MGF

PHONE 23272216-18
23278001-02

FAX : "23274606 "
Website : http://www.mgfltd.com
E-mail : mfgltd@hotmail.com
CIN NO. : L74899DL1930PLC000208

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:17 May 29,2017

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: Audited Financial Results (Stand-alone) for the 4th quarter and year ended March 31,2017 along with Auditors Report pursuant to regulation 33 of SEBI (LODR), Regulations,2015

In compliance of the following Regulations of the SEBI(LODR)Regulation,2015, the Board of Directors of the company at its meeting held today, the May 29,2017 have taken on record the followings:-

1. Audited Financial Results(Standalone)of the company for the 4th quarter and year ended March 31,2017 along with Statement of Assets and Liabilities for the year ended March 31,2017 pursuant to Regulation 33(3) (d).
2. Auditors Report from the Statutory Auditors of the company for Audited Financial Results(Standalone) for the year ended March 31,2017 along with Declaration pursuant to Regulation 33(3) (d);
3. Results of Audited Financial Results(Standalone) for the year ended March 31,2017 pursuant to Regulation 47(3) shall be published in the newspapers within 48 hours of the conclusion of the meeting. The above results will also be available on company's website, namely, www.mgfltd.com

As regards Consolidated Financial Results for the year ended March 31,2017, we have been informed by one of our associate companies, the results of which are to be incorporated in the Consolidated Financial Results, that the computer data has been crashed and it has not been possible to retrieve the data till date. However, the said company has already initiated the necessary steps by taking the services of computer expert to retrieve the data at the earliest.

In view of the submissions made hereinabove and for want of audited financial figures for the year ended March 31,2017, we are unable to incorporate the figures and request that pending information, we may kindly be given time to file the Consolidated Financial Results at a later date when we incorporate the figures. We shall keep the stock exchange informed of the development in this regard.

Further please find enclosed herewith the copy of the Audited Financial Results(Standalone) for the quarter and year ended March 31,2017 along with Statements of Assets and Liabilities for the said period along with Declaration pursuant to Regulation 33(3) (d) and shall request to kindly take the same on record.

M.G.F. LTD. * 17-B, ASAF ALI ROAD * NEW DELHI 110 002

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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

As regards approval for the Notice of AGM, Closure of Books and other connected matters, a separate meeting of the Board of Directors of the company will be convened and outcome of the same will be informed in due course.

The meeting of the Board of Directors commenced at 05:15 p.m. and concluded at 05:45 p.m.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

(ARUN MITTER)
EXECUTIVE DIRECTOR.
ENCL: AS ABOVE.

MGF

PHONE 23272216-18
23278001-02

FAX : "23274606 "
Website : http://www.mgfltd.com
E-mail : mfgltd@hotmail.com
CIN NO. : L74899DL1930PLC000208

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:17

May 29,2017

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: Declaration pursuant to Regulation 33(3)(d) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby declare that M/s S.N. Dhawan & Co LLP, Chartered Accountants, Statutory Auditors have issued the Audited Report with unmodified opinion on the Annual Audited Financial Results of the company for the financial year ended March 31,2017.

This declaration is issued in compliance of Regulation 33(3) (d) of the SEBI(Listing Obligations Disclosure Requirements) Regulations,2015 read with SEBI Circular No.CIR/CFD/CMD/56/2016 dated May 27,2016 for the said financial year.

We request to kindly take this declaration on your record.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

(ARUN MITTER)
EXECUTIVE DIRECTOR.

THE MOTOR & GENERAL FINANCE LIMITED

REGD. OFFICE : MGF HOUSE , 4 / 17B, ASAF ALI ROAD, NEW DELHI 110002.

