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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

DLI:CS:BSE:NSE:14

March 10, 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: Resolutions to be passed through Postal Ballot

In terms of the Listing requirements, kindly be informed that at the Board Meeting held today i.e. March 10, 2014, Board of Directors have considered the re-appointment and payment of remuneration to undernoted directors and contribution to Charitable Funds.

- a) Sh. Rajiv Gupta, Chairman & Managing Director & CEO for a period of three years from April 1, 2014 to March 31, 2017.
- b) Smt. Arti Gupta, Joint Managing Director for a period of three years from June 5, 2014 to June 4, 2017.
- c) Sh. Arun Mitter, Whole Time Director designated as Executive Director for a period of three years from July 11, 2014 to July 10, 2017.
- d) Contribution to Charitable Funds under section 181 and other applicable provisions, if any, of the Companies Act, 2013.

All the above resolutions shall be passed pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 by the members of the company through Postal Ballot. A copy of the published notice of Postal Ballot, which is under print, and as and when sent to the shareholders, will be mailed to you. However, a copy of the draft notice is enclosed.

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.



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: mgfltd@hotmail.com

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

To,

The Member(s),

Notice is hereby given for seeking the approval of the members for the proposals contained in the draft resolutions appended below by way of Postal Ballot. The Explanatory Statement pertaining to the said Resolutions setting out material facts is annexed hereto alongwith a Postal Ballot Form for your consideration.

The Companies Act, 2013, has been enacted with effect from 29th August, 2013. Under the said Act, 2013, the provisions relating to the managerial appointment and remuneration are almost similar to those contained in the Companies Act, 1956. However, the relevant sections of the Companies Act, 2013 are yet to be notified. In view of the above, the company is following the legal obligations as provided under the Companies Act, 1956 in the above matter.

Under Section 309(1) of the Companies Act, 1956, the company is required to obtain the approval of the Members of the company for the appointment/reappointment and terms of remuneration of Managerial Personnel. With a view to have greater participation of the Members, it is proposed to pass Special Resolutions by means of Postal Ballot for seeking your approval for the re-appointment and remuneration of Sh. Rajiv Gupta as Chairman & Managing Director and CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Whole Time Director designated as Executive Director of the company as also for contribution to charitable funds.

The Resolutions alongwith the Explanatory Statement is set out below for your consideration. A Postal Ballot Form is also enclosed.

The company has appointed Sh. Dinesh Agnani, Senior Advocate, Agnani & Associates, Advocates, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

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

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed prepaid self addressed Business Reply Envelope so as to reach the Scrutinizer on or before Thursday April 24, 2014. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the Registered Office of the company at 4 P.M. MGF House, 4/17-B, Asaf Ali Road, New Delhi-11002 on Friday, April 25, 2014 during business hours of the company.

By Order of the Board of Directors
For THE MOTOR & GENERAL FINANCE LTD

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

Place: New Delhi
Date: March 10, 2014

Special Business

1. To consider and, if thought fit, to pass the following Resolution as Special Resolution:-

RE-APPOINTMENT OF SH. RAJIV GUPTA, CHAIRMAN & MANAGING DIRECTOR & CEO AND PAYMENT OF REMUNERATION

"Resolved that on the recommendation of Remuneration Committee and in accordance with the provisions of Section 198, 269, 309, 310, 314, 317 & Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be required, the Board hereby accords its approval for the re-appointment of Shri Rajiv Gupta as Chairman & Managing Director & CEO of the company for a period of three years with effect from April 1, 2014 to March 31, 2017 on the undernoted terms and conditions including remuneration as are set out in the draft of the agreement to be entered into between the company and Mr. Rajiv Gupta (a copy of which is placed before the meeting and signed by the Chairman as a mark of identification) with liberty to the Board of Directors to alter and vary the terms and conditions in the said agreement as the Board of Directors may consider necessary and as may be agreed to by Sh. Rajiv Gupta within the overall limits as specified in Paragraph 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder.

TERMS AND CONDITIONS OF RE-APPOINTMENT

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

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

PERIOD OF AGREEMENT

Shri Rajiv Gupta, shall be reappointed for a period of 3(three) years from April 1, 2014 to March 31, 2017 and in terms of clause 60 of the Articles of Association, he shall not retire by rotation.

SALARY

a) Salary of Shri Rajiv Gupta shall remain at Rs. 1,00,000 (Rupees One Lakh only) per month.

b) PERQUISITES

In addition to salary, Shri 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 20% 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 expense of the company.

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings 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.

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 Membership not being allowed.

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

Explanation:

Family shall mean the spouse and dependent children of Shri. Rajiv Gupta. 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 of Provident Fund @ 12 % of the salary or at 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 and Leave Encashment in accordance with the rules of the company as applicable to the Executives of the company for each completed year of service.

