

Quarterly Compliance Report on Corporate Governance

Name of the Company: Metropoli Overseas Limited

Quarter ending on: 30th September, 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	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014.
(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 disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014
(F) Management	49 (IV F)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014
(G) Shareholders	49 (IV G)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014 for the financial year 2013-2014.

Administrative Office

Chatterjee International Centre,
 33A, J.L. Nehru Road
 12th Floor, Suite # 7, Kolkata 700071, India
 Ph: + 91 (33) 3048-1800/1801,
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 Email: mail@cmimpex.com

METROPOLI OVERSEAS LTD.

[Signature]
 Director

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	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014
VI. Report on Corporate Governance	49 (VI)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014
VII. Compliance	49 (VII)	Yes	Already disclosed in detail in Corporate Governance Report for the year ended 31 st March, 2014

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