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CLAUSE 35 OF EQUITY LISTING AGREEMENT

(I) (a) STATEMENT SHOWING SHAREHOLDING PATTERN

Name of the Company (Scrip) :	METROPOLI OVERSEAS LTD		
Class of Security:	EQUITY		
Scrip Code : (NSE)	0	BSE	
Quarter Ended:	December 31, 2013		
(I)	(II)	(III)	(IV)
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by public			
Total :	0	0	0.000
Outstanding convertible securities:-	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoters group			
Held by public			
Total :	0	0	0.000
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoters group			
Held by public			
Total :			
Total paid-up capital of the company assuming full conversion of warrants and convertible securities	11926656		



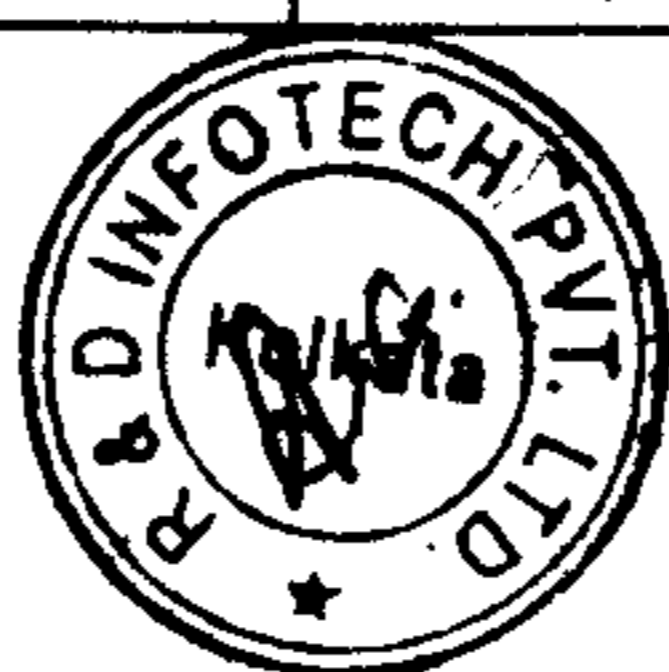
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(1) in Clause 35. (a) for sub-clause (I)(a), the following sub-clause shall be substituted, namely:-

(1) (a) STATEMENT SHOWING SHAREHOLDING PATTERN

Name of the Company :		METROPOLI OVERSEAS LTD						
Scrip Code (BSE):		0		Quarter Ended:		31-Dec-13		
Scrip Code (CSE/NSE):		[0] - [N.A]						
Category Code	Category of Shareholder	No of Share holders	Total Number of Shares	No of Shares held in dematerialized form	Total shareholding as a % of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)1	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	Promoter and Promoter Group							
(1)	INDIAN							
(a)	Indian Individuals/ Hindu Undivided Family	10	1202050	0	10.079	10.079	0	0.000
(b)	Central Government/ State Government(s)	0	0	0	0.000	0.000	0	
(c)	Body Corporates	5	4442900	0	37.252	37.252	0	0.000
(d)	Financial Institutions / Banks	0	0	0	0.000	0.000	0	
(e)	Any Other	0	0	0	0.000	0.000	0	
	Sub Total (A) (1)	15	5644950	0	47.331	47.331	0	0.000
(2)	Foreign							
a	Individuals (Non Resident Individuals / Foreign Individuals)	0	0	0	0.000	0.000	0	
b	Bodies Corporate	0	0	0	0.000	0.000	0	
c	Institutions	0	0	0			0	
d	Any Other	0	0	0		0.000	0	
	Sub Total (A) (2)	0	0	0	0.000	0.000	0	0.000
	Total Shareholding of Promoter and Promoter Group A= (A)(1) + (A)(2)	15	5644950	0	47.331	47.331	0	0.000
(B)	Public Shareholding							
(1)	Institutions						N.A	N.A
a	Mutual Funds & UTI	1	100	0	0.001	0.001		
b	Financial Institutions / Banks	8	1331500	0	11.164	11.164		
c	Central Government /State Government(s).	0	0	0	0.000	0.000		
d	Venture Capital Funds	0	0	0	0.000	0.000		
e	Insurance Companies	0	0	0	0.000	0.000		
f	Foreign Institutional Investors (SEBI-registered)	0	0	0	0.000	0.000		
g	Foreign Venture Capital Investors	0	0	0	0.000	0.000		
h	Others				0.000	0.000		
	Sub Total (B) (1)	9	1331600	0	11.165	11.165	0	0.000
(2)	Non Institutions						N.A	N.A
a	Bodies Corporate	87	2676500	0	22.441	22.441		
b	i) Individuals shareholders holding nominal sharecapital up to Rs. 1 Lakh	6846	1548906	0	12.987	12.987		
	ii) Individuals shareholders holding nominal sharecapital excess of Rs. 1 Lakh	19	724700	0	6.076	6.076		
c	Any Others				0.000	0.000		
	Sub Total (B) (2)	6952	4950106	0	41.505	41.505	0	0.000
	Total Public Shareholding B= (B)(1) + (B)(2)	6961	6281706	0	52.669	52.669	0	0.000
	Total Shareholding (A) + (B)	6976	11926656	0	100.000	100.000	0	0.000
(C)	Shares held by Custodians and against which Depository Receipts have been issued					0.000		
	Grand Total (A) (B) + (C)	6976	11926656	0	100.000	100.000	0	0.000

