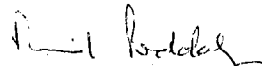


**Quarterly Compliance Report on Corporate Governance**Name of the company : **Metropoli Overseas Limited**Quarter Ending on : **31<sup>st</sup> March, 2012**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
<b>I. Board of Directors</b>	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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49III	N.A.	
<b>IV. Disclosures</b>	49IV		
(A) Basis of related party transactions	49(IV A)	Yes	
(B) Board Disclosures	49(IV B)	Yes	
(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	
(F) Shareholders	49(IV F)	Yes	
<b>V. CEO/CFO Certification</b>	49 V	No	Shall be complied in next Annual report.
<b>VI. Report on Corporate Governance</b>	49 VI	No	Shall be complied in next Annual report.
<b>VII. Compliance</b>	49 VII	No	Shall be complied in next Annual report.

METROPOLI OVERSEAS LTD.

  
Director