

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

NAME OF THE COMPANY : **PALCO METALS LIMITED**
QUARTER ENDING ON : **31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	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.
III. Audit Committee	49 (III)	Yes	N.A.
(A)Qualified & Independent Audit Committee	49 (IIIA)	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.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	N.A.
V. Subsidiary Companies	49 (V)	N.A.	N.A.
VI. Risk Management	49 (VI)	Yes	N.A.
VII. Related Party Transactions	49 (VII)	Yes	N.A.
VIII. Disclosures	49 (VIII)		
(A)Related Party Transactions	49 (VIII A)	Yes	N.A.
(B)Disclosure of Accounting Treatment	49 (VIII B)	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.
IX. CEO/CFO Certification	49 (IX)	Yes	N.A.
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the next Annual Report
XI. Compliance	49 (XI)	Yes	N.A.

For PALCO METALS LIMITED

**KIRANKUMAR AGRAWAL
DIRECTOR**

Date: 14th April, 2015