MGF

PHONE 23272216-18
23278001-02

GRAMS : "EMGEEF"
FAX : 23274606
Website : http://www.mgfltd.com
E-mail : mgfltd@hotmail.com

THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,
Regd. & H.O. : 4/17-B, ASAF ALI ROAD, NEW DELHI-110 002

DLI:CS:NSE:12

October 9,2012

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

Dear Sir, Re: Submission of Proceedings of 82nd Annual General Meeting held on 27th September,2012

Pursuant to Clause 3(d) of the Listing Agreement, we are enclosing herewith a certified true copy of the proceedings of 82nd Annual General Meeting held on 27th September,2012.

This is for your information and records.

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,
ASAF ALI ROAD, NEW DELHI-110002

PROCEEDING OF THE 82nd ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, THE 27TH SEPTEMBER,2012 AT 11.30 A.M. AT THE EXECUTIVE CLUB,439, VILLAGE-SHAHOORPUR, P.O. FATEHPUR BERI, NEW DELHI-110030.

The Secretary while welcoming the members informed that in the absence of Sh.Rajiv Gupta,Chairman & Managing Director, the members may propose the name of Sh. Abhiram Seth, Director to chair the meeting. The members unanimously proposed the name of Sh. Abhiram Seth to chair the proceedings.

Sh. Abhiram Seth occupied the Chair.

1151 members were present in person holding 134882 shares and 141 proxies representing 141 members holding 116,54,142 shares

Chairman announced the presence of valid quorum and declared the meeting open . The following Registers were made available for inspection.

i) Register of Proxies
ii) Register of Directors
iii) Register of Directors' shareholdings

While welcoming the members, 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 proceeded to propose the following Resolution

ORDINARY BUSINES

Resolution No.1

ADOPTION OF ACCOUNTS

Resolved that the audited Balance Sheet as at 31st March,2012 and Statement of Profit & Loss Account for the period ended on that date, together with schedules annexed thereto alongwith Directors' Report, Auditors' report and Corporate Governance Report thereon, be and the same are hereby approved and adopted".

The Chairman invited the members to express their views on the Annual Accounts placed before the meeting. Few members spoke and sought clarification on certain issues which was suitably explained by the Chairman. He further explained that commercial project at Shalimar Bagh(Shalimar Place), Delhi is nearing completion. The company, in the said project, foresee a substantial revenue on the sale of the shops/offices. The members were fully satisfied with the explanation. Accordingly, resolution was put to vote.

It was proposed by the Chair and seconded by Sh Madan Lal Wadhwa (Folio No/Client ID No..1201910100032793).
Put to Vote
It was carried unanimously.

Resolution No.2

RE-APPOINTMENT OF SH. O.N. AGGARWAL AS A DIRECTOR

The second item relating to re-appointment of Sh. O.N. Aggarwal as a Director was taken up.

"Resolved that Sh. O.N. Aggarwal, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Sh.Prem Chachra (Folio No./Client ID No.IN-300468/10029302) proposed the resolution and it was seconded by Ms.Suman Kapoor (Folio No./Client ID No.32028)

The above resolution was put to vote by show of hands.

It was carried unanimously.

Resolution No.3

RE-APPOINTMENT OF SH. BHARAT KUMAR AS A DIRECTOR

He took up the third item relating to re-appointment of Sh. Bharat Kumar as a Director.

"Resolved that Sh. Bharat Kumar, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

The above resolution was put to vote by show of hands.

Sh. B.R. Nayyar (Folio No./Client ID No.IN-301774/11219849) proposed the resolution and it was seconded by Shri.Ritij Chachra (Folio No./ Client ID No.1201130000393591)

It was carried unanimously.

Resolution No.4

RE-APPOINTMENT OF SH. SHARAD AGGARWAL AS A DIRECTOR

He took up the fourth item relating to re-appointment of Shri Sharad Aggarwal as a Director.

"Resolved that Sh. Sharad Aggarwal, who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Ms. Sonakshi Chachra (Folio No.Client ID No.1201330000336761) proposed the resolution and it was seconded by Shri. Sandeep Jain (Folio No./Client ID No. IN-300888/13615193)

The above resolution was put to vote by show of hands.

It was carried unanimously.

Resolution No.5

RE-APPOINTMENT OF M/S S.N. DHAWAN & CO, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS

The Chairman took up the fifth item relating to re-appointment of M/s S.N. Dhawan & Co, Chartered Accountants, as Statutory Auditors

"Resolved that M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi duly recommended by the Audit Committee, be and are hereby re-appointed as Statutory Auditors of the Company for the year ending 31st March,2013 i.e. to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such remuneration as may be fixed by the Board."

Shri. Lakhbir Singh (Folio No/Client ID No. IN-300708/10003002) proposed this resolution and seconded by Sh. Savi kant Abbi (Folio No./Client ID No 1201910100007169).

The above resolution was put to vote by show of hands.

It was carried unanimously.

SPECIAL BUSINESS

Resolution No.6

AS AN ORDINARY RESOLUTION

CREATION OF CHARGES

The chairman took up the next item pertaining to Creation of Charges

Resolved that the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act,1956, and subject to such consents and approvals as may be necessary, the Board of Directors of the company be and is hereby authorised to mortgage and/or charge of all the immovable and movable properties of the company wheresoever situated, present and future, and the whole of the undertaking of the company and/or assets of the company in certain events to and in favour of Kotak Mahindra Prime Limited for its working capital loan and/or any other facility to be lent and to be advanced.

"Resolved Further that the mortgage/charge created/to be created and/or all agreements/documents executed/to be executed and all acts done in terms of above resolutions by and with the authority of the Board of Directors be and are hereby confirmed and ratified."

Resolved Further that Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to the resolution and to settle any questions or disputes that may arise in relation thereto".

Sh. Madan Lal Wadhwa (Folio No/Client ID No1201910100032793) proposed the resolution and it was seconded by Shri B.R. Nayyar (Folio No/client ID No.1202430000050460.)

The above resolution was put to vote by show of hands.

It was carried unanimously.

The meeting ended with a vote of thanks to the Chair.

CHAIRMAN OF THE MEETING

Certified true copy

For The Motor & General Finance Ltd.

(M. K. MADAN)
Vice President & Company Secretary