

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **India Motor Parts & Accessories Limited**
 Quarter ending on : **31.12.2011**

Symbol – **IMPAL**
 Series – **EQ**

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|---|-----------------------------|----------------------------|--|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49 (IA) | YES | - |
| (B) Non-executive Directors' Compensation & disclosures | 49 (IB) | YES | - |
| (C) Other provisions as to Board & Committees | 49 (IC) | YES | - |
| (D) Code of Conduct | 49 (ID)(i) 49 (ID)(ii) | YES YES | - - |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | YES | - |
| (B) Meeting of Audit Committee | 49 (IIB) | YES | - |
| (C) Powers of Audit Committee | 49 (IIC) | YES | - |
| (D) Role of Audit Committee | 49 (IID) | YES | - |
| (E) Review of Information by Audit Committee | 49 (IIE) | YES | The information as applicable are being placed at the Audit Committee Meetings |
| III. Subsidiary Companies | 49(III) | Not applicable | - |
| IV. Disclosures | 49(IV) | | |
| (A) Basis of related party transactions | 49(IVA) | YES | - |
| (B) Disclosure of Accounting Treatment | 49(IVB) | Not applicable | - |
| (C) Board disclosures- Risk Management | 49(IVC) | YES | - |
| (D) Proceeds from Public Issues, rights issues, Preferential issues etc., | 49(IVD) | Not applicable | - |
| (E) Remuneration of Directors | 49(IVE) | YES | Will be complied in the Annual Report 2011-12 |
| (F) Management | 49(IVF) | YES | Will be complied in the Annual Report 2011-12 |
| (G) Shareholders | 49(IVG) | YES | Will be complied in the Annual Report 2011-12 |
| V. CEO/CFO Certification | 49(V) | YES | - |
| VI. Report on Corporate Governance | 49(VI) | YES | Will be complied in the Annual Report 2011-12 |
| VII. Compliance | 49(VII) | YES | Will be complied in the Annual Report 2011-12 |

For **INDIA MOTOR PARTS & ACCESSORIES LIMITED**

S. Vijayanand
S VIJAYANAND
 COMPANY SECRETARY & COMPLIANCE OFFICER

