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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:18

October 9, 2018

The Secretary,
BSE Limited.,
25th Floor, P.J. Towers,
Dalai Street,
Mumbai-400001
Scrip Code: 501343

The Secretary,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra(E)
Mumbai-400051
Scrip Code: Motogenfin

Dear Sir, Re: Submission of Proceedings of 88th Annual General Meeting held on
September 27, 2018

Pursuant to Clause 31(d) of the Listing Agreement, we are enclosing herewith a copy
of the proceedings of 88th Annual General Meeting held on September 27, 2018.

This is for your information and take the same on record.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

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

ENCL: AS ABOVE

THE MOTOR & GENERAL FINANCE LIMITED
REGD OFFICE; MGF HOUSE, 4/17-B,
ASAFA LI ROAD, NEW DELHI-110002
CIN NO.L74899DL1930PLC000208

MINUTES OF 88TH ANNUAL GENERAL MEETING OF MEMBERS OF THE MOTOR & GENERAL FINANCE LIMITED HELD ON THURSDAY, THE SEPTEMBER 27, 2018 AT 12.30 P.M. AT THE EXECUTIVE CLUB, 439, VILLAGE SHAHOORPUR, P.O. FATEHPUR BERI, NEW DELHI-110030

DIRECTORS PRESENT

SH. ARUN MITTER

EXECUTIVE DIRECTOR

SH. BHARAT KUMAR

INDEPENDENT DIRECTOR-CHAIRMAN
AUDIT COMMITTEE

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

IN ATTENDANCE:

SH. M.K. MADAN

VICE PRESIDENT & COMPANY SECRETARY & CFO

SH. PRAVEEN KUMAR JAIN

REPRESENTATIVE - STATUTORY AUDITORS
M/S. JAGDISH CHAND & CO
CHARTERED ACCOUNTANTS

MEMBERS PRESENT

The meeting was attended by 288 shareholders out of which 286 shareholders are in person and 2(two) shareholders through proxy as per attendance slips received and as per Proxy Register respectively.

Following registers were placed before the meeting:

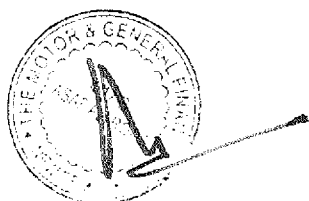
1. Register of Members
2. Proxy Register
3. Register of Directors' Shareholding
4. Other Statutory records

Before the meeting commenced, the Chairman of the meeting welcomed the members to the 88th Annual General Meeting of the company. He declared that as the necessary quorum was present, the meeting be called in order.

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

The Chairman announced that members can cast their votes by ballot in terms of the Companies Act, 2013. The company had also provided e-voting facility to members to vote. Those members attending the AGM and who had not exercised their option of e-voting facility and being eligible to vote were also given opportunity to vote through voting by poll.

The Chairman informed the members that the Board of Directors has appointed Ms. Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (FCS No.6628, CP No.7257) as Scrutinizer for the e-voting and poll process at the AGM.



The Chairman further stated that the results of the resolutions passed at the AGM shall be declared within forty eight hours of conclusion of the meeting upon receiving the consolidated report of E-voting, Postal Ballot and Poll process by the Scrutinizer and authorised Sh.M.K. Madan, Vice President & Company Secretary to announce the results and put the same on the company's website.

Subsequently the Chairman of the meeting took up resolutions for the Ordinary and Special Business as set out in Items No.1 to 11 in the notice of the 88th Annual General Meeting for consideration of the members.

ORDINARY BUSINESS

Resolution No.1

a) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

"RESOLVED THAT the Audited Standalone Financial Statements of the company for the year ended March 31, 2018, Statement of Profit & Loss Account along with Notes forming part of the financial statements and Cash Flow Statement for the year ended on that date and the reports of the Directors' and Auditors' thereon be and are hereby adopted."

b) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

"RESOLVED THAT the Audited Consolidated Financial Statements of the company for the year ended March 31, 2018, Statement of Profit & Loss Account along with Notes forming part of the Financial Statements and Cash Flow Statement for the year ended on that date and the report of the Auditors' thereon be and is hereby adopted."

Proposed by Mr.S.S. Alagh(Client ID No IN300206/10489845)

Seconded by Mr.M.L Wadhwa (Client ID No1201910100032793)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.2

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

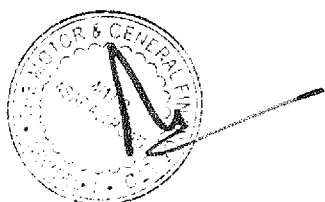
The next item related to the re-appointment of Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director & CEO retiring by rotation and being eligible, who offers himself for re-appointment as a Director.