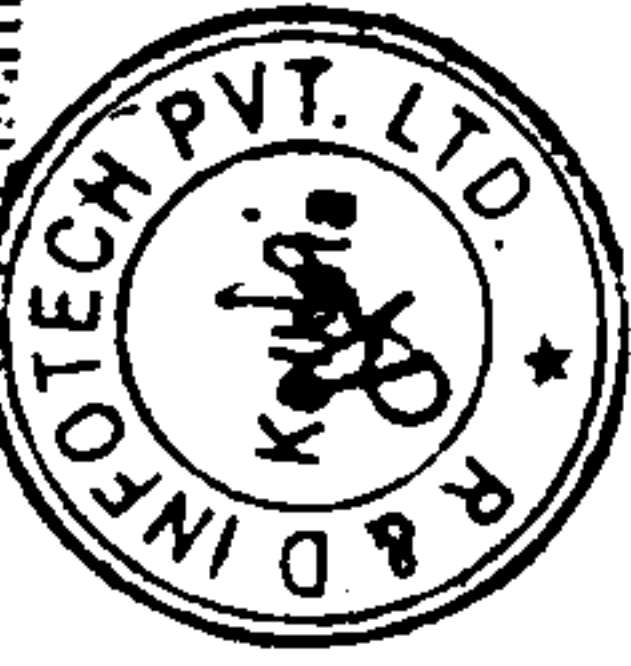
NOTE :



Annexure II - (I) (b)

METROPOLITAN OVERSEAS LTD														
SRL No	Name Of the Shareholder	Details of Shares held			Encumbered shares (*)				Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number	As a % of grand total (A)+(B)+(C)	Number	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (IXa)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	Total shares			
											(III)	(IV)	(V)	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III) * 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)			
1	ASHOK KR MOHTA	830300	6.962%		0.000%	0.000%		0.000%		0.000%				6.962%
2	DS FINANCE & CONSULTANCY PVT LTD	230000	1.928%		0.000%	0.000%		0.000%		0.000%				1.928%
3	MAHESH KUMAR MUNDHRA	21750	0.182%		0.000%	0.000%		0.000%		0.000%				0.182%
4	NAVSAKI CEMENTS PVT LTD	756200	6.340%		0.000%	0.000%		0.000%		0.000%				6.340%
5	RAJ MOHTA	38750	0.325%		0.000%	0.000%		0.000%		0.000%				0.325%
6	RAMESH KR SAHU	37500	0.314%		0.000%	0.000%		0.000%		0.000%				0.314%
7	RAMEHWARLAL MOHTA	11250	0.094%		0.000%	0.000%		0.000%		0.000%				0.094%
8	SUBHASH CH MOHTA	37500	0.314%		0.000%	0.000%		0.000%		0.000%				0.314%
9	SUNITA DALMIA	50000	0.419%		0.000%	0.000%		0.000%		0.000%				0.419%
10	SURESH KUMAR MOHTA	37500	0.314%		0.000%	0.000%		0.000%		0.000%				0.314%
11	SUSHIL KUMAR MOHTA	37500	0.314%		0.000%	0.000%		0.000%		0.000%				0.314%
12	YA CONSULTANCY SERVICES PVT LTD	510000	4.276%		0.000%	0.000%		0.000%		0.000%				4.276%
13	DALAL STREET FINANCE PVT LTD	2946700	24.707%		0.000%	0.000%		0.000%		0.000%				24.707%
14	YOGESH KR DALMIA	100000	0.838%		0.000%	0.000%		0.000%		0.000%				0.838%
	Total:	5644950	47.331%											47.331%

