

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:2026

October 27,2026

The Secretary,
BSE Limited.,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400001
Stock 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
Stock Code: Motogenfin

Sub: Postal Ballot Notice under Section 110 of the Companies Act,2013 to members & Disclosure under Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015("Listing Requirements)

Dear Sir,

Further to our letter No. DLI:CS:BSE:NSE:2026 dated October 19,2026, we enclose herewith a copy of the Postal Ballot Notice dated October 19,2026 seeking the approval from members of the company for the following matter:-

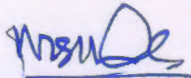
Sl No	Description of Special Resolution
1	Increase in remuneration of Sh. Arun Mitter (DIN:00022941), Whole Time Director designated as Executive Director of the Company.

Kindly be informed that in terms of MCA Circular, Notice of Postal Ballot is being sent today, the October 27,2026 through electronic mode to those shareholders at their e-mail addresses noted with the Company/RTA and whose names appeared in the list of beneficial owners as on **Friday, the October 23,2026(" Cuff off date")** who would be entitled to vote by way of remote e-voting.

This is for your kind information.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED


(M.K. MADAN)
VP, CS & COMPLIANCE OFFICER
ENCL: AS ABOVE.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Monday, the November 02, 2026 at 9.00 a.m.	Tuesday, the December 01, 2026 at 5.00 p.m.

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”) read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 03/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”), Government of India (the “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the company, through Postal Ballot (the “**Postal Ballot**”) only by way of remote e-voting (“**e-voting**”) process. An Explanatory Statement pertains to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice (“**the Notice**” or “**the Postal Ballot Notice**”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”) and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the company/Company’s RTA i.e. Alankit Assignments Limited/depository participant(s) as on **Friday, the October 23, 2026** (“**Cut off date**”). The company has engaged the services of Central Depository Services Ltd (“**CDSL**”) for the purpose of providing remote e-voting facility to its members. The instructions to cast vote through remote e-voting forms part of the notes to this Notice. The Notice is also available on the website of the company **www.mgfltd.com**.

The Company has made necessary arrangements with Alankit Assignments Ltd, Registrar and Share Transfer Agent (“**RTA**”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same.

Members desiring to exercise their vote through the **e-voting process** are requested to carefully read the instructions indicated in this notice and record their Assent (**FOR**) or Dissent (**AGAINST**) by following the procedure as stated in the notes forming part of the Notice not later than **Tuesday, the December 1, 2026 at 5.00. p.m.** The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS

Increase in remuneration of Sh. Arun Mitter (DIN:00022941), Whole Time Director designated as Executive Director of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of the Articles of Association of the company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the company and subject to all other sanctions, approvals and permissions, as may be required, the consent of the Members of the Company be and is hereby accorded for an increase in the existing remuneration by

12.5% payable to Sh.Arun Mitter(DIN:00022941), Whole Time Director designated as Executive Director of the company w.e.f. August 1,2026, for the remaining period of his current tenure”.

“**RESOLVED FURTHER THAT** the increased remuneration, whether paid as salary, perquisites or any combination thereof, shall be in accordance with the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, and the Board of Directors(which shall include the Nomination and Remuneration Committee) be and is hereby authorized to add, alter or vary the terms and conditions of the said remuneration within the maximum ceiling as approved and in accordance with the provisions of the Act”.

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Arun Mitter, Whole Time Director designated as Executive Director as minimum remuneration shall be governed by Schedule V read with other applicable provisions of the Companies Act,2013, SEBI (LODR) Regulations 2015 or any modification(s) thereof.