Category 'C'

Provision of car with driver and free telephone /mobile phone communication facilities at the residence. All the expenses incurred in this regard shall be paid/reimbursed by the company as per rules.

Shri 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 recommendation of the Remuneration Committee of the company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Shri Rajiv Gupta within the permissible limits under the provisions of the Companies Act, 1956 or any statutory amendments thereof from time to time under the provisions of the Companies Act, 2013 as and when notified 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 exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act.

As stated above, gross salary including perquisites payable to Managing Director, shall not exceed Rs. 1,50,000/- per month.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Chairman & Managing Director and 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 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956 or as may be amended by the Central Government from time to time.

2. To consider and, if thought fit, to pass the following Resolution as Special Resolution:-**RE-APPOINTMENT OF MRS. ARTI GUPTA AS JOINT MANAGING DIRECTOR AND PAYMENT OF REMUNERATION**

"Resolved that on the recommendations of Remuneration Committee and in accordance with the provisions of Section 198, 269, 309, 310, 317 & Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be required, the Board hereby accords its approval to the re-appointment of Mrs. Arti Gupta, as Joint Managing Director of the company for a period of three years with effect from June 5, 2014 to June 4, 2017 on the undernoted terms and conditions including remuneration as are set out in the draft of the

agreement to be entered into between the company and Mrs. Arti Gupta (a copy of which is placed before the meeting and signed by Chairman as a mark of identification) with liberty to the Board of Directors to alter and vary the terms and conditions in the said agreement as the Board of Directors may consider necessary and as may be agreed to by Mrs. Arti Gupta within the overall limits as specified in Paragraph 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder".

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 June 5, 2014 to June 4, 2017 and in terms of clause 60 of the Articles of Association, she shall not retire by rotation.

a) SALARY

Salary of Mrs. Arti Gupta shall remain at Rs.90,000/- (Rupees Ninety Thousand only) per month

b) PERQUISITES

In addition to salary, Mrs. Arti 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 20% of the salary per month.

OR

Housing (II)

In case the accommodation is owned by the company, 20% of the salary of Joint Managing 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, Joint Managing 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 expense of the company.

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings 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.

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.

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

Personal Accident Insurance premium not to exceed Rs.4,000/- per annum to be borne by the company.

Explanation:

Family shall mean the spouse, dependent children of Mrs. Arti Gupta. 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 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 and Leave Encashment in accordance with the rules of the company as applicable to the Executives of the company for each completed year of service.

Category 'C'

Provision of car with driver and free telephone /mobile phone communication facilities at the residence. All the expenses incurred in this regard shall be paid/reimbursed by the company as per rules.

Mrs. Arti Gupta, Joint Managing Director 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 Remuneration Committee of the company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Mrs. Arti Gupta, Joint Managing Director within the permissible limits under the provisions of the Companies Act, 1956 or any statutory amendments thereof from time to time under the provisions of the Companies Act, 2013, as and when notified 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 exceed the limits prescribed under Section 198,309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act.

As stated above, gross salary including perquisites payable to Joint Managing Director, shall not exceed Rs. 1,50,000/- 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 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956 or as may be amended by the Central Government from time to time.

3. To consider and, if thought fit, to pass the following Resolution as Special Resolution:-

RE-APPOINTMENT OF SHRI ARUN MITTER, WHOLE TIME DIRECTOR AND PAYMENT OF REMUNERATION

"Resolved that on the recommendations of Remuneration Committee and in accordance with the provisions of Sections 198, 269,309, 310, 314, 317 & Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, as may be required, the Board hereby accords its approval for the re-appointment of Shri. Arun Mitter, Whole Time Director designated as Executive Director of the Company for a period of three(3) years with effect from July 11, 2014 to July 10, 2017 on the undernoted terms and conditions including remuneration as are set out in the draft of the agreement to be entered into between the company and Shri. Arun Mitter (a copy of which is placed before the meeting and signed by the Chairman as a mark of identification) with liberty to the Board of Directors to alter and vary the terms and conditions in the said agreement as the Board of Directors may consider necessary and as may be agreed to by Shri. Arun Mitter within the overall limits as specified in Paragraph 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations framed thereunder".

TERMS & CONDITIONS OF RE-APPOINTMENT

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

Shri Arun Mitter, Whole Time 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

Shri Arun Mitter, has been re-appointed for a period of three(3) years from July 11, 2014 to July 10, 2017 and that his re-appointment is subject to the retirement by rotation.

a) SALARY

Salary of Shri Arun Mitter shall remain at Rs.60,000/- (Rupees Sixty Thousand only) per month

b) PERQUISITES

In addition to salary, Shri 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 20% of the salary per month.

