

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **MOTHERSON SUMI SYSTEMS LIMITED**
 Quarter ended on : **31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
A. Composition of Board	49 (IIA)	Yes	
B. Independent Directors	49 (IIB)	Yes	
C. Non-executive Directors compensation & disclosures	49 (IIC)	Yes	
D. Other provisions as to Board and Committees	49 (IID)	Yes	
E. Code of Conduct	49 (IIE)	Yes	Necessary disclosure will be made in the Annual Report
F. Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Not Applicable	
(C) Remuneration of Directors	49 (VIII C)	Yes	Shall be complied in the next Annual Report (*)
(D) Management	49 (VIII D)	Yes	Shall be complied in the next Annual Report (*)
(E) Shareholders - Quarterly Compliance - Annual Compliance	49 (VIII E)	Yes Yes	Shall be complied in the next Annual Report (*)
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	Not Applicable	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Shall be complied in the next Annual Report (*)
XI. Compliance	49 (XI)	Yes	Shall be complied in the next Annual Report (*)

(*) Yes, complied in the Annual Report for the financial year 2013-2014.