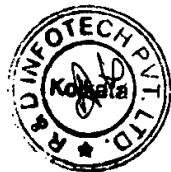


**Annexure - A [Page - 1/2]**

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

**(I) (a) STATEMENT SHOWING SHAREHOLDING PATTERN**

<b>Name of the Company (Scrip) :</b>				<b>METROPOLI OVERSEAS LTD</b>			
<b>Class of Security:</b>				<b>EQUITY</b>			
<b>Scrip Code : (NSE)</b>		0		BSE			
<b>Quarter Ended:</b>				March 31, 2015			
(I)		(II)		(III)		(IV)	
<b>Partly pair-up shares:-</b>		<b>No. of partly paid-up shares</b>		<b>As a % of total no. of partly paid-up shares</b>		<b>As a % of total no. of shares of the company</b>	
Held by promoter/promoters group							
Held by public							
<b>Total :</b>		0		0		0.000	
<b>Outstanding convertible securities:-</b>				<b>No. of outstanding securities</b>		<b>As a % of total No. of outstanding convertible securities</b>	
						<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>	
Held by promoter/promoters group							
Held by public							
<b>Total :</b>				0		0	
<b>Warrants:-</b>				<b>No. of warrants</b>		<b>As a % of total no. of warrants</b>	
						<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>	
Held by promoter/promoters group							
Held by public							
<b>Total :</b>							
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>				<b>11926656</b>			



## Annexure - A [Page - 2/2]

(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-Mar-15			
Scrip Code (CSE/NSE): 101 - [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)	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
<b>(A) Promoter and Promoter Group</b>								
<b>(1) INDIAN</b>								
(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	0.000
(c)	Body Corporates	4	4442900	0	37.252	37.252	0	0.000
(d)	Financial Institutions / Banks	0	0	0	0.000	0.000	0	0.000
(e)	Any Other	0	0	0	0.000	0.000	0	0.000
<b>Sub Total (A) (1)</b>		<b>14</b>	<b>5644950</b>	<b>0</b>	<b>47.331</b>	<b>47.331</b>	<b>0</b>	<b>0.000</b>
<b>(2) Foreign</b>								
a	Individuals (Non Resident Individuals / Foreign Individuals)	0	0	0	0.000	0.000	0	0.000
b	Bodies Corporate	0	0	0	0.000	0.000	0	0.000
c	Institutions	0	0	0	0.000	0.000	0	0.000
d	Any Other	0	0	0	0.000	0.000	0	0.000
<b>Sub Total (A) (2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>	<b>0</b>	<b>0.000</b>
<b>Total Shareholding of Promoter and Promoter Group A= (A)(1) + (A)(2)</b>		<b>14</b>	<b>5644950</b>	<b>0</b>	<b>47.331</b>	<b>47.331</b>	<b>0</b>	<b>0.000</b>
<b>(B) Public Shareholding</b>								
<b>(1) Institutions</b>								
a	Mutual Funds & UTI	1	100	0	0.001	0.001	N.A	N.A
b	Financial Institutions / Banks	8	1331500	0	11.164	11.164	0	0.000
c	Central Government /State Government(s)	0	0	0	0.000	0.000	0	0.000
d	Venture Capital Funds	0	0	0	0.000	0.000	0	0.000
e	Insurance Companies	0	0	0	0.000	0.000	0	0.000
f	Foreign Institutional Investors (SEBI-registered)	0	0	0	0.000	0.000	0	0.000
g	Foreign Venture Capital Investors	0	0	0	0.000	0.000	0	0.000
h	Others	0	0	0	0.000	0.000	0	0.000
<b>Sub Total (B) (1)</b>		<b>9</b>	<b>1331600</b>	<b>0</b>	<b>11.165</b>	<b>11.165</b>	<b>0</b>	<b>0.000</b>
<b>(2) Non Institutions</b>								
a	Bodies Corporate	92	3004700	0	25.193	25.193	N.A	N.A
b	i) Individuals shareholders holding nominal sharecapital up to Rs. 1 Lakh	6843	1510306	0	12.663	12.663	0	0.000
	ii) Individuals shareholders holding nominal sharecapital excess of Rs. 1 Lakh	18	435100	0	3.648	3.648	0	0.000
c	Any Others	0	0	0	0.000	0.000	0	0.000
<b>Sub Total (B) (2)</b>		<b>6953</b>	<b>4950106</b>	<b>0</b>	<b>41.505</b>	<b>41.505</b>	<b>0</b>	<b>0.000</b>
<b>Total Public Shareholding B= (B)(1) + (B)(2)</b>		<b>6962</b>	<b>6281706</b>	<b>0</b>	<b>52.669</b>	<b>52.669</b>	<b>0</b>	<b>0.000</b>
<b>Total Shareholding (A) + (B)</b>		<b>6976</b>	<b>11926656</b>	<b>0</b>	<b>100.000</b>	<b>100.000</b>	<b>0</b>	<b>0.000</b>
<b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b>								
<b>Grand Total (A) (B) + (C)</b>		<b>6976</b>	<b>11926656</b>	<b>0</b>	<b>100.000</b>	<b>100.000</b>	<b>0</b>	<b>0.000</b>

