



MOTORSALES LIMITED

Passenger Car Dealer

TATA MOTOR

15.04.2019

To,

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700001

Ref: Scrip Code- 10023166

Subject: Corporate Governance Report as required under clause 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter and year ended 31st March, 2019.

Dear Sir,

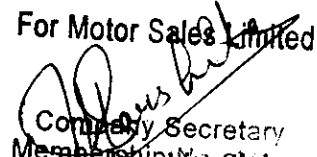
Please find enclosed, the Compliance Report on Corporate Governance as per Clause 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the prescribed format for the quarter and year ended 31st March, 2019.

We humbly request you to kindly take the above on your records.

Thanking You,

Yours faithfully,
For Motor Sales Limited

For Motor Sales Limited


Company Secretary
Member
Rashita Sinha
Company Secretary & Compliance Officer
(M.No-44089)

Encl: as above



MOTORSALES LIMITED

Passenger Car Dealer

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Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity – MOTOR SALES LIMITED

2. Quarter ended – 31.03.2019

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 Director-ship in listed Entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed Entity (Refer Regulation 26(1) Of Listing Regulations)	No. of post of chairman in Audit/ Stakeholder Committee held in this Listed entity (1 Regulation 26(1) of Listing Regulation)
Mr.	Akshat Gupta	AICPG6168P & 00728481	Executive, Non Independent	16-08-2006	NA	One	One	Nil
Mr.	Ajay Gupta	AEGPG7457M & 00759028	Executive, Non Independent	19-10-1979	NA	One	One	Nil
Mr.	Vivek Agarwal	ADLPA3781G & 01476315	Non-Executive, Independent	31-03-2015	31-03-2020	One	Two	Two
Mr.	Sudarshan Kumar Jain	ACYPJ9863E & 02011574	Non-Executive, Independent	31-03-2015	31-03-2020	One	Two	Nil
Ms.	Shivi Gupta	AGQPG0205P & 02813952	Non Executive, Non Independent	09-12-2014	NA	One	Nil	Nil
Mrs.	Neehu Gupta	ACBPG3202D & 02818758	Executive, Non Independent	01-02-2010	NA	One	Nil	Nil

[§]PAN number of any director would not be displayed on the website of Stock Exchange.

[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

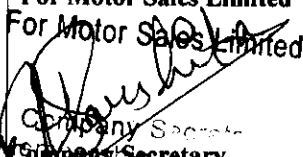
* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. (The Independent Directors have been appointed under the provisions of the Companies Act, 2013 and their tenure is considered from the date of appointment under Companies Act, 2013).

Opp. Railway Station, Charbagh, Lucknow - 226004. Tel. : (0522) 2630830 - 38, E-mail : mail@motorsales.in
Registered Office : 11, Mahatma Gandhi Marg, Lucknow - 226001
CIN No. : L65921UP1972PLC003642



II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-executive/Independent/ Nominee) ⁴	
1. Audit Committee	1. Mr. Vivek Agarwal	Non executive , Independent	
	2. Mr. Sudarshan Kumar Jain	Non executive , Independent	
	3. Mr. Ajay Gupta	Executive , Non Independent	
2. Nomination & Remuneration Committee	1. Ms. Shivi Gupta	Non executive, Non Independent	
	2. Mr. Sudarshan Kumar Jain	Non executive, Independent	
	3. Mr. Vivek Agarwal	Non executive, Independent	
3. Risk Management Committee (if applicable)	NA	NA	
4. Stakeholders Relationship Committee	1. Mr. Sudarshan Kumar Jain	Non executive , Independent	
	2. Mr. Vivek Agarwal	Non executive, Independent	
	3. Mr. Akshat Gupta	Non executive, Non Independent	
Note: & Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings(in number of days)	
10-10-2018	31-01-2019	63 Days	
15-11-2018	29-03-2019		
20-12-2018			
IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee 21-01-2019	Yes	Audit Committee 22-10-2018	89 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			



V. Related Party Transactions	
Subject	Compliance status (Yes / No / NA) refer note below
Whether prior approval of audit committee obtained	N.A.
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	N.A.
Note	
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments /observations/advice of Board of Directors may be mentioned here : NA</p>	
<p>For Motor Sales Limited  For Motor Sales Limited Company Secretary Date: 15.04.2019 Place: Lucknow</p>	
<p>Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.</p>	



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. Name of Listed Entity: MOTOR SALES LIMITED
2. Year Ending: 31.03.2019

Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	N.A	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material	24(1)	N.A



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Subsidiary		
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A..

For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA

For Motor Sales Limited

For Motor Sales Limited

Company Secretary
 Member Secretary
 April 18, 2019