MGF

PHONE 23272216-18
23278001-02

FAX :" 23274606"
Website : http://www.mgfltd.com
E-mail : mgfltd@hotmail.com
CIN NO. : L74899DL1930PLC000208

THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,
Regd. & H.O. : 4/17-B, ASAF ALI ROAD, NEW DELHI-110 002

DLI:CS:BSE:NSE:15

October 12,2015

The Secretary,
Bombay Stock Exchange Limited.,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400001
Scrip Code:501343

The Secretary,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra(E)
Mumbai-400051
Scrip Code: Motogenfin

Dear Sir, Re: Submission of Proceedings of 85th Annual General Meeting held on September 29,2015.

Pursuant to Clause 31(d) of the Listing Agreement, we are enclosing herewith a certified true copy of the proceedings of 85th Annual General Meeting held on September 29,2015.

This is for your information and records.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

(M.K. MADAN)
VICE PRESIDENT & COMPANY SECRETARY.

ENCL: AS ABOVE

THE MOTOR & GENERAL FINANCE LIMITED
REGD OFFICE; MGF HOUSE, 4/17-B,
ASAFA LI ROAD, NEW DELHI-110002

MINUTES OF 85TH ANNUAL GENERAL MEETING OF MEMBERS OF THE MOTOR & GENERAL FINANCE LIMITED HELD ON TUESDAY, THE SEPTEMBER 29,2015 AT 12.15 A.M. AT THE EXECUTIVE CLUB,439, VILLAGE SHAHOORPUR, P.O. FATEHPUR BERI, NEW DELHI-110030

PRESENT:
MEMBERS:
IN PERSON
(As per attendance Slips received) : 251

Through Proxies
(as per Proxy Register) : 7

Sitting on the Dais

SH. ARUN MITTER	: EXECUTIVE DIRECTOR
SH. BHARAT KUMAR	: INDEPENDENT DIRECTOR (CHAIRMAN OF THE AUDIT COMMITTEE)
SH. M.K. MADAN	: VICE PRESIDENT & COMPANY SECRETARY & CFO
SH.S.K. KHATTAR	: STATUTORY AUDITORS- PARTNER M/S S.N. DHAWAN & CO, CHARTERED ACCOUNTANTS

Sh. Rajiv Gupta, Chairman & Managing Director &CEO of the company could not attend the meeting on account of his indisposition. Accordingly members elected Sh. Arun Mitter, Executive Director, as Chairman of the meeting

Following registers were placed before the meeting:

Register of Members, Proxy Register, Register of Directors' Shareholding, Register of Contracts, Register of Members, Auditors Report and Secretarial Auditor Reports were available during the meeting for inspection of the members.

The Chairman welcomed the members to the 85th Annual General Meeting of the company. He declared that the necessary quorum was present and called the meeting to order.

While welcoming the members, he advised the Company Secretary to read the Auditor's Report. The Secretary, to comply with the requirements, read out the same. There after Mr. Arun Mitter, Chairman of the meeting gave highlights on companies working and its future prospects.

The Chairman informed that there are no qualifications, observations or comments on the financial transactions or matters in the Auditor's report to the members, which have any adverse effect on the functioning of the Company.

The Chairman informed that as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of he Listing Agreement, the Company had provided remote e-voting platform of Central Depository Service (India) Ltd to the Shareholders for exercising their voting rights in electronic form.

The Chairman further informed that the resolutions prescribed in the notice convening the 85th Annual General Meeting will be passed through poll process by the members present at the meeting. He further ordered the poll on all the resolutions as set out in item No. 1 to 10 in the Notice convening the 85th Annual General Meeting.

Mr. M.K.Madan explained in detail the procedure for exercising the votes by the members through poll process.

The Chairman stated that pursuant to the provision of Section 109 of the Companies Act, 2013, Ms. Anjali Yadav, Practicing Company Secretary is appointed as scrutinizer to conduct the poll process in fair and transparent manner, scrutinize the poll process and to submit her report.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes of poll in favour of or against a resolution with the electronic votes casted by the members in favour of or against the respective resolution. He declared that on receipt of Scrutinizer's Report on the poll to be conducted, the result of the voting shall be declared within forty eight hours of conclusion of the meeting upon receiving the consolidated report of E-voting, Postal Ballot and Poll process by the Scrutinizer. The results to be declared for each resolution shall be intimated to the Stock Exchanges and would also be uploaded on the Company's website: **www.mgfltd.com.**

The Chairman requested Ms. Anjali Yadav, Scrutinizer appointed for the poll to take over the poll proceedings after the closure of the meeting and requested her to submit the results of the poll process.

