

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: HARITA SEATING SYSTEMS LIMITED, CHENNAI

Quarter ended on: 31st December 2015

I. Composition of Board of Directors:

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson Executive/ Non-Executive / Independent Nominee)	Date of appointment in the current term/ cessation	Tenure	No. of Directorships listed entities including this listed entity	Number of memberships in Audit/ Stakeholder committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	H Lakshmanan	AATPL4954B 00057973	NE - I	06/08/2014	Five Consecutive Years	2	6	3
Mr	S I Jaffar Ali	ACVPJ6266E 00058955	NE - I			1	3	-
Mr	C N Prasad	AAAPC2881R 01950656	NE - I			1	2	-
Mr	L Bhadri	AAXPL7927N 06829886	NE - I	13/10/2015	Three Consecutive Years	1	5	-
Mr	Martin Grammer	BAVPG9731J 00061786	NE-NI	21/01/2004	---	1	-	-
Ms	Sujatha Balaji	AOYPS6754B 03486129	NE-NI	Ceased w.e.f 31/12/2015	---	-	-	-

NE-NI : Non- Executive Non Independent

NE I : Non Executive Independent

3 Non - Executive Independent Directors (NE-Is) were appointed as Independent Directors for a term of five consecutive years at the Annual General Meeting held on 06th August 2014 and **1 Non - Executive Independent Director (NE- I)** was appointed as Independent Director for a term of three consecutive years by the shareholders on 13th October 2015 by way of Postal Ballot.

II. Composition of Committees:

1. Audit Committee

Name of the Committee Members	Category
H Lakshmanan	Chairman - Non Executive - Independent
S I Jaffar Ali	Non-Executive - Independent
C N Prasad	



2. Nomination & Remuneration Committee

Name of the Committee Members	Category
C N Prasad	Chairman – Non Executive - Independent
H Lakshmanan	Non-Executive - Independent
S I Jaffar Ali	

3. Stakeholders' Relationship Committee

Name of the Committee Members	Category
H Lakshmanan	Chairman – Non Executive - Independent
S I Jaffar Ali	Non-Executive - Independent
C N Prasad	

III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Dates(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
06 th August 2015	2 nd November 2015	88

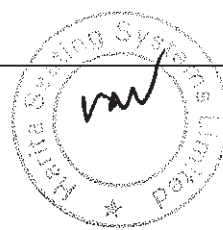
IV. Meeting of Committees:

Audit Committee

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Dates(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
02 nd November 2015	Yes Members Present 1. H Lakshmanan 2. C N Prasad 3. S I Jaffar Ali	06 th August 2015	88

V. Related Party Transactions:

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements), Regulations 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements), Regulations 2015 - **Yes**
 - a) Audit Committee
 - b) Nomination & Remuneration Committee
 - c) Stakeholders Relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements), Regulations 2015 - **Yes**
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements), Regulations 2015 - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here – **This report will be placed before the directors at the ensuing board meeting.**

For Harita Seating Systems Limited



Authorized Signatory