“**RESOLVED FURTHER THAT** the Board of Directors of the company, be and are hereby authorized to do all such acts, deeds matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution”

**By order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED**

**(M.K.MADAN)
VP, CS & COMPLIANCE OFFICER
ACS-2951**

**Place: New Delhi
Date: October 19, 2026**

**Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.: 011-23272216-18, 011-23276872
Website: <https://www.mgf ltd.com>,
Email: mgf ltd@hotmail.com
CIN: L74899DL1930PLC000208
GSTIN: 07AAACT2356D22N**

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions, if any, setting out all the material facts relating to the Resolutions contained in this Notice dated **October 19,2026** is annexed hereto.
2. In accordance with MCA Circulars, this Notice is being sent to the Members whose names appeared in the List of Beneficial Owners received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“**Depositories**”) as at the close of business hours on **Friday, October 23, 2026 (“Cut-off Date”)**. Members as on the Cut-off Date would be entitled to vote by way of remote e-voting and a person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Alankit Assignments Limited, Company’s Registrar and Share Transfer Agents (“**RTA**”), or the Depositories/Depository Participants. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
3. The communication of the **Assent/Dissent** to the Resolution proposed in the Notice would take place only through remote e-voting.
4. The company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where Registered Office of the company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories/ Depository Participants.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote.
6. The remote e-voting period will commence on **Monday, the November 2,2026 at 9:00 a.m.** and **will end on Tuesday, the December 1,2026 at 5.00 p.m.** for the Members exercising their vote through electronic voting. The Company has engaged

the services of Central Depository Services (India) Limited (“CDSL”)/Alankit Assignments Limited (“RTA”) to provide remote e-voting facility to its Members for voting on the Resolution set out in this Notice. The remote e-voting module shall be disabled by CDSL for voting thereafter.

7. This Postal Ballot Notice will also be available on the website of the Company (<https://www.mgfltd.com>). the relevant section of the websites of the Stock Exchanges on which the Equity Shares are listed i.e. on BSE Limited & NSE Ltd (<https://www.bseindia.com/>) & <https://www.nseindia.com> and the website of CDSL, the e-voting service providing agency to the company at (<https://www.evotingindia.com>).
8. The company has engaged the services of Central Depository Security Limited (“CDSL”) as the Agency for providing e-voting facility (Remote e-voting) to the shareholders of the company in order to cast their votes electronically in terms of the aforesaid MCA Circulars.
9. All relevant documents referred in this Notice shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to December 1, 2026 upto 5.00.p.m. The Members seeking to inspect such documents can send an email to mgfltd@hotmail.com
9. The Board of Directors has appointed Ms. Anjali Yadav (Membership No. FCS No. 6628 & CP No.7257), Practising Company Secretary as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have consented to act as scrutinizer.
10. The results of the remote e-voting will be declared within two working days at the Registered Office of the Company. The e-voting results and report of the Scrutinizer will be furnished to the BSE Limited & NSE Ltd at www.bseindia.com and www.nseindia.com and will also be uploaded on the Company's website at www.mgfltd.com. The e-voting results will also be available on the website of CDSL at www.evotingindia.com.
11. The Resolution in the Notice shall be deemed to be passed on the last date of e-voting period i.e **Tuesday, the December 1, 2026 at 5.00 p.m.** if approved by the requisite majority.
12. Voting through electronic means

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all the Members, to enable them to cast their votes electronically. The company has engaged the services of CDSL to provide remote e-voting facility to its Members for voting on the resolution set out in this Notice.

Currently, there are multiple e-voting service providers(ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable to e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of depositories/depository participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, the October 23, 2026 i.e. Cut-off Date**, may cast their vote electronically. Voting rights of the Members shall be in proportion to the shares held by them in the Paid-Up Equity Share Capital of the Company as on **Cut-off Date**. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual members holding shares in demat mode :

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual **Members holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.evotingindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022- 4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-voting system in case of members holding shares in physical mode and non-individual members in demat mode.

Login method for e-Voting for members holding shares in physical mode and members other than individuals holding in Demat mode.

- 1) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical mode should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat mode and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used
- 6) If you are a first-time user follow the steps given below:

	For members holding shares in physical mode and other than individual members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares both in Demat and physical mode) members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "**SUBMIT**" tab.
8. Members holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For members holding shares in physical mode, the details can be used only for e-voting on the Resolution contained in this Notice.
10. Click on the EVSN for the "**The Motor & General Finance Limited**" on which you choose to vote.

