MGF

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CIN No : L74899DL1930PLC000208
GSTIN : 07AAACT2356D2ZN

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:2019

July 9,2019

The Secretary,
BSE 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: **Quarterly Compliance Report on Corporate Governance**
For the quarter ended June 30,2019

In compliance of Regulation 27(2) of SEBI(LODR) Regulations,2015, enclosed please find herewith Quarterly Compliance Report on Corporate Governance for the quarter ended June 30,2019. The said report is to be recorded along with undernoted notes given to clarify the entry of the data in the Report.

Annexure I

Composition of Board of Directors

In compliance of Regulation 25(1) read with Regulation 26(1) (a&b), we have in the column Board of Directors have included only Listed companies.

Further, for the purpose of determination of limit of Chairperson/Members, only Audit Committee and Stakeholder Relationship Committee has been considered.

Kindly also take this letter on record.

Thanking you,
Yours faithfully,
For THE MOTOR & GENERAL FINANCE LTD.,

(M.K. MADAN)
VP& CS & COMPLIANCE OFFICER
Encl: as above

Home | Validate | Import XML

General information about company	
Scrip code	501343
NSE Symbol	MOTOGENFIN
MSEI Symbol	NOT LISTED
ISIN	INE861B01015
Name of the entity	THE MOTOR & GENERAL FINANCE LTD
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

Prev Next

Home Validate

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	Add Notes
Wether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

Add Delete

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	RAJIV GUPTA	AAHPG8533B	00022964	Executive Director	Chairperson	CEO-MD	13-08-1946	14-04-1988	13-08-2016		36	3	0	4	1		
2	Mrs	ARTI GUPTA	AAAPG7894A	00023237	Executive Director	Not Applicable		05-11-1954	22-06-2006	13-08-2016		36	1	0	1	0		
3	Mr	ARUN MITTER	AAIPM8980F	00022941	Executive Director	Not Applicable		27-11-1962	11-07-2002	13-08-2016		36	4	2	4	2		
4	Mr	BHARAT KUMAR	AATPK4611L	01090141	Non-Executive - Independent Director	Not Applicable		13-10-1945	19-03-2002	18-09-2014		60	1	1	1	1		
5	Mr	ONKAR NATH AGGARWAL	AALPA0686K	00629878	Non-Executive - Independent Director	Not Applicable		27-10-1936	31-12-2005	31-03-2015		60	1	1	1	0		
6	Mr	ABHIRAM SETH	AASPS0522R	00176144	Non-Executive - Independent Director	Not Applicable		09-12-1951	29-04-2006	18-09-2014		60	2	2	2	1		
7	Mr	KARUN PRATAP HOON	ACGPH9508N	05202566	Non-Executive - Independent Director	Not Applicable		26-01-1988	18-10-2017			60	1	1	2	0		

Prev Next

Home | Validate

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory — Add Notes

For this quarter kindly note the following points:
1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto June 30, 2019.
3. Date of Cessation must be for the current quarter only, i.e. April 1,2019 to June 30,2019.

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Chairperson	19-03-2002		
2	00022941	ARUN MITTER	Executive Director	Member	30-01-2002		
3	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Member	30-05-2006		
4	00629878	ONKAR NATH AGGARWAL	Non-Executive - Independent Director	Member	31-03-2015		
5	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
6							
7							
8							
9							
10							

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Chairperson	01-06-2006		
2	00022964	RAJIV GUPTA	Executive Director	Member	19-03-2002		
3	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Member	28-05-2005		
4	00629878	ONKAR NATH AGGARWAL	Non-Executive - Independent Director	Member	31-03-2015		
5	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
6							
7							
8							
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Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Chairperson	29-04-2006		
2	00022964	RAJIV GUPTA	Executive Director	Member	10-07-2003		
3	00023237	ARTI GUPTA	Executive Director	Member	05-06-2008		
4	00022941	ARUN MITTER	Executive Director	Member	10-07-2003		
5	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Member	14-04-2005		
6	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
7							
8							
9							
10							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022941	ARUN MITTER	Executive Director	Chairperson	13-02-2015		
2	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Member	13-02-2015		
3	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Member	13-02-2015		
4							
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Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Chairperson	13-02-2015		
2	00022941	ARUN MITTER	Executive Director	Member	13-02-2015		
3	00629878	ONKAR NATH AGGARWAL	Non-Executive - Independent Director	Member	13-02-2015		
4	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
5							
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
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Prev

Next

Home Validate

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory | Add Notes

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	Add Delete					
1	14-02-2019			Yes	7	4
2	19-02-2019	4		Yes	7	4
3	29-03-2019	37		Yes	7	4
4	29-05-2019	60		Yes	5	2

Prev Next

* to be filled in only for the current quarter meetings

Home Validate

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory — Add Notes

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	Add Delete							
1	Audit Committee	14-02-2019				Yes	5	4
2	Audit Committee	19-02-2019	4			Yes	5	4
3	Audit Committee	29-03-2019	37			Yes	5	4
4	Audit Committee	29-05-2019	60			Yes	3	2
5	Stakeholders Relationship Committee	12-02-2019				Yes	6	3
6	Stakeholders Relationship Committee	20-05-2019	96			Yes	6	3

Prev Next

* to be filled in only for the current quarter meetings

Home Validate

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
	Disclosure of notes on related party transactions		Add Notes
	Disclosure of notes of material transaction with related party		Add Notes

Prev Next

Home Validate

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.mgfltd.com
2	Terms and conditions of appointment of independent directors	Yes		www.mgfltd.com
3	Composition of various committees of board of directors	Yes		www.mgfltd.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.mgfltd.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.mgfltd.com
6	Criteria of making payments to non-executive directors	Yes		www.mgfltd.com
7	Policy on dealing with related party transactions	Yes		www.mgfltd.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.mgfltd.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.mgfltd.com
11	email address for grievance redressal and other relevant details	Yes		www.mgfltd.com
12	Financial results	Yes		www.mgfltd.com
13	Shareholding pattern	Yes		www.mgfltd.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Credit rating or revision in credit rating obtained	NA		
17	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.mgfltd.com
18	Materiality Policy as per Regulation 30	Yes		www.mgfltd.com
19	Disclosure of notes on website in terms of Listing Regulations explantory [Text Block]		Add Notes	

Prev Next

Home Validate

Annexure 1		
VI. Affirmations		
Sr	**Subject**	**Compliance status (Yes/No)**
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 **a. Audit Committee**	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **b. Nomination & remuneration committee**	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **c. Stakeholders relationship committee**	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. **d. Risk management committee (applicable to the top 100 listed entities)**	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	**Any comments/observations/advice of Board of Directors may be mentioned here:**	Add Notes

Prev Next

Annexure 1		
Sr	**Subject**	**Compliance status**
1	Name of signatory	M K MADAN
2	Designation	Company Secretary and

Home Validate

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided			Add Notes

Prev Next

Annexure II

1	Name of signatory	M K MADAN
2	Designation	Company Secretary and Compliance Officer

Home Validate

Annexure II		
III. Affirmations		
Sr	**Particulars**	**Compliance status (Yes/No/NA)**
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

Prev Next

Annexure II		
1	Name of signatory	M K MADAN
2	Designation	Company Secretary and C

Home Validate

Signatory Details	
Name of signatory	M K MADAN
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	09-07-2019

Prev