

Quarterly Compliance Report on Corporate Governance

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

Quarter ending: 31st March, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49I		
(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(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	49(III)	N.A.	
IV. Disclosures	49(IV)		
(A) Basis of Related Party Transactions	49(IVA)	Yes	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	49(IV B)	Yes	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.	49(IV D)	N.A.	
(E) Remuneration of Directors	49(IV E)	Yes	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	49(IV F)	Yes	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.
(G) Shareholders	49(IV G)	Yes	Already made in the Annual Report for the Financial Year 2013-2014. Shall be disclosed

Administrative Office

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Registered Office

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

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
V. CEO/CFO Certification	49(V)	Yes	Further in the next Annual Report for the Financial Year 2014-2015. 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	49(VI)	Yes	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	49(VII)	Yes	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 Agrawal

Director

Administrative Office

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