OR

Housing (II)

In case the accommodation is owned by the company, 20% 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 salary in accordance with the company's rules in lieu of residential accommodation at the expense of the company.

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings 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.

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 Membership not being allowed.

Personal Accident Insurance premium not to exceed Rs.4,000/- per annum.

Explanation:

Family shall mean the spouse, dependent children and parents of Shri Arun Mitter. 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 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 and Leave Encashment in accordance with the rules of the company as applicable to the Executives of the company for each completed year of service.

Category 'C'

Provision of car with driver and free telephone /mobile communication facilities at the residence. All the expenses incurred in this regard shall be paid/reimbursed by the company as per rules.

Shri Arun Mitter shall not be entitled to any sitting fee or other payments for attending meetings of the Board or where applicable any committee thereof.

The Board of Directors on the recommendations of the Remuneration Committee of the company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Shri Arun Mitter within the permissible limits under the provisions of the Companies Act, 1956 or any statutory amendments thereof from time to time under the provisions of the Companies Act, 2013, as and when notified 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 exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act.

As stated above, gross salary including perquisites payable to Executive Director, shall not exceed Rs. 1,20,000/- per month.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Whole Time 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 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956 or as may be amended by the Central Government from time to time.

4. To consider and, if thought fit, to pass the following Resolution as Special Resolution:-**CONTRIBUTION TO CHARITABLE FUNDS**

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the company ("the Board") to contribute an amount upto Rs. 2 Crores, in one or more tranches, during the financial year 2014-15, either directly or through a non profit organization, or in any other way considered appropriate by the Board, to such bona fide charitable and other funds as may be deemed fit and appropriate by the Board."

By Order of the Board of Directors
For THE MOTOR & GENERAL FINANCE LTD

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

Place: New Delhi
Date: March 10, 2014

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, corresponding to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto and forms part of the notice.
2. Pursuant to the provisions of Section 192A of the Companies Act, 1956 Read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, a company has the option to seek the approval of the members to any resolution through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through Postal Ballot.
3. The Company has appointed Mr. Dinesh Agnani, Senior Advocate, Agnani & Associates, Advocates, C-8, Jangpura Extension, New Delhi-110014 as the Scrutinizer, to receive and scrutinize the completed ballot papers from the members. The Postal Ballot Form and the prepaid self addressed Business Reply Envelope are enclosed for the use of the members.
4. A member desiring to exercise vote by Postal Ballot, is requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Form (No other Form or photocopy thereof is permitted) in the attached prepaid self addressed Business Reply Envelope, so as to reach the Scrutinizer on or before the close of working hours on Thursday, April 24, 2014. Please note that the Postal Ballot Form(s) received after the said date will be treated as not having been received.
5. The Scrutinizer will submit his report to the Chairman & Managing Director & CEO of the Company or in his absence to any other person or authorized by the Chairman & Managing Director after completion of the scrutiny and the results of the postal ballot will be announced on Friday, April 25, 2014 at 4 P.M. at the Registered Office of the company at MGF House, 4/17-B, Asaf Ali Road, New Delhi. The date of declaration of the postal ballot result will be taken to be the date of passing the Special Resolutions.

6. 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.
7. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.
8. **Please note that the company is providing voting facility to the shareholders only through Postal Ballot Form.**

By Order of the Board of Directors
For THE MOTOR & GENERAL FINANCE LTD

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

Place: New Delhi
Date: March 10, 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No.1

The Board of Directors, on the recommendations of the Remuneration Committee, at its meeting held on March 10, 2014 have considered and passed the resolution for the reappointment of Shri Rajiv Gupta, Managing Director as Chairman & Managing Director & CEO for a period of 3(three) years with effect from April 1, 2014 to March 31, 2017.

Shri Rajiv Gupta is an Engineering Graduate from IIT, Delhi and has been associated with Leasing and Hire Purchase business since 1969. He has worked in various capacities and has remained at the helm of affairs of the company ever since he was inducted on the Board on 14th April, 1988 as Whole Time Director. He was designated by the Board as Managing Director with effect from 31st July, 2004 and as Chairman & Managing Director on 1st September, 2005. He has extensive business experience and all around knowledge on issues concerning Hire Purchase, Leasing, Corporate Finance, Taxation, Administration, real estate, etc. His continued association with the company as its helmsman is considered absolutely necessary.

Shri Rajiv Gupta will be paid monthly remuneration of Rs. 1,00,000 and perquisites and the total amount payable to him shall not exceed Rs. 1,50,000, being the limit specified in Part 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder.

Copy of the agreement referred to in Resolution No. 1 of the Postal Ballot Notice is available for inspection by the members at the Registered Office of the company between 11.30 A.M. to 1.00 P.M on any working day.

