SCHRADER DUNCAN LIMITED

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BOARD OF DIRECTORS

Mr J P Goenka	Chairman
Mr Shantanu Parvati	Whole Time Director
Mr A Goenka	Director
Mr B B Tandon	Director
Mr Nitin Kaul	Director
Mr O P Dubey	Director
Mr R A Shah	Director (Alternate to Mr Nitin Kaul)

CORPORATE INFORMATION

Registered Office
F-33, Ranjangaon MIDC
Karegaon, Tal Shirur
Pune 412 209

Plants
Ranjangaon - Maharashtra
F-33, Ranjangaon MIDC 412 209
Navi Mumbai – Maharashtra
A-473 TTC, MIDC, Mahape 400 701

Branch Offices
31, Netaji Subhash Road
Kolkata 700 001
Publicis House, 1-2 Aram Bagh,
Community Centre, Punchkuain Road
New Delhi 110 055

Existing Auditors
M/s Pricewater House & Co., Mumbai
Proposed Auditors for F.Y. 2012-13
M/s Singhi & Co., Mumbai

Bankers
State Bank of India

Legal Advisors
Crawford Bayley & Co

Listed at
Mumbai (BSE)

Share Transfer Agent
Link Intime India Pvt Ltd
C-13 Pannalak Silk Mills Compound,
L B S Marg, Bhandup, Mumbai 400 078.

NOTICE

NOTICE is hereby given that the Fifty First Annual General Meeting of the Shareholders of Schrader Duncan Limited will be held on Monday, August 13, 2012 at 2.30 PM at the registered office at F-33, Ranjangaon MIDC, Karegaon, Tal Shirur, Pune 412 209 for transacting the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. A Goenka, who retires by rotation and is eligible for re-appointment.

3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary resolution :

   "RESOLVED THAT subject to the provisions of Section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s Singhi & Co. Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting upto the conclusion of of next Annual General Meeting of the company, in place of the retiring Statutory Auditors, M/s Price Waterhouse & Co., chartered Accountants to examine and audit the accounts of the company for the Financial year 2012-13 on such remuneration which would be mutually agreed between the Board of Directors of the company and the Auditors, in connection with the audit of the accounts of the Company for the year ending March, 31, 2013.

   Special Business:

4. To consider and, if thought fit to pass, with or without modifications, the following as an Ordinary Resolution:

   "Resolved that Mr Shantanu Parvati who was appointed as Additional Director of the Company w.e.f July 29, 2011 and who holds office upto the fifty first annual general meeting of the Company be and is hereby appointed as whole time Director of the Company, not liable to retire by rotation."

5. To consider and, if thought fit to pass, with or without modifications, the following as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 269 and other

applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the said Act, subject to requisite permission from the Central Government, if applicable, approval be and is hereby granted to the appointment of Mr Shantanu Parvati as the Whole Time Director of the Company with effect from July 29, 2011 for a period of five years.

RESOLVED FURTHER THAT subject to the limits contained in Sections 198 and 309 of the Companies Act, 1956, Mr Shantanu Parvati be paid effective July 29, 2011 such remuneration comprising of salary, performance linked bonus and perquisites as the Board may consider appropriate from time to time within the maximum limits specified below for a period of three years :

1. Salary - Rs. 1,360,000 /- per annum with discretionary powers to the Board to revise the amount from time to time.

2. Special Allowance

   Rs. 761,520/- per annum

3. Performance Bonus

   Rs. 760,000 per annum

4. Annual Perquisites
   House Rent Allowance - Rs. 816,000 per annum
   Medical reimbursement - Rs. 18,000 per annum
   Leave Travel Allowance - Rs. 56,000 per annum

5. Other Perquisites
   Club fees and company car with driver for official duties and telephone at residence including payment for local calls and long distance official calls and benefit of mediclaim.

   Contribution to the Provident Fund Scheme, Gratuity and encashment of unavailed leave at the end of the tenure subject to rules of the Company.

   RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration as set forth in this resolution, as minimum remuneration in accordance with the provisions of Schedule XIII to the Companies Act, 1956.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is

hereby authorised from time to time to amend, alter or otherwise vary the terms and conditions of the appointment of Mr Shantanu Parvati, including remuneration, provided such remuneration shall not exceed the maximum limits for payment of managerial remuneration as may be admissible within the overall limits of Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise considered by it to be in the best interests of the Company."

6. To consider and, if thought fit to pass, with or without modifications, the following as an Ordinary Resolution:

"Resolved that Mr B B Tandon who was appointed as Additional Director of the Company on April 13, 2012 and who holds office upto the fifty first annual general meeting of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit to pass, with or without modifications, the following as an Ordinary Resolution:

"Resolved that Mr Nitin Kaul who was appointed as Additional Director of the Company on April 13, 2012 and who holds office upto the fifty first annual general meeting of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation."

8. To consider and, if thought fit to pass, with or without modifications, the following as an Ordinary Resolution:

"Resolved that Mr O P Dubey who was appointed as Additional Director of the Company on April 26, 2012 and who holds office upto the fifty first annual general meeting of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation."

9. To consider and, if thought fit to pass, with or without modifications, the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the said Act, subject to requisite permission from the Central Government, if applicable, approval be and is hereby granted to the revision in remuneration of

Mr Shantanu Parvati, Whole Time Director of the Company for a period of three years with effect from April 1, 2012.

