MGF

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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:2019 October 15, 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: **Revised Quarterly Compliance Report on Corporate Governance**
For the quarter and half year ended September 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 and half year ended September 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.

On account of typographical error, date of re-appointment is corrected as under:-

Date of Re-appointment - 29-3-2019 in respect of Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter covering the period 13-8-2019 to 12-8-2022.

Similarly, the re-appointment of Sh. Bharat Kumar, Independent Director, it should be read as 25-9-2019 covering the period 18-9-2019 to 17-9-2024.

Annexure III

In compliance of Regulation 46(2), 18(1)(d) ,19(3) and 34(3) read with para C of Schedule V, we are enclosing herewith the information for the half year ended September 30,2019.

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

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	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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	Textual Information(1)
Wether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

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 f not providi DIN
Mr	RAJIV GUPTA	AAHPG8533B	00022964	Executive Director	Chairperson	CEO-MD	13-08-1946	14-04-1988	29-03-2019		36	3	0	4	1		
Mrs	ARTI GUPTA	AAAPG7894A	00023237	Executive Director	Not Applicable		05-11-1954	22-06-2006	29-03-2019		36	1	0	1	0		
Mr	ARUN MITTER	AAIPM8980F	00022941	Executive Director	Not Applicable		27-11-1962	11-07-2002	29-03-2019		36	4	2	5	2		
Mr	BHARAT KUMAR	AATPK4611L	01090141	Non-Executive - Independent Director	Not Applicable		13-10-1945	19-03-2002	25-09-2019		60	1	1	1	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

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 no provi DI
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		

Text Block	
Textual Information(1)	Typographical error. Re-appointment was made through Postal Ballot on 29-3-2019 starting from the period 13-8-2019 to 12-8-2022 in respect of Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter. Re-appointment was made of Sh. Bharat Kumar on 25-9-2019 starting from the period 18-9-2019 to 17-9-2024.

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		

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		

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		

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		

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		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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*
1	29-05-2019				Yes	7	4
2		13-08-2019	75		Yes	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
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*
1	Audit Committee	29-05-2019				Yes	3	2
2	Audit Committee	13-08-2019	75			Yes	4	3
3	Stakeholders Relationship Committee	20-05-2019				Yes	6	3
4	Stakeholders Relationship Committee	13-08-2019	84			Yes	5	3

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	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

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 500 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

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

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

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

Signatory Details	
Name of signatory	M K MADAN
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	15-10-2019