MGF

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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:16 October 10,2016

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 86th Annual General Meeting held on September 28,2016.

Pursuant to Clause 31(d) of the Listing Agreement, we are enclosing herewith a copy of the proceedings of 86th Annual General Meeting held on September 28,2016.

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 86TH ANNUAL GENERAL MEETING OF MEMBERS OF THE MOTOR & GENERAL FINANCE LIMITED HELD ON WEDNESDAY, THE SEPTEMBER 28,2016 AT 12.15 P.M. AT THE EXECUTIVE CLUB,439, VILLAGE SHAHOORPUR, P.O. FATEHPUR BERI, NEW DELHI-110030

PRESENT:
MEMBERS:
IN PERSON
(As per attendance slips received) : 463

Through Proxies
(as per Proxy Register) : 10

DIRECTORS

SH. ARUN MITTER	EXECUTIVE DIRECTOR
SH. BHARAT KUMAR	INDEPENDENT DIRECTOR-Chairman Audit Committee

In the absence of Sh. Rajiv Gupta, Chairman & Managing Director &CEO of the company, members elected Sh. Arun Mitter, Executive Director, as Chairman of the meeting

IN ATTENDANCE:

SH. M.K. MADAN	VICE PRESIDENT & COMPANY SECRETARY & CFO
SH.S.K. KHATTAR	STATUTORY AUDITORS- PARTNER
ACCOMPANIED BY	M/s.S.N. DHAWAN & CO,
SH. MUKESH BANSAL	CHARTERED ACCOUNTANTS

Following registers were placed before the meeting:

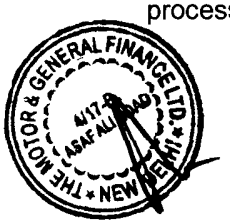
1. Register of Members
2. Proxy Register
3. Register of Directors' Shareholding\
4. Other Statutory records

Before the meeting commenced, the Chairman of the meeting welcomed the members to the 86th Annual General Meeting of the company. He declared as the necessary quorum was present , he called the meeting to order.

He advised the Company Secretary to read the Auditor's Report. The Secretary, to comply with the requirements, read out the same. As regards Notice, the members agreed that the same be taken as read .

The Chairman announced that members can cast their votes by ballot in terms of the Companies Act,2013. The company has also provided e-voting facility to members to vote. Those members attending the AGM and eligible to vote were also given opportunity to vote through voting by poll.

The Chairman informed the members that the Board of Directors has appointed Ms. Anjali Yadav, Practicing Company Secretary as Scrutinizer for the re-voting and poll process at the AGM.



The Chairman further stated that the results of the resolutions passed at the AGM 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 and authorised Sh.M.K. Madan, Vice President & Company Secretary to announce the results and put the same on the company's website.

Subsequently the Chairman took up resolutions for the Ordinary and Special Business as set out in Item No.1 to 11 in the notice of the 86th Annual General Meeting for consideration of the members.

ORDINARY BUSINESS

Resolution No.1

a) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

"RESOLVED THAT the Audited Standalone Financial Statements of the company for the year ended March 31,2016, 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 be and are hereby adopted."

b) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

"RESOLVED THAT the Audited Consolidated Financial Statements of the company for the year ended March 31,2016, 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 reports of the Directors' and Auditors' thereon be and are hereby adopted."

Resolution No.2

RE-APPOINTMENT OF SH. RAJIV GUPTA(DIN:00022964)AS A DIRECTOR

The next item related to the re-appointment of Sh. Rajiv Gupta(DIN:00022964) retiring by rotation and being eligible, who offers himself for reappointment, as a Director.

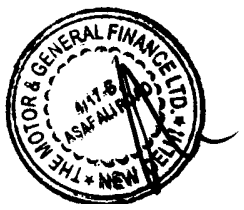
"Resolved that Sh. Rajiv Gupta(DIN:00022964), liable to retire by rotation and being eligible, who offers himself for re-appointment, be and is hereby reappointed as a Director of the company."

Resolution No.3

RE-APPOINTMENT OF SH. ARUN MITTER(DIN: 00022941) AS A DIRECTOR

The next item related to the re-appointment of Sh. Arun Mitter , retiring by rotation and being eligible, offers himself for reappointment as a Director.

"Resolved that Sh. Arun Mitter (DIN: 00022941), liable to retire by rotation and being eligible, who offers himself for reappointment, be and is hereby reappointed as a Director of the company".



Resolution No.4

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

The next item related to the re-appointment of M/s S.N. Dhawan & Co, Chartered Accountants, as Statutory Auditors and to fix their remuneration.

"RESOLVED THAT M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi (Firm Registration No.000050N)duly recommended by the Audit Committee, be and are hereby re-appointed as Statutory Auditors of the Company for the year ending March 31,2017 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 recommended by the Audit Committee and considered by the Board."

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolutions:

Resolution No.5

AS A SPECIAL RESOLUTION

RE-APPOINTMENT OF SH. RAJIV GUPTA(DIN:00022964), CHAIRMAN & MANAGING DIRECTOR &CEO AND PAYMENT OF REMUNERATION.

