

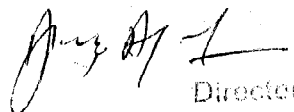
**Quarterly Compliance Report on Corporate Governance**

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

Quarter Ending on : **30<sup>TH</sup> SEPTEMBER, 2013**

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	Already disclosed in detail in Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2013.
(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(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	
<b>III. Subsidiary Companies</b>	49III	N.A.	
<b>IV. Disclosures</b>	49IV		
(A) Basis of related party transactions	49(IV A)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2013.
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVDC)	N.A.	
(E) Remuneration of Directors	49(IV E)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2013.
(F) Management	49(IV F)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2013
(G) Shareholders	49(IV G)	Yes	Already complied in the last Annual Report for the year ended 31 <sup>st</sup> March, 2013
<b>V. CEO/CFO Certification</b>	49 V	Yes	Already complied in the last Annual Report for the year ended 31 <sup>st</sup> March, 2013
<b>VI. Report on Corporate Governance</b>	49 VI	Yes	Already complied in the last Annual Report for the year ended 31 <sup>st</sup> March, 2013
<b>VII. Compliance</b>	49 VII	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2013.

METROPOLI OVERSEAS LTD.

  
Director

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