Statement containing information as required under Notification No., GSR 36(E) dated 16th January, 2002 issued by the Central Government amending Schedule XIII of the Companies Act, 1956 and to be given in the Notice of Postal Ballot.

I. General Information

- 1) Nature of Industry : Leasing and Development of Real Estate
- 2) Date or expected date of Commencement of Commercial Production : Not applicable.
- 3) In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable. It was incorporated on 20th March, 1930
- 4) Financial Performance based on given indicators : The information is being provided from the audited accounts for the Financial Year ended on 31st March, 2010, 2011, 2012 and 2013

Financial performance

Particulars	Amount(Rs. In lacs)			
	2010	2011	2012	2013
Turnover including extra Ordinary items	2573	2188	2151	1606
Net Profit (profit After tax)	1314	1068	953	330
Effective Capital	-794	-1807	-3245	-5387

- 5) Export performance and net Foreign Exchange earned : Not applicable.

- 6) Foreign Investment or Collaborators if any, : Not applicable

II Information about the appointee : Shri. Rajiv Gupta

1) Background details:

Shri Rajiv Gupta is an Engineering Graduate from IIT, Delhi. He has been associated with Leasing and Hire purchase business since 1969 and is also actively involved in real estate business.

He has worked in various capacities and has remained at the helm of affairs ever since he was inducted on the Board on 14th April, 1988 as Whole Time Director. He was designated by the Board as Managing Director with effect from 31st July, 2004 and as Chairman & Managing Director on 1st September, 2005. Ever since, the company surrendered the certificate of registration to carry on the business of non banking finance activities to RBI, he has been fully involved in real estate business. He has also extensive business experience in Corporate Finance, Taxation and Administration.

- 2) Past gross remuneration : 2011-12 Rs. 13.56 lacs
: 2012-13 Rs. 13.75 lacs
- 3) Recognition or awards : Nil
- 4) Job profile and his suitability

Shri. Rajiv Gupta has been actively associated in its business operation right from the day he joined the company. Presently, he is Chairman & Managing Director & CEO. He has been instrumental in bringing a turnaround of the company and has played a pivotal role in all strategic business policies/ decisions of the company.

5) Remuneration proposed

Rs.1,50,000(Salary Rs.1,00,000/- + perks up to Rs.50,000) per month

6) Comparative remuneration with respect to industry, size of company, profile of the position and person

The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is incommensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.

The remuneration package in the industry is much higher than proposed by the company, as is evident from the following table:-

Rs. In lacs		
Name of the Company	Name of Appointee with Designation	Salary drawn(2012-13)
Omaxe Limited	Mr. Rohtas Goel, Chairman & Managing Director	Rs.360
Omaxe Limited	Mr. Sunil Goel, Joint Managing Director	Rs.132
Unitech Limited	Mr. Ramesh Chandra, Executive Director	Rs.178
Parsvnath Developers Ltd	Mr. Sanjeev Kumar Jain, Managing Director and CEO	Rs.132
Ansal Housing & Construction Ltd	Deepak Ansal, Chairman & Managing Director	Rs.290

- 7) Pecuniary relationship directly or indirectly with the company's managerial personnel, if any, only to the extent of his entitlement to the remuneration as a managerial personnel and his shareholding in the company. Mrs. Arti Gupta, Joint Managing Director is also drawing the remuneration not exceeding Rs.1,50,000 per month. The appointee holds 16,97,384 shares i.e. 8.76% of the total paid up capital.

III Other information

1) Reasons of loss or inadequate profits

Stringent RBI's Prudential Norms eroded the profits from 1997 onwards. This also impacted reversal of income and more provisioning. The company has completed the project under construction. In spite of recession in the economy which has also affected the real estate sector, the experience gained in the real estate will be quite helpful to the company in the sale of commercial project.

2.) Steps taken or proposed to be taken for improvement

Steps are being taken to improve the profitability of the company. The company's endeavour is also to recover maximum amount from the earlier business of hire-purchase by taking recourse of legal remedies where warranted Rent from investments in immovable properties has also increased.

3) Expected increase in productivity and profits in measurable term

Ever since the company made turn around the liabilities are minimal.

IV Disclosures

Requisite information has been given under the section on Corporate Governance in the Annual Report.

None of the Directors except Shri. Rajiv Gupta being the appointee and Mrs. Arti Gupta being related to him is concerned or interested in the passing of the above resolution. Further none of key managerial persons and their relatives are concerned or interested in this resolution.

Your Board recommends approval of members.