The next item related to the re-appointment of Sh. Rajiv Gupta, Chairman & Managing Director &CEO and payment of remuneration.

RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of Section 196,197,198,203 and other applicable provisions of the Companies Act,2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act,2013 and Article 77 of Articles of Association of the company, approval of the members by passing a Special Resolution at this meeting, on account of his attainment of 70 years of age on August 13,2016, be and is hereby accorded its approval for the reappointment of Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director &CEO for a period of three years(after cancellation and modification of the subsisting agreement according to which the re-appointment was made and approved by the members by Postal Ballot dated March 10,2014 for a period of three years which will be ending on March 31,2017) from August 13,2016 to August 12,2019 whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association, as well as for the payment of salary and perquisites)(hereinafter referred to as " remuneration") as are set out in the draft of the agreement to be entered into between the company and Sh. Rajiv Gupta (as a mark of identification signed by the Company Secretary) with liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement as the

Board of Directors may consider necessary and as may be agreed to by Sh. Rajiv Gupta within the overall limit as specified in Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder. The terms of reappointment and remuneration payable to Sh.Rajiv Gupta hereinafter referred to as "Appointee" are set out in the Explanatory Statement and recommended by the Nomination & Remuneration Committee and approved by the Board subject to limits as specified under Schedule V of the Companies Act,2013.

Further Resolved that the remuneration paid as per the terms and conditions approved by the members by Postal Ballot dated March 10,2014 for a period of three years which will be ending on March 31,2017 to Sh. Rajiv Gupta, Chairman & Managing Director &CEO requires some modifications and accordingly on the recommendations of the Nomination & Remuneration Committer the revised terms and conditions regarding perks from April 1,2016 to August 12,2016 shall be the same as to be paid on renewal of the term i.e. August 13,2016 to August 12,2019 with a condition that the changed terms and conditions for perks for the period April 1,2016 to August12,2016 shall not override the total remuneration payable but will remain within the limits as specified under Schedule V of the Companies Act,2013.

Resolved Further That in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowances, etc. within such modified prescribed limit or ceiling as aforesaid subject to the approval of members of the company.

Resolved Further That the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

TERMS AND CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Sh. Rajiv Gupta hereinafter referred to as the "Appointee" inter-alia, contain the following principal terms and conditions:

Sh. Rajiv Gupta, Chairman & Managing Director &CEO shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Sh. Rajiv Gupta , on his attaining the age of 70 years on August 13,2016 has been re-appointed for a period of 3(three) years from August 13,2016 to August 12,2019 (after cancelling and modifying the subsisting agreement) and in terms of Clause 60(e) of the Articles of Association, he shall retire by rotation.

SALARY

Salary of Sh. Rajiv Gupta shall remain at ₹ 2,10,000 (Rupees Two Lacs Ten Thousand only) per month as per the last variance in remuneration approved by the members at the Annual General Meeting held on September 29,2015.

Perquisites:

From April 1,2016 to August 12,2016 and
From August 13,2016 to August 12,2019

In addition to salary, Sh. Rajiv Gupta shall be entitled to the following perquisites:-

Category "A"
Housing (I)

Free unfurnished Residential Accommodation at the expense of the company, the monetary value of which as evaluated under Rule 3 of the Income Tax Rules, 1962 shall not exceed 15 % of the salary per month.

OR

Housing(II)

In case the accommodation is owned by the company, 20 % of the salary of Chairman & Managing Director &CEO or as may be permissible according to law amended from time to time shall be deducted by the company.

OR

Housing (III)

In case, no accommodation is provided by the company, Chairman & Managing Director &CEO shall be entitled to House Rent Allowance 60% of the salary in accordance with the company's rules in lieu of residential accommodation at the expenses of the company.

Gas, Electricity & Water

The expenditure incurred by the company on Gas, Electricity and Water will be valued as per Income Tax Rules,1962, as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

Further 50% of the accommodation provided to the appointee shall be used and maintained for office purpose of the company. Accordingly the expenses incurred on gas, electricity and water, shall be apportioned between the company and the appointee in the ratio of 50:50.

Other Perquisites

Medical expenses for the Chairman & Managing Director &CEO and his family calculated at one month's salary in a year or three month's salary over a period of three years.

Leave Travel Allowance for the Chairman & Managing Director &CEO and his family once in a year incurred in accordance with the company's policy read with Income Tax Rules,1962.

Fee of clubs subject to a maximum of two clubs. Admission and Life Members not being allowed.

Personal Accident Insurance premium not to exceed ₹ 4000/- per annum to be borne by the company.

Explanation:

"Family" shall mean the spouse and dependent children of the Chairman. Perquisites shall be evaluated as per Income Tax Rules and in absence of any such rule, perquisites shall be evaluated at actual cost.

Category "B"

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites.

Company's contribution to Provident Fund @ 12% of the salary or at as such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.

