

### Corporate Governance Compliance Report

Name of the Company : *Schrader Duncan Limited (scrip code 504908)*

Quarter Ending : *December 31, 2011*

Particulars	Clause of Listing Agreement	Compliance (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 director's 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) Meetings 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(IVA)	Yes	-
(B) Disclosure of accounting treatment	49(IVB)	Yes	-
(C) Board Disclosures – Risk Management	49(IVC)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IVD)	N.A	-
(E) Remuneration of directors	49(IVE)	Yes	Will be included in the Annual Report of the Company for the year 2011-2012
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	
<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

  
Rama Subramanian  
Company Secretary

**Schrader Duncan Limited**  
**Administrative Office**

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India

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