NOTE :



**Annexure II - (I) (b)**

**(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

METROPOLI OVERSEAS LTD																	
Name of the Company (Scrip) :																	
Scrip Code (BSE):																	
Scrip Code (NSE):																	
Quarter Ended: 31-Mar-15																	
SRL No	Name Of the Shareholder	Details of Shares held			Encumbered shares (*)			Details of warrants			Details of convertible securities						
		Number	As a % of grand total (A)+(B)+(C)	Number	As a percentage (V)=(V/III) * 100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	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 (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital						
1	ASHOK KR MOHTA	830300	6.962%	(V)	0.000%	(VII)	0.000%	(VIII)	0.000%	(IX)	0.000%	(X)	0.000%	(XI)	0.000%	(XII)	6.962%
2	DS FINANCE & CONSULTACY PVT LTD	230000	1.928%		0.000%		0.000%		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%		0.000%		0.000%		0.182%
4	NA VSAKTI CEMENTS PVT LTD	756200	6.340%		0.000%		0.000%		0.000%		0.000%		0.000%		0.000%		6.340%
5	RAJ MOHTA	38750	0.325%		0.000%		0.000%		0.000%		0.000%		0.000%		0.000%		0.325%
6	RAMESH KR SAHU	37500	0.314%		0.000%		0.000%		0.000%		0.000%		0.000%		0.000%		0.314%
7	RAMESHWARLAL MOHTA	11250	0.094%		0.000%		0.000%		0.000%		0.000%		0.000%		0.000%		0.094%
8	SUBHASH GH MOHTA	37500	0.314%		0.000%		0.000%		0.000%		0.000%		0.000%		0.000%		0.314%
9	SUNITA DALMIA	50000	0.419%		0.000%		0.000%		0.000%		0.000%		0.000%		0.000%		0.419%
10	SURESH KUMAR MOHTA	37500	0.314%		0.000%		0.000%		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%		0.000%		0.000%		0.314%
12	YA CONSULTANCY SERVICES PVT LTD	510000	4.276%		0.000%		0.000%		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%		0.000%		0.000%		24.707%
14	YOGESH KR DALMIA	100000	0.838%		0.000%		0.000%		0.000%		0.000%		0.000%		0.000%		0.838%
<b>Total:</b>		<b>5644950</b>	<b>47.331%</b>		<b>0.000%</b>		<b>0.000%</b>		<b>0.000%</b>		<b>0.000%</b>		<b>0.000%</b>		<b>0.000%</b>		<b>47.331%</b>

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



### Annexure II - (I) (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

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 (I)(a) 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%		0.000%		0.000%	5.457%
2	THE INDUSTRIAL CREDIT AND INVESTMENT DEPARTMENT	330300	2.769%		0.000%		0.000%	2.769%
3	UCO BANK	265000	2.222%		0.000%		0.000%	2.222%
4	SIDBI VENTURE CAPITAL LIMITED	166000	1.392%		0.000%		0.000%	1.392%
5	BOI FINANCE LTD	134200	1.125%		0.000%		0.000%	1.125%
6	ASHOK KUMAR KAVAN	124100	1.041%		0.000%		0.000%	1.041%
7	SANSUN FISCAL SERVICES LTD	278100	2.332%		0.000%		0.000%	2.332%
8	BORTEX AGRO PVT LTD	150000	1.258%		0.000%		0.000%	1.258%
9	WELFORD DISTRIBUTORS PVT LTD	150000	1.258%		0.000%		0.000%	1.258%
10	SAHARSH MARKETING PVT LTD	150000	1.258%		0.000%		0.000%	1.258%
	<b>Total:</b>	<b>2398500</b>	<b>20.110%</b>		<b>0.000%</b>		<b>0.000%</b>	<b>20.110%</b>





### Annexure II - (I) (d)

(1)(c) STATEMENT SHOWING details of locked-in shares

<b>Name of the Company :</b> METROPOLI OVERSEAS LTD			
<b>Scrip Code (BSE):</b> 0		<b>Quarter Ended:</b> 31/03/2015	
<b>Scrip Code (NSE):</b> [ 0 ] - [ N.A ]			
SRL 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	NIL		
3			
<b>Total:</b>		<b>0</b>	<b>0.000%</b>



## Annexure II - ( II ) (a)

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

<b>Name of the Company :</b> METROPOLI OVERSEAS LTD					
<b>Scrip Code (BSE):</b> 0					
<b>Scrip Code (NSE):</b> [ 0 ] - [ N.A ]			<b>Quarter Ended:</b> 31/03/2015		
SRL No	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Type of outstanding DRs	No of Shares underlying outstanding DRs	Shares underlying 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					
<b>Total:</b>					



### Annexure II - ( II ) (b)

( I D ) ( 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			Quarter Ended: 31/03/2015		
Scrip Code (NSE): [ 0 ] - [ N.A ]					
SRL 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					
<b>Total:</b>					

