MGF

PHONE 23272216-18
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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 September 30,2015

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: Scrutinizer's Report

Further to our letter No.DLI:CS:BSE:NSE:15 dated September 29,2015, kindly be informed that in terms of Clause 35A of the Listing Agreement, we enclose herewith Scrutinizer's Report (Form No.MGT-13) issued by Ms. Anjali Yadav, Practicing Company Secretary in connection with the electronic and physical voting done by the shareholders of the company for the Agenda Items Nos 1 to 10 of Notice convening 85th Annual General Meeting of the Company held on Tuesday, the September 29,2015 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.

SPECIAL BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	11946258	97.30	11946258	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006558	509	99.95	0.05
Total	**19363595**	**12953325**	**66.90**	**12952816**	**509**	**100.00**	**0.00**

6. Special Resolution for variation in terms of remuneration of Sh. Rajiv Gupta (DIN:00022964).

SPECIAL BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	3380383	27.53	3380383	0	100.00	0.00
Public – Institutional holders	0	0		0	0		
Public-Others	7078895	1007067	14.23	1006908	159	99.98	0.02
Total	**19363595**	**4387450**	**22.66**	**4387291**	**159**	**100.00**	**0.00**

7. Special Resolution for variation in terms of remuneration of Smt. Arti Gupta (DIN:00023237).

SPECIAL BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	3380383	27.53	3380383	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006908	159	99.98	0.02
Total	**19363595**	**4387450**	**22.66**	**4387291**	**159**	**100.00**	**0.00**

8. Special Resolution for variation in terms of remuneration of Sh. Arun Mitter (DIN:00022941).

SPECIAL BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	12260510	99.86	12260510	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1006367	14.22	1006208	159	99.98	0.02
Total	**19363595**	**13266877**	**68.51**	**13266718**	**159**	**100.00**	**0.00**

9. Special Resolution for Amendments in Articles of Association.

SPECIAL BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	12275542	99.98	12275542	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006558	509	99.95	0.05
Total	**19363595**	**13282609**	**68.60**	**13282100**	**509**	**100.00**	**0.00**

10. Ordinary Resolution for appointment of M/s PCK & Associates, Cost Accountants (Firm Regd No. 000514) for the year 2015-16

SPECIAL BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	12275542	99.98	12275542	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006558	509	99.95	0.05
Total	**19363595**	**13282609**	**68.60**	**13282100**	**509**	**100.00**	**0.00**



THE MOTOR & GENERAL FINANCE LTD AGM AS ON 29-09-2015

Total number of shareholders on record date: '10306' No. of Shares: '19363595'							
No. of Shareholders present in the meeting either in person or through proxy:							
Promoters and Promoter Group :			No. of Shares:				
Public :		251	No. of Shares:	30919			
Detail of the Agenda:							

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled o	No. of Votes - in fa	No. of Votes - against	% of Votes in favour on votes p	% of Votes against on votes polled
			(3)=[(2)/(1)]*100			(6)=	(7)=
	(1)	(2)		(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100
1. Consider and adopt the Audited Financial Statements for the year ended March 31,2015 and Reports of the Directors and Auditors thereon.							
ORDINARY BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	12275542	99.98	12275542	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006908	159	99.98	0.02
Total	**19363595**	**13282609**	**68.60**	**13282450**	**159**	**100.00**	**0.00**
2. Appoint a Director in the place of Sh. Rajiv Gupta(DIN:00022964) who retires by rotation and is eligible for re-appointment.							
ORDINARY BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	7618802	62.05	7618802	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006908	159	99.98	0.02
Total	**19363595**	**8625869**	**44.55**	**8625710**	**159**	**100.00**	**0.00**
3. Appoint a Director in the place of Smt. Arti Gupta(DIN:00023237), who retires by rotation and is eligible for re-appointment.							
ORDINARY BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	7618802	62.05	7618802	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006908	159	99.98	0.02
Total	**19363595**	**8625869**	**44.55**	**8625710**	**159**	**100.00**	**0.00**
4. Appoint Statutory Auditors and to fix their remuneration M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi(ICAI Regd No.000050N) retires and eligible for re-appointment.							
ORDINARY BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	12278234	12275542	99.98	12275542	0	100.00	0.00
Public – Institutional holders	6466	0		0	0		
Public-Others	7078895	1007067	14.23	1006558	509	99.95	0.05
Total	**19363595**	**13282609**	**68.60**	**13282100**	**509**	**100.00**	**0.00**
5. Special Resolution for appointment of Sh. Onkar Nath Aggarwal (DIN:00629878) as Independent Director of the Company.							

