MGF

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GRAMS : "EMGEEF"
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THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,
Regd. & H.O. : 4/17-B, ASAF ALI ROAD, NEW DELHI-110 002
CIN NO. : L74899DL1930PLC000208

DLI:CS:BSE:NSE:14 December 12,2014

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

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: Outcome of Postal Ballot as per Clause 35A of the Listing Agreement

This has reference to the Postal Ballot conducted for passing of the resolutions mentioned in the Notice dated October 31,2014. The company has completed despatch of Notice by Post alongwith Postal Ballot Form and Self Addressed Business Reply Envelope and e-voting process under Section 110 of the Companies Act,2013 (the Act) read with the Companies (Management and Administration)Rules,2014(including any statutory modification or re-enactment thereof for the time being in force to the members for seeking their consent on all the Special Resolutions under Section 180(1)(a),180(1)(c), 188, 188, 186, 14, 196, 197, 198 and 203 and other applicable provisions, if any , of the Companies Act,2013 regarding authority to the Board to sell, lease or otherwise dispose of or mortgage/create charges on the properties of the company upto Rs.500 Crores, authority to the Board to borrow money upto Rs.500 Crores, transactions with related parties, approve the Leave and License Agreement with a related party, authority to the Board to grant loan(s)/give guarantee(s) or securities and make investments in securities, adopt new set of Articles of Association in line with the provisions of the Companies Act,2013, variation in the terms of remuneration of Sh. Rajiv Gupta, Chairman & Managing Director, variation in the terms of remuneration of Smt. Arti Gupta, Joint Managing Director and variation in the terms of Sh. Arun Mitter, Executive Director respectively. The late date for receipt of Postal Ballot was fixed as December 8,2014.

The company had appointed Ms. Anjali Yadav, Practising Company Secretary (FCS No.6628 CP No.7257), as the Scrutinizer for conducting the Postal Ballot voting and e-voting process for approval of the above said Special Resolutions in a fair and transparent manner.

On the basis of the postal ballots received upto December 8,2014 and votes received through e-voting process, the Scrutinizer,Ms. Anjali Yadav, Practising Company Secretary has submitted her report dated December 10,2014 to the Chairman & Managing Director and the results were declared at the company's Registered Office today, the December 12,2014 at 4.00.P.M. Copy of the Results signed by the Chairman & Managing Director is enclosed herewith.

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In view of the above, the all Special Resolutions Section 180(1)(a),180(1)(c), 188, 188, 186, 14, 196, 197, 198 and 203 and other applicable provisions, if any , of the Companies Act,2013 regarding authority to the Board to sell, lease or otherwise dispose of or mortgage/create charges on the properties of the company upto Rs.500 Crores, authority to the Board to borrow money upto Rs.500 Crores, transactions with related parties, approve the Leave and License Agreement with a related party, authority to the Board to grant loan(s)/give guarantee(s) or securities and make investments in securities, adopt new set of Articles of Association in line with the provisions of the Companies Act,2013, variation in the terms of remuneration of Sh. Rajiv Gupta, Chairman & Managing Director, variation in the terms of remuneration of Smt. Arti Gupta, Joint Managing Director and variation in the terms of Sh. Arun Mitter, Executive Director respectively have been declared, passed with requisite majority.

Kindly take the same on record.

Further the minutes of the Postal Ballot will be sent shortly.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

(M.K. MADAN)
VICE PRESIDENT & COMPANY SECRETARY
ACS No.2951
ENCL: RESULTS OF POSTAL BALLOT SIGNED BY THE CHAIRMAN

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CIN NO. : L74899DL1930PLC000208

