



MOTORSALES LIMITED

Passenger Car Dealer

TATA MOTOR

14.01.2019

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 ended 31st December, 2018.

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 ended 31st December, 2018.

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

Thanking You,

Yours faithfully,
For Motor Sales Limited

For Motor Sales Limited


Harshita Sinha
Company Secretary & Compliance Officer

Encl: as above



MOTORSALES LIMITED

Passenger Car Dealer

TATA MOTOR

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 – 31.12.2018

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 Listed Entities including this Listed entity (Refer 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	ACYPI9863E & 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.	Neelu 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).

For Motor Sales Limited

Company Secretary
Membership No.-44099

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



MOTORSALES LIMITED

Passenger Car Dealer

TATA MOTOR

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-executive/Independent/ Nominee)*
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)
05-07-2018	10-10-2018	35 Days
20-09-2018	15-11-2018	
	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 22-10-2018	Yes	Audit Committee 20-07-2018	92 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

For Motor Sales Limited

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



MOTORSALES LIMITED

Passenger Car Dealer

TATA MOTOR

V. Related Party Transactions

Subject	Compliance status (Yes / No / NA) <small>refer note below</small>
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

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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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 have been placed before Board of Directors. Any comments /observations/advice of Board of Directors may be mentioned here : NA

For Motor Sales Limited

For Motor Sales Limited

Harchita Sinha
 Company Secretary
 Membership No. -44089
 Date:15.01.2019

Place: Lucknow

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.