

Quarter ending on: 31st March, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to the Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(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 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
(C) Board Disclosures	49 (IV C)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	

Administrative Office

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Registered Office

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Kolkata 700001
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Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(E) Remuneration of Directors	49 (IV E)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
(F) Management	49 (IV F)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
(G) Shareholders	49 (IV G)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
V. CEO/CFO Certification	49 (V)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
VI. Report on Corporate Governance	49 (VI)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.
VII. Compliance	49 (VII)	Yes	Already made in the Annual Report for the financial year 2012-2013. Shall be disclosed further in the next Annual report for the financial year 2013-2014.

METROPOLI OVERSEAS LTD.


 Director

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