CIN : L74899DL1930PLC000208, Email ID: mgfltd@hotmail.com, Website : http://www.mgfltd.com, Phone : 23272216-18, 23278001-02

Statement of Standalone Audited Results for the Quarter and Year ended March 31, 2017

(₹ in lacs)

Part I		Standalone				
Sl.	Particulars	Quarter ended			Year Ended	
		March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016
		Audited	Reviewed	Audited	Audited	Audited
1	**Income from Operations**					
	(a) Net Income from Operations	310.83	310.34	355.56	1321.85	1382.74
2	**Expenses**					
	(a) Employee benefits expense	60.51	65.70	78.24	273.07	286.37
	(b) Depreciation expense	66.85	20.08	24.92	125.15	99.74
	(c) Rates & Taxes	109.14	50.12	111.39	259.49	265.09
	(d) Transport, travelling and motor car expenses	18.91	21.12	23.02	77.48	87.47
	(e) Legal & professional charges	21.86	14.38	23.91	63.37	78.81
	(f) Rent	1.10	1.06	1.05	4.24	4.12
	(g) Amount irrecoverable written off	0.00	0.00	0.00	0.00	0.27
	(h) Other Expenses	103.67	67.84	76.70	298.56	327.90
	Total Expenses	**382.04**	**240.30**	**339.23**	**1101.36**	**1149.77**
3	**Profit/(Loss) from Operations before Other Income, Finance Cost and Exceptional Items (1-2)**	**(71.21)**	**70.04**	**16.33**	**220.49**	**232.97**
4	Other Income	56.32	55.12	441.44	227.10	605.51
5	Provision for NPA/diminution in investment	(34.76)	-	(94.40)	(34.76)	(94.40)
6	**Profit/(Loss) from Ordinary activities before Finance Cost and Exceptional Items (3+4+5)**	**(49.65)**	**125.16**	**363.37**	**412.83**	**744.08**
7	Finance Cost (Interest)	109.25	119.81	105.23	481.96	550.10
8	**Profit/(Loss) from Ordinary Activities after Finance Cost but before Exceptional Items (6-7)**	**(158.90)**	**5.35**	**258.14**	**(69.13)**	**193.98**
9	Exceptional Items	0.00	0.00	0.00	0.00	0.00
10	**Profit/ (Loss) from Ordinary Activities before Tax (8-9)**	**(158.90)**	**5.35**	**258.14**	**(69.13)**	**193.98**
11	Tax Expense (inclusive of earlier years)	15.00	0.00	71.40	15.00	73.50
12	Deferred Tax	50.06	0.00	20.82	50.06	20.82
13	**Net Profit /(Loss) from Ordinary Activities after Tax (10-11+12)**	**(123.84)**	**5.35**	**207.56**	**(34.07)**	**141.30**
14	Extraordinary Items	-	-	-	-	-
15	**Net Profit/(Loss) for the period (13-14)**	**(123.84)**	**5.35**	**207.56**	**(34.07)**	**141.30**
16	Share of Profit/(Loss) of Associates	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
17	**Net Profit/(Loss) after share of Profit/(Loss) of Associates (15+16)**	**(123.84)**	**5.35**	**207.56**	**(34.07)**	**141.30**
18	Paid up Equity Share Capital Face Value Rs. 10 / -	**1936.36**	**1936.36**	**1936.36**	**1936.36**	**1936.36**
19	Reserves excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year.				4399.81	4433.89
19.i	**Earnings Per Share (before Extra Ordinary Items) (of Rs10/- each) (not annualised)** Basic and Diluted	(0.64)	0.03	1.07	(0.18)	0.73
19.ii	**Earnings Per Share (after Extra Ordinary Items) (of Rs10/- each) (not annualised)** Basic and Diluted	(0.64)	0.03	1.07	(0.18)	0.73

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

Statement of Assets & Liabilities

(₹ In Lacs)

PARTICULARS	Standalone	
	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)
EQUITY AND LIABILITIES		
Shareholders' funds		
a) Share capital	1936.36	1936.36
b) Reserves and surplus	6995.19	7029.26
	8931.55	8965.62
Non-current liabilities		
a) Long-term borrowings	3940.98	3858.82
b) Other long term liabilities	502.68	747.68
c) Long-term provisions	73.40	94.60
	4517.06	4701.10
Current liabilities		
a) Short-term borrowings	528.52	643.00
b) Other current liabilities	2569.08	2472.19
c) Short-term provisions	63.74	68.79
	3161.34	3183.98
TOTAL	16609.95	16850.70
ASSETS		
Non-current assets		
a) Fixed assets		
Tangible assets	2667.73	2704.30
Investment property	2075.60	-
b) Non current investments	564.60	2750.90
c) Deferred tax assets (net)	197.15	147.09
d) Other non-current assets	322.47	297.63
	5827.55	5899.92
Current assets		
a) Stock in trade	8,977.17	8,902.28
b) Trade receivables	282.06	139.31
c) Cash and bank balances	172.50	150.31
d) Short-term loans and advances	1290.00	1650.00
e) Other current assets	60.67	108.88
	10782.40	10950.78
TOTAL	16609.95	16850.70

Notes:

1 The above audited financial results are in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their meeting held on May 29, 2017.