Gratuity

The gratuity payable shall not exceed one half month's salary subject to a ceiling of ₹10,00,000 or such other sum as may be specified under the provisions of Payment of Gratuity Act,1972.

Earned/Privileged Leave

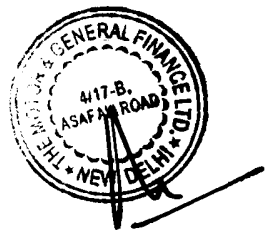
As per the Rules of the company, the leaves accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.

Category "C"

Provision of Car with Driver and free Telephone and mobile facility at the company's cost.

Sh. Rajiv Gupta shall not be entitled to any sitting fee for attending meetings of the Board or where applicable any Committee thereof.

The Board of Directors on the recommendations of the Nomination & Remuneration Committee of the company may vary and/or revise the remuneration and perquisites Including the monetary value thereof to Sh. Rajiv Gupta within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof from time to time and to settle any question or difficulty in connection therewith or incidental thereto.



overall Remuneration

The aggregate of salary, allowances, perquisites in the financial year shall not be exceed the limits as prescribed under section 197 and 198 and other applicable provisions of the Companies Act,2013 read with Schedule V to the said Act.

As stated above, gross salary including perquisites payable to Chairman & Managing Director &CEO, shall not exceed ₹ 2,50,000 per month.

Minimum remuneration

Where in any financial year, during the currency of tenure of the appointee as Chairman & Managing Director &CEO, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed under Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 or as may be amended by the Central Government from time to time.

Memorandum of Interest

Save and except Sh. Rajiv Gupta, being appointee and Smt. Arti Gupta, related to each other, being husband and wife and other relatives, to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested financial or otherwise in the Special Resolution No.5.

Resolution No.6

AS A SPECIAL RESOLUTION

RE-APPOINTMENT OF MRS. ARTI GUPTA(DIN:00022237) AS JOINT MANAGING DIRECTOR AND PAYMENT OF REMUNERATION

The Chairman took up the next item relating to re-appointment of Smt. Arti Gupta, Joint Managing Director and payment of remuneration.

"Resolved that on the recommendations of Nomination and Remuneration Committee and in accordance with the provisions of Section 196, 197, 198,203 and other applicable provisions of the Companies Act,2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act,2013 and Article 77 of Articles of Associations of the company, and subject to approval of the members, the Board be and is hereby accorded its approval for the re-appointment of Mrs. Arti Gupta(DIN 00023237) , as Joint Managing Director of the company for a period of three years (after cancellation and modification of the subsisting agreement according to which the reappointment was made and approved by the members by Postal Ballot dated March 10,2014 for a period of three years which will be ending on June 4,2017) from August 13,2016 to August 12,2019 whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association as well as for the payment of salary and perquisites (hereinafter referred to as " remuneration") as are set out in the draft of the agreement to be entered into between the company and Smt. Arti Gupta (as a mark of identification signed by the Company Secretary) with liberty to the Board of Directors to alter and vary the terms and conditions of the said

agreement as they may consider necessary and as may be agreed to by Smt. Arti Gupta within the overall limits as specified in Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder. The terms of reappointment and remuneration payable to Smt. Arti Gupta hereinafter referred to as "Appointee" are set out in the Explanatory Statement and recommended by the Nomination & Remuneration Committee and approved by the Board subject to limits as specified under Schedule V of the Companies Act,2013.

Further Resolved that the remuneration paid as per the terms and conditions approved by the members by Postal Ballot dated March 10,2014 for a period of three years which will be ending on June 4,2017 to Smt. Arti Gupta, Joint Managing Director requires some modifications and accordingly on the recommendations of Nomination & Remuneration Committee the revised terms and conditions regarding perks from April 1,2016 to August 12,2016 shall be the same as to be paid on renewal of the term i.e. August 13,2016 to August 12,2019 with a condition that the changed terms and conditions for the period April 1,2016 to August 12,2016 shall not override the total remuneration payable before the revised salary and perquisites but will remain within the limits as specified under Schedule V of the Companies Act,2013.

Resolved Further That in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board of Directors be and is hereby authorized to vary the remuneration, including salary, perquisites, allowance,etc. within such modified prescribed limit or ceiling as aforesaid subject to approval of the members of the company.

Resolved Further That the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

TERMS AND CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Mrs. Arti Gupta, (hereinafter referred to as the "Appointee"), inter-alia, contain the following principal terms and conditions:-

Mrs. Arti Gupta, Joint Managing Director, shall conduct the day to day management of the Company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Mrs. Arti Gupta, has been re-appointed for a period of 3(three) years from August 13,2016 to August 12,2019(after cancelling and modifying the subsisting agreement) and in terms of Clause 60(e) of the Articles of Association, she shall retire by rotation.

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

SALARY

Salary of Mrs. Arti Gupta shall remain at ₹ 2,00,000/-(Rupees Two Lacs only) per month as per the last variance in remuneration approved by the members at the Annual General Meeting held on September 29,2015.

