MGF

PHONE : 011-23272216-18
: 011-23278001-02
FAX : 011-23274606

Website : http://www.mgfltd.com
E-mail : mgfltd@hotmail.com
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:19

April 12,2019

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: **Revised Quarterly Compliance Report on Corporate Governance**
For the quarter ended March 31,2019

In compliance of Regulation 27(2) of SEBI(LODR) Regulations,2015, we have already filed the Quarterly Compliance Report on Corporate Governance Report for the quarter ended March 31,2019 by e-filing on April 10,2019. However, as we have noted discrepancy in the said report, we are revising the Corporate Governance Report for the quarter ended March 31,2019. The said report is to be recorded along with undernoted notes given to clarify the entry of the data in the Report.

1. 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 included only the Listed Public Limited Companies.

   Further, for the purpose of determination of limit of Chairmanship/Members, only Audit Committee and Stakeholder Relationship Committees have been considered.

2. Annexure II

   We have filed the information in the prescribed format as per Annexure II which is required to be sent at the end of financial year relating to whole of the financial year i.e. for the year ended March 31,2019.

We regret for the inconvenience caused in this regard.

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.

THE MOTOR & GENERAL FINANCE LTD
CIN: L74899DL1930PLC000208

INFORMATION FOR THE QUARTER ENDED MARCH 31,2019

I . Composition of Board of Directors (REVISED)

Title (Mr. /Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-executive /In dependent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure (months)	No. of Directo rship in listed entities includin g this listed entity (Refer Regulat ion 25(1) of Listing Regulat ions)	Number of memberships in Audit/Stakeh older 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)
Mr.	Rajiv Gupta	AAHPG8533B 00022964	CHAIRPERSON	August 13,2016 to August 12,2019 (re-appointed)*	36	3	4	1
Mrs.	Arti Gupta	AAAPG7894A 00023237	EXECUTIVE	August 13,2016 to August 12,2019 (re-appointed)*	36	1	1	0
Mr.	Arun Mitter	AAIPM8980F 00022941	EXECUTIVE	August 13,2016 to August 12,2019 (re-appointed)*	36	4	4	2
Mr.	Bharat Kumar	AATPK4611L 01090141	NON EXECUTIVE INDEPENDENT DIRECTOR	Sept 18,2014	60	1	1	1
Mr.	Onkar Nath Aggarwal	AALPA0686K 00629878	NON EXECUTIVE INDEOENDENT DIRECTOR	March 31, 2015	60	1	1	0
Mr.	Abhiram Seth	AASPS0522R 00176144	NON EXECUTIVE INDEPENDENT DIRECTOR	Sep 18, 2014	60	2	2	1
Mr.	Karun Pratap Hoon	ACGPH9508N 05202566	NON EXECUTIVE INDEPENDENT DIRECTOR	October 18,2017	60	1	2	0

*Re-appointment of Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter has been approved by the shareholders through Postal Ballot for a further period from August 13,2019 to August 12,2022 and continuation of remuneration for the remaining period upto August 12,2019 on the existing terms .

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

II.Composition of Committees

Audit Committee

Sr No.	DIN No.	Name of Committee Member	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	01090141	Sh.Bharat Kumar	Non Executive-Independent Director	Chairperson	19-3-2002	-
2.	00022941	Sh.Arun Mitter	Executive Director	Member	30-01-2002	-
3.	00176144	Sh.Abhiram Seth	Non Executive - Independent Director	Member	30-05-2006	-
4.	00629878	Sh.Onkar Nath Aggarwal	Non Executive - Independent Director	Member	31-03-2015	-
5.	05202566	Sh.Karun Pratap Hoon	Non Executive - Independent Director	Member	13-02-2018	-

Nomination & Remuneration Committee

Sr No.	DIN No.	Name of Committee	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00176144	Sh.Abhiram Seth	Non Executive-Independent Director	Chairperson	01-06-2006	-
2.	00022964	Sh.Rajiv Gupta	Executive Director	Member	19-03-2002	-
3.	01090141	Sh.Bharat Kumar	Non Executive-Independent Director	Member	28-05-2005	-
4.	00629878	Sh.Onkar Nath Aggarwal	Non Executive-Independent Director	Member	31-03-2015	-
5.	05202566	Sh.Karun Pratap Hoon	Non Executive-Independent Director	Member	13-02-2018	-