Results of the Electronic Voting and Poll on the Ordinary and Special businesses at the 85th Annual General Meeting of the Company held on Tuesday 29th September, 2015.

The Resolutions for the Ordinary and Special business as set out in Item No.1 to 10 of the Notice of 85th Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 85th annual General Meeting held on September 29,2015.

Subsequently the Chairman took up resolutions for the Ordinary and Special business as set out in Item No.1 to 10 in the notice of 85th Annual General Meeting as follows, for consideration of the members.

As per Secretarial Standard on General Meeting, every resolution must be proposed by a member and seconded by other member, for each resolution the names are disclosed as under:-

Ordinary Business:

Resolution No.1
ADOPTION OF FINANCIAL STATEMENTS

"Resolved that the Audited Balance Sheet of the company for the year ended March 31,2015, Statement of Profit & Loss Account along with Notes forming part of the Financial Statements and Cash Flow Statement for the year ended on that date and the report of the Directors' and Auditors thereon be and are hereby adopted."

Resolution No. 1 was passed as an Ordinary Resolution.

Proposed by: Bansi Lal
Seconded by: R.K.Aggarwal

Resolution No.2

RE-APPOINTMENT OF SH. RAJIV GUPTA AS A DIRECTOR

The second item related to re-appointment of Sh. Rajiv Gupta(DIN:00022964) as a Director

"Resolved that Sh. Rajiv Gupta(DIN:00022964), who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby reappointed as a Director of the company liable to retire by rotation."

Resolution No.2 was passed as an Ordinary Resolution

Proposed by: Raj Singh
Seconded by: S.K.Gupta

Resolution No.3

RE-APPOINTMENT OF SMT. ARTI GUPTA) AS A DIRECTOR

He took up the third item relating to re-appointment of Smt. Arti Gupta ,as a Director.

"Resolved that Smt. Arti Gupta (DIN :00023237), who retires by rotation and being eligible, offer herself for reappointment, be and is hereby reappointed as a Director of the company liable to retire by rotation".

Resolution No.3 was passed as an Ordinary Resolution.

Proposed by: R.C.Aggrwal
Seconded by: Akhilash Gulati

Resolution No.4

RE-APPOINTMENT OF MS/ S.N. DHAWAN & CO, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS.

The Chairman took up the fourth item relating to re-appointment of M/s S.N. Dhawan & Co, Chartered Accountants, as Statutory Auditors.

"Resolved that M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi(Firm Registration No.000050N) duly recommended by the Audit Committee, be and is hereby re-appointed as Statutory Auditors of the company for the year ending March 31,2016 i.e. to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such remuneration as may be fixed by the Board."

Resolution No.4 was passed as an Ordinary Resolution

Proposed by: Surender Singh
Seconded by: Bansi Lal

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolutions:-

As a Special Resolution

Resolution No.5

APPOINTMENT OF SH. ONKAR NATH AGGARWAL AS AN INDEPENDENT DIRECTOR

The Chairman took up the fifth item relating to appointment of Sh. Onkar Nath Aggarwal, as an Independent Director.

"Resolved that pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act,2013 and the rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013. Sh. Onkar Nath Aggarwal (DIN :00629878), a Director of the company who has submitted a declaration that he meets the criteria of independence as provided under section 149(6) of the Companies Act,2013 and in respect of whom the company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the companies Act,2013 proposing his candidature for the office of an Independent Director, being so eligible, be appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years commencing from March 31,2015 upto March 30,2020 and to receive remuneration by way of fee for participation in the meeting of the Board in terms of the applicable provisions of Companies Act,2013 as determined by the Board from time to time. "

Resolution No.5 was passed as a Special Resolution

Proposed by: S.K.Aggarwal
Seconded by: Vijay Singh

As a Special Resolution
Resolution No.6

VARIATION IN TERMS OF REMUNERATION OF SH. RAJIV GUPTA, CHAIRMAN & MANAGING DIRECTOR.

The Chairman took up the next item relating to variation in terms of remuneration of Sh. Rajiv Gupta, Chairman & Managing Director.

Resolved that on the recommendations of Nomination & Remuneration Committee and in supersession of resolution passed by the shareholders through postal ballot on December 12,2014 and subject to the applicable provisions of section 196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act,2013 and such other laws, rules and regulations as may be applicable and such other approvals as may be required(including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the company be and is hereby accorded for the variation in the terms of remuneration viz, increase in basic salary from ₹ 1,60,000 to ₹ 2,10,000 per month, besides existing corresponding perquisites with limit of monthly remuneration not exceeding ₹ 2,50,000 payable to Sh. Rajiv Gupta (DIN:00022964) , Chairman & Managing Director of the company, during the remaining period of his tenure w.e.f. October 1,2015 upto March 31, 2017, as set out in the Explanatory Statement annexed hereto, and as approved by the Board at its meeting held on August 13,2015.