PERQUISITES

From April 1,2016 to August 12,2016 and
From August 13,2016 to August 12,2019

In addition to salary, Smt. Arti Gupta shall be entitled to the following perquisites.

Category "A"

Gas, Electricity & Water

The expenditure incurred by the company on Gas, Electricity and Water will be valued as per Income Tax Rules,1962, as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

20% of the perks allowed to Joint Managing Director according to law amended from time to time shall be deducted by the company.

Further 50% of the accommodation shall be used and maintained for office purpose of the company. Accordingly the expenses incurred on gas, electricity and water, shall be apportioned between the company and the appointee in the ratio of 50:50.

Other Perquisites

Medical expenses for the Joint Managing Director and her family calculated at one month's salary in a year or three month's salary over a period of three years.

Leave Travel Allowance for the Joint Managing Director and her family once in a year incurred in accordance with the company's policy read with Income Tax Rules,1962.

Personal Accident Insurance premium not to exceed ₹ 4000/- per annum to be borne by the company.

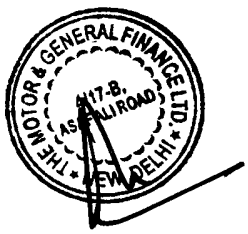
Explanation:

"Family" shall mean the spouse and dependent children of the Joint Managing Director. Perquisites shall be evaluated as per Income Tax Rules and in absence of any such rule, perquisites shall be evaluated at actual cost.

Category "B"

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites.

Company's contribution to Provident Fund @ 12% of the salary or at as such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.



Gratuity

The gratuity payable shall not exceed one half month's salary subject to a ceiling of ₹10,00,000 or such other sum as may be specified under the provisions of Payment of Gratuity Act,1972.

Earned/Privileged Leave

As per the Rules of the company, the leaves accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.

Category "C"

Smt. Arti Gupta shall not be entitled to any sitting fee for attending meetings of the Board or where applicable any Committee thereof.

The Board of Directors on the recommendations of the Nomination & Remuneration Committee of the company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Smt. Arti Gupta within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

Overall Remuneration

The aggregate of salary, allowances, perquisites in the financial year shall not be exceed the limits as prescribed under section 197 and 198 and other applicable provisions of the Companies Act,2013 read with Schedule V to the said Act.

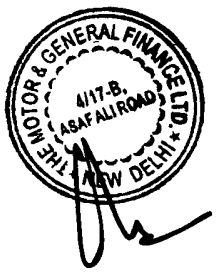
As stated above, gross salary including perquisites payable to Joint Managing Director, shall not exceed ₹ 2,50,000 per month.

Minimum remuneration

Where in any financial year, during the currency of tenure of the appointee as Joint Managing Director, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed under Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 or as may be amended by the Central Government from time to time.

MEMORANDUM OF INTEREST OF DIRECTOR

Save and except Smt. Arti Gupta, being appointee and Sh. Rajiv Gupta related to each other, being wife and husband and their relatives, to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested financial or otherwise in the Special Resolution No.6



Resolution No.7

AS A SPECIAL RESOLUTION

RE-APPOINTMENT OF SH.ARUN MITTER(DIN:00022941),WHOLE TIME DIRECTOR AND PAYMENT OF REMUNERATION

The next item related to re-appointment of Sh. Arun Mitter,Whole Time Director and payment of remuneration, Sh. Arun Mitter, being interested vacated the chair and Sh. Bharat Kumar, chaired the meeting.

RESOLVED that pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Section 196,197, 198,203 and other applicable provisions of the Companies Act,2013 and the rules made thereunder(including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act,2013 and Article 77 of Articles of Association of the company and subject to the approval of the members, the Board be and is hereby accorded its approval for the reappointment of Sh Arun Mitter(DIN: 00022941), Whole Time Director designated as Executive Director for a period of three years(after cancellation and modification of the subsisting agreement) according to which the re-appointment was made and approved by the members by Postal Ballot dated March 10,2014 for a period of three years which will be ending on July 10,2017) from August 13,2016 to August 12,2019 whose period of office is liable to retirement by rotation as well as for the payment of salary and perquisites (hereinafter referred to as " remuneration") as are set out in the draft of the agreement to be entered into between the company and Sh. Arun Mitter (as a mark of identification signed by the Company Secretary) with liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement as the Board of Directors may consider necessary and as may be agreed to by Sh. Arun Mitter within the overall limit as specified in Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder. The terms of re-appointment and remuneration payable to Sh. Arun Mitter hereinafter referred to as "Appointee" are set out in the Explanatory Statement and recommended by the Nomination & Remuneration Committee and approved by the Board subject to limits as specified under Schedule V of the Companies Act,2013.

Resolved Further That in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowances,etc. within such modified prescribed limit or ceiling as aforesaid subject to the approval of the members of the company.

Resolved Further That the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

TERMS AND CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Sh. Arun Mitter hereinafter referred to as the "Appointee: inter-alia, contain the following principal terms and conditions:

Sh. Arun Mitter, Whole Time Director designated as Executive Director shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Sh. Arun Mitter, has been re-appointed for a period of 3(three)years from August 13,2016 to August 12,2019(after cancelling and modifying the subsisting agreement) liable to retire by rotation.

