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

March 29,2019

The Secretary,
Bombay Stock Exchange 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

Dear Sir,

Re: **Scrutinizer's Report of Postal Ballot pursuant to Regulation 44 of SEBI(LODR) Regulations,2015.**

Kindly be informed that pursuant to the provisions of Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements),Regulations,2015, enclosed please find Scrutinizer Report on the following Resolutions which were passed through Postal Ballot with requisite majority.

i) Special Resolution for the re-appointment of Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director & CEO and payment of remuneration for the period August 13,2019 to August 12,2022 and continuation of remuneration for the remaining period i.e. upto August 12,2019 on the existing terms.

ii) Special Resolution for the re-appointment of Smt. Arti Gupta (DIN:00023237), Joint Managing Director and payment of remuneration for the period August 13,2019 to August 12,2022 and continuation of remuneration for the remaining period i.e. upto August 12, 2019 on the existing terms.

iii) Special Resolution for the re-appointment of Sh.Arun Mitter,(DIN:00022941) Whole Time Director designated as Executive Director and payment of remuneration for the period August 13,2019 to August 12,2022 and continuation of remuneration for the remaining period i.e. upto August 12,2019 on the existing terms.

Resolutions passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at the General Meeting of the Members.

Kindly take the same on record.

The Results of the Postal Ballot is available on company's website www. **mgfltd.com.**

The above information is being submitted in XBRL mode,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

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

Anjali Yadav & Associates

Company Secretaries

102 & 104, 18/12, Jain Bhawan
W.E.A, Pusa Lane, Karol Bagh
New Delhi-110005
Phone : 91-11-28750495, 47067659
Email : anjaliyadav.associates@gmail.com
anjaliyadavpcs@gmail.com
Website: csanjali.com

REF: AYA/2018-19/MARCH/04

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
Board of Directors
The Motor & General Finance Limited,
MGF House, 4/17-B, Asaf Ali Road,
New Delhi- 110002

CIN: L74899DL1930PLC000208

Dear Sir,

I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (Membership No FCS 6628, C.P. No. 7257), appointed as Scrutinizer by the Board of Directors of The Motor and General Finance Limited("the Company")for the purpose of scrutinizing thePostal Ballot process in a fair and transparent manner in respect of the resolution(s)stated in the Notice of the Postal Balloton Tuesday, the19thFebruary, 2019proposed to be passed by the EquityShareholders of the company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management.My responsibility as a scrutinizeris to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions.

2. In accordance with the Notice of the Postal Ballot datedFebruary, 19, 2019, despatched to the shareholders by prescribed modes by Monday, the 25th February, 2019 and the 'Advertisement' published pursuant to the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on Thursday, the 21st February, 2019, the voting commenced on Tuesday, the 26th February, 2019 (at 9.00 A.M.) and ended on Wednesday, the 27th March, 2019 (at 5.00 P.M.) for physical ballots and as well as for e-voting. The e-voting facility was provided by the Central Depository Services (India) Limited. The

Res. : B-6/32, Sector-15, Rohini, Delhi-110 085, India Phone : 91-11-27883223

votes were unblocked at around 05.15 P.M. on Wednesday, the 27th March, 2019 and the e-voting summary statement was downloaded from e-voting website of Central Depository Services (India) Limited (https://www.evoting@cdslindia.com)

3. The Equity Shareholders holding shares as on Friday, the 15th February, 2019, "cut off date" were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.

4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the record maintained by the Company/R&TA and the authorizations/power or attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating rejection on duplicate voting i.e. e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Alankit Assignments Limited, the Registrar & Share Transfer Agents of the Company.

5. My reports on the results of the voting is based on the data downloaded from the Central Depository Services (India) Limited and the votes cast through physical ballot forms received respectively in respect of the resolutions in the Notice of the Postal Ballot.

6. The result of the voting is as under:



A. Resolution 1

Special Resolution for the re-appointment of Sh. Rajiv Gupta (DIN: 00022964), Chairman & Managing Director & CEO and Payment of Remuneration for the period August 13, 2019 to August 12, 2022 and continuation of remuneration for the remaining period i.e. upto August 12, 2019 on the existing terms.