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

Proposed by Mr Harjinder Pal Singh (Client ID No.1201910100019873)

Seconded by Mr. Naresh Gupta (Client ID No IN300708/10083009)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.



Resolution NO.3

RE-APPOINTMENT OF SMT. ARTI GUPTA(DIN:00023237),JOINT MANAGING DIRECTOR

The next item related to the re-appointment of Smt. Arti Gupta(DIN : 00023237), Joint Managing Director retiring by rotation and being eligible, who offers herself for reappointment, as a Director.

"Resolved that Smt. Arti Gupta(DIN : 00023237), Joint Managing Director liable to retire by rotation and being eligible, who offers herself for re-appointment, be and is hereby reappointed as a Director of the company."

Proposed by Mr. Harjeet Singh (Client ID No IN-300206/1020567)

Seconded by Mr H.S Marwaha (Client ID No.IN-301653/10152687)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.4

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

As the next item related to the re-appointment of Sh. Arun Mitter, Executive Director, retiring by rotation and being eligible, offers himself for reappointment as a Director ,he vacated the Chair and Sh. Bharat Kumar, Director occupied the Chair .

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

Proposed by Mr.Ravinder Kumar Dua (Client ID No IN-300118/10797024.)

Seconded by Mr. Kulvinder Singh (Client ID NoIN300118/10326999)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

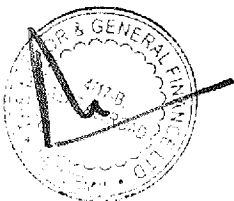
Sh. Arun Mitter re-occupied the Chair.

Resolution No.5

TO FIX THE REMUNERATION OF STATUTORY AUDITORS, M/S. JAGDISH CHAND & CO, CHARTERED ACCOUNTANTS(ICAI FIRM REGD NO.000129N) IN TERMS OF PROVISIONS OF SECTION 142 OF THE COMPANIES ACT,2013, FOR THE FINANCIAL YEAR ENDING 2018-19

In view of the amendment to Section 139 through the Companies (Amendment Act), 2017 notified on May 7, 2018 ratification of auditor's appointment is no longer required.

The next item related to fix the remuneration of Statutory Auditors, M/s. Jagdish Chand & Co, Chartered Accountants in terms of provisions of Section 142 of the Companies Act, 2013



"Resolved that pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Audit and Auditors) Rules 2014(including any statutory modifications(s) or re-enactment thereof, for the time being in force) and other applicable provisions, Audit Fee for the year ending march 31, 2019 payable to Statutory Auditors i.e. M/s Jagdish Chand & Co. Chartered Accountants (Firm Regd No.000129N) on the recommendations of the Audit Committee, be and are hereby fixed at Rs. 3,25,000/-, Tax Audit at Rs. 75,000/- and Certification at Rs. 75,000/- besides GST, wherever applicable.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised, for and on behalf of the company, to take all necessary steps and to do all such acts, deeds matters and things which may deem necessary in this behalf."

Proposed by Mr. S.N. Vohra (Client ID No.IN300206/11028399)

Seconded by Mr. R.C. Khurana (Client ID No.IN 300708/10023485)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

SPECIAL BUSINESS

Resolution No.6

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

COMPANY'S CONTRIBUTION TO BONAFIDE AND CHARITABLE FUNDS,ETC

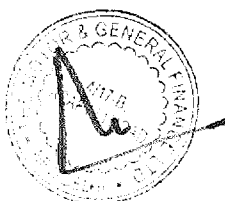
The next item related to company's Contribution to bonafide and charitable funds, etc as a Special Resolution

" Resolved that pursuant to of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 , the Board of Directors of the Company be and is hereby authorised to contribute and/or donate, from time to time in any financial year, to any bonafide charitable and other funds, any amount the aggregate of which, may exceed five percent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 3 Crores(Rupees Three Crores only) in any one financial years"

Proposed by Mr.Ajay Khurana (Client ID No 29388)

Seconded by Mr. Nelam Sharma (Client ID No.IN-300118/10894403)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.