SALARY

Salary of Sh.Arun Mitter shall remain at ₹ 1,45,000(Rupees One Lac Forty Five Thousand only) per month as per the last variance in remuneration approved by the members at the Annual General Meeting held on September 29,2015.

Perquisites:

From August 13,2016 to August 12,2019

In addition to salary, Sh. Arun Mitter , shall be entitled to the following perquisites:-

Category A

Housing (I)

Free unfurnished Residential Accommodation at the expense of the company, the monetary value of which as evaluated under Rule 3 of the Income Tax Rules, 1962 shall not exceed 15 % of the salary per month.

OR

Housing(II)

In case the accommodation is owned by the company, 15 % of the salary of Whole Time Director or as may be permissible according to law amended from time to time shall be deducted by the company.

OR

Housing (III)

In case, no accommodation is provided by the company, Whole Time Director shall be entitled to House Rent Allowance 60% of the salary in accordance with the company's rules in lieu of residential accommodation at the expenses of the company.

Gas, Electricity & Water

The expenditure incurred by the company on Gas, Electricity and Water will be valued as per Income Tax Rules,1962, as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

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

Other Perquisites

Medical expenses for the Whole Time Director and his family calculated at one month's salary in a year or three month's salary over a period of three years.

Leave Travel Allowance for the Whole Time Director and his family once in a year incurred in accordance with the company's policy read with Income Tax Rules,1962.

Fee of clubs subject to a maximum of two clubs. Admission and Life Members not being allowed.

Personal Accident Insurance premium not to exceed ₹ 4000/- per annum to be borne by the company.

Explanation:

"Family" shall mean the spouse and dependent children of the Whole Time Director. Perquisites shall be evaluated as per Income Tax Rules and in absence of any such rule, perquisites shall be evaluated at actual cost.

Category "B"

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites.

Company's contribution to Provident Fund @ 12% of the salary or at as such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.

Gratuity

The gratuity payable shall not exceed one half month's salary subject to a ceiling of ₹.10,00,000 or such other sum as may be specified under the provisions of Payment of Gratuity Act,1972.

Earned/Privileged Leave

As per the Rules of the company, the leaves accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.

Category "C"

Provision of Car with Driver and free Telephone and mobile facility at the company's cost.

Sh. Arun Mitter shall not be entitled to any sitting fee for attending meetings of the Board or where applicable any Committee thereof.

The Board of Directors on the recommendations of the Nomination & Remuneration Committee of the company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Sh. Arun Mitter within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

Overall Remuneration

The aggregate of salary, allowances, perquisites in the financial year shall not be exceed the limits as prescribed under section 197 and 198 and other applicable provisions of the Companies Act,2013 read with Schedule V to the said Act.

As stated above, gross salary including perquisites payable to Executive Director, shall not exceed ₹ 2,50,000 per month.

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

Minimum remuneration

Where in any financial year, during the currency of tenure of the appointee as Whole Time Director designated as Executive Director, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed under Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 or as may be amended by the Central Government from time to time.

MEMORANDUM OF INTEREST OF DIRECTOR

Save and except Sh. Arun Mitter, being appointee and his relatives, to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested financial or otherwise in the Special Resolution No.7

Resolution No.8

AS A SPECIAL RESOLUTION

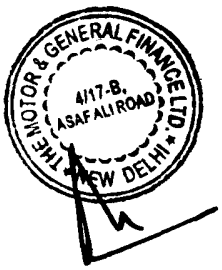
APPROVAL OF CHARGES FOR SERVICE OF DOCUMENTS ON THE SHARHOLDERS

Sh. Bharat Kumar vacated and Sh Arun Mitter, re-occupied the Chair.

The next Item related to the approval of charges for service of documents on the shareholders.

"Resolved that pursuant to the provisions of Section 20 of the Companies Act,2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any shareholder by the company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the despatch of documents by the company and that no such request shall be entertained by the company post the despatch of such document by the company to the shareholder.

Resolved Further that for the purpose of giving effect to this resolution, Executive Director or Company Secretary of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things may be necessary, proper or desirable or expedient to give effect to the above resolution.



Resolution No.9

AS A SPECIAL RESOLUTION

CHANGE OF ARTICLES OF ASSOCIATION

The next item related to the Change of Articles of Association

"Resolved that pursuant to 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) Article 60(e) of the Articles of Association of the company be and is hereby altered in the manner set out herein below:-

In Article 60(e), the words" Managing Director" and "Joint Managing Director" be substituted by the words" Managing Director, Joint Managing Director and Whole Time Director ".

