Motherson Sumi Systems Limited



C-14 A&B, Sector-1, Noida - 201301 Distt. Gautam Budh Nagar, (U.P.) India Tel: +91-120-6752100, 6752278 Fax: +91-120-2521866, 2521966 Website: www.motherson.com CIN - L34300MH1986PLC284510

Date: October 30, 2017

National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C/1, G-Block Bandra-Kurla Complex Bandra (E) MUMBAI – 400051, India

BSE Limited 1st Floor, New Trading Ring Rotunda Building P.J. Towers, Dalal Street Fort MUMBAI – 400001, India

Scrip Code: MOTHERSUMI

Scrip Code: 517334

Subject: Certification under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Pursuant to Regulation 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate received from a Company Secretary in whole-time practice for the half-year ended 30th September, 2017 for the compliance of Regulation 40(9) is enclosed herewith for your information and record.

Yours faithfully, For Motherson Sumi Systems Limited

(G.N. GAUBA)

CFO & Company Secretary

Encl.: As above



Date: 26-10-2017

Place: New Delhi

FIRST FLOOR, 14, RANT JHANSI ROAD. NEW DELHI-110 055 TEL.: 41524497, 42404326 E-mail: sgsdel@gmail.com corporate@sgsassociates.co.in Website sqsassociates.co.in

CERTIFICATEUNDER REGULATION 40 (9) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATONS, 2015

FOR THE HALF YEAR ENDED ON 30th September 2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating toM/S, MOTHERSON SUMI SYSTEMS LIMITED maintained by M/S.KARVY COMPUTERSHARE PRIVATE LIMITED, Karvy selenium, Tower B" Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad -500032 their duly appointed Registrar & Share Transfer Agent for Physical work & electronic connectivity, pertaining to transfer of equity shares of the company for the period from1stApril,2017 to 30th September 2017for the purpose of issuing a Certificate as per regulation 40 (9) of the SEBI (Listing obligation and disclosure Requirements) Regulation, 2015 and basedon the information provided by the Company, I hereby certify that the Company has delivered during half year ended on 30th September 2017:

- A) Share Certificate(s) relating to the transfer of Shares received during the period from 1stApril,2017 to 30th September 2017as entered in the Memorandum of Transfers have been issued within thirty days of the date of lodgment for transfer.
- Share Certificate(s)in respect of request(s) for issue of duplicate B) certificate(s) subdivision, consolidation, renewal etc. as the case may be, during the period as mentioned herein above have been issued if any, within stipulated time as prescribed under the aforesaid regulations.

For S G S Associates (Company Secretaries)

D.P. Gupta

FCS: 2411

C.P.No.1509