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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:				September 30, 2012			
(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							
<i>Total :</i>		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							
<i>Total :</i>		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							
<i>Total :</i>							
Total paid-up capital of the company assuming full conversion of warrants and convertible securities				11926656			



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(I) in Clause 35. (a) for sub-clause (I)(n), 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:		30-Sep-12		
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
(A)	Promoter and Promoter Group							
(1)	INDIAN							
(a)	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	4412900	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 & FI	1	100	0	0.001	0.001		
b	Financial Institutions / Banks	10	1497500	0	12.556	12.556		
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)	11	1497600	0	12.557	12.557	0	0.000
(2)	Non Institutions						N/A	N/A
a	Bodies Corporate	86	2510500	0	21.049	21.049		
b	(i) Individuals shareholders holding nominal sharecapital up to Rs. 1 Lakh	6853	1518906	0	12.987	12.987		
	(ii) Individuals shareholders holding nominal sharecapital excess of Rs. 1 Lakh	19	721700	0	6.076	6.076		
c	Any Others				0.000	0.000		
	Sub Total (B) (2)	6958	4784106	0	40.113	40.113	0	0.000
	Total Public Shareholding B = (B)(1) + (B)(2)	6969	6281706	0	52.669	52.669	0	0.000
	Total Shareholding (A) + (B)	6984	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)	6984	11926656	0	100.000	100.000	0	0.000

NOTE :



Annexure II - (1) (b)

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

Name of the Company (Scrip):		METROPOLIOVERSEAS LTD											
Scrip Code (BSE):													
Scrip Code (SEI):													
Quarter Ended:		30-Sep-12											
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 (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			
(i)	(ii)	(iii)	(iv)	(v)	(vi)=(v)/iv	(vii)	(viii)	(ix)	(x)	(xi)	(xii)		
1	ASHOK KR MOHTA	830300	6.962%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	6.962%		
2	DS FINANCE & CONSUL TACY PVT LTD	230000	1.928%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	1.928%		
3	MAHESH KUMAR MUNDRA	21750	0.182%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.182%		
4	NAVSAKI CEMENTS PVT LTD	493300	4.136%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	4.136%		
5	NAVSAKI CEMENTS PVT LTD	262900	2.204%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	2.204%		
6	RAJ MOHTA	38750	0.325%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.325%		
7	RAMESH KR SAHU	37500	0.314%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.314%		
8	RAVISHWAR LAL MOHTA	11250	0.094%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.094%		
9	SI BHASHI CH MOHTA	37500	0.314%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.314%		
10	SUNITA DALMIA	50000	0.419%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.419%		
11	SURESH KUMAR KOHTA	37500	0.314%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.314%		
12	SUSHIL KUMAR MOHTA	37500	0.314%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.314%		
13	YA CONSUL TANCY SERVICES PVT LTD	510000	4.276%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	4.276%		
14	DALAL STREET FINANCE PVT LTD	2946700	24.707%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	24.707%		
15	YAOGESH KR DALMIA	100000	0.838%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.838%		
	Total:	5644950	47.331%		0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	47.331%		

(* The term "encumbrance" has the same meaning as assigned to it in regulation 29(3) of the SAST Regulations, 2011.



Annexure II - (I) (c)(i)

(I) (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

Name of the Company (Scrip) :		METROPOLITAN FIRST AS LTD						
Scrip Code (BSE):								
Scrip Code (NSE):								
Quarter Ended:		30-Sep-12						
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 (V+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	
	THE HONGKONG AND SHANGHAI BANKING SERVICES	650800	5.4573%		0.0000%		0.0000%	5.4573%
	SIDDHESWAR DEALERS PVT LTD	400000	3.3549%		0.0000%		0.0000%	3.3549%
	THE INDUSTRIAL CREDIT AND INVESTMENT DEPART	330300	2.7699%		0.0000%		0.0000%	2.7699%
	ICOBANK	265000	2.2222%		0.0000%		0.0000%	2.2222%
	SOMNATH GANGULY	200000	1.6779%		0.0000%		0.0000%	1.6779%
	BOI FINANCE LTD	134200	3.8829%		0.0000%		0.0000%	3.8829%
	PALLAB SENGU PLA	128100	3.7053%		0.0000%		0.0000%	3.7053%
	ASHOK KUMAR KAVAN	124100	3.5909%		0.0000%		0.0000%	3.5909%
	Total:	26406	26.656%		0.000%		0.000%	26.656%



Annexure II - (I) (d)

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

		Name of the Company : METROPOLI OVERSEAS LTD		
		Scrip Code (BSE): 0	Quarter Ended: 30/09/2012	
		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	NIL			
3				
Total:		0	0.000%	



Annexure II - (II) (a)

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

Name of the Company : METROPOLI OVERSEAS LTD				
Scrip Code (BSE): 0			Quarter Ended: 30/09/2012	
Scrip Code (NSE): [0] - [N.A.]				
SRI 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				
Total:				



Annexure II - (II) (b)

(II) (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: 30/09/2012		
Scrip Code (NSE): [0] - [N.A]					
SRI. No	Name Of the DR Holder	Type of outstndg DR(ADRs,GDRs,SDRs,etc)	No of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a % of total no of shares[ie,Grand Total (A) + (B) + (C) indicated in Statement at para (I) (a)]	
1					
2	Nil				
3					
Total:					