2 In view of the Company's substantial holding in Jayabharat Credit Limited (JBCL) and to preserve Company's reputation and image, the Board of Directors of the Company, on the basis of legal opinion obtained, had taken a conscious decision to give Inter-Corporate Deposit (ICD), at the rate of interest mutually agreed in the financial year 2010-11, to meet the contingency in repayment of public deposits and banks of JBCL. The amount due as on March 31, 2017 is ₹ 1290 lacs (Previous Year ended March 31, 2016 ₹ 1650 lacs). The Company has taken steps to realise the balance outstanding amount at the earliest.

3 Segment reporting as defined in Accounting Standard (AS) -17 is not applicable, since the entire operations of the Company relate to only one reportable segment.

4 As informed by one of its associate company, the results of which are to be incorporated in the Consolidated Financial Results, that their computer data has been crashed and it is not possible to retrieve the data till date. Hence, presently, it is not possible to publish the Consolidated Financial Results which is required as per provisions Act and SEBI (Listing Obligations and Disclosure Requirements). However, the said company has already initiated the necessary steps by taking the services of computer expert to retrieve the data at the earliest.

5 During the year, in accordance with compliance the Companies (Accounting Standards) Amendment Rules 2016 as notified by the Ministry of Corporate Affairs dated 30th March 2016, Accounting Standard 13 (Accounting for Investments) stands modified which inter-alia, states that an investment property has to be accounted for in accordance with the cost model as prescribed in Accounting Standard 10 (Property, Plant & Equipment). Accordingly, the management with effect from April 01, 2016, has reclassified Investments in Building on Lands from Non-Current Investments to Property, Plant and Equipment and started providing depreciation on same in its remaining useful lives, as assessed by the management. If the Company had continued with the previous classification, amount of depreciation for the year ended March 31, 2017 would have been lower by Rs.4,762,242 and loss would have been lower by same amount.

6 The figures of the last quarter March 31, 2017 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.

7 Previous quarter/ year ended figures have been regrouped/rearranged where ever considered necessary.

8 The Board has not recommended any dividend for the year 2016-17.

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

FOR THE MOTOR & GENERAL FINANCE LIMITED

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN : 00022964

Place : New Delhi
Dated: May 29, 2017

Independent Auditor's Report

To the Members of The Motor & General Finance Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **The Motor & General Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information,

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, includingthe Accounting Standardsspecified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and theRules made thereunder.

We conducted our audit in accordance with the Standards on Auditingspecified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financialstatements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

S.N. Dhawan & Co. (a partnership firm with Registration No. 2054/71) converted into S.N. DHAWAN & CO. LLP (a limited liability partnership with LLP Identification No. AAH-1125) with efect from 8th August 2016)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us,the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure"A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section143(3) of the Act, we report that

   a. We have sought andobtainedall the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   c. The standalone financial statementsdealt with by this report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified underSection 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);

   e. On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017from being appointed as a director in terms of Section164(2) of the Act;

   f. With respect to the adequacy of the internal financial controls over financial reportingof the Companyand the operating effectiveness of such controls, refer to our separate Report inAnnexure "B"; and

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its standalone financialposition in its financial statements - Refer Note 25(i) to the standalone financial statements;

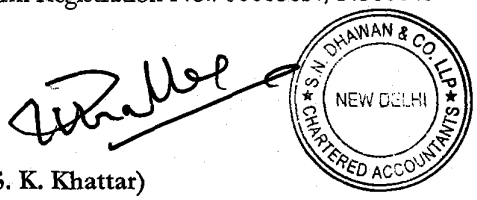
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

S. DHAWAN & CO. LLP ★ NEW DELHI ★ CHARTERED ACCOUNTANTS

iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 25(x)

For **S.N.Dhawan & Co LLP**
(*Formerly S. N. Dhawan& Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045



(S. K. Khattar)
Partner
Membership No.:084993

Place: New Delhi
Date: May 29, 2017

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1under 'Report on Other Legal and Regulatory Requirements' sectionof the Independent Auditor's Report of even date to the members of The Motor & General Finance Limited on the standalone financial statements as of and for the year ended March 31, 2017).

