MGF

PHONE 23272216-18
23278001-02

GRAMS : "EMGEEF"
FAX : 23274606
Website : http://www.mgfltd.com
E-mail : mgfltd@hotmail.com

THE MOTOR & GENERAL FINANCE LIMITED

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

Ref No. DLI:CS:NSE:13

September 19,2013

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

Dear Sir, Re: Resolution to be passed through Postal Ballot

We are enclosing herewith a copy of the Resolution passed by the Board at its meeting held today, the September 19,2013 wherein the Board has decided to get the necessary approval from the shareholders by passing a Special Resolution under newly incorporated provisions of section180(1)(a) read with explanation(i) thereto of the Companies Act,2013 through Postal Ballot duly authorizing the Board of Directors to dispose of undertaking by way of investment in the company.

We are also enclosing herewith a draft copy of the Postal Ballot Notice, duly approved by the Board, for your information and record.

Kindly be informed that only few sections have been notified, as applicable sections, and as such, pending notification of other sections, old sections of act have also been included for the purpose of passing the resolution.

The company is providing voting facility to the shareholders only through Postal Ballot Form.

This is for your information.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

(M.K. MADAN)
VICE PRESIDENT & COMPANY SECRETARY
ENCL: AS ABOVE.

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE MOTOR & GENERAL FINANCE LIMITED HELD ON SEPTEMBER 19,2013 AT THE REGISTERED OFFICE OF THE COMPANY AT MGF HOUSE, 4/17-B, ASAF ALI ROAD, NEW DELHI-110002

"RESOLVED THAT the consent of the company be and is hereby accorded in terms of newly incorporated provisions of section 180(1)(a)read with explanation(i) thereto and other applicable provisions, if any, of the Companies Act,2013 to the Board of Directors of the Company("The Board") which expression shall also include a Committee of Directors of the company to sell, lease, transfer or otherwise dispose of the whole or substantially the whole of the undertaking by way of investment in commercial project situated at MGF Market Place, Shalimar Bagh, New Delhi together with the rights, title and interest in the properties on such terms as to sale consideration, mode and time of payment etc as may be decided by the Board of Directors or a Committee of Directors appointed for the purpose, as may be beneficial to the company"

"FURTHER RESOLVED THAT the Board of Directors of the company will have the powers to finalise and execute necessary agreements, memorandum of understanding, document, etc for the sale, lease, transfer or other methods of disposal of project of the company including execution of transfer agreements, deeds of assignments/conveyance and such other documents as may be required and to do all such acts, deeds, matters and things giving customary representations and warranties, together with such indemnities as may be deemed necessary and expedient in their discretion for completion of sale, lease, transfer or otherwise dispose of project of the company".

Certified true copy
For THE MOTOR & GENERAL FINANCE LIMITED

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

MGF THE MOTOR & GENERAL FINANCE LIMITED

Regd & HO. MGF House, 4/17-B, ASAF ALI ROAD, NEW DELHI-110002
PHONES: 23272216-18, 23278001-02, FAX: 23274607
WEBSITE: http://www.mgfltd.com E-mail: mgflted@hotmail.com

NOTICE PURSUANT TO SECTION 180 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956 (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011)

Dear Shareholders,

It is proposed to sell, lease, transfer or otherwise dispose of whole or substantially the whole of the undertaking, by way of investment in the commercial project of the company situated at MGF Market Place, Shalimar Bagh, New Delhi .

Pursuant to the newly incorporated provisions of Section 180 of the Companies Act, 2013, any proposal to sell, lease, transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the company, or where the company owns more than one undertaking, of the whole or substantially the whole, of any such undertakings shall be approved by the company by way of special resolution. Hence this notice:-

NOTICE is hereby given for seeking the approval of the shareholders for the proposal contained in the special resolution appended below by way of Postal Ballot. The explanatory statement pertaining to the said resolution setting out material facts is annexed hereto alongwith the Postal Ballot Form for your consideration.