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

Anjali Yadav & Associates

Company Secretaries

102 & 104, 18/12, Jain Bhawan
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anjaliyadavpcs@gmail.com
Website: csanjali.com

COMBINED SCRUTINIZER'S REPORT

To,
The Chairman,
85th Annual General Meeting of Equity Shareholders of
The Motor & General Finance Limited,
MGF House, 4/17-B, Asaf Ali Road,
New Delhi- 110002.

Dear Sir,

Sub. : Consolidated Report of the Scrutinizer on remote e-voting and voting through Ballot papers conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 at the 85th Annual General Meeting of The Motor & General Finance Limited held on Tuesday, the 29th Day of September, 2015 at 12:15 P.M. at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030.

1. I, Anjali Yadav, Practising Company Secretary (Membership No. FCS 6628, C.P. No. 7257) was appointed as Scrutinizer by

   (i) The Board of Directors of The Motor and General Finance Limited (the Company)for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015

   And

   (ii) For the purpose of Scrutinizing voting through Ballot paper at the AGM,

   on the resolution(s) contained in the Notice dated 13th August, 2015 of the 85th Annual General Meeting of the Company, held on Tuesday, the 29th Day of September, 2015 at 12:15 P.M. at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by Ballot papers on the resolution(s) contained in the Notice to the 85th AGM of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process and for voting through Ballot papers at the 85th AGM is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolution(s) stated in notice of the 85th AGM, based on the report generated from the remote e-voting system

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provided by Central Depository Services (India) Limited (CDSL) and physical ballot conducted at the 85th AGM.

3. The Company has made arrangements with CDSL for providing a system of voting of the shareholders electronically through remote e-voting.

4. The Company has also provided voting facility to the shareholders who are present at the 85th Annual General Meeting and who had not already cast their vote through remote e-voting facility to vote through Ballot papers.

5. The shareholders of the Company holding shares as on the "cut off" date i.e., 22nd September, 2015 were entitled to vote on the resolution(s) as contained in the notice of the 85th Annual General Meeting.

6. I have issued Consolidated Scrutinizer's Report 30th September, 2015:

   a) on the e-voting opened from Saturday, 26th September, 2015 at 9.00 A.M. and ended on Monday, 28th September, 2015 at 5.00 P.M. and;
   b) on voting through ballot paper,

   on the resolution(s) contained in the notice to the 85th AGM.

7. After conclusion of voting by ballot papers at the AGM, the votes casted thereat were counted, whereafter the votes cast under remote e-voting facility were unblocked by me in the presence of two witness, (1) Mr. Aagat Singh, S/o Sh. Gyanendra Prakash Singh, R/o K-43, Laxmi Nagar, Delhi-110092 (2) Ms. Shovina Choudhary, D/o Sh. Sunil Kumar Choudhary, R/o 3386, Old Pusa Gate, South Patel Nagar, New Delhi-110008 who were not in the employment of the Company.

8. As requested by management, I submit herewith Consolidated Scrutinizers' Report on the results of e-voting together with that of voting through Ballot paper, stating total votes, invalid votes, votes on favour of the Resolution(s) (No. & %) and votes against the Resolution(s) (No.& %) as under:-

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(A) Resolution 1:- To consider and adopt the Audited Financial Statements as at March 31st, 2015 and the reports of the Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	45	13260052	100
Ballot:	102	22398	99.30
Total:	147	13282450	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
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 numbers of invalid votes
4	1362

(B) Resolution 2:- To appoint a Director in the place of Sh. Rajiv Gupta (DIN: 00022964) who retires by rotation and is eligible for re-appointment. (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	37	8603312	100
Ballot:	102	22398	99.30
Total:	139	8625710	100