Resolution No.10

AS A SPECIAL RESOLUTION

RELATED PARTIES TRANSACTIONS

The Chairman took up the next item regarding Related Parties Transactions

"Resolved that pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act,2013(the Act) read with Companies(meetings of the Board and its Powers)Rules, 2014 and read with Regulation 23 of SEBI(LODR) Regulations,2015 entered into with Stock Exchanges and subject to such approvals, consents, sanctions and permission as may be necessary and subject to the consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the following Related Parties and its Associate Companies as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICDs with the following Related Parties and its associates on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties and the company hereby approves, ratifies and confirms the said agreements entered into or to be entered into with the related parties with the total amount of related transactions not to exceed Rs.300 Crores:-

Sl No.	Name of Related Party	Period of Contract	Nature of Transaction	Value (Rs.in Crores	Nature of Interest
1.	India Lease Development Ltd	1st October,2016 to 30th September,2019	Selling or otherwise disposing off, or buying/leasing of property of any kind and availing or rendering of	20	Associate company of MGF Ltd. Sh. Rajiv Gupta, is common Chairman of Board of Directors of both the companies. Sh.Arun Mitter, Director in both the companies.

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			any services or appointment to an office or place of profit ICDs taken/given, etc		
2.	Jayabharat Credit Ltd	-do-	-do-	20	Associate company of MGF Ltd. Sh. Rajiv Gupta, is common Chairman of Board of Directors of both the companies. Sh.Arun Mitter, Director in both the companies and Sh. M.K. Madan, KMP of MGF is also Director in the related party.
3.	Bahubali Services Ltd	-do-	-do-	60	Associate company of MGF Ltd. Sh. Rajiv Gupta, is common Chairman of Board of Directors of both the companies.Sh.Arun Mitter, Director in both the companies and Sh. M.K. Madan, KMP of MGF is also Director in the related party.
4.	MGF Estates Pvt Ltd	-do-	-do-	10	Sh. Rajiv Gupta, CMD, Smt, Arti Gupta, JMD, Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in the related party
5.	MGF Securities Pvt Ltd	-do-	-do-	10	Sh. Rajiv Gupta, CMD, Sh. Arun Mitter, Executive Director and Sh. M.K. Madan, KMP of MGF Ltd are also Directors in the related party
6.	Cards Services India Pvt Ltd	-do-	-do-	10	Sh. Rajiv Gupta, CMD, Sh. Arun Mitter, Executive Director are Directors in the related party

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7.	Associated Traders & Engineers Pvt Ltd	-do-	-do-	10	Sh. Rajiv Gupta, CMD and Smt. Arti Gupta, JMD are the Directors in related party
8.	Local Goods Carriers Pvt Ltd	-do-	-do-	10	Sh. Rajiv Gupta, CMD and Smt. Arti Gupta, JMD are the Directors in related party
9.	Ram Prakash & Co Pvt Ltd	-do-	-do-	20	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta and Sh. Arun Mitter, Executive Director are the Directors in related party
10.	Grosvenor Estates Pvt Ltd	-do-	-do-	40	Sh. Rajiv Gupta, CMD, Smt Arti Gupta, JMD and Sh. Arun Mitter, Executive Director, are also Directors in the related party.
11.	Gee Gee Holdings Pvt Ltd	-do-	-do-	40	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director are also Directors in the related party
12.	Any other related party/ies not mentioned herein above and as defined under the Act	-do-	-do-	50	

Resolved Further that the approval of the members be and is hereby accorded to the Board of Directors(which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the company to approve transactions and the terms and conditions with any of the aforesaid related party/ies, and to take such steps as may be necessary

for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the members otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution".

THE MOTOR & GENERAL FINANCE LTD. 4/17 ASAF ALI ROAD

Resolution No.11

AS AN ORDINARY RESOLUTION

RE-APPOINTMENT OF M/S PCK & ASSOCIATES, COST ACCOUNTANTS

The next item related to the reappointment of M/s PCK & Associates, Cost Accountants for the year 2016-17.

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 modifications or re-enactment thereof for the time being in force, M/s PCK & Associates, Cost Accountants(Form Regd 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 31,2017, be paid the remuneration of Rs.40,000(apart from service tax including cess as applicable). The action of the Board in the appointment and remuneration payable to M[s PCK & Associates, Cost Accountants, be and is hereby ratified.

Vote of thanks

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

The Chairman informed the members that to pass the resolutions, it is either through e-voting, Ballot Post or Ballot in the meeting. The members who have utilized the e-voting facility is not permitted to have ballot facility. Others who have not exercised their right in e-voting or Ballot Post, they are welcome to use the vote ballot facility in the meeting and were advised to exercise their right to cast their by ballot. Ballot Papers were provided on request.

Conduct of Poll

Ms. Anjali Yadav, Practicing Company Secretary, Scrutinizer appointed for the purpose assisted the members for casting their votes through Poll in the meeting. Before start of voting on Poll, the Ballot Papers were distributed to the members and proxies. Empty Ballot boxes were shown to the members in the presence of members and proxy holders and thereafter the same were sealed. 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 boxes.

Results of the Electronic voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the company held on Wednesday, the September 28, 2016.