Resolution No.7

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-

RECLASSIFICATION OF PROMOTER GROUP

The next item related to reclassification of Promoter Group as a Special Resolution

RESOLVED THAT pursuant to the provisions of Regulation 31A of (SEBI) Regulations,2015 and applicable provisions, if any, of the Companies Act,2013, the consent of the members of the company be and are hereby accorded to reclassify the following individuals from "Promoter Group Category " to "Public Category".

Name of Individual	No. of shares held	% of total equity capital
(i) Abhiram Seth	53	0.00
(ii) Abhiram Seth & Radhika Seth	10245	0.05
(iii) Radhika Seth	147181	0.76
(iv) Radhika Seth & Abhiram Seth	6319	0.03
(v) Ishika Seth	46676	0.24
(vi) Tanmaye Seth	9895	0.05
Total	220369	1.13

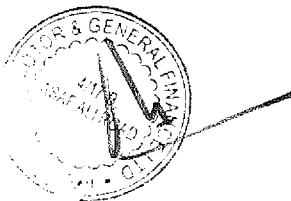
RESOLVED FURTHER THAT it is hereby confirmed that

- The aforesaid persons do not hold more than 10% of paid up equity share capital of the company. In fact, the aggregate shareholding of all of the above 6(six) persons is only 1.13% of the paid up equity share capital of the company. Due to their existing shareholding in the company is very less and they do not exercise any control over the company and are also not engaged in the management of the company,
- That the aforesaid persons/Individuals have not and will continue to not exercise direct or indirect control over the affairs and decision making process of the company,
- That the above referred shareholders have not been or would not be appointed as Key Managerial Personnel(KMP) of the company,
- That they also do not have any special rights, through formal or informal arrangements, with the company or promoters or any person in the Promoter Group. Further they are also never privy to any price sensitive information of the company.

Proposed by Mr. Pradeep Sood (Client ID No IN-301127/15633348)

Seconded by Mr. Harjeet Singh (Client ID No. IN300940/10067330)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.



Resolution No.8

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

APPOINTMENT OF SH. KARUN PRATAP HOON (DIN:05202566), AS AN INDEPENDENT DIRECTOR

The next item related to appointment of Sh. Karun Pratap Hoon(DIN:05202566), as an Independent Director as a Special Resolution:

"Resolved that pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act,2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013, Sh. Karun Pratap Hoon (DIN:05202566) a Director of the company who has submitted declaration that he meets the criteria and a notice in writing from a member has been received, proposing his candidature for the office of an Independent Director, being so eligible, be appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years commencing from October 18,2017 to October 17,2022 and to receive remuneration by way of fee for participation in the meeting of the Board in terms of the applicable provisions of Companies Act,2013 as determined by the Board from time to time."

Proposed by Mr. Karam Singh Arora. (Client ID No1202990005870618)

Seconded Mr. Asha Chachra (Client ID No1201130000388452)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.9

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

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

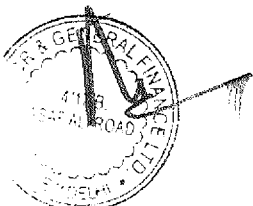
The next item related to the re-appointment of M/s PCK & Associates, Cost Auditors

"Resolved that pursuant to section 148 and other applicable provisions of the Companies Act,2013 and the Companies (Audit and Auditors) Rules,2014, including any statutory modification or re-enactment thereof for the time being in force, M/s PCK & Associates, Cost Accountants(Firm Regd No.000514) being the Cost Auditors appointed by the Board of Directors of the company to conduct the cost audit for the financial year ending March 31,2019, be reappointed & paid the remuneration of ₹.40,000(apart from GST as applicable). The action of the Board in the re-appointment & remuneration payable to M/s. PCK & Associates, Cost Accountants, be and is hereby ratified and confirmed.

Proposed by Mr. Karam Singh Arora. (Client ID No1202990005870618)

Seconded by Mr. Ravinder Kumar Dua (Client ID No IN-300118/10797024)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.



Resolution No.10

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

CONTINUITY OF NON EXECUTIVE INDEPENDENT DIRECTOR AFTER THE AGE OF 75 YEARS

The next item related to continuity of Non Executive Independent Director after the age of 75 years.

"Resolved that pursuant to the provisions of Regulation 17(1A) of SEBI(Listing Obligations & Disclosure Requirements(Amendment) Regulations,2018 notified on May 9,2018 and all other applicable provisions, if any (including any statutory modification(s) or enactment thereof for the time being in force) approval be and is hereby accorded to the continuance of Sh. Onkar Nath Aggarwal (DIN:00629878) as Non-Executive Independent Director of the company till the conclusion of his present tenure of appointment i.e. from March 31,2015 to March 30,2020."

