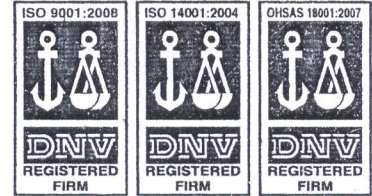


**MODISON**  
**METALS LIMITED**

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: 2305: 686  
January 13, 2015

**B.S.E. LTD.**

Corporate Relationship Department,  
Rotunda Building, 1<sup>st</sup> floor,  
New Trading Ring,  
P. J. Towers, Dalal Street  
MUMBAI – 400 001.

Dear Sir,

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

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance (Annexure 1B) for the quarter ended 31<sup>st</sup> December, 2014.

Kindly acknowledge 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

**31.12.2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49(IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 III(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Not Applicable	
<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 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	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
(E) Shareholders	49 (VIII E)	Yes	Will be complied in next Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	Not Applicable	
<b>IX. CEO/ CFO Certification</b>	49 (IX)	Yes	Will be complied in next Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Will be complied in next Annual Report

For MODISON METALS LIMITED

**R. KOTHARI**  
Compliance Officer