11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting, select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.
17. There is also optional provision to upload Board Resolution /Power Of Attorney, if any. The said uploaded document will be made available to scrutinizer for verification.
18. Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in login will be mapped automatically and can be delinked in case of any wrong mapping.
 - The list of accounts linked in the login will be mapped and can be delinked in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote to the Scrutinizer and to the Company at the email address **anjaliyadav.associates@gmail.com** if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - Members of the Company including Institutional Investors are encouraged to vote on the Resolutions proposed in this Notice.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY /DEPOSITORIES

- For members holding shares in physical mode - please email to **rta@alankit.com** by mentioning your Folio No., Name, scanned copy of share certificate, self attested copy of PAN and Aadhaar.
- For members holding shares in Demat mode - Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual members holding shares in Demat mode – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. **1800 22 55 33**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing , 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call at toll free no.

Any query in relation to the Resolution proposed to be passed through Postal Ballot may be addressed to: Mr.M.K.Madan Registered Office – MGF House, 4/17-B, Asaf Ali Road, New Delhi – 110002 Telephone Number: +91-011-23276872, Mob No. 7428906969 or Mr. Sunit Sharma Mobile No.9899889227 (except Saturday and Sunday), Email Id: mgfltd@hotmail.com.

Important Communication for shareholders:-

Updation of bank account details:-

Shareholders holding shares in demat mode are requested to update with their respective depository participants, their correct core banking account number, including 9 digit MICR and 11 digit IFSC Code, e-mail ID and mobile no.(s). Shareholders holding shares in physical form may communicate such details to the RTA of the company.

Updation of PAN, e-mail address and other details:

demat mode are requested to update their records such as tax residential status, PAN, registered email addresses, mobile numbers and other details with their respective depository participants. Shareholders holding shares in physical mode are requested to furnish these details to the RTA of the company.

Shareholders holding shares in physical form:

Pursuant to SEBI's Circular Nos. SEBI/HO/MIRSD-PoD-1/CIR/2023/37 dated March 16,2023 and SEBI/HO/MIRSD/Pod-1/CIR/2024/81 dated June 10,2024, Member(s) holding shares in physical mode need to update their KYC details(including PAN/contact details, bank details, nomination details, specimen signature) with the company and effective from April 1,2024, in case of non compliance folio(s) relating to above said details, payment of dividend will only be made through electronic mode.

Thus, Member(s) holding shares in physical mode and not yet updated the above details are requested to get updated KYC details including bank account details, etc. with the company/the Company's RTA.

Transfer permitted only in demat mode:-

SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, shareholders are advised to dematerialize shares held by them in physical form at the earliest.

Availing nomination facility

Shareholders holding shares of the company, especially in a single name (i.e. no. joint holding) are requested to nominate any other individual in respect of their demat account.

Special Window for transfer and dematerialization of physical securities:

SEBI Circular No. SEBI/HO/MIRSD/MIRSD-Pod/P/CIR/2025/97 dated July 02,2025, a Special Window was opened for re-lodgment of transfer deeds of physical securities.

Further, with a view to facilitate investors, SEBI, vide its Circular No.HO/38/13/11(2)/2026-MIRSD-POD/1/3750/2026 dated January 30,2026, has decided to open another special window for a period of one year, from February 05, 2026 to February 04,2027, for transfer and dematerialization of physical securities which are sold or purchased prior to April 01, 2019, where transfer requests could not be processed earlier due to deficiencies, rejection or pendency. Accordingly, such shareholders may refer to this Circular available on the website of the company at <https://www.mgfltd.com/> special window for transfer dematerialization of physical securities/ and re-lodge their requests within the said special window. After follow the due process, securities shall be issued only in demat mode.

Awareness about online Dispute Resolution (SMART ODR)

SEBI vide its circular dated 31st July,2023 and 4th August 2023 has introduced Securities Market Approach for Resolution through Online Dispute resolution(SMART ODR) Portal. This platform is designated to enhance investor grievance redressal by enabling investor to access online conciliation and online arbitration for resolution of dispute arising in the Indian Securities Market. The SMART ODR Portal allows investors with additional mechanism to resolve the grievance and the same can be accessed at <https://smartodr.in>