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anjaliyadavpcs@gmail.com
Website: csanjali.com

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
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 numbers of invalid votes
4	1362

(C) Resolution 3:- To appoint a Director in the place of Smt. Arti Gupta (DIN: 00023237), who retires by rotation and is eligible for reappointment. (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	37	8603312	100
Ballot:	102	22398	99.30
Total:	139	8625710	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	159	159	0.70
Total:	159	159	0

ANJALI YADAV & ASSOCIATES ★ DELHI ★ Company Secretaries

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(iii) **Invalid Votes**:

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

(D) Resolution 4:- To appoint Auditors and to authorise Board to fix their remuneration. M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi, (Firm Registration No.000050N) retires and are eligible to hold office for the second consecutive year(in the term 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 voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	45	13260052	100
Ballot:	101	22048	97.74
Total:	146	13282100	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	160	509	2.26
Total:	160	509	0

ANJALI YADAV & ASSOCIATES ★ DELHI ★ Company Secretaries

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(iii) **Invalid Votes**:

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

(E) Resolution 5:- Appointment of Sh. Onkar Nath Aggarwal (DIN: 00629878), Independent Director. (Special Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	41	12930768	100
Ballot:	101	22048	97.74
Total:	142	12952816	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
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 numbers of invalid votes
4	1362

ANJALI YADAV & ASSOCIATES ★ DELHI ★ Company Secretaries

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(F) Resolution 6:- Variation in terms of remuneration of Sh. Rajiv Gupta (DIN:00022964), Chairman & Managing Director. (Special Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	37	4364893	100
Ballot:	102	22398	99.30
Total:	139	4387291	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
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 numbers of invalid votes
4	1362

(G) Resolution 7:- Variation in terms of remuneration of Smt. Arti Gupta (DIN:00023237), Joint Managing Director. (Special Resolution)



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(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	37	4364893	100
Ballot:	102	22398	99.30
Total:	139	4387291	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
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 numbers of invalid votes
4	1362

(H) Resolution 8:- Variation in terms of remuneration of Sh. Arun Mitter, Executive Director. (Special Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	40	13244320	100
Ballot:	102	22398	99.30
Total:	142	13266718	100

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Website: csanjali.com

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
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 numbers of invalid votes
4	1362

(I) Resolution 9:- Amendments in Articles of Association. (Special Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	45	13260052	100
Ballot:	101	22048	97.74
Total:	146	13282100	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	160	509	2.26
Total:	160	509	0

ANJALI YADAV & ASSOCIATES ★ DELHI ★ Company Secretaries

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(iii) **Invalid Votes**:

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

(J) Resolution 10:- Appointment of M/s PSK & Associates, Cost Accountants (Firm Regd No. No.000514). (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	45	13260052	100
Ballot:	101	22048	97.74
Total:	146	13282100	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
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 numbers of invalid votes
4	1362

ANJALI YADAV & ASSOCIATES ★ DELHI ★ Company Secretaries

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Website: csanjali.com

9. Related Party abstained from the voting on Resolution No.2, 3, 5, 6, 7 & 8 of the Notice of the 85th AGM of the Company.

10. The electronic data, ballot papers and all other relevant records relating to Remote e-voting and ballot process is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider approves and signs the minutes of AGM.

Thanking You,

Yours faithfully

CS Anjali Yadav
(Scrutinizer)
C.P. No. 7257
Membership No. FCS 6628

Place: New Delhi
Date:30th September, 2015

Witness 1:

Mr. Aagat Singh
S/o Sh. Gyanendra Prakash Singh,
R/o K-43, Laxmi Nagar, Delhi-110092

Witness 2:

Ms. Shovina Choudhary
D/o Sh. Sunil Kumar Choudhary
R/o 3386, Old Pusa Gate, South
Patel Nagar, New Delhi-110008

Counter Signed by
For **THE MOTOR & GENERAL FINANCE LIMITED**

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
DIN : 00022964

Res. : B-6/32, Sector-15, Rohini, Delhi-110 085, India Phone : 91-11-27883223