The explanatory statement together with the accompanying notice may also be regarded as an abstract of the terms of re-appointment of Shri Rajiv Gupta and Memorandum of interest of Directors u/s 302 of the Companies Act, 1956

Your Directors feel that it will be in company's interest and benefit to have his association and to gain from his experience and therefore, recommend his reappointment as Chairman & Managing Director & CEO.

Item No.2

Mrs. Arti Gupta, on the recommendations of the Remuneration Committee, was re-appointed by the Board of Directors in their meeting held on March 10, 2014 as Joint Managing Director of the Company for a period of three years, June 5, 2014 to June 4, 2017

Mrs. Arti Gupta will be paid monthly remuneration of Rs.90,000 and perquisites and the total amount payable to her shall not exceed in aggregate to Rs.1,50,000 being the limit specified in Part 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder.

Copy of the Agreement referred to in Resolution No.2 of the Postal Ballot Notice is available for inspection by the members at the Registered Office of the company between 11.30 A.M. to 1.00 P.M on any working day.

Statement containing information as required under Notification No., GSR 36(E) dated 16th January, 2002 issued by the Central Government amending Schedule XIII of the Companies Act, 1956 and to be given in the Notice of Postal Ballot.

I. General Information

- 1) Nature of Industry : Leasing and Development of Real Estate
- 2) Date or expected date of Commencement of Commercial Production : Not applicable.
- 3) In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable. It was incorporated on 20th March, 1930
- 4) Financial Performance based on given indicators : The information is being provided from the audited accounts for the Financial Year ended on 31st March, 2010, 2011, 2012 and 2013

Financial performance

Particulars	Amount(Rs. In lacs)			
	2010	2011	2012	2013
Turnover including extra Ordinary items	2573	2188	2151	1606
Net Profit (profit After tax)	1314	1068	953	330
Effective Capital	-794	-1807	-3245	-5387

- 5) Export performance and net Foreign Exchange earned : Not applicable.
- 6) Foreign Investment or Collaborators if any, : Not applicable

II Information about the appointee : Smt. Arti Gupta

1) Background details

Smt. Arti Gupta was coopted on the Board in 2005 and was appointed Joint Managing Director on 5th June, 2008. She has gained sufficient business experience and as such, her expertise will be quite handy to the company

- 2) Post gross remuneration : 2011-12 Rs.11.09 lacs
: 2012-13 Rs. 12.07 lacs

- 3) Recognition or awards : Nil

4) Job profile and her suitability

Smt. Arti Gupta has been appointed as Joint Managing Director since 2008 and during this period, she has gained expertise in intricacies of business and as such, her appointment is for the benefit of the company.

5) Remuneration proposed

Rs. 1,50,000 (Salary Rs.90,000+ perks upto Rs.60,000) per month

6) Comparative remuneration with respect to industry, size of company, profile of the position and person

The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is in commensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.

The remuneration package in the industry is much higher than proposed by the company, as is evident from the following table:-

Name of the Company	Name of Appointee with Designation	Rs. In lacs
		Salary drawn(2012-13)
Omaxe Limited	Mr. Rohtas Goel, Chairman & Managing Director	Rs.360
Omaxe Limited	Mr. Sunil Goel, Joint Managing Director	Rs.132
Unitech Limited	Mr. Ramesh Chandra, Executive Director	Rs.178
Parsvnath Developers Ltd	Mr. Sanjeev Kumar Jain, Managing Director and CEO	Rs.132
Ansal Housing & Construction Ltd	Deepak Ansal, Chairman & Managing Director	Rs.290

- 7) Pecuniary relationship directly or indirectly with the company's managerial personnel, if any, only to the extent of his entitlement to the remuneration as a managerial personnel and his shareholding in the company.

Shri Rajiv Gupta, Chairman & Managing Director & CEO is also drawing the remuneration of Rs.1,50,000 per month. She is holding 9,81,000 shares i.e. 5.07% of the total paid up capital.

III Other information

1) Reasons of loss or inadequate profits

Stringent RBI's Prudential Norms eroded the profits from 1997 onwards. This also impacted reversal of income and more provisioning. The company has completed the project under construction. In spite of recession in the economy which has also affected the real estate sector, the experience gained in the real estate will be quite helpful to the company in the sale of commercial project.

2.) Steps taken or proposed to be taken for improvement

Steps are being taken to improve the profitability of the company. The company's endeavour is also to recover maximum amount from the earlier business of hire-purchase by taking recourse of legal remedies where warranted. Rent from investments in immovable properties has also increased.

3) Expected increase in productivity and profits in measurable term

Ever since the company made turn around the liabilities are minimal.

IV Disclosures

Requisite information has been given under the section on Corporate Governance in the Notice of Postal Ballot.

None of the Directors except Smt. Arti Gupta being the appointee and Shri Rajiv Gupta being related to her is concerned or interested in the passing of the above resolution. Further none of key managerial persons and their relatives are concerned or interested in this resolution. Your Board recommends approval of members.

