

Anjali Yadav & Associates
COMPANY SECRETARIES

Registered Address

B-6/32, Sector-15, Rohini, New Delhi-11008

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

Dear Sir(s),

Secretarial Compliance Report for the financial year ended March 31, 2022

We have been engaged by The Motor & General Finance Limited whose equity shares are listed on National Stock Exchange [Symbol: MOTOGENFIN] and BSE Limited [Security Code: 501343] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by The Institute of Company Secretaries of India "ICSI". Secretarial Compliance Report is enclosed herewith.

For Anjali Yadav & Associates
Company Secretaries

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yadav

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by anjali yadav
Date: 2022.05.09
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Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257
P/R: 629/2019

Date : May 09, 2022
Place : New Delhi
UDIN: F006628D000287557

Secretarial Compliance Report of The Motor & General Finance Limited for the financial year ended March 31, 2022

We have examined:

- (a) all the documents and records made available to us and explanation provided by **THE MOTOR & GENERAL FINANCE LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(as amended from time to time)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended from time to time)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(as amended);[**Not applicable during the period under Review**];
- (e) ¹The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and (Share Based Employee Benefits) Regulations, 2014; (as amended);[**Not applicable during the period under Review**]
- (f) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended); [**Not applicable during the period under Review**]
- (g) ²The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (as amended);[**Not applicable during the period under Review**];
- (h) ³The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended)[**Not applicable during the period under Review**];
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended);[**Not applicable during the period under Review**];

Footnotes:

1. *The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and (Share Based Employee Benefits) Regulations, 2014; (as amended) have been merged into The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended), provided at point (e) to the report.*
- 2.&3. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended) have been merged into Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended) provided at point (i) to the report.*

(j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and based on the above examination, we submit our report as under:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No.	Action taken by	Details of Violation	Details of action taken E.g. Fines, warning letter, debarment etc.	Observations/remarks of remarks of the Practicing Company Secretary, if any
-	-	-	-	-

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: [Not applicable during the period under Review]

**For Anjali Yadav & Associates
Company Secretaries**

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yadav** Digitally signed
by anjali yadav
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