Stakeholders Relationship Committee

Sr No.	DIN No.	Name of Committee	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
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	-

Risk Management Committee

Sr No.	DIN No.	Name of Committee	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
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	

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Corporate Social Responsibility Committee

Sr No.	DIN No.	Name of Committee	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1.	00176144	Abbhiram 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	-

III Meeting of Board of Directors

Date(s) of Meeting(if any) in the previous quarter ended December 31,2018	Date(s) of Meeting(if any) in the relevant quarter ended March 31,2019	Maximum gap between any two consecutive(in number of days)
13-11-2018	14-02-2019	92
	19-02-2019	4
	29-03-2019	37

V. Meeting of Committee*

Audit Committee

Date (s) of meeting of the committee in the relevant quarter ended March 31,2019	Whether requirement of quorum met(details)	Date(s) of meeting of the committee in the previous quarter ended December 31,2018	Maximum gap between any two consecutive meetings in number of days
14-02-2019	Yes	13-11-2018	92
19-02-2019			4
29-03-2019			37

Stakeholders Relationship Committee

Date (s) of meeting of the committee in the relevant quarter ended March 31,2019	Whether requirement of quorum met(details)	Date(s) of meeting of the committee in the previous quarter ended December 31,2018	Maximum gap between any two consecutive meetings in number of days
12-02-2019	Yes	23-10-2018	111

*Only Audit Committee and Stakeholder's meetings have been considered

V. Related Party Transaction

Subject	Compliance status(Yes/.No/NA.)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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

VI Affirmations

Sr No.	Subject	Compliance status(Yes/No
1.	The composition of Board of Directors is in terms of SEBI(LODR) Regulations,2015.	Yes
2.	The composition of the following committee is in terms of SEBI(LODR) Regulations,2015 **a. Audit Committee**	Yes
3.	The composition of the following committee is in terms of SEBI(Listing and Disclosure Requirements) Regulations,2015 **b. Nomination & Remuneration Committee**	Yes
4.	The composition of the following committee is in terms of SEBI(Listing and Disclosure Requirements) Regulations,2015 **c. Stakeholders Relationship Committee**	Yes
5.	The composition of the following committee is in terms of SEBI(Listing and Disclosure Requirements) Regulations,2015 **d. Risk Management Committee(applicable to 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
Name & Designation : M.K. MADAN Company Secretary/ Compliance Officer/ : COMPANY SECRETARY & COMPLIANCE OFFICER ACS-2951 Date: April 12,2019		

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

THE MOTOR & GENERL FINANCE LTD
CIN: L74899DL1930PLC000208

ANNEXURE II

Format 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		
Item	Compliance status (Yes/No/NA) refer note below	Web address
Details of business	Leasing and development of Real Estate	mgfltd.com
Terms and conditions of appointment of Independent Directors	Yes	mgfltd.com
Composition of various committees of Board of Directors	Yes	mgfltd.com
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	mgfltd.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	mgfltd.com
Criteria of making payments to Non-Executive Directors	Yes	mgfltd.com
Policy on dealing with Related Party Transactions	Yes	mgfltd.com
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	mgfltd.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details	Yes	mgfltd.com
Email address for grievance redressal and other relevant details	Yes	mgfltd.com
Financial results	Yes	mgfltd.com
Shareholding pattern	Yes	mgfltd.com
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		



Particulars	Regulations Number	Compliance status (Yes)/No/NA) refer note below	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	NA	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party transaction	23 (1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5),&(6)	NA	
Maximum Directorship & Tenure	25(1) & (2)	Yes	

Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Note			
III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.			NA
Name & Designation Company Secretary /Compliance Officer/ : M.K. MADAN COMPANY SECRETARY & COMPLIANCE OFFICER ACS 2951 Place : New Delhi Date : April 12, 2019			