

THE MOTOR & GENERAL FINANCE LIMITED
Regd Office: MGF HOUSE, 4/17-B,
ASAF ALI ROAD, NEW DELHI-110002

PROCEEDING OF THE 83RD ANNUAL GENERAL MEETING OF THE MOTOR & GENERAL FINANCE LIMITED HELD ON THURSDAY, THE SEPTEMBER 26, 2013 AT 11.30 A.M. AT THE EXECUTIVE CLUB, 439, VILLAGE SHAHOORPUR, P.O. FATEHPUR BERI, NEW DELHI-110030.

The Secretary while welcoming the members informed that in the absence of Sh. Rajiv Gupta, Chairman & Managing Director, the members may propose the name of Sh. Arun Mitter, Executive Director to chair the meeting. The members unanimously proposed the name of Sh. Arun Mitter, to chair the proceedings.

Sh. Arun Mitter occupied the Chair.

1806 members were present in person holding 159786 shares and proxies representing 137 members holding 12078665 shares

Chairman announced the presence of valid quorum and declared the meeting open. The following Registers were made available for inspection.

- i) Register of Proxies
- ii) Register of Directors
- iii) Register of Directors' shareholdings

While welcoming the members, 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 proceeded to propose the following Resolution

ORDINARY BUSINESS

Resolution No.1

ADOPTION OF ACCOUNTS

Resolved that the audited Balance Sheet as at March 31, 2013 and Statement of Profit & Loss and Cash Flow Statement for the period ended on that date, together with schedules annexed thereto alongwith Directors' Report, Auditors' report and Corporate Governance Report thereon, be and the same are hereby approved and adopted".

The Chairman invited the members to express their views on the Annual Accounts placed before the meeting. Few members spoke and sought clarification on certain issues which was suitably explained by the Chairman. The members were fully satisfied with the explanation. Accordingly, resolution was put to vote.

It was proposed by the Chair and seconded by Sh. Ashutosh Sharma (Folio No/Client ID No.1205400000004176).

Put to Vote.

It was carried unanimously.



Resolution No.2

As the next item pertained to reappointment of Sh. Arun Mitter, Director, he vacated the chair and Sh. Bharat Kumar occupied the Chair.

RE-APPOINTMENT OF SH. ARUN MITTER AS A DIRECTOR

The second item related to re-appointment of Sh. Arun Mitter, as a Director was taken up.

"Resolved that Sh. Arun Mitter, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Sh. Ishwar Kant Sharma (Folio No./Client ID No.1205900000002316) proposed the resolution and it was seconded by Sh. Ravi Shanker Kapoor (Folio No./Client ID No.1203330000560381)

The above resolution was put to vote by show of hands.

It was carried unanimously.

As the next item relating to the reappointment of Sh. Bharat Kumar as a Director, he vacated the chair and Sh. Arun Mitter, reoccupied the Chair.

Resolution No.3

RE-APPOINTMENT OF SH. BHARAT KUMAR AS A DIRECTOR

He took up the third item relating to re-appointment of Sh. Bharat Kumar as a Director.

"Resolved that Sh. Bharat Kumar, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

The above resolution was put to vote by show of hands.

Smt. Rashmi Sharma (Folio No./Client ID No.1205900000002320) proposed the resolution and it was seconded by Sh. Ramesh Chandra Agarwal (Folio No./Client ID No.ID- IN-30043 42567678).

It was carried unanimously.

Resolution No.4

RE-APPOINTMENT OF SH. ABHIRAM SETH AS A DIRECTOR

He took up the fourth item relating to re-appointment of Sh. Abhiram Seth as a Director.

"Resolved that Sh. Abhiram Seth, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Sh. K.K. Sharma (Folio No./Client ID No.1205900000002335) proposed the resolution and it was seconded by Sh. Ravi Shanker (Folio No./Client ID No. 1203330000560381)

The above resolution was put to vote by show of hands.

It was carried unanimously.



Resolution No.5

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

The Chairman took up the fifth item relating to re-appointment of M/s S.N. Dhawan & Co, Chartered Accountants, as Statutory Auditors

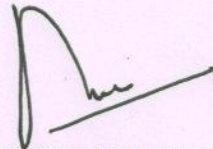
"Resolved that M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi duly recommended by the Audit Committee, be and are hereby re-appointed as Statutory Auditors of the Company for the year ending March 31,2014 i.e. to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such remuneration as may be fixed by the Board."

Sh. Keshan Sharma (Folio No/Client ID No.1201910101582021) proposed this resolution and seconded by Sh. Ramesh Chandra Agarwal (Folio No./Client ID No.IN-30043 42567678).

The above resolution was put to vote by show of hands.

It was carried unanimously.

The meeting ended with a vote of thanks to the Chair.



CHAIRMAN OF THE MEETING