Proposed by Mrs.Poonam Sharma (Client ID No P-274)

Seconded by Mr. Mohit Arora (Client ID NoIN-302269/13664083)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

Resolution No.11

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

RELATED PARTY TRANSACTIONS

The next item related to Related Party Transactions

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

SI No	Name of Related Party	Period of Contract	Particulars of Contract	Value (₹.In Crores)
1.	India Lease Development Ltd	1 st October, 2018 to 30 th September, 2021	Selling or otherwise disposing of, or buying/leasing of property of any kind	10



			and availing or rendering of any services or appointment to an office or place of profit ICDs taken/given, etc	
2.	Jayabahrat Credit Ltd	-do-	-do-	10
3.	Bahubali Services Ltd	-do-	-do-	40
4.	MGF Estates Pvt Ltd	-do-	-do-	25
5.	MGF Securities Pvt Ltd	-do-	-do-	25
6.	Cards Services India Pvt Ltd	-do-	-do-	10
7.	Associated Traders & Engineers Pvt Ltd	-do-	-do-	25
8.	Local Goods Carriers Pvt Ltd	-do-	-do-	15
9.	Ram Prakash & Co Pvt Ltd	-do-	-do-	80
10.	Grosvenor Estates Pvt Ltd	-do-	-do-	35
11.	Gee Gee Holdings Pvt Ltd	-do-	-do-	35
	Total Rs.			300

Resolved Further that approval of the members be and is hereby accorded to the Board of Directors(which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the company to approve transactions and the terms and conditions with any of the aforesaid related party/ies, and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the members otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution".

Proposed by Mr. Prem Chachra (Client ID No.IN300781/10000326)

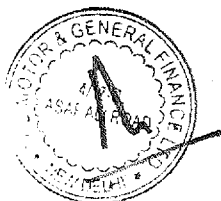
Seconded by Mr. Ranjit Singh (Client ID No1202600000001049)

On the basis of consolidated report of the Scrutinizer on remote E-Voting and voting through Ballot Papers, the resolution was passed with majority.

VOTE OF THANKS

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

The Chairman of the meeting informed the members that to pass the resolutions, it is either through e-voting, Ballot Post or Ballot in the meeting. He stated that the members who have



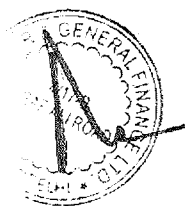
utilized the e-voting facility is not permitted to have ballot facility. Others who have not exercised their right in e-voting or Ballot Post, they are welcome to use the vote ballot facility in the meeting and were advised to exercise their right to cast their vote by ballot. Ballot Papers were provided on request.

Conduct of Poll

Ms. Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries, Scrutinizer appointed for the purpose assisted the members for casting their votes through Poll in the meeting. Before start of voting on Poll, the Ballot Papers were distributed to the members and proxies. Empty Ballot boxes were shown to the members in the presence of members and proxy holders and thereafter the same were sealed. After ensuring that all members and proxies participating in the Poll have casted their votes, the Scrutinizer declared the closing of the Poll. The Scrutinizer then took custody of the ballot boxes.

Results of the Electronic voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the company held on Thursday, the September 27, 2018.

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



To,

The Chairman
87th Annual General Meeting of Equity Shareholders of
The Motor & General Finance Limited
MGF House, 4/17-B,
Asaf Ali Road,
New Delhi-110002

SCRUTINIZER'S REPORT(CONSOLIDATED)

Dear Sir,

I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries(FCS No.6628, C.P. No.7257) having office at B-6/32, Sector 15, Rohini, Delhi-110089 have been appointed as Scrutinizer for the purpose of scrutinizing e-voting, postal ballot and well as poll on the day of 88th Annual General Meeting

1. E-voting, Postal Ballot and Poll have been carried out in fair and transparent manner.
2. Brief summary of the poll is as under:-

Ordinary Business

(A) Resolution No.1: To receive, consider and adopt:

a. The Audited Standalone Financial Statements of the company for the Financial Year ended March 31,2018 and the reports of the Directors and Auditors thereon.

