

14.10.2019

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 30th September, 2019.

Dear Sir/Madam,

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 30th September, 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
Membership
Harshita Sinha
Company Secretary & Compliance Officer

Encl: as above

*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 – **30.09.2019****I. Composition of Board of Directors**

Title Mr./Ms	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/Independent /Nominee*)	Date of appointment in the Current term / cessation	Tenure* And DOB	No. of Director-ship in listed Entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed Entity (Refer Regulation 26(1) Of Listing Regulations	No. of post of chairperson i Audit/ Stakeholder Committee h in Listed Entity including this Listed en (Refer Regul: 26(1) of Listi Regulations
Mr.	Akshat Gupta	AICPG6168P & 00728481	Executive, Non Independent	16-08-2006	NA And 18-10-1985	One		One	Nil
Mr.	Ajay Gupta	AEGPG7457 M & 00759028	Executive, Non Independent	19-10-1979	NA And 16-10-1955	One		One	Nil
Mr.	Vivek Agarwal	ADLPA3781G & 01476315	Non-Executive, Independent	31-03-2015	31-03-2020 And 22-10-1961	One		Two	Two
Mr.	Sudarshan Kumar Jain	ACYPJ9863E & 02011574	Non-Executive, Independent	31-03-2015	31-03-2020 And 17-08-1949	One	One	Two	Nil
Ms.	Shivi Gupta	AGQPG0205P & 02813952	Non Executive, Non Independent	09-12-2014	NA And 22-02-1982	One	One	Nil	Nil
Mrs	Neelu Gupta	ACBPG3202D & 02818758	Executive, Non Independent	01-02-2010	NA And 26-11-1962	One		Nil	Nil
		Yes	Whether Regular chairperson appointed						
		Yes	Whether Chairperson is related to managing director or CEO						



^S 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).

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-executive/Independent/ Nominee) ^{&}	Whether Regular chairperson appointed	Date of Appointment and Date of Cessation
1. Audit Committee	1. Mr. Vivek Agarwal	Non executive , Independent	yes	24/04/2007
	2. Mr. Sudarshan Kumar Jain	Non executive , Independent		01/04/2008
	3. Mr. Ajay Gupta	Executive , Non Independent		19/10/1979
2. Nomination & Remuneration Committee	1. Ms. Shivi Gupta	Non executive, Non Independent	yes	09/12/2014
	2. Mr. Sudarshan Kumar Jain	Non executive, Independent		01/04/2008
	3. Mr. Vivek Agarwal	Non executive, Independent		24/04/2007
3. Risk Management Committee (if applicable)	NA	NA		
4. Stakeholders Relationship Committee	1. Mr. Sudarshan Kumar Jain	Non executive , Independent	yes	01/04/2008
	2. Mr. Vivek Agarwal	Non executive, Independent		24/04/2007
	3. Mr. Akshat Gupta	Non executive, Non Independent		31/03/2015

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	Whether requirement of Quorum met Yes / No	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
05-04-2019	05-07-2019	yes	6	2	76days
15-05-2019	20-09-2019	yes	6	2	
11-06-2019		yes	6	2	



Passenger Car Dealer

*to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee 22-07-2019	yes	6	2	Audit Committee 18-04-2019	92 days

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

**to be filled in only for the current quarter meetings

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

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

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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
- 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

[Signature]
 For Motor Sales Limited
 Company Secretary
 Date: 11/07/2019
 Place: Lucknow
 Membership No. -44089

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.



*Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

For Motor Sales Limited


 For Motor Sales Limited

Company Secretary

Date: 14.10.2019

Place: Lucknow