The Board of Directors of the company while passing the resolution in their meeting held on Thursday, September 19, 2013 have appointed Mr. Dinesh Agnani, Senior Advocate, M/s Agnani & Associates, Advocates, C-8, Jangpura Extension, New Delhi-110014, as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are, therefore, requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed with the assent(for) or dissent(against), in the attached Business Reply Envelope, so as to reach the scrutinizer before the closing of working hours i.e. by 5.30 P.M. on Wednesday, the October 30, 2013 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder. The scrutinizer will submit his report to the Chairman & Managing Director or any other Director authorized by the Chairman of the company after completion of the scrutiny and the results of Postal Ballot will be announced on Thursday, the October 31,2013 at the Registered Office of the company at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 at 2.00 P.M.

By Order of the Board
for THE MOTOR & GENERAL FINANCE LTD

Place: New Delhi
Date: September 19, 2013

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

SPECIAL BUSINESS:

RESOLUTION FOR SALE, LEASE, TRANSFER OR OTHERWISE DISPOSE OF UNDERTAKING BY WAY OF INVESTMENT IN THE COMMERCIAL PROJECT OF COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:-

"RESOLVED THAT the consent of the company be and is hereby accorded in terms of newly incorporated provisions of section 180(1)(a) read with explanation(i) thereto and other applicable provisions, if any, of the Companies Act,2013,to the Board of Directors of the Company("The Board") which expression shall also include a Committee of Directors of the Company to sell, lease, transfer or otherwise dispose of the whole or substantially the whole of the undertaking by way of investment in commercial project situated at MGF Market Place, Shalimar Bagh, New Delhi together with the rights, title and interest in the properties on such terms as to sale consideration, mode and time of payment etc as may be decided by the Board of Directors or a Committee of Directors appointed for the purpose, as may be beneficial to the company."

"FURTHER RESOLVED THAT the Board of Directors of the company will have the powers to finalise and execute necessary agreements, memorandum of understanding, documents, etc for the sale, lease, transfer or other methods of disposal of project of the company including execution of transfer agreements, deeds of assignments/conveyance and such other documents as may be required and to do all such acts, deeds, matters and things giving customary representations and warranties, together with such indemnities as may be deemed necessary and expedient in their discretion for completion of sale, lease, transfer or otherwise dispose of commercial project of the company".

By Order of the Board
for THE MOTOR & GENERAL FINANCE LTD

Place: New Delhi
Date: September 19, 2013

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956

The company entered into an agreement with M/s VMR Promoters Pvt Limited for execution of a commercial project at MGF Market Place, Shalimar Bagh, (Shalimar Place), New Delhi. All the expenditure made on this project has been capitalized. Besides infusing funds, adequate focus and attention was given to complete the project speedily and the same has since been completed. Appropriate steps have been initiated to obtain, at an early date, the completion certificate. In terms of the newly incorporated provisions of section 180(1)(a) read with explanation(i) thereto of the Companies Act,2013 which came into force w.e.f. September 12,2013 , any undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company, the approval of the shareholders is required by passing a special resolution. The investment of your company in the above said project is to the tune of Rs.88.44 Crores as on March 31, 2013 and net worth of the company as defined in section 2(57) of the Companies Act, 2013 is Rs.41.71 Crores as on that date and as such, it falls within the newly incorporated provisions of section 180 (1)(a) read with explanation(i) thereto of the Companies Act,2013, hence this resolution authorizing the Board of Directors to sell, lease, transfer the whole or substantially the whole of the undertaking by way of investment in this project or the project may be used for establishing its own offices, for renting of the property or for sale to third parties. The company will be able to realize a reasonable sale consideration of the project which would be utilized to liquidate the liability of the banks and others so as to bring it to a 'debt free company'.

The copy of aforesaid agreement will be open for inspection at the Registered Office of the company during working hours.

Pursuant to the provisions of Section 180(1)(a) read with explanation(i) thereto of the Companies Act, 2013 read with Section 192A(2) of the Companies Act,1956 and rules made thereunder, sale, lease, transfer the whole or substantially the whole of undertaking by a listed public company requires the approval of the shareholders of the company by way of Special Resolution to be passed by Postal Ballot process.

None of the Directors of the company is concerned or interested in the said resolution. However, Sh. M.K. Madan, Vice President & Company Secretary of the company, being its key managerial personnel, as defined in section 2(51)(ii) of the Companies Act, 2013, is interested in the said resolution as a Director in M/s VMR Promoters Pvt Ltd.

