

**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, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(I)(A)	Yes	N.A.
(B) Non - executive Directors' Compensation & Disclosures	49 (I)(B)	Yes	N.A.
(C) Other Provisions as to Board and Committees	49 (I)(C)	Yes	N.A.
D) Code of Conduct	49 (I)(D)	Yes	N.A.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II)(A)	Yes	N.A.
(B) Meeting of Audit Committee	49 (II)(B)	Yes	N.A.
(C) Powers of Audit Committee	49 (II)(C)	Yes	N.A.
(D) Role of Audit Committee	49 (II)(D)	Yes	N.A.
(E) Review of Information by Audit Committee	49 (II)(E)	Yes	N.A.
III. Subsidiary Companies	49 (III)	N.A.	N.A.
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV)(A)	Yes	N.A.
(B) Disclosure of Accounting Treatment	49 (IV)(B)	Yes	N.A.
(C) Board Disclosures	49 (IV)(C)	Yes	N.A.
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV)(D)	N.A.	N.A.
(E) Remuneration of Directors	49 (IV)(E)	Yes	N.A.
(F) Management	49 (IV)(F)	Yes	N.A.
(G) Shareholders	49 (IV)(G)	Will be compiled with at AGM/ EGM	N.A.
V. CEO/CFO Certification	49 (V)	Yes	N.A.
VI. Report on Corporate Governance	49 (VI)	Will be complied in next Annual Report	N.A.
VII. Compliance	49 (VII)	Yes	N.A.

For PALCO METALS LIMITED

**KANAIYALAL AGRAWAL
WHOLE TIME DIRECTOR**

Date: 4th April, 2014