Resolution No.6 was passed as a Special Resolution

Proposed by: R.C.Khurana
Seconded by: Vijay Singh

As a Special Resolution

Resolution No.7

VARIATION IN TERMS OF REMUNERATION OF SMT. ARTI GUPTA, JOINT MANAGING DIRECTOR

The Chairman took up the next item relating to variation in terms of remuneration of Smt. Arti Gupta, Joint Managing Director

Resolved that on the recommendations of Nomination & Remuneration Committee and in supersession of resolution passed by the shareholders through postal ballot on December 12,2014 and subject to the applicable provisions of section 196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act,2013 and such other laws, rules and regulations as may be applicable and such other approvals as may be required(including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the company be and is hereby accorded for the variation in the terms of remuneration viz, increase in basic salary from ₹ 1,50,000 to ₹ 2,00,000 per month, besides existing corresponding perquisites with limit of monthly remuneration not exceeding ₹ 2,50,000 payable to Smt. Arti Gupta (DIN:00023237), Joint Managing Director of the company, during the remaining period of her tenure w.e.f. October 1,2015 upto June 05,2017, as set out in the Explanatory Statement annexed hereto, and as approved by the Board at its meeting held on August 13,2015.

Resolution No.7 was passed as a Special Resolution

Proposed by: R.C.Singh
Seconded by: J.P.

As a Special Resolution

Resolution No.8

VARIATION IN TERMS OF REMUNERATION OF SH. ARUN MITTER, EXECUTIVE DIRECTOR

As the next item pertaining to variation in terms of Sh. Arun Mitter, Executive Director, he vacated the Chair and Sh. Bharat Kumar acted as Chairman of the meeting.

Resolved that on the recommendations of Nomination & Remuneration Committee and in supersession of resolution passed by the shareholders through postal ballot on December 12,2014 and subject to the applicable provisions of section 196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act,2013 and such other laws, rules and regulations as may be applicable and such other approvals as may be required(including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the company be and is hereby accorded for the variation in the terms of remuneration viz, increase in basic salary from ₹ 1,00,000 to ₹1,45,000 per month, besides existing corresponding perquisites with limit of monthly remuneration not exceeding ₹ 2,50,000 payable to Sh. Arun Mitter(DIN:00022941) , Executive Director of the company, during the remaining period of his tenure w.e.f. October 1,2015 upto July 10,2017, as set out in the Explanatory Statement annexed hereto, and as approved by the Board at its meeting held on August 13,2015.

Resolution No,8 was passed as a Special Resolution

Proposed by: Bansi Lal
Seconded by: R.C.Singal

As a Special Resolution

Resolution No.9

AMENDMENT IN ARTICLES OF ASSOCIATION

Sh. Arun Mitter, Chairman of the Meeting re-occupied the Chair and took up the next item relating to amendments in Articles of Association.

RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act,2013,(the "Act") read with the Companies (Incorporation)Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to necessary approvals, permissions and sanctions from the appropriate authorities, if any, the Articles of Association of the company be and are hereby altered in the manner set out herein below:

(a)After existing clause (ii) of Article 19, the following clauses be inserted:-

"(iii) The instrument of transfer shall be in writing and the provisions of section 56 of the Act and the rules made thereunder shall be duly complied with in respect of transfer of shares and registration thereof".

"(iv) The instrument of transfer shall be in the form prescribed by the Act and the rules made thereunder."

"(v) "Subject to the provisions of these Articles and of section 58 or any other applicable provisions of the Act and Equity Listing Agreement or any other applicable provisions of any other law for the time being in force or any statutory modification(s), the Board, may on sufficient cause, refuse to register any transfer of shares or the transmission of shares by operation of law of the right to a share".

"(vi) No transfer shall be made to a person of unsound mind and no transfer of partly paid shares shall be made to a minor."

(b) After existing clause (a) of Article 60, the following clause be inserted:-

"(aa) The directors will not be required to hold any qualification shares".

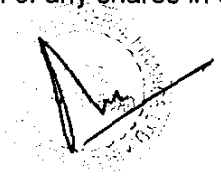
(c) Clause (e) of existing Article 60 be substituted by the following clause:-

"(e) Subject to the provisions of section 152 of the Act, all directors, other than the directors who are not retiring by rotation, additional and alternate directors shall be persons whose period of office is liable to determination by rotation. Further, the Managing Director and Joint Managing Director shall also be liable to retirement by rotation provided that such retirement shall not be deemed as break in service, if they are re-appointed immediately on expiry of their tenure. Further, the Independent Directors of the company shall not be liable to retire by rotation. All the directors who are not retiring, except Independent Directors, shall, however, be counted for determining the number of retiring directors."