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

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

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:-

Ordinary Business

Resolution No.1

To receive, consider and adopt the Financial Statements of the company(Standalone and Consolidated) as on March 31,2016 and the reports of the Directors and Auditors thereon(Ordinary Business)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13343582	99.84
Ballot	251	21206	0.16
Total	298	13364788	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No.2:

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

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	41	9121891	99.77
Ballot	251	21206	0.23
Total	292	9143097	100

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(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No.3

To appoint a Director in place of Sh. Arun Mitter (DIN:00022941), Executive Director, who retires by rotation and being eligible, offers herself for re-appointment(Ordinary Business)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	46	13332976	99.84
Ballot	251	21206	0.16
Total	297	13354182	100

(ii) Voted against the resolution:

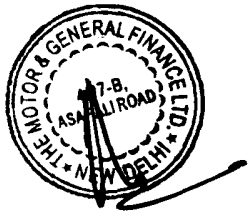
	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No.4

To appoint Statutory Auditors and to fix their remuneration, M/s S.N. Dhawan & Co , Chartered Accountants(Firm Regd No.000050N) retires and are eligible to hold office for third consecutive year(in the term of three consecutive years) and as such, on the recommendations of the Audit Committee, the Board of Directors have considered for reappointment of Statutory Auditor to audit the accounts for the financial year ending March 31,2017. As required under the provisions of Section 139 of the companies Act, the company has obtained written confirmation that their re-appointment, if made, would be in conformity within the limits specified in the said section (Ordinary Business)



(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	46	13343572	99.84
Ballot	250	20856	0.16
Total	2962	13364428	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	1	10	0
Ballot	1	350	0
Total	2	360	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Special Business

Resolution No.5

Re-appointment of Sh. Rajiv gupta(DIN:00022964), Chairman & Managing Director &CEO and payment of remuneration (Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	41	9121891	99.77
Ballot	251	21206	0.23
Total	292	9143097	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

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Resolution No.6

Re-appointment of Smt. Arti Gupta (DIN : 00023237), Joint Managing Director and payment of remuneration (Special Resolution)

(i) Voted in favour of the resolution

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	41	9121891	99.77
Ballot	251	21206	0.23
Total	292	9143097	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No.7

Re-appointment of Sh. Arun Mitter(DIN:00022941), Whole Time Director designated as Executive Director and payment of remuneration (Special Resolution)

(i) Voted in favour of the Resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	41	13332976	99.84
Ballot	251	21206	0.16
Total	292	13354182	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No.8

Approval of charges for service of documents on the shareholders(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13343582	99.84
Ballot	250	20856	0.16
Total	297	13364438	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot:	1	350	0
Total	1	350	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No. 9

Change of Clause of Articles of Association (Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13343582	99.84
Ballot	250	20856	0.16
Total	297	13364438	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot	1	350	0
Total	1	350	0

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No. 10 Related Parties Transaction(Special Resolution)

(i) Voted in favour of the Resolution

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	42	7647571	99.72
Ballot	250	20856	0.28
Total	292	7668427	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot	1	350	0
Total	1	350	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

Resolution No.11 :- Appointment of M/s PCK & Associates, Cost Accountants (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13343582	99.84
Ballot	250	20856	0.16
Total	297	13364438	100

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot	1	350	0
Total	1	350	0

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
10	309

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

The AGM commenced at 12.15 P.M. and concluded at 2.00 P.M with vote of thanks to the Chair

(ARUN MITTER)
CHAIRMAN OF THE MEETING

Place: New Delhi
Date : September 30,2016

Date of the AGM: 28 th Sep 2016								
Total number of shareholders on record date: '10103' 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 :		**454**	**No. of Shares:**	**45014**				
Detail of the Agenda:								
Promoter/Public	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**Number of members voted**
						(6)=	**(7)=**	
	(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(4)/(2)]*100**	**(5)/(2)]*100**	
Consider and adopt the Audited Financial Statements Standalone & Consolidate for the year ended March 31,2016 and the Report of								
ORDINARY BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	12356874	100.00	12356874	0	100.00	0.00	34
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	13343582	68.91	13343582	0	100.00	0.00	47
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	21206	0	100.00	0.00	251
Total (B)	19363595	21206	0.11	21206	0	100.00	0.00	251
Total (A+B)	**19363595**	**13364788**	**69.02**	**13364788**	**0**	**100.00**	**0.00**	**298**
Appoint a Director in the place of Sh. Rajiv Gupta(DIN:0022964) who retires by rotation and is eligible for re-appointment								
ORDINARY BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	8135183	65.84	8135183	0	100.00	0.00	28
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	9121891	47.11	9121891	0	100.00	0.00	41
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	21206	0	100.00	0.00	251
Total (B)	19363595	21206	0.11	21206	0	100.00	0.00	251
Total (A+B)	**19363595**	**9143097**	**47.22**	**9143097**	**0**	**100.00**	**0.00**	**292**
Appoint a Director in the place of Sh. Arun Mitter (DIN:00022941) who retires by rotation and is eligible for reappointment.								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	12346268	100.00	12346268	0	100.00	0.00	33
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	13332976	68.86	13332976	0	100.00	0.00	46
Mode of voting: (Ballot Paper)								

