

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**Name of the Company** : **MOTHERSON SUMI SYSTEMS LIMITED**  
**Quarter ended on** : **30<sup>th</sup> September, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	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	Complied in the Annual Report for the financial year 2014-15. The current financial year 2015-16 shall be complied in next Annual Report.
F. Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	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	Complied in the Annual Report for the financial year 2014-15. The current financial year 2015-16 shall be complied in next Annual Report.
(D) Management	49 (VIII D)	Yes	Complied in the Annual Report for the financial year 2014-15. The current financial year 2015-16 shall be complied in next Annual Report.
(E) Shareholders - Quarterly Compliance - Annual Compliance	49 (VIII E)	Yes Yes	Complied in the Annual Report for the financial year 2014-15. The current financial year 2015-16 shall be complied in next Annual Report.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	Not Applicable	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Complied in the Annual Report for the financial year 2014-15. The current financial year 2015-16 shall be complied in next Annual Report.
<b>XI. Compliance</b>	49 (XI)	Yes	Complied in the Annual Report for the financial year 2014-15. The current financial year 2015-16 shall be complied in next Annual Report.