(d) After existing clause (g) of Article 60, the following clauses be inserted:-

"(h) The office of director shall, ipso facto, become vacant if at any time he commits any of the acts set out in section 167 of the Act"

"(i) Subject to the provisions of sections 184, 188 and 192 of the Act and the rules made thereunder, neither shall a director be disqualified from contracting with the company whether as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of



the company nor shall any such contract or agreement entered into by or on behalf of the company with the relative of such director, or firm in which such director or relative is a partner or with any other director, be void nor shall any director so contracting or being such member so interested be liable to account to the company for any profit realized by any such contract or arrangement by reason of such director holding office or of the fiduciary".

(e) After existing clause (ii) (b) of Article 61, the following clause be inserted:-

"(iii) The directors except whole time directors shall be paid sitting fee only for attending the board meetings. No meeting fee will be paid for attending committee meetings unless it is authorized by the Board".

Resolution No.9 was passed as a Special Resolution

Proposed by: R.C.Khurana
Seconded by: Bansi Lal

As an Ordinary Resolution

Resolution No.10.

APPOINTMENT OF M/S PSK & ASSOCIATES, COST ACCOUNTANTS

The Chairman took up the next item relating to appointment of M/s PSK & Associates, Cost Accountants.

"Resolved that pursuant to section 148 and other applicable provisions of the Companies Act,2013 and the Companies (Audit and Auditors) Rules,2014, including any statutory modification or re-enactment thereof for the time being in force, M/s.PSK & Associates, Cost Accountants(Firm Regd No. No.000514) being the Cost Auditors appointed by the Board of Directors of the company to conduct the cost audit for the financial year ending March 31,2016, be paid the remuneration of ₹ 40,000 (apart from service tax including cess as applicable).

Resolution No.10 was passed as an Ordinary Resolution

Proposed by: Bansi Lal
Seconded by: R.C.Khurana

The Company Secretary confirmed that Annual General Meeting has been convened, held and conducted as per provisions of the Act and the rules made thereunder.

Vote of thanks

The Chairman concluded the meeting with vote of thanks to all the Shareholders for their co-operation and sparing their valuable time for attending the meeting.

The Company Secretary Sh.M.K. Madan thanked the Chairman of the meeting and all the dignitaries present on the dias and all the members present at the meeting.

(ARUN MITTER)
CHAIRMAN OF THE MEETING

Based on the consolidated report received from Ms. Anjali Yadav, Scrutinizer, the Chairman announced the result of voting on 30th September, 2015, in late hours, that all the resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 10 in the notice of 85th Annual General Meeting of the Company have been passed by the requisite majority.

Conduct of Poll

Ms. Anjali Yadav, Practicing Company Secretary, Scrutinizer appointed for the purpose assisted the members for casting their votes through Poll. Before start of voting on Poll, the Ballot Papers were distributed to the members and proxies. Empty Ballot box was shown to the members and thereafter Ballot Box was locked and sealed in the presence of members and proxy holders. After ensuring that all members and proxies participating in the Poll have casted their votes, the Scrutinizer closed the Poll. The Scrutinizer then took custody of the ballot box.

Results of the Electronic voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the company held on Tuesday, the September 29,2015.

The consolidated report on e-voting along with the results of the Poll received from the Scrutinizer.

SCRUTINIZER'S REPORT(CONSOLIDATED)

Dear Sir,

I, Anjali Yadav, Practicing Company Secretary having office at B-6/32, Sector 15, Rohini, Delhi-110089 have been appointed as Scrutinizer for the purpose of scrutinizing e-voting, postal ballot and well as poll on the day of 85th Annual General Meeting

1. E-voting, Postal Ballot and Poll have been carried out in fair and transparent manner.
2. Brief summary of the poll is as under:-

Resolution No.1

To consider and adopt the audited Financial Statements as on March 31,2015 and the reports of the Directors and Auditors thereon(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	45	13260052	100
Ballot	102	22398	99.30
Total	147	13282450	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	159	159	0.70
Total	159	159	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

Resolution No.2:

To appoint a Director in the place of Sh. Rajiv Gupta (DIN:00022964), who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	37	8603312	100
Ballot	102	22398	99.30
Total	139	8625710	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	159	159	0.70
Total	159	159	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