THE MOTOR & GENERAL FINANCE LTD. 4/17-B Asaf Ali Road New Delhi

Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.11	21206	0	100.00	0.00	251
Total (B)	19363595	21206	0.11	21206	0	100.00	0.00	251
Total (A+B)	**19363595**	**13354182**	**68.97**	**13354182**	**0**	**100.00**	**0.00**	**297**
Appoint Statutory Auditors and to fix their remuneration M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi (ICAI Regd No.000050N) retires and are eligible for reappointment								
ORDINARY BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	12356874	100.00	12356874	0	100.00	0.00	34
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986698	10	100.00	0.00	13
Total (A)	19363595	13343582	68.91	13343572	10	100.00	0.00	47
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	20856	350	98.35	1.65	251
Total (B)	19363595	21206	0.11	20856	350	98.35	1.65	251
Total (A+B)	**19363595**	**13364788**	**69.02**	**13364428**	**360**	**100.00**	**0.00**	**298**
Special Resolution for re-appointment of Sh. Rajiv Gupta (DIN:00022964),as Chairman & Managing Director & CEO and payment of remuneration								
SPECIAL BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	8135183	65.84	8135183	0	100.00	0.00	28
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	9121891	47.11	9121891	0	100.00	0.00	41
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	21206	0	100.00	0.00	251
Total (B)	19363595	21206	0.11	21206	0	100.00	0.00	251
Total (A+B)	**19363595**	**9143097**	**47.22**	**9143097**	**0**	**100.00**	**0.00**	**292**
Special Resolution for re-appointment of Smt. Arti Gupta (DIN:00023237) as Joint Managing Director and payment of remuneration								
SPECIAL BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	8135183	65.84	8135183	0	100.00	0.00	28
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	9121891	47.11	9121891	0	100.00	0.00	41
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	21206	0	100.00	0.00	251
Total (B)	19363595	21206	0.11	21206	0	100.00	0.00	251
Total (A+B)	**19363595**	**9143097**	**47.22**	**9143097**	**0**	**100.00**	**0.00**	**292**
Special Resolution for re-appointment of Sh. Arun Mitter (DIN:00022941),as Whole Time Director and payment of remuneration								
SPECIAL BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	12346268	99.91	12346268	0	100.00	0.00	33
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0

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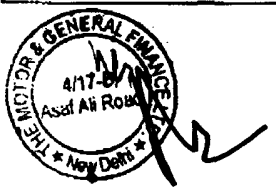
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	13332976	68.86	13332976	0	100.00	0.00	46
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	21206	0	100.00	0.00	251
Total (B)	19363595	21206	0.11	21206	0	100.00	0.00	251
Total (A+B)	**19363595**	**13354182**	**68.97**	**13354182**	**0**	**100.00**	**0.00**	**297**
Special Resolution for Approval of charges for service of documents on the shareholders								
SPECIAL BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	12356874	100.00	12356874	0	100.00	0.00	34
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	13343582	68.91	13343582	0	100.00	0.00	47
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	20856	350	98.35	1.65	251
Total (B)	19363595	21206	0.11	20856	350	98.35	1.65	251
Total (A+B)	**19363595**	**13364788**	**69.02**	**13364438**	**350**	**100.00**	**0.00**	**298**
Special Resolution for Change of Articles of Association								
SPECIAL BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	12356874	100.00	12356874	0	100.00	0.00	34
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	13343582	68.91	13343582	0	100.00	0.00	47
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	20856	350	98.35	1.65	251
Total (B)	19363595	21206	0.11	20856	350	98.35	1.65	251
Total (A+B)	**19363595**	**13364788**	**69.02**	**13364438**	**350**	**100.00**	**0.00**	**298**
Special Resolution for Related Parties Transactions								
SPECIAL BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	6660863	53.90	6660863	0	100.00	0.00	29
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	7647571	39.49	7647571	0	100.00	0.00	42
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public - Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	20856	350	98.35	1.65	251
Total (B)	19363595	21206	0.11	20856	350	98.35	1.65	251
Total (A+B)	**19363595**	**7668777**	**39.60**	**7668427**	**350**	**100.00**	**0.00**	**293**
Ordinary Resolution for re-appointment of M/s.PCK & Associates, Cost Accountants (Firm Regd No.000514) for the year 2016-17								
SPECIAL BUSINESS								
Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12356874	12356874	100.00	12356874	0	100.00	0.00	34



Public – Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	986708	15.22	986708	0	100.00	0.00	13
Total (A)	19363595	13343582	68.91	13343582	0	100.00	0.00	47
Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12356874	0	0.00	0	0	0.00	0.00	0
Public – Institutional holders	522458	0	0.00	0	0	0.00	0.00	0
Public-Others	6484263	21206	0.33	20856	350	98.35	1.65	251
Total (B)	19363595	21206	0.11	20856	350	98.35	1.65	251
Total (A+B)	**19363595**	**13364788**	**69.02**	**13364438**	**350**	**100.00**	**0.00**	**298**