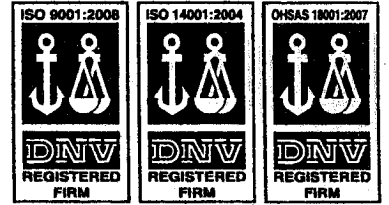


**MODISON**  
**METALS LIMITED**

33 - NARIMAN BHAVAN, 227 - NARIMAN POINT,  
MUMBAI - 400 021. INDIA  
TEL : +91-22-2202 6437 FAX: +91-22-2204 8009  
E-MAIL : sales@modison.com WEB : www.modison.com  
CIN NO : L51900MH1983PLC029783



MML: 2015: 21  
April 15, 2015.

**BSE Limited**  
**Corporate Relationship Department,**  
Rotunda Building, 1<sup>st</sup> Floor,  
New Trading Ring,  
P.J. Towers, Dalal Street,  
**Mumbai-400 001.**

Dear Sir,

Ref : **Quarterly Compliance Report on Corporate Governance – SCRIP CODE**  
**506261.**

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance (Annexure XI) for the Quarter ended 31<sup>st</sup> March, 2015.

Kindly acknowledge the receipt of the same.

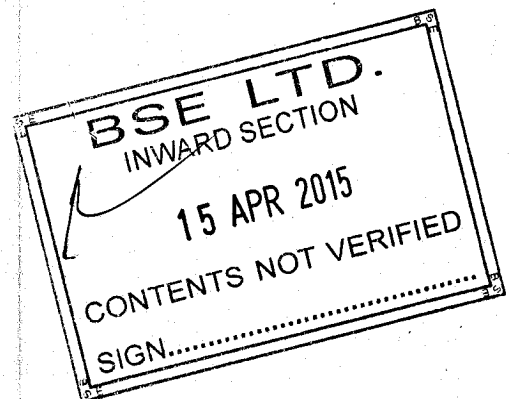
Thanking you,

Yours truly,  
For **MODISON METALS LIMITED,**

*R. Kothari*

**R.KOTHARI**  
**Compliance Officer**

Encl: As above.



**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company	MODISON METALS LIMITED
Scrip Code	506261
Quarter Ending on	31.03.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
<b>III. Audit Committee</b>	49 (III))		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	Will be complied in next Annual Report
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII.. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII IA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied in next Annual Report
(D) Management	49 (VIII D))	Yes	Will be complied in next Annual Report

Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
(E) Shareholders	49 (VIII E)	Yes	Will be complied in next Annual Report
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	NA	
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied in next Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in next Annual Report
XI. Compliance	49 (XI)	Yes	Will be complied in next Annual Report

\*The details to be disclosed in annual report will be complied in the upcoming annual report.

For MODISON METALS LIMITED,

*R. Kothari*

**R.KOTHARI**  
Compliance Officer