RESOLVED FURTHER THAT subject to the limits contained in Sections 198 and 309 of the Companies Act, 1956, Mr Shantanu Parvati be paid effective April 1, 2012 such remuneration comprising of salary, performance linked bonus and perquisites as the Board may consider appropriate from time to time within the maximum limits specified below for a period of three years :

1. Salary - 1,564,000 per annum with discretionary powers to the Board to revise the amount from time to time.

2. Special Allowance
   Rs. 840,848 per annum

3. Performance Bonus
   Rs. 920,000 per annum

4. Annual Perquisites
   House Rent Allowance - Rs. 938,400 per annum
   Medical reimbursement - Rs. 18,000 per annum
   Leave Travel Allowance - Rs. 56,000 per annum

5. Other Perquisites
   Club fees and company car with driver for official duties and telephone at residence including payment for local calls and long distance official calls and benefit of mediclaim.

   Contribution to the Provident Fund Scheme, Gratuity and encashment of unavailed leave at the end of the tenure subject to rules of the Company.

   RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration as set forth in this resolution, as minimum remuneration in accordance with the provisions of Schedule XIII to the Companies Act, 1956.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised from time to time to amend, alter or otherwise vary the terms and conditions of the appointment of Mr Shantanu Parvati, including remuneration, provided such remuneration shall not exceed the maximum limits for payment of managerial remuneration as may be admissible within the overall limits of Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise considered by it to be in the best interests of the Company."

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 6th August, 2012 to 11th August, 2012 (both days inclusive) in terms of Clause 16 of the Listing Agreement with the Stock Exchange.

3. Unclaimed dividend upto the financial year 2003-2004 has been transferred to the Investor Education and Protection Fund in compliance of Sections 205A and 205C of the Companies Act, 1956. The dividend for the below mentioned financial years are due for transfer to the "Investor Education and Protection Fund" of the Central Government on the dates mentioned hereunder. Therefore, Members who have so far not encashed their dividend warrants for these years may approach the Company for payment.

2004-2005	August 31, 2012		2007-2008	August 30, 2015
2005-2006	August 30, 2013		2008-2009	September 5, 2016
2006-2007 (Interim)	March 12, 2014		2009-2010	August 26, 2017
2006-2007 (Final)	August 30, 2014			

4. Details of the Directors being appointed/reappointed are furnished in point no. 8(a) of the Corporate Governance Report.

5. An Explanatory Statement in respect of item no 4, 5, 6, 7 8 and 9 pursuant to Section 173(2) of the Companies Act, 1956 is annexed to this notice.

6. Members are requested to intimate their queries, if any, relating to the accounts or any other matter at least seven days in advance so that the explanation can be made available and furnished readily at the meeting.

7. The Company registered office is in Ranjangaon, Pune. Shareholders are requested to address all correspondence to the Company Secretary at the Registered Office.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No 4

The Board in its meeting held on July 29, 2011 appointed Mr Shantanu Parvati as an Additional Director effective July 29, 2011. As such, pursuant to Section 260 of the Companies Act, 1956, Mr Shantanu Parvati holds office of Director upto the date of this Annual General Meeting. It is proposed to appoint Mr Shantanu Parvati as a Director not liable to retire by rotation. A notice in writing, pursuant to Section 257 of the Companies Act, 1956, has been received from a member entitled to propose Mr Shantanu Parvati as a candidate for the office of Director at the Annual General Meeting along with the requisite deposit as required under that section.

The Board recommends the resolution for approval by the Members.

None of the Directors of the Company is concerned or interested in the resolution other than Mr Shantanu Parvati himself.

Item No 5 and 9

The Board in its meeting held on July 29, 2011 also appointed Mr Shantanu Parvati as Whole Time Director of the Company to assume responsibilities as such with effect from July 29, 2011 and also fixed his remuneration.

The Board in its meeting held on May 25, 2012 revised the remuneration of Mr Shantanu Parvati with effect from April 1, 2012.

The requisite information stipulated under Schedule XIII is furnished hereunder :

I	GENERAL INFORMATION	
(1)	Nature of industry	Automotive Components
(2)	Date or expected date of commencement of commercial production	Not applicable as existing Company since 1961
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators	Net Sales - 544.20 million Profit before Tax - 302.94 million* Profit after Tax - 20.46 million *The profit before tax of 303 million is entirely attributed to the sale of Mulund land. The Company has incurred operating losses during the year ended March 2012.
(5)	Export performance and net foreign exchange collaborations	During the year ended March 2012 the Company earned foreign exchange of Rs 6.01 million through exports.

II	INFORMATION ABOUT THE APPOINTEE	
(1)	Background details	Mr Shantanu Parvati, aged 38 years, holds a Bachelor of Engineering degree from Pune University and MBA from Symbiosis Institute of Business Management, Pune. Prior to joining Schrader Duncan Mr Parvati has worked at prestigious OEM in India,where he has handled corporate and business responsibilities like Projects, M&A, Strategy and operations. He has 15 Years of rich experience in industry and advisory services.
(2)	Past remuneration	2009-2010 2,800,000 2010-2011 3,128,000 2011-2012 40,00,000
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	He has strong academic background and rich experience in Automobile industry. He had worked with leading OEM in India in responsible positions.
(5)	Current Remuneration (per annum) Managerial Position held during July 29, 2011 to March 31, 2012	Salary 1,360,000 Allowances 1,577,520 Performance Bonus 760,000 Perquisites 302,480 4,000,000
	Proposed Remuneration* (per annum) Subject to review by Board at regular intervals within the prescribed limits of Companies Act, 1956. (April 1, 2012-March 31, 2015)	Salary 1,564,000 Allowances 1,779,248 Performance Bonus 920,000 Perquisites 336,752 4,600,000
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Board believes that his proposed remuneration is commensurate with his role and responsibility as Whole Time Director of the Company.
(7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial	None