

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **MOTHERSON SUMI SYSTEMS LIMITED**  
 Quarter ended on : **31<sup>st</sup> December, 2011**

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	
B. Non-executive Directors' compensation & disclosures	49 (I B)	Yes	Only sitting fees paid
C. Other provisions as to Board and Committees	49 (I C)	Yes	
D. Code of Conduct	49 (I D)	Yes	Complied in the Annual Report for the financial year 2010-2011. The current financial year 2011-2012 shall be complied in next 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 – Risk Management	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	Complied in the Annual Report for the financial year 2010-2011. The current financial year 2011-2012 shall be complied in next Annual Report.
(F) Management	49 (IV F)	Yes	Complied in the Annual Report for the financial year 2010-2011. The current financial year 2011-2012 shall be complied in next Annual Report.
(G) Shareholders - Quarterly Compliance - Annual Compliance	49 (IV G)	Yes Yes	Complied in the Annual Report for the financial year 2010-2011. The current financial year 2011-2012 shall be complied in next Annual Report.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Complied in the Annual Report for the financial year 2010-2011. The current financial year 2011-2012 shall be complied in next Annual Report.
<b>VII. Compliance</b>	49 (VII)	Yes	Complied in the Annual Report for the financial year 2010-2011. The current financial year 2011-2012 shall be complied in next Annual Report.