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The Company has a regular program of physical verification of its Property, Plant and Equipment under which Property, Plant and Equipment are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain Property, Plant and Equipment were verified during the yearand according to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c.) According to the information and explanations given to us and the records examined by us, the title deeds of all theimmovable properties (which are included under the head 'Property, Plant and Equipment') are held in the name of the Company

(ii) According to the information and explanations given to us the inventories comprises of stock in trade of commercial project which have been physically verified by the management at reasonable intervals during the year. The discrepancies noticed on physical verification of inventories as compared to book records were not material and the same have been properly dealt with in the books of account.

(iii) According to the information and explanations given to us,the Company has granted unsecured loans to companies covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion the terms and conditions of grant of such loans are not, *prima facie,* prejudicial to the Company's interest.

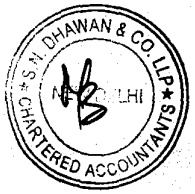
(b) Theschedule of repayment of the principal has not been stipulated and hence we are unable to comment as to whether repayments of the principal amount. However, interest is being paid regularly;

(c) as stated above no repayment schedule have been specified, therefore there are no amount which is overdue for more than 90 days.

(iv) In our opinion andaccording to the information and explanations given to usthe Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) In our opinion andaccording to the information and explanations given to us, the Company has not accepted any deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products/services and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and



the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii)(a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there are no dues of income-tax, sales-tax or value added tax which have not been deposited on account of any dispute except for the following:

Name of the statute	Nature of dues	Amount (□)	Amount paid under Protest (□)	Period to which the amount relates	Forum where dispute is pending
Finance Act	Service tax	1,03,51,192	--	2008-09	Commissioner of Service Tax

(viii)In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, banks andgovernment. The Company has not issued any debentures during the year.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans obtained during the year have not been utilised by the company.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) In our opinion and according to the information and explanations given to us,managerial remuneration has been providedby the Companyin accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii)The Company is not a Nidhi Company. Accordingly, provisions ofclause 3(xii) of the Order are not applicable.

(xiii) In our opinion and according to the information and explanations given to us,all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements as required by the applicable accounting standards.

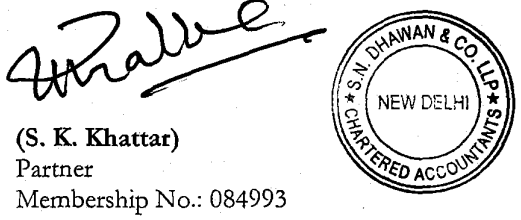
(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause3 (xiv) of the Order are not applicable.

S.N. DHAWAN & CO. LLP ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

(xv) In our opinionand according to the information and explanations given to us,the Company has not entered into any non-cash transactions with the directors or persons connected with them. Accordingly, provisions of clause3 (xv) of the Order are not applicable.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause3 (xvi) of the Order are not applicable.

For **S.N.Dhawan & Co LLP**
(*Formerly S. N. Dhawan & Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045



(S. K. Khattar)
Partner
Membership No.: 084993

Place: New Delhi
Date: May 29, 2017

Annexure "B" to the Independent Auditor's Report of even date to the members of The Motor & General Finance Limited, on the standalone financial statements for the year ended March 31, 2017

Annexure "B"

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Motor & General Finance Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's managements responsible for establishing and maintaining internal financial controls based on internal financialcontrols over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI.. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2)provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

S. CHHAWAN & CO. LLP ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Annexure "B" to the Independent Auditor's Report of even date to the members of The Motor & General Finance Limited, on the standalone financial statements for the year ended March 31, 2017

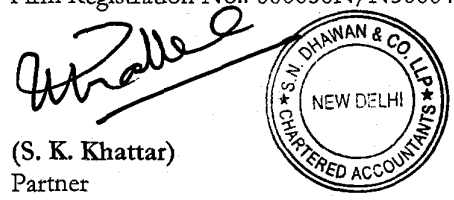
Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.N.Dhawan & Co LLP**
(*Formerly S. N. Dhawan & Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045



(S. K. Khattar)
Partner
Membership No.: 084993

Place: New Delhi

Date: May 29, 2017