

## SCHRADER DUNCAN LIMITED

### CORPORATE GOVERNANCE COMPLIANCE REPORT

Name of the Company: Schrader Duncan Limited

(Script Code: 504908)

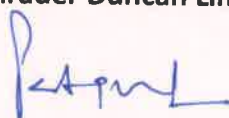
Quarter ending on: 31<sup>st</sup> December, 2012

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	(2)	(3)	(4)
<b>I Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49(IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
D) Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	-



<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of related party transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	No public/ rights/ preferential Issue was made by the Company in the recent past
(E) Remuneration of Directors	49 (IV E)	Yes	-
(F) Management	49 (IV F)	Yes	-
(G) Shareholders	49 (IV G)	Yes	-
<b>V.CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	Will be Included in the Annual Report of the Company for the year 2012-13
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	

For Schrader Duncan Limited




**Parveen Agarwal**  
**Company Secretary & Compliance Officer**