RESULTS OF POSTAL BALLOT

Results of the voting conducted through Postal Ballot on the Special Resolutions passed under Section 110 of the Companies Act,2013('the Act') read with the Companies (Management and Administration) Rules, 2014,(including any statutory modification or re-enactment thereof for the time being in force) under Section 180(1)(a), 180(1)(c), 188, 188, 186, 14, 196, 197, 198 and 203 and other applicable provisions , if any, of the Companies Act,2013 regarding authority to the Board to sell, lease or otherwise dispose of or mortgage/create charges on the properties of the company upto Rs.500 Crores, authority to the Board to borrow money upto Rs.500 Crores, transactions with related parties, approve the Leave & License Agreement with a related party, authority to the Board to grant loan(s)/give guarantee(s) or securities and make investments in securities, adopt new set of Articles of Association in line with the provisions of the Companies Act,2013,variation in the terms of remuneration of Sh. Rajiv Gupta, Chairman & Managing Director, variation in the terms of remuneration of Smt. Arti Gupta, Joint Managing Director and variation in the terms of remuneration of Sh. Arun Mitter, Executive Director respectively.

The company had appointed Ms. Anjali Yadav, Practising Company Secretary(FCS No.6628 CP No.7257), as the Scrutinizer for conducting the Postal Ballot voting and e-voting process for approval of the above said Special Resolutions in a fair and transparent manner. Ms. Anjali Yadav has submitted her report dated December 10,2014 to the company.

For all the Special Resolutions, the mode of voting has been Postal Ballot/e-voting. November 5,2014 was the date on which Postal Ballot Notice dated October 31,2014 was sent to all the shareholders by courier and electronic mode by CDSL. October 24,2014(Friday) was the Cut off Date for reckoning voting rights. As on October 24,2014 i.e. Cut Off Date, the total number of shareholders were 10,808.

For THE MOTOR & GENERAL FINANCE LIMITED

RAJIV GUPTA
Chairman & Mg. Director

The details of Special Resolutions passed by Postal Ballot are as under:-

Item No.1: **Special Resolution** pursuant to Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	54	330
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	13675664	13711846
d.	Less invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	13674235	13710417
f.	Total no. of votes with dissent	684	0	684
g.	Total no. of votes with assent for the resolution	35498	13674235	13709733
H	Percentage of total votes cast in favour of the resolution			99.99%
I.	Percentage of total votes cast against the resolution			0.01%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter and promoter group	12250468	12246072	99.96	12246072	0	100	0
Public institutional holders	588994	0	0	0	0	0	0
Public others	6524133	1464345	22.45	1463661	684	99.95	0.05
Total	**19363595**	**13710417**	**70.81**	**13709733**	**684**	**99.99**	**0.01**

The number of votes polled in favour of the Special Resolution is 13709733 i.e. 99.99% of the total valid votes which is more than three times the number of votes cast against i.e. 684. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED

RAJIV GUPTA
Chairman & Mg. Director

THE MOTOR & GENERAL FINANCE LTD. 417-B, ASAF ALI ROAD, NEW DELHI

Item No 2: **Special Resolution** pursuant to Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	54	330
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	13675664	13711846
d.	Less Invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	13674235	13710417
f.	Total no. of votes with dissent	684	0	684
g.	Total no. of votes with assent for the resolution	35498	13674235	13709733
H	Percentage of total votes cast in favour of the resolution			99.99%
I.	Percentage of total votes cast against the resolution			0.01%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promotor and promoter group	12250468	12246072	99.96	12246072	0	100	0
Public institutional holders	588994	0	0	0	0	0	0
Public others	6524133	1464345	22.45	1463661	684	99.95	0.05
Total	**19363595**	**13710417**	**70.81**	**13709733**	**684**	**99.99**	**0.01**

The number of votes polled in favour of the Special Resolution is 13709733 i.e. 99.99% of the total valid votes which is more than three times the number of votes cast against i.e. 684. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED

Sd/-
ANJIV GUPTA
Chairman & Mg. Director

THE MOTOR & GENERAL FINANCE LTD. 4117-B, ASAF ALI ROAD NEW DELHI-110 002

Item No 3: **Special Resolution** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	25	301
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	2562650	2598832
d.	Less Invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	2561221	2597403
f.	Total no. of votes with dissent	683	0	683
g.	Total no. of votes with assent for the resolution	35499	2561221	2596720
H	Percentage of total votes cast in favour of the resolution			99.97%
I.	Percentage of total votes cast against the resolution			0.03%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)]*100
Promoter and promoter group	12250468	1133058	9.25	1133058	0	100	0
Public Institutional holders	588994	0	0	0	0	0	0
Public others	6524133	1464345	22.44	1463662	683	99.95	0.05
Total	**19363595**	**2597403**	**13.41**	**2596720**	**683**	**99.97**	**0.03**

The number of votes polled in favour of the Special Resolution is 2596720 i.e. 99.97% of the total valid votes which is more than three times the number of votes cast against i.e. 683. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED

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

SD/-
(RAJIV GUPTA)
Chairman & Mg. Director

Item No 4: **Special Resolution** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	25	301
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	2562650	2598832
d.	Less invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	2561221	2597403
f.	Total no. of votes with dissent	683	0	683
g.	Total no. of votes with assent for the resolution	35499	2561221	2596720
h	Percentage of total votes cast in favour of the resolution			99.97%
i.	Percentage of total votes cast against the resolution			0.03%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter and promoter group	12250468	1133058	9.24	1133058	0	100	0
Public institutional holders	588994	0	0	0	0	0	0
Public others	6526133	1464345	22.44	1463662	683	99.95	0.05
Total	**19363595**	**2597403**	**13.42**	**2596720**	**683**	**99.96**	**0.04**

The number of votes polled in favour of the Special Resolution is 2596720 i.e. 99.97% of the total valid votes which is more than three times the number of votes cast against i.e. 683. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

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

Item No 5: **Special Resolution** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	25	301
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	2562650	2598832
d.	Less invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	2561221	2597403
f.	Total no. of votes with dissent	734	0	734
g.	Total no. of votes with assent for the resolution	35448	2561221	2596669
h	Percentage of total votes cast in favour of the resolution			99.97%
i.	Percentage of total votes cast against the resolution			0.03%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour[4]	No. of votes against[5]	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled[7]=[(5)/(2)] *100
Promoter and promoter group	12250408	1133058	9.25	1133058	0	100	0
Public institutional holders*	588894	0	0	0	0	0	0
Public others	6524133	1464345	22.44	1463611	734	99.95	0.05
Total	**19363595**	**2597403**	**13.41**	**2596669**	**734**	**99.97**	**0.03**

The number of votes polled in favour of the Special Resolution is 2596720 i.e. 99.97% of the total valid votes which is more than three times the number of votes cast against i.e. 734. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED

THE MOTOR & GENERAL FINANCE LTD. 4/17-B, ASAF ALI ROAD NEW DELHI-110002

RAJIV GUPTA
Chairman & Mg. Director

Item No 6: **Special Resolution** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	54	330
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	13675664	13711846
d.	Less invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	13674235	13710417
f.	Total no. of votes with dissent	640	0	640
g.	Total no. of votes with assent for the resolution	35542	13674235	13709777
h	Percentage of total votes cast in favour of the resolution			99.99%
i.	Percentage of total votes cast against the resolution			0.01%

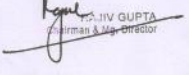
DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares [3]=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled[7]=[(5)/(2)]*100
Promoter and promoter group	12250468	12246072	99.96	12246072	0	100	0
Public institutional holders	588994	0	0	0	0	0	0
Public others	6524133	1464345	22.44	1463705	640	99.95	0.05
Total	**19363595**	**13710417**	**70.81**	**13709777**	**640**	**99.99**	**0.01**

The number of votes polled in favour of the Special Resolution is 13709777 i.e. 99.99% of the total valid votes which is more than three times the number of votes cast against i.e. 640. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED





P.S. JIV GUPTA
Chairman & Mg. Director

Item No 7: **Special Resolution** pursuant to Section 196,197,198 and 203 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	47	323
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	9910101	9946283
d.	Less invalid no. of votes casted	0	1429	1429
e.	Valid no. of votes casted	36182	9908672	9944854
f.	Total no. of votes with dissent	6084	0	6084
g.	Total no. of votes with assent for the resolution	30098	9908672	9938770
h.	Percentage of total votes cast in favour of the resolution			99.94%
i.	Percentage of total votes cast against the resolution			0.06%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter and promoter group	12250468	8480509	69.22	8480509	0	100	0
Public institutional holdes	588994	0	0	0	0	0	0
Public others	6524133	1464345	22.44	1458261	6084	99.58	0.42
Total	**19363595**	**9944854**	**51.36**	**9938770**	**6084**	**99.94**	**0.06**

The number of votes polled in favour of the Special Resolution is 9938770 i.e. 99.94% of the total valid votes which is more than three times the number of votes cast against i.e. 6084. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED

THE MOTOR & GENERAL FINANCE LTD. 4/17-B, ASAF ALI ROAD NEW DELHI-110002

RAJIV GUPTA
Chairman & Mg. Director

Item No 8: **Special Resolution** pursuant to Section 196,197,198 and 203 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	47	323
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	9910101	9946283
d.	Less: Invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	9908672	9944854
f.	Total no. of votes with dissent	6284	0	6284
g.	Total no. of votes with assent for the resolution	29898	9908672	9938570
h	Percentage of total votes cast in favour of the resolution			99.94%
i.	Percentage of total votes cast against the resolution			0.06%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter and promoter group	12250468	8480509	69.23	8480509	0	100	0
Public Institutional holders	588994	0	0	0	0	0	0
Public others	6524133	1464345	22.44	1458061	6284	99.57	0.43
Total	**19363595**	**9944854**	**51.36**	**9938570**	**6284**	**99.94**	**0.06**

The number of votes polled in favour of the Special Resolution is 9938570 i.e. 99.94% of the total valid votes which is more than three times the number of votes cast against i.e. 6284. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED

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

(JIV GUPTA)
Chairman & Mg. Director

Item No 9: **Special Resolution** pursuant to Section 196,197,198 and 203 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Sl No.	Particulars	Physical	Electronic	Total
a.	Total Postal Ballot Forms received/No. of members who exercised votes through e-voting	276	50	326
b.	Less: Invalid Postal Ballot Forms/no.of members who exercised invalid vote through e-voting	0	1	1
c.	Total no.of Votes casted	36182	13660632	13696814
d.	Less invalid no. of votes casted	0	1429	1429
e	Valid no. of votes casted	36182	13659203	13695385
f.	Total no. of votes with dissent	734	0	734
g	Total no. of votes with assent for the resolution	35448	13659203	13694651
h	Percentage of total votes cast in favour of the resolution			99.99%
i.	Percentage of total votes cast against the resolution			0.01%

DETAILS OF VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT:

Promoter/Public	No. of shares held(1)	No. of shares votes polled(2)	% of the votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour(4)	No. of votes against(5)	% of votes in favour on votes polled(6) =[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter and promoter group	12250468	12231040	99.84	12231040	0	100	0
Public Institutional holders	588994	0	0	0	0	0	0
Public others	6524133	1464345	22.44	1463911	734	99.95	0.05
Total	**19363595**	**13695385**	**70.73**	**13694651**	**734**	**99.99**	**0.01**

The number of votes polled in favour of the Special Resolution is 13694651 i.e. 99.99% of the total valid votes which is more than three times the number of votes cast against i.e. 734. Thus, the Special Resolution has therefore been approved by the shareholder with requisite majority.

For THE MOTOR & GENERAL FINANCE LIMITED

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
DIN 00002964

Place : New Delhi
Date: December 12,2014

THE MOTOR & GENERAL FINANCE LTD. 4/17-B, ASAF ALI ROAD, NEW DELHI-110 001