The explanatory statement together with the accompanying notice may also be regarded as an abstract of the terms of re-appointment of Smt. Arti Gupta and memorandum of interest of Directors u/s 302 of the Companies Act, 1956

Your Directors feel that it will be in company's interest and benefit to have his association and to gain from her experience and therefore, recommend her reappointment as Joint Managing Director.

Item No.3

Mr. Arun Mitter, on the recommendations of Remuneration Committee, was re-appointed by the Board of Directors in their meeting held on March 10, 2014 as Whole Time Director for 3 (three) years from July 11, 2014 to July 10, 2017.

Shri. Arun Mitter, a Chartered Accountant by profession, has gained sufficient experience in financial management and has been rendering his services whole time to the management of the company

Shri Arun Mitter appointed as Whole Time Director in pre-merged company was reappointed as Whole Time Director after the merger of erstwhile MGF (India) Limited with The Motor & General Finance Limited which position he is still holding. During this tenure as Whole Time Director, he has gained experience in general and financial management of corporate bodies and has fully acquainted himself in the field of hire purchase and leasing. His continued association with the company is absolutely necessary.

Shri Arun Mitter will get monthly remuneration of Rs.60,000 and perquisites and the total amount payable to him shall not exceed in aggregate to Rs.1,20,000 being the limit specified in Part 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 for the time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any rules or regulations framed thereunder.

Copy of the Agreement referred to in Resolution No.3 of the Postal Ballot Notice is available for inspection by the members at the Registered Office of the company between 11.30 A.M. to 1.00 P.M on any working day.

Statement containing information as required under Notification No., GSR 36(E) dated 16th January, 2002 issued by the Central Government amending Schedule XIII of the Companies Act, 1956 and to be given in the Notice of Postal Ballot.

I. General Information

- | | | |
|---|---|---|
| 1) Nature of Industry | : | Leasing and Development of Real Estate |
| 2) Date or expected date of Commencement of Commercial Production | : | Not applicable. |
| 3) In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | : | Not applicable. It was incorporated on 20 th March, 1930 |
| 4) Financial Performance based on given indicator | : | The information is being provided from the audited accounts for the Financial Year ended on 31 st March, 2010, 2011, 2012 and 2013 |

Financial performance

Particulars	Amount(Rs. In lacs)			
	2010	2011	2012	2013
Turnover including extra Ordinary items	2573	2188	2151	1606
Net Profit (profit After tax)	1314	1068	953	330
Effective Capital	-794	-1807	-3245	-5387

- | | | |
|---|---|-----------------|
| 5) Export performance and net Foreign Exchange earned | : | Not applicable. |
| 6) Foreign Investment or Collaborators if any, | : | Not applicable |

II Information about the appointee : Shri Arun Mitter

1) Background details

Shri. Arun Mitter, Executive Director, a Chartered Accountant by profession, gained sufficient experience in financial management has been rendering his services whole time to the management of the company.

Shri Arun Mitter appointed as Whole Time Director in pre-merged company was reappointed as Whole Time Director after the merger of erstwhile MGF(India) Limited with The Motor & General Finance Limited which position he is still holding. During his tenure as Whole Time Director, he has gained experience in general and financial management of corporate bodies and has fully acquainted himself in the field of hire purchase and leasing & real estate. His continued association with the company as its helmsman is concerned absolutely necessary.

- 2) Past gross remuneration : 2011-12 Rs.14.07 lacs
2012-13 Rs. 14.54 lacs

- 3) Recognition or awards : Nil

4) Job profile and her suitability

Shri. Arun Mitter has been actively associated in the company's business operation right from the day he joined the company. Presently, he is Executive Director of the company,

5) Remuneration proposed

Rs. 1,20,000(Salary Rs.60,000+ perks upto Rs.60,000) per month

- 6) Comparative remuneration with respect to industry, size of company, profile of the position and person

The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is in commensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.

The remuneration package in the industry is much higher than proposed by the company, as is evident from the following table:-

		Rs. In lacs
Name of the Company	Name of Appointee with Designation	Salary drawn(2012-13)
Omaxe Limited	Mr. Rohtas Goel, Chairman & Managing Director	Rs.360
Omaxe Limited	Mr. Sunil Goel, Joint Managing Director	Rs.132
Unitech Limited	Mr. Ramesh Chandra, Executive Director	Rs.178
Parsvnath Developers Ltd	Mr. Sanjeev Kumar Jain, Managing Director and CEO	Rs.132
Ansal Housing & Construction Ltd	Mr. Kushagr Ansal, Whole Time Director	Rs.175

- 7) Pecuniary relationship directly or indirectly with the company's managerial personnel, if any, only to the extent of his entitlement to the remuneration as a managerial personnel and his shareholding in the company. His remuneration is lesser than remuneration of Chairman & Managing Director and Joint Managing Director. He holds 10,606 shares i.e. 0.05 of the total paid up capital.