(* The term "encumbrance" has the same meaning as assigned to it in Regulation 28(3) of the SAST Regulations, 2011.



Annexure II - (1) (c) (i)

(1) (c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

SRI. No	Name Of the Shareholder	Details of Shares held		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No of Shares held	Shares as a percentage of total number of Shares i.e. Grand Total Statement at para (Ka) above!	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
		Name of the Company (Scrip) : VII IRDPO11 OVERSEAS LTD						
		Scrip Code (BSE):						
		Scrip Code (SEI):						
		Quarter Ended:		31-Dec-13				
1	THE HONGKONG AND SHANGHAI BANKING SERVICES	650800	5.457%		0.000%		0.000%	5.457%
2	SIDDHESWARI DEALERS PVT LTD	400000	3.354%		0.000%		0.000%	3.354%
3	THE INDUSTRIAL CREDIT AND INVESTMENT DEPARTMENT LICOBANK	330300	2.769%		0.000%		0.000%	2.769%
4	SOMNATH GANGULI	265000	2.222%		0.000%		0.000%	2.222%
5	SIDBI VENTURE CAPITAL LIMITED	200000	1.677%		0.000%		0.000%	1.677%
6	BOHFINANCE LTD	166000	1.392%		0.000%		0.000%	1.392%
7	PALLAB SENGUPTA	134200	3.882%		0.000%		0.000%	3.882%
8	ASHOK KUMAR KAVAN	128100	3.705%		0.000%		0.000%	3.705%
9		124100	3.590%		0.000%		0.000%	3.590%
Total:		2398500	28.047%		0.000%		0.000%	28.047%



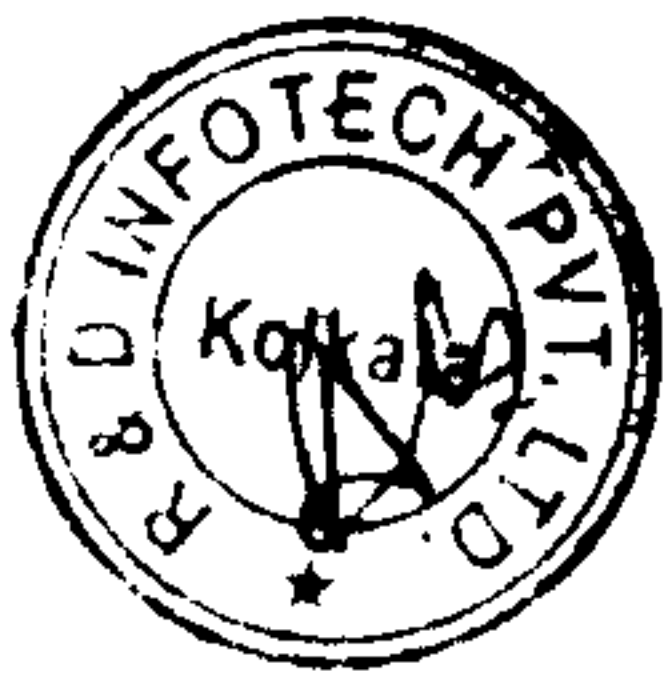
Annexure II - (I) (c)(ii)

