

Motor Sales Limited

Regd. Off. 11, Mahatma Gandhi Marg, Lucknow – 226 001

Corporate Identity Number: L65921UP1972PLC003642

E mail: ajaygupta0045@gmail.com Ph No. : 0522-2630830 to 38

CODE OF CONDUCT FOR NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

(Pursuant to SEBI regulations and Companies Act, 2013)

Non-Executive Directors of a Company will always act in the interest of the company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the company and their role therein.

Non-Executive Directors will comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.

Non-Executive Directors will safeguard the confidentiality of all information received by them by virtue of their position.

Non-Executive Directors will perform the duties as prescribed under the Companies Act, 2013 and the Rules made there under, as amended from time to time. (Annexure 1)

In addition, Independent Directors shall also perform the duties as prescribed for Independent Directors under the Companies Act, 2013 and the Rules made there under, as amended from time to time. (Annexure 2)

Duties of Directors (including Non-Executive Directors and Independent Directors) under Section 166 of the Companies Act, 2013 (“Act”):

Directors shall:

(1) Subject to the provisions of the Act, act in accordance with the Articles of Association of the Company.

(2) Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

(3) Exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(4) Not be involved in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

(5) Not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates.

(6) Not assign their office.

Duties of Independent Directors under Schedule IV to the Companies Act, 2013:

Independent Directors shall:

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (3) Strive to attend all meetings of the Board of Directors and of the Board Committees of which they are members;
- (4) Participate constructively and actively in the Committees of the Board in which they are chairpersons or members;
- (5) Strive to attend the general meetings of the Company;
- (6) Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) Keep themselves well informed about the Company and the external environment in which it operates;
- (8) Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- (9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- (10) Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (12) Act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- (13) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.