

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**Name of the Company** : **MOTHERSON SUMI SYSTEMS LIMITED**  
**Quarter ended on** : **30<sup>th</sup> June, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 (I)		
A. Composition of Board	49 (I A)	Yes	The Company is in process for appointment of Independent Director in place of late Mr. M.S. Gujral, Chairman and independent Director who passed away on 04.05.2012.
B. Non-executive Directors' compensation & disclosures	49 (I B)	Yes	
C. Other provisions as to Board and Committees	49 (I C)	Yes	
D. Code of Conduct	49 (I D)	Yes	Necessary disclosure will be made in the Annual Report
<b>II. Audit Committee</b>	49 (II)		
A. Qualified & Independent Audit Committee	49 (II A)	Yes	
B. Meeting of Audit Committee	49 (II B)	Yes	
C. Powers of Audit Committee	49 (II C)	Yes	
D. Role of Audit Committee	49 (II D)	Yes	
E. Review of Information by Audit Committee	49 (II E)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)	Yes	
A. Basis of related party transactions	49 (IV A)	Yes	
B. Disclosure of Accounting Treatment	49 (IV B)	Not Applicable	
C. Board Disclosures	49 (IV C)	Yes	
D. Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not Applicable	
E. Remuneration of Directors	49 (IV E)	Yes	Shall be complied in the Annual Report (*)
F. Management	49 (IV F)	Yes	Shall be complied in the Annual Report (*)
G. Shareholders - Quarterly Compliance - Annual Compliance	49 (IV G)	Yes Yes	Shall be complied in the Annual Report (*)
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Shall be complied in the Annual Report (*)
<b>VII. Compliance</b>	49 (VII)	Yes	Shall be complied in the Annual Report (*)

(\*) Yes, complied in the Annual Report for the financial year 2010-2011.