The Board recommends the passing of the resolution as a Special Resolution by way of Postal Ballot.

By Order of the Board
for THE MOTOR & GENERAL FINANCE LTD

Place: New Delhi
Date: September 19, 2013

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

Notes:-

1. The company has appointed Mr. Dinesh Agnani, Senior Advocate, M/s Dinesh Agnani & Associates, Advocates, C-8, Jangpura Extension, New Delhi-110014 as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

2. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent(for) or dissent(against), in the attached self addressed Business Reply Envelope so as to reach the scrutinizer on or before the closing of working hours i.e by 5.30 P.M. on Wednesday, the October 30, 2013 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholders.

3. The scrutinizer will submit his report to the Chairman & Managing Director of the company or in his absence to any other person so authorised by the Chairman & Managing Director after completion of the scrutiny and the results of the Postal Ballot will be declared on Thursday, the October 31, 2013 at 2.P.M. at its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 by the Chairman of the Board or in his absence, by any other person duly authorized by him for the said purpose. The date of declaration of the Postal Ballot result will be taken to be the date of passing the Special Resolution.

4. **The company is providing voting facility to the shareholders only through Postal Ballot form.**

5. The results of the Postal Ballot will also be published in leading English and Hindi newspapers in New Delhi after such announcement. The results of the Postal Ballot will also be noted at the Annual General Meeting of the company. The results will also be communicated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. on which company's shares are listed.

6. Shareholders are requested to carefully read the instructions on the backside of the Postal Ballot form before exercising their votes.

By Order of the Board
for THE MOTOR & GENERAL FINANCE LTD

Place: New Delhi
Date: September 19, 2013

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

MGF

THE MOTOR & GENERAL FINANCE LIMITED

Regd & HO. MGF House, 4/17-B, ASAF ALI ROAD, NEW DELHI-110002
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POSTAL BALLOT FORM

Sr. No.....

1. Name(s) of the Shareholder(s)
(in BLOCK LETTERS)
(Including Joint Holders, if any)

2. Registered address of the
Shareholder(s)

3. Registered Folio No./Client ID No.

4. Total number of shares held

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the notice of the company by sending my /our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Sl No.	Description	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under Section 180(1)(a) read with explanation(i) thereto of the Companies Act,2013 in authorising the Board of Directors to sell, lease, transfer the whole or substantially the whole of the undertaking by way of investment in the commercial project situated at Shalimar Place, Shalimar Bagh, New Delhi.			

Place : New Delhi
Date :

Signature of the Shareholder(s)

INSTRUCTIONS

1. Shareholders desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or deposited personally at the expense(s) of the shareholder(s) will also be accepted.

2. The Business Reply self addressed envelope bears the name of the scrutinizer so appointed by the Board of Directors of the Company.

3. There should be one postal ballot for every Folio/Client ID irrespective of the number of joint holders.

4. This Postal Ballot Form should be completed and signed by the shareholder(s). In case of joint holding, this form should be completed and signed(as per specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder(s).

5. In case of shares held by Companies, Trusts, Societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority.

6. The votes should be cast either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid/incomplete, unsigned or incorrectly filled Postal Ballot Form will be rejected. The scrutinizer 's decision on the validity of the Postal Ballot Form shall be final and binding.

7. The Chairman & Managing Director and/or any Director(s) appointed for the purpose shall be responsible for the entire Postal Ballot Voting Process.

8. Duly completed Postal Ballot Form should reach the scrutinizer before the closing of working hours i.e by 5.30 P.M. on Wednesday, the October 30, 2013. Postal Ballot Form received after this date and hours will not be considered and treated as if the reply from the shareholder has not been received.

9. Shareholders are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed Business Reply Envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

10. The Resolution, if passed by the requisite majority, the date of declaration of the result of Postal Ballot will be taken to be the date of passing of the resolution.

11. The postal ballot shall not be exercised by a Proxy.

12. The Chairman & Managing Director or any other person, duly authorised by the Chairman shall announce the result of the Postal Ballot on Thursday, the October 31,2013 at 2.P.M. at the Registered Office of the Company

13. **The company is providing voting facility to the shareholders only through Postal Ballot Form.**