

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

**NAME OF THE COMPANY** : **PALCO METALS LIMITED**  
**QUARTER ENDING ON** : **30<sup>th</sup> June, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 II	Yes	N.A.
(A) Composition of Board	49 (IIA)	Yes	N.A.
(B) Independent Directors	49 (IIB)	Yes	N.A.
(B)Non - executive Directors' Compensation & Disclosures	49 (IIC)	Yes	N.A.
(C) Other Provisions as to Board and Committees	49 (IID)	Yes	N.A.
(D) Code of Conduct	49 (IIE)	Yes	N.A.
(E) Whistle Blower Policy	49 (IIF)	Yes	N.A.
<b>III. Audit Committee</b>	49 (III)	Yes	N.A.
(A)Qualified & Independent Audit Committee	49 (IIA)	Yes	N.A.
(B)Meeting of Audit Committee	49 (IIIB)	Yes	N.A.
(C)Powers of Audit Committee	49 (IIIC)	Yes	N.A.
(D)Role of Audit Committee	49 (IIID)	Yes	N.A.
(E)Review of Information by Audit Committee	49 (IIIE)	Yes	N.A.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	N.A.
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	N.A.
<b>VI. Risk Management</b>	49 (VI)	Yes	N.A.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	N.A.
<b>VIII. Disclosures</b>	49 (VIII)		
(A)Related Party Transactions	49 (VIIIA)	Yes	N.A.
(B)Disclosure of Accounting Treatment	49 (VIIIB)	Yes	N.A.
(C) Remuneration of Directors	49 (VIII C)	Yes	N.A.
(D) Management	49 (VIII D)	Yes	N.A.
(E) Shareholders	49 (VII E)	Yes	N.A.
(F) Proceeds from public issues, right issue, preferential issues, etc.	49 ( VII F)	N.A.	N.A.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	N.A.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	N.A.

**For PALCO METALS LIMITED**

**KANAIYALAL AGRAWAL**  
**DIN: 00594240**  
**DIRECTOR**

**Date: 8<sup>th</sup> July, 2015**