

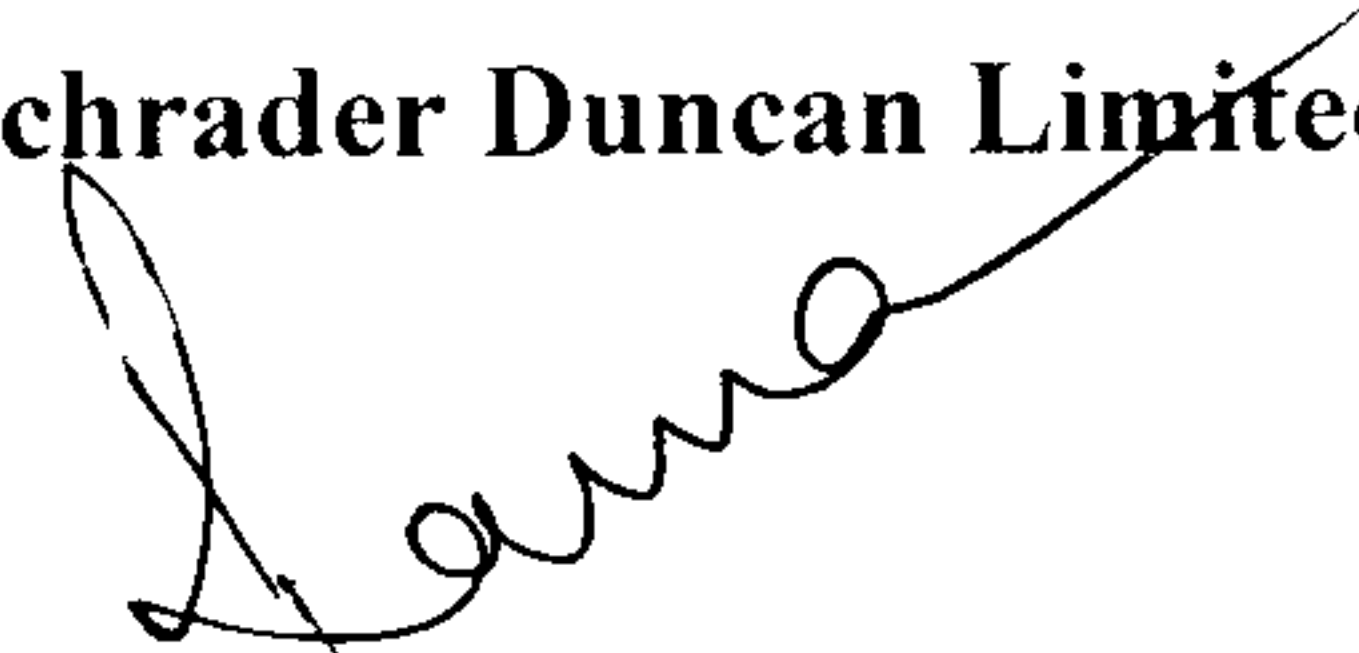
### Corporate Governance Compliance Report

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

Quarter Ending : *March 31, 2012*

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

A-473 TTC, MIDC.  
Mahape,  
Navi Mumbai 400 710  
India

Registered Office F-33 Ranjangaon MIDC. Tal. Shirur. Dist. Pune - 412 209

Board +91 22 3981-0066  
Fax +91 22 3981-0067  
Email [sdl@schraderindia.com](mailto:sdl@schraderindia.com)  
Web [www.schraderindia.com](http://www.schraderindia.com)