(i) Voted in **favour** of the resolution:

	Number of Members voted	**Number of votes cast by them**	**% of total number of valid votes cast in favour**
E-voting:	21	1526099	99.08
Ballot:	68	13564	0.88
Total:	89	1539663	99.96

(ii) Voted **against** the resolution:

	Number of Members voted	**Number of votes cast by them**	**% of total number of valid votes cast against**
E-voting:	2	600	0.04
Ballot:	0	0	0
Total:	2	600	0.04

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	**Total numbers of invalid votes**
NIL	NIL

Anjali Yadav & Associates ★ Company Secretaries ★ Delhi

B. Resolution 2

Special Resolution for the re-appointment of Smt. Arti Gupta (DIN: 00023237), Joint Managing Director and Payment of Remuneration for the period August 13, 2019 to August 12, 2022 and continuation of remuneration for the remaining period i.e. upto August 12, 2019 on the existing terms.

(i) Voted in **favour** of the resolution:

	Number of Members voted	**Number of votes cast by them**	**% of total number of valid votes cast in favour**
E-voting:	21	1526099	99.08
Ballot:	64	13188	0.86
Total:	85	1539287	99.94

(ii) Voted **against** the resolution:

	Number of Members voted	**Number of votes cast by them**	**% of total number of valid votes cast against**
E-voting:	2	600	0.04
Ballot:	4	376	0.02
Total:	6	976	0.06

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	**Total numbers of invalid votes**
NIL	NIL

Anjali Yadav & Associates ★ Company Secretaries ★ Delhi

C. **Resolution 3**

Special Resolution for the re-appointment Sh. Arun Mitter (DIN: 00022941), Whole Time Director designated as Executive Director and Payment of Remuneration for the period August 13, 2019 to August 12, 2022 and continuation of remuneration for the remaining period i.e. upto August 12, 2019 on the existing terms.

(i) Voted in **favour** of the resolution:

	Number of Members voted	**Number of votes cast by them**	**% of total number of valid votes cast in favour**
E-voting:	21	1526099	99.08
Ballot:	68	13564	0.88
Total:	89	1539663	99.96

(ii) Voted **against** the resolution:

	Number of Members voted	**Number of votes cast by them**	**% of total number of valid votes cast against**
E-voting:	2	600	0.04
Ballot:	0	0	0
Total:	2	600	0.04

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	**Total numbers of invalid votes**
NIL	NIL

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman consider, approves and signs the minutes of Postal Ballot and the same shall be handed over thereafter to the Chairman/person authorized by him for safe keeping.

Thanking You,

Yours faithfully



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

Place: New Delhi
Date: March 29, 2019

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Resolution (1)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Special Resolution for the re-appointment of Sh. Rajiv Gupta (DIN: 00022964), Chairman & Managing Director & CEO and Payment of Remuneration for the period August 13, 2019 to August

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12835633	549600	4.2818	549600	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12835633	549600	4.2818	549600	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6527962	977099	14.9679	976499	600	99.9386	0.0614
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		13564	0.2078	13564	0	100.0000	0.0000
	Total	6527962	990663	15.1757	990063	600	99.9394	0.0606
Total		19363595	1540263	7.9544	1539663	600	99.9610	0.0390
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

THE MOTOR & GENERAL FINANCE LTD. 11/19 ASAF ALI ROAD NEW DELHI

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Resolution (2)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Special Resolution for the re-appointment of Smt. Arti Gupta (DIN: 00023237), Joint Managing Director and Payment of Remuneration for the period August 13, 2019 to August 12, 2022 and

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12835633	549600	4.2818	549600	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12835633	549600	4.2818	549600	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6527962	977099	14.9679	976499	600	99.9386	0.0614
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		13564	0.2078	13188	376	97.2280	2.7720
	Total	6527962	990663	15.1757	989687	976	99.9015	0.0985
Total		19363595	1540263	7.9544	1539287	976	99.9366	0.0634
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (3)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Special Resolution for the re-appointment Sh. Arun Mitter (DIN: 00022941), Whole Time Director designated as Executive Director and Payment of Remuneration for the period August 13, 2019 to

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12835633	549600	4.2818	549600	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12835633	549600	4.2818	549600	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6527962	977099	14.9679	976499	600	99.9386	0.0614
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		13564	0.2078	13564	0	100.0000	0.0000
	Total	6527962	990663	15.1757	990063	600	99.9394	0.0606
Total		19363595	1540263	7.9544	1539663	600	99.9610	0.0390
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