III Other information

1) Reasons of loss or inadequate profits

Stringent RBI's Prudential Norms eroded the profits from 1997 onwards. This also impacted reversal of income and more provisioning. The company has completed the project under construction. In spite of recession in the economy which has also affected the real estate sector, the experience gained in the real estate will be quite helpful to the company in the sale of commercial project.

2) Steps taken or proposed to be taken for improvement

Steps are being taken to improve the profitability of the company. The company's endeavour is also to recover maximum amount from the earlier business of hire purchase by taking recourse of legal remedies where warranted. Rent from investments in immovable properties has also increased.

3) Expected increase in productivity and profits in measurable term

Ever since the company made turn around the liabilities are minimal.

IV Disclosures

Requisite information has been given under the section on Corporate Governance in the Notice of Postal Ballot.

None of the Directors except Shri. Arun Mitter being the appointee is concerned or interested in the passing of the above resolution. Further none of key managerial persons and their relatives are concerned or interested in this resolution. Your Board recommends approval of members.

The explanatory statement together with the accompanying notice may also be regarded as an abstract of the terms of re-appointment of Sri. Arun Mitter and memorandum of interest of Directors u/s 302 of the Companies Act, 1956

Your Directors feel that it will be in company's interest and benefit to have his association and to gain from his experience and therefore, recommend his reappointment as Whole Time Director designed as Executive Director.

Item No.4

It is proposed that the Board of Directors of the company ("the Board") be authorized to contribute upto Rs.2 Crores in the next financial year for charitable purposes.

As per Section 181 of the Companies Act, 2013, the Board may contribute to bona fide charitable and other funds provided that prior permission of the company in a general meeting is obtained for making contribution the aggregate of which, in any financial year, exceeds five percent of the average net profits of the company for the three immediately preceding financial years.

The net profits of the company during the last three years were as under:

Rs. In lacs

2010-11	Rs. 1068
2011-12	Rs. 953
2012-13	Rs. 330

The annual accounts of the company for the financial year 2013-14 are not yet ready, in the absence of which net profit for the year is not available.

Subject to approval of members of the company, the Board may like to contribute to bona fide charitable and other funds during the financial year 2014-15, an amount exceeding five percent of the average net profits of the company for the three immediately preceding financial years, subject to the maximum of Rs. 2 crores, in a financial year. Accordingly, it is proposed to obtain members approval by way of a special resolution for contributing upto Rs. 2 Crores in the said financial year to bona fide charitable and other funds.

Your Directors commend the resolution for approval as a Special Resolution.

None of the Directors, key managerial personnel of the company and their relatives is concerned or interested financially or otherwise in the resolution.

By Order of the Board of Directors
For THE MOTOR & GENERAL FINANCE LTD

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

Place: New Delhi
Date: March 10, 2014

LISTING REQUIREMENTS

As required under Clause 49(VI) of the Listing Agreement, given below are the details of Director(s) who are seeking reappointment:

1. Re-appointment of Chairman & Managing Director & CEO and revision of remuneration (Resolution No.1)

Name	Shri Rajiv Gupta
Age & Date of Birth	68 years (13.8.1946)
Qualification	B.E. (IIT, Delhi)

Experience in specific functional areas

Shri Rajiv Gupta is a graduate in Engineering from IIT, Delhi. He has been associated with Leasing & Hire Purchase business since, 1969.

Shri Rajiv Gupta who has worked in various capacities has remained at the helm of affairs of the company ever since he was inducted on the Board on 14th April, 1988 as Whole Time Director. He was designated Chairman & Managing Director with effect from 1st September, 2005.

He has extensive business experience and all around knowledge on issues concerning hire purchase, leasing, corporate finance, real estate and administration. His continued association with the company as its helmsman is concerned absolutely necessary

Other Directorships

Jayabharat Credit Ltd, India Lease Development Ltd, Bahubali Services Ltd, Associated traders & Engg Ltd, Upper India Hire Purchase Co Association Ltd, MGF Securities Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, Ram Prakash & Co Pvt Ltd, MGF Estates Pvt Ltd, Cards Services Ltd and Local goods Carriers Pvt Ltd

Committee Membership

The Motor & General Finance Limited

Audit Committee

Remuneration Committee

Shareholders Grievances Committee

Share Transfer Committee

India Lease Development Limited

Audit Committee

Remuneration Committee

Investment Committee

Shareholders Grievance Committee

Share Transfer Committee

Jayabharat Credit Limited

Audit Committee

Shareholders Grievance Committee

Bahubali Services Limited

Audit Committee

Shri Rajiv Gupta holds 16,97,384 shares i.e. 8.76% of the total Paid up Capital

2. Re-appointment of Joint Managing Director and revision of remuneration (Resolution No.2)

Name : Mrs. Arti Gupta
Age & Date of Birth : 61 Years(5.11.1953)
Qualification : B.A.