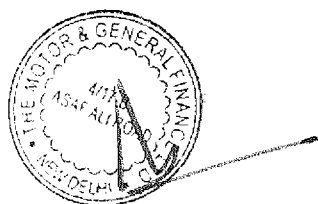
b. The Audited Consolidated Financial Statements of the company for the Financial year ended March 31,2018 (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13878770	99.74
Ballot	137	35837	0.26
Total	184	13914607	100

(ii) Voted against the resolution:

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



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

- (B) Resolution No.2: To appoint a Director in place of Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director & CEO who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	41	9657079	99.63
Ballot	137	35837	0.37
Total	178	9692916	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

- (C) Resolution No.3 :- To appoint a Director in place of Smt. Arti Gupta (DIN:0023237), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	42	9857427	99.63
Ballot	137	35837	0.37
Total	179	9893264	100



(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

(D) Resolution No.4 To appoint a Director in place of Sh. Arun Mitter (DIN:00022941), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	46	13863038	99.74
Ballot	137	35837	0.26
Total	183	13898875	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

(E) Resolution No.5 To fix the remuneration of Statutory Auditors, M/s Jagdish Chand & Co, Chartered Accountants(ICAI Firm Registration No. 000129N) in terms of provisions of Section 142 of the Companies Act,2013, for the Financial Year 2018-19(Ordinary Resolution)



(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13878770	99.74
Ballot	137	35837	0.26
Total	184	13914607	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

Special Business

(F) Resolution No.6 :- Contribution to Bonafide, Charitable and Other Funds(Subject to a limit of Rs. 3 Crores in any one Financial Year.(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13878770	99.74
Ballot	137	35837	0.26
Total	184	13914607	100

(ii) Voted against the resolution:

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



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

(G) Resolution No.7:- Reclassification of Promoter Group under Regulation 31A of SEBI(LODR) Regulations,2015(Special Resolution)

(i) Voted in favour of the resolution

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	42	13658454	99.73
Ballot	136	35727	0.26
Total	178	13694181	99.99

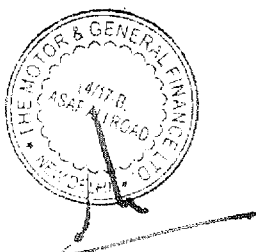
(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	0	0	0
Ballot	1	110	0.01
Total	1	110	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

(H) Resolution No.8: Appointment of Sh. Karun Pratap Hoon(DIN:05202566), as an Independent Director (Special Resolution)



(i) Voted in favour of the Resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13878770	99.74
Ballot	137	35837	0.26
Total	184	13914607	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

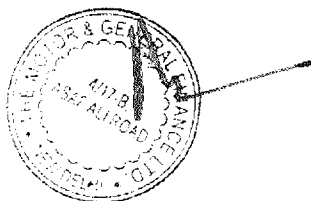
(I) Resolution No.9 : Appointment of M/s PCK & Associates, Cost Auditors(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	47	13878770	99.74
Ballot	137	35837	0.26
Total	184	13914607	100

(ii) Voted against the resolution:

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



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

(J) Resolution No.10:- Continuity of Non Executive Independent Director after the age of 75 years(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	44	13689570	99.73
Ballot	137	35837	0.27
Total	181	13725407	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

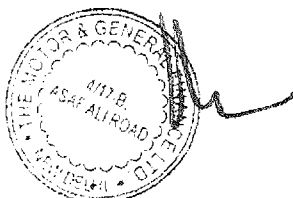
(K) Resolution No.11: Related Party Transactions(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast in favour
E-voting	39	7105129	99.49
Ballot	137	35837	0.50
Total	176	7140966	99.99

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of the total number of valid votes cast against
E-voting	1	5	0.01
Ballot	0	0	0
Total	1	5	0.01



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes
6	780

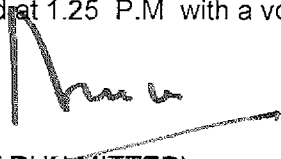
Related Party excluded from the voting on Resolution No.2,3,4,7,10 & 11 of the Notice of the 88th Annual General Meeting of the Company

The Electronic data, ballot papers and all other relevant records relating to Remote e-voting and ballot process is under our safe custody and will be handed over to the company Secretary for preserving after the Chairman consider approves and signs the minutes of the Annual General Meeting.

CS Anjali Yadav
(Scrutinizer)
C.P. No.7257 Membership No.FCS 6628

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

The AGM commenced at 12.30 P.M. and concluded at 1.25 P.M with a vote of thanks to the Chairman of the meeting


(ARUN MITTER)
CHAIRMAN OF THE MEETING



Place: New Delhi
Date : September 28,2018