SCHRADER DUNCAN LIMITED

CORPORATE GOVERNANCE COMPLIANCE REPORT

Name of the Company: Schrader Duncan Limited ***(Script Code:** 504908)*

Quarter ending on: 31st December, 2013

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	**(2)**	**(3)**	**(4)**
I Board of Directors	**49 I**		
(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	-
II. Audit Committee	**49 (II)**		
(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	-
III. Subsidiary Companies	49 (III)	Yes	-

IV. Disclosures	**49 (IV)**		
(A) Basis of related party transactions	49 (IV A)	NA	-
(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	-
V.CEO/CFO Certification	**49 (V)**	Yes	Will be Included in the Annual Report of the Company for the year 2013-14
VI. Report on Corporate Governance	**49 (VI)**	Yes	
VII. Compliance	**49 (VII)**	Yes	

For Schrader Duncan Limited

Sd/-

Nirnoy Sur
Company Secretary