Experience in specific functional area

She has gained sufficient experience in business and which will be useful for the company

Other Directorship:

Bahubali Services Ltd, MGF Estates Pvt Ltd, Ram Prakash & Co Pvt Ltd, Metropolitan Infrastructure Developers Pvt Ltd, Gee Gee Holdings Pvt Ltd and Grosvenor Estates Pvt Ltd, Associated Traders & Engineers Private Ltd and Local Goods Carriers Pvt Ltd.

Committee Memberships**The Motor & General Finance Limited**

Shareholders Grievance Committee

Remuneration Committee

Mrs. Arti Gupta holds 9,81,000 Shares i.e.5.07 % of the total Paid up Capital

3) Re-appointed of Whole Time Director and revision of remuneration (Resolution No.3)

Name : Shri Arun Mitter
Age & Date of Birth : 52 years(27.11.1962)
Qualification : B.Com, ACA

Experience in specific functional Areas :

Shri Arun Mitter is a qualified Chartered Accountant. He has extensive business experience in general and financial management of corporate bodies. His continued association with the company is considered necessary in the interest of the company.

Other Directorships:

MGF Developments Ltd, Jayabharat Credit Ltd, India Lease Development Ltd, Bahubali Services Ltd, Upper India Hire Purchase Co Association Ltd, Paramba International Pvt Ltd, Technofab Engineering Ltd, Ram Prakash & Co Pvt Ltd, Discovery Holdings Pvt Ltd, MGF Infotech Pvt Ltd, MGF Auto Sales Pvt Ltd, MGF Vehicles Sales Pvt Ltd, MGF Projects Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, Cards Services India Ltd, Dove Promoters and Entertainment Pvt Ltd, Meta Dor Technologies Pvt Ltd, North Delhi Metro Mall Pvt Ltd, MGF Securities Pvt Ltd, Nanny Infrastructure Pvt Ltd, Deep Hospitality Pvt Ltd, Weaving Enterprises Pvt Ltd, MGF Estates Management Pvt Ltd, MGF Promotions and Events Pvt Ltd, Shanti Interior Pvt Ltd, MGF Housing & Infrastructure Pvt Ltd, MGF Promoters Pvt Ltd, Metroplex Construction Pvt Ltd, Vishnu Apartments Pvt Ltd and MGF Market Place Mall Management Pvt Ltd.

Committee Memberships:**The Motor & General Finance Ltd**

Audit Committee

Shareholders Grievance Committee

Remuneration Committee

Share Transfer Committee

India Lease Development Limited

Audit Committee

Remuneration Committee

Shareholders Grievances Committee

Share Transfer Committee

Jayabharat Credit Limited

Audit Committee

Shareholders Grievance Committee

Bahubali Services Limited

Audit Committee

Shri Arun Mitter holds 10,606 shares i.e 0.05 % of the total Paid up Capital

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: 23274606

WEBSITE: <http://www.mgflt.com> E-mail: mgflt@hotmail.com**POSTAL BALLOT FORM**

Sr. No.

1. Name(s) of 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.

SI No.	Description	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under Section 198,269,309,310, 314, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act,1956 for re-appointment and payment of remuneration to Shri Rajiv Gupta, Chairman & Managing Director and CEO of the company.			
2.	Special Resolution under Section 198,269,309,310, 314, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act,1956 for re-appointment and payment of remuneration to Smt. Arti Gupta, Joint Managing Director of the company.			
3.	Special Resolution under Section 198, 269, 309, 310, 314, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act,1956 for re-appointment and payment of remuneration to Shri Arun Mitter, Whole Time Director designated as Executive Director of the company.			
4.	Contribution to Charitable Funds under section 181 and other applicable provisions, if any, of the Companies Act,2013.			

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 prepaid 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 prepaid self addressed Business Reply 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). No other form or photocopy of the form is permitted.
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 &CEO 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 hours i.e. by 5.30 P.M. on Thursday, April 24, 2014. 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 Prepaid Self Addressed 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 &CEO or any other person, duly authorised by the Chairman shall announce the result of the Postal Ballot on Friday, April 25, 2014 at 4.P.M. at the Registered Office of the Company.
13. **Please note that the company is providing voting facility to the shareholders only through Postal Ballot Form.**