The said circulars and link to access SMART ODR Portal are hosted on the website of the company under Investor Relations Section. Members could avail SMART ODR mechanism only if resolution provided by the company/RTA and SCORES platform of the SEBI are not satisfactory.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1 Increase in Remuneration of Sh. Arun Mitter, Whole Time Director designated as Executive Director

Mr. Arun Mitter was last re-appointed as Whole Time Director designated as Executive Director of the company for a term of three years with effect from 13-8-2025 to 12-8-2028. He belongs to the Promoter/Promoter Group of the company. The Nomination and Remuneration Committee(NRC) at its meeting held on Friday, October 9, 2026 have recommended to the Board and the Board of Directors at its meeting held on Monday, October 19, 2026, have approved the increase in the remuneration by 12.5% to be effective from August 1, 2026 subject to the approval of the Members through Postal Ballot Notice.

1. Existing vs Proposed Remuneration Summary

Particulars	Existing Remuneration (per annum)	Proposed Remuneration (Per annum)	Net Increase
Annual Salary, perquisites or any combination thereof	Rs. 30,00,000/-	Rs. 33,75,000/-	12.5%

In the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Sh. Arun Mitter as Whole Time Director designated as Executive Director, the payment of salary, perquisites or any combination thereof as approved by this resolution shall be payable as minimum remuneration. Regulation 17(6) (e) of SEBI(LODR) Regulations, 2015 is applicable as Mr. Arun Mitter belongs to Promoter or member of the Promoter Group and as such, Special Resolution is being passed.

The proposed increase has been recommended in view of the responsibilities entrusted to Sh. Arun Mitter, his continued contribution to the management and affairs of the company and the overall performance and financial position of the company. The proposed increase is reasonable and in the interest of the company and incommensurate with the duties and responsibilities attached to the position of Executive Director. The proposed increase in remuneration shall remain subject to the applicable provisions of Section 197, 198 of the Companies Act, 2013, Schedule V thereto and the SEBI(LODR) Regulations, as applicable.

The particulars required under the applicable provisions of Schedule V and other applicable provisions of the Companies Act, 2013:-

Particulars	Details
Name	Sh. Arun Mitter
DIN	00022941
Designation	Whole Time Director designated as Executive Director
Date of Birth & Age	27-11-1962 64 years
Nationality	Indian
Date of First Appointment as Whole Time Director designated as Executive Director	11-07-2002
Tenure	Last re-appointed for a period of three years i.e. 13-8-2025 to 12-08-2028
Qualification	B.Com. Chartered Accountant
Existing Remuneration	Rs. 30,00,000 per annum
Proposed Remuneration	Rs.33,75,000 per annum
Percentage increase	12.5%
Shareholding in company	31,464 equity shares of the face value of Rs.5/-each
Nature of duty	Management & overall supervision of the affairs entrusted to the Executive Director
Brief justification	Revision is proposed considering the responsibilities, contribution and performance of the Executive Director
Relationship with other directors	No
List of Directors of the Other Board	Directorship: Public Companies Jayabharat Credit Limited

	Private Limited Companies Bahubali Services Pvt Ltd Ram Prakash & Co Pvt Ltd Grosvenor Estates Pvt Ltd Gee Gee Holdings Pvt Ltd MGF Securities Pvt Ltd Cards Services India Pvt Ltd Associated Traders & Engineers Pvt Ltd Hyline Mediconz Pvt Ltd
List of Membership/Chairmanship of Committees of Other Board	Membership: Jayabharat Credit Limited Audit Committee Risk Management Committee Stakeholders Relationship Committee

Sh. Arun Mitter, being the concerned Executive Director is interested in the resolution.

Save & except Sh. Arun Mitter, none of the Directors, Key Managerial Personnel or other relatives, is concerned or interested financially or otherwise in the resolution.

The Board of Directors based on the recommendations of Nomination & Remuneration Committee considered the proposed an increase in the remuneration of Sh. Arun Mitter, to be appropriate and in the interest of the company. The Board accordingly recommends the Special Resolution set out in the Postal Ballot Notice for approval of the members.

Postal Ballot and Remote E-voting

The company is proposing to obtain Member's approval through Postal Ballot by means of remote e-voting in accordance with Section 110 of the Companies Act, 2013 and applicable rules.

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