

Quarterly Compliance Report on Corporate Governance

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

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

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I. Board of Directors			
(A) Composition of Board	49(I)		
(B) Non-executive Directors' compensation & Disclosure	49(1A) 49(1B)	Yes Yes	
(C) Other provisions as to the Board and Committees	49(1C)	Yes	
(D) Code of Conduct	49(1D)	Yes	
II. Audit Committee			
(A) Qualified & Independent Audit Committee	49II		
(B) Meeting of Audit Committee	49(IIA)	Yes	
(C) Powers of Audit Committee	49(IIB)	Yes	
(D) Role of Audit Committee	49(IIC)	Yes	
(E) Review of information by Audit Committee	49(IID)	Yes	
III. Subsidiary Companies	49(IIIE)	Yes	
IV. Disclosures	49III	N.A.	
(A) Basis of related party transactions	49IV		
(B) Disclosure of Accounting Treatment	49(IV A)	Yes	
(C) Board Disclosures	49 (IV B)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV B) 49(IV C)	Yes N.A.	
(E) Remuneration of Directors	49(IV D)	Yes	
(F) Management	49(IV E)	Yes	
(G) Shareholders	49(IV F)	Yes	
V. CEO/CFO Certification	49 V	Yes	
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance	49 VII	Yes	

METROPOLI OVERSEAS LTD.

[Signature]
Director

Registered Office

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Works

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