Resolution No.3

To appoint a Director in the place of Smt. Arti Gupta (DIN: No. 00023237) who retires by rotation and being eligible, offers herself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

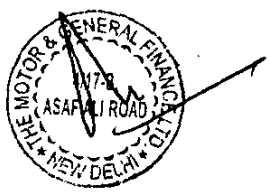
	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	37	8603312	100
Ballot	102	22398	99.30
Total	139	8625710	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	159	159	0.70
Total	159	159	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362



Resolution No.4

To appoint Auditors and to authorize Board to fix their remuneration. M/s S.N. Dhawan & Co, Chartered Accountant, New Delhi,(firm Registration No.000050N) retires and are eligible to hold office for the second consecutive year(in the terms of three consecutive years) and as such, are recommended for reappointment to audit the accounts for the financial year ending March 31,2016. As required under the provisions of section 139 of the Companies Act,2013, the company has obtained written confirmation that their appointment, if made, would be in conformity within the limits specified in the said section(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	45	13260052	100
Ballot	101	22048	97.74
Total	146	13282100	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	160	509	2.26
Total	160	509	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

Resolution No.5

Appointment of Sh. Onkar Nath Aggarwal (DIN:00629878), Director of the company, whose term of office shall not be liable to retire by rotation, as an Independent Director to hold office for five consecutive years for a term upto March 30,2020 (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	41	12930768	100
Ballot	101	22048	97.74
Total	142	12952816	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	160	509	2.26
Total	160	509	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

Resolution No.6

Variation in terms of remuneration of Sh. Rajiv Gupta,(DIN: 00022964), Chairman & Managing Director of the company increase in basic salary from Rs. 1,60,000 to Rs. 2,10,000 per month, besides existing corresponding perquisites with limit of monthly remuneration not exceeding Rs.2,50,000 payable to Sh.Rajiv Gupta,Chairman & Managing Director during the remaining period of his tenure w.e.f. October 1,2015 upto March 31,2017(Special Resolution).

(i) Voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	37	4364893	100
Ballot	102	22398	99.30
Total	139	4387291	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	159	159	0.70
Total	159	159	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

Resolution No.7

Variation in terms of remuneration of Smt.Arti Gupta (DIN:00023237) Joint Managing Director of the company increase in basic salary from Rs. 1,50,000 to Rs. 2,00,000 per month, besides existing corresponding perquisites with limit of monthly remuneration not exceeding Rs.2,50,000 payable to Smt. Arti Gupta, Joint Managing Director during the remaining period of his tenure w.e.f. October 1,2015 upto June 05,2017(Special Resolution).

(i) voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	37	4364893	100
Ballot	102	22398	99.30
Total	139	4387291	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	159	159	0.70
Total	159	159	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

Resolution No.8

Variation in terms of remuneration of Sh. Arun Mitter, (DIN:00022941), Executive Director of the company increase in basic salary from Rs. 1,00,000 to Rs. 1,45,000 per month, besides existing corresponding perquisites with limit of monthly remuneration not exceeding Rs.2,50,000 payable to Sh.Arun Mitter, Executive Director during the remaining period of his tenure w.e.f. October 1,2015 upto July 10,2017(Special Resolution).

(i) Voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	40	13244320	100
Ballot	102	22398	99.30
Total	142	13266718	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	159	159	0.70
Total	159	159	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

Resolution No. 9

Amendments in Articles of Association pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act,2013(the Act) read with the Companies (incorporation)Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force)(Special Resolution).

(i) Voted in favour of the resolution:

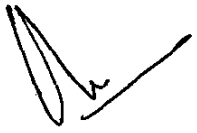
	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	45	13260052	100
Ballot	101	22048	97.74
Total	146	13282100	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	160	509	2.26
Total	160	509	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362



Resolution No. 10

Appointment of M/s PCK & Associates, Cost Accountants for the year 2015-16 on remuneration of Rs.40,000 plus service tax as applicable(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	45	13260052	100
Ballot	101	22048	97.74
Total	146	13282100	100

(ii) Voted against the resolution:

	Number of members present and voting through electronic voting and physically)	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	160	509	2.26
Total	160	509	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
4	1362

All the above resolutions were passed with requisite majority through e-voting and poll process.

Sd/-
CS ANJALI YADAV
(SCRUTINISER)
C.P. NO.7257
MEMBERSHIP NO.FCS-6628

Place: New Delhi
Date : September 30,2015

(ARUN MITTER)
CHAIRMAN OF THE MEETING

THE MOTOR & GENERAL FINANCE LTD. 4/17-B, ASAF ALI ROAD, NEW DELHI