



## Corporate Governance Report for Quarter Ended on 30-06-2012

Particular	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49I	Yes	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors Compensation & disclosures	49 (IB)	Yes	
(C) Independent Directors	49 (IC)	Yes	
(D) Board Procedure	49 (ID)	Yes	
(E) Code of Conduct	49 (IE)	Yes	
(F) Term of office of non-executive directors	49 (IF)	Yes	
<b>II. Audit Committee</b>	49 (II)	Yes	
(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	
<b>III. Audit Reports &amp; Audit Qualification</b>	49 (III)	Yes	
<b>IV. Whistle Blower Policy</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Disclosure of Contingent Liabilities</b>	49 (VI)	Yes	



# *GDL Leasing & Finance Limited*

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VII.	Disclosures	49 (VII)	Yes	
(A)	Basic of related party	49 (VIIA)	Yes	
(B)	Board Disclosures	49 (VIIB)	Yes	
(C)	Proceeds from initial public offerings	49 (VIIC)	N.A.	
(D)	Remuneration of Directors	49 (VIID)	Yes	
(E)	Management	49 (VIIE)	Yes	
(F)	Shareholders	49 (VIIF)	Yes	
VIII.	CEO/CFO Certificate	49 (VIII)	Yes	
IX	Report on Corporate Governance	49 (IX)	Yes	
X.	Compliance	49 (X)	Yes	