(I K c (ii)) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

SRL No	Name Of the Shareholder	Details of Shares held		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No of Shares held	Shares as a percentage of total number of shares i.e., (Grand Total (A)+(B)+(C) indicated in Statement at para (IXa) above)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	THE HONGKONG AND SHANGHAI BANKING FIN SERVICES	650800	5.457%	0.0000%	0.0000%	0.0000%	0.0000%	5.457%
Total:		650800	5.457%		0.000%		0.000%	5.457%



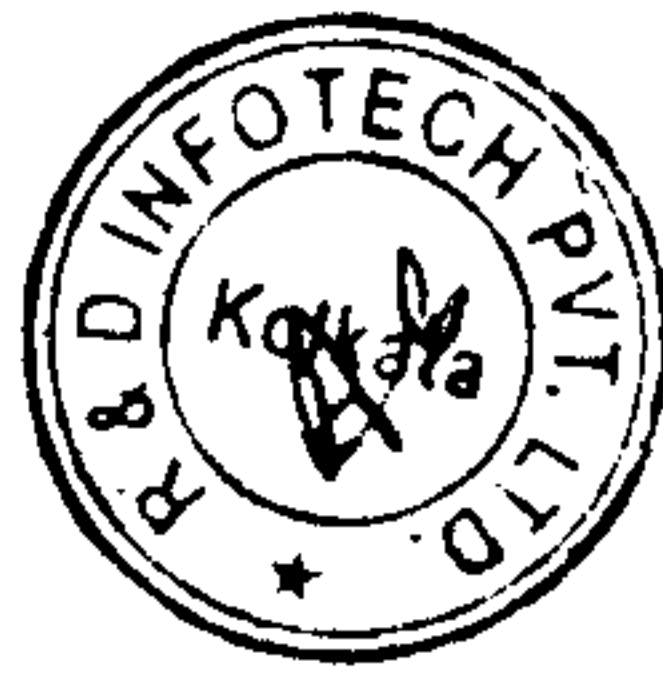
Annexure II - (I) (d)			
(D)(c) STATEMENT SHOWING details of locked-in shares			
	Name of the Company :		METROPOLI OVERSEAS LTD
	Scrip Code (BSE): 0		Quarter Ended: 31/12/2013
	Scrip Code (NSE): 0 - N.A		
SRI. No	Name Of the ShareHolder	No of locked-in Shares	Locked-in Shares as a % of total number of shares {i.e., Grand Total (A) +(B)+ (C) indicated in Statement at para (I) (a) above}
1			
2	NH		
3			
	Total:	0	0.000%



Annexure II - (II) (a)

(11) (a) STATEMENT details of Depository Receipts(DRs)

Name of the Company : METROPOLI OVERSEAS LTD				
Scrip Code (BSE): 0			Quarter Ended: 31/12/2013	
Scrip Code (NSE): [0] - [N.A]				
SRL No	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Type of outstanding DRs	No of Shares underlying outstanding DRs	Shares undrlyng outstanding DRs as a % of total no of shares{i.e..Grand Total (A) +(B)+ (C) indicated in Statement at para (1) (a)}
1				
2	NIL			
3				
Total:				



Annexure II - (II) (b)

(1)(b) STATEMENT SHOWING HOLDING of Depository Receipts(DRs) where underlying shares are in excess of 1% of the total number of shares

Name of the Company :		METROPOLI OVERSEAS LTD		
Scrip Code (BSE):		0		
Scrip Code (NSE):		[0] - [N.A]		
		Quarter Ended: 31/12/2013		
SRI No	Name Of the DR Holder	Type of otstndg DR(ADRs,GDRs,SDRs,etc)	No of Shares underlying outstanding DRs	Shares undrlyng outstanding DRs as a % of total no of shares[i.e.,Grand Total (A) +(B)+ (C) indicated in Statement at para (1) (a)]
1				
2	NIL			
3				
Total:				

