

Annexure - XI to the Listing Agreement  
Quarterly Compliance Report on Corporate Governance  
Name of the Company: Schrader Duncan Limited  
Quarter ending on: 31<sup>st</sup> March, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	We are in process of appointing woman Director and will be complied before year end.
(B) Independent Directors	49 (IIB)	YES	Point no., 5, 6 & 7 will be Complied in the Annual Report.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N. A.	
(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 (IIID)	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)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transactions</b>	49 (VII)	NA	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	NA	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	NA	
(C) Remuneration of Directors	49 (VIII C)	YES	Will be Complied in the Next Annual Report
(D) Management	49 (VIII D)	YES	Will be Complied in the Next Annual Report
(E) Shareholders	49 (VIII E)	YES	Will be Complied in the Next Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	
IX. CEO/CFO Certification	49 (IX)	YES	Will be Complied in the Next Annual Report
X. Report on Corporate Governance	49 (X)	NA	Will be Complied in the Next Annual Report
XI. Compliance	49 (XI)	NA	Will be Complied in the Next Annual Report

Thanking You  
For Schrader Duncan Limited

Nirnoy Sur  
Company Secretary

Place: Pune  
Date: 7<sup>th</sup> April, 2015