

Registered Office: MGF HOUSE, 4/17-B, Asaf Ali Road, New Delhi-110002

Phone Nos.: 011-23272216-18, 011-23276872 Fax: 011-23274606

Website: <http://www.mgf ltd.com> Email-mgf ltd@hotmail.com

CIN: L74899DL1930PLC000208 GSTIN:07AAACT2356D2ZN

NOTICE

NOTICE is hereby given that the 91st (Ninety First) Annual General Meeting of the members of The Motor & General Finance Limited will be held on Wednesday, the 29th September, 2021 at 11.30 A.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) facility to transact the following business and shall be deemed to be conducted at Registered Office of the Company i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.

ORDINARY BUSINESS

- To receive, consider and adopt the Standalone Audited Financial Statements of the company for the Financial Year ended March 31,2021 and the Reports of the Board of Directors and Auditors thereon;
 - To receive, consider and adopt the Consolidated Audited Financial Statements of the company for the Financial Year ended March 31,2021 together with the Report of the Auditors thereon,
- To authorize the Board to fix the remuneration of Auditors, in terms of provisions of Section 142 of the Companies Act,2013, for the financial year ended March 31,2021.
- To consider and if thought fit, to pass with or without modification(s), the following resolution **as an Ordinary Resolution**

“To appoint a Director in the place of Sh. Arun Mitter (DIN:00022941), Executive Director, who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers himself for re-appointment.”

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions:-

4. As a Special Resolution

Company’s contribution to Bonafide and Charitable Funds, etc

“**Resolved That** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act,2013, the Board of Directors of the company be and is hereby authorized to contribute and/or donate, from time to time in any financial year, to any bonafide charitable and other funds, any amount the aggregate of which, may exceed five percent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 3 Crores(Rupees Three Crores only) in any one financial year”.

5 As a Special Resolution

Related Party Transaction including Material Related Party Transactions

“**Resolved That** pursuant to the provisions of Section 185, 186 & 188, and all other applicable provisions, if any, of the Companies Act,2013(the Act) read with Rule 15 of the Companies(Meetings of Board and its Powers) Rules, 2014, as amended, till date and also read with Regulation 23(4) of SEBI(LODR) Regulations,2015 and the company’s policy on Related Party Transaction(s) and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the undernoted related parties as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD’s & appointment to an office or place of profit in the company or reimbursement of any transaction or any other transaction of whatever nature with related parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related party(ies) and the company hereby approves, ratifies and confirms the said agreements entered into or to be entered into with the related parties with the total amount of related parties transactions not to exceed Rs. 300 Crores”.

SI No.	Name of Related Party	Period of Contract	Particulars of Contract	Value (₹ In Crores)
1.	India Lease Development Ltd	1 st October, 2021 to 30 th September, 2022	Selling or otherwise disposing of, or buying/leasing of property of any kind and availing or rendering of any services or appointment to an office or place of profit ICDs taking/giving, etc	20
2.	Jayabharat Credit Ltd	-do-	-do-	10
3.	Bahubali Services Pvt Ltd	-do-	-do-	20
4.	MGF Estates Pvt Ltd	-do-	-do-	10
5.	MGF Securities Pvt Ltd	-do-	-do-	10
6.	Cards Services India Pvt Ltd	-do-	-do-	20

7.	Associated Traders & Engineers Pvt Ltd	-do-	-do-	20
8.	Ram Prakash & Co Pvt Ltd	-do-	-do-	90
9.	Grosvenor Estates Pvt Ltd	-do-	-do-	20
10.	Gee Gee Holdings Pvt Ltd	-do-	-do-	20
11.	In additions to the above related parties i.e. from SI No. 1 to 10 any other related party/parties which may be included or defined under the Act	-do-	-do-	60
	Total			300

“**Resolved Further That** approval of the members be and is hereby accorded to the Board of Directors(which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the company to approve transactions and the terms and conditions with any of the aforesaid related party/ies, and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board/Audit Committee may in their absolute discretion deem fit, without being required to seek any further consent or approvals of the members otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority for the purpose of giving effect to this Resolution”.

Also Resolved that pursuant to provisions of Regulation 23 of SEBI (LODR) Regulation, 2015 and considering that the Company does not have ‘Material Related Party Transactions’, as an abundant caution, approval of the members of the company be and is hereby obtained by way of Special Resolution.”

“**Further Resolved that** the Audit Committee & Board of Directors before finalizing the transaction shall review the major terms and conditions.”

“**Also Resolved that** as per Rule 15 of the Companies (Meeting of Board & its Powers) Rules, 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the Resolution relating to such contract or arrangement.”

6. As a Special Resolution

Insertion of new Clauses in the Articles of Association

Resolved that pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act,2013(the “Act”) read with Companies(Incorporation)Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force), after existing Article 48(h) of the Articles of Association, the following clauses be inserted:-

Clause 48(hh)

The registers and indices maintained pursuant to Section 88 and copies of returns prepared pursuant to Section 92, shall be opened for inspection during business hours, at such reasonable time on every working day as the Board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of fee not exceeding fifty rupees for each inspection.

Clause 48(hhh)

Any such member, debenture holder, security holder or beneficial owner or any other person may require a copy of any such register or entries therein or return on payment of such fee not exceeding Rs.10/-(Ten Rupees) for each page. Such copy or entries or return shall be supplied within the period as stated in the Companies Act.

7. As a Special Resolution:-

Authority to the Board of Directors to grant loan(s)/give guarantee(s) or security(ies) and make investment in securities

Resolved That pursuant to the provisions of Section 186 and other applicable provisions, if any of the Companies Act,2013(including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies(Meetings of Board and its Powers)Rules,2014 and the Articles of Association of the company and subject to such approvals, consents and permissions, as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors(hereinafter referred to as the Board, which terms shall include any Committee thereof constituted/to be constituted by the Board) notwithstanding that the aggregate of all the investments made or to be made, loans including Inter Corporate loans. Guarantees and securities so far given or to be given by the company in one or more trenches from time to time relating to the undernoted bodies corporate and/or other bodies corporate not specifically mentioned which may collectively exceed the limits prescribed under Section 186(2) of the Companies Act,2013 i.e. in excess of 60% of the aggregate of the paid up capital and free reserves or 100% of the free reserves of the company not exceeding the limit of Rs.300 Crores(Rupees Three Hundred Crores only):-

Name of the Company & upto the limit of	Amount (Rs.)
India Lease Development Limited	20
Jayabharat Credit Ltd	10
Bahubali Services Private Limited	20
MGF Estates Pvt Limited	20
MGF Securities Private Limited	20
Cards Services India Pvt Ltd	20
Associated Traders & Engineers Pvt Ltd	20
Ram Prakash & Co Pvt Ltd	90
Grosvenor Estates Pvt Ltd	20
Gee Gee Holdings Pvt Ltd	20
To give loans and/or guarantee(s) or provide security and/or investments in bodies corporate not specifically mentioned upto the limit of	40
Total	300

Further Resolved that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the company with power to delegate to any Officers of the company to discuss, negotiate and finalise the terms and conditions of the proposed loans, inter corporate loans, investments, lending or giving guarantees or security(ies)and/or making acquisitions which they may deem fit in the best interest of the company and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the company in pursuance of such loans, investments, lending or giving guarantees or security(ies) and/or making acquisitions".

By Order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi
Date: August 26, 2021

(M.K. MADAN)
VP & CS & Compliance Officer
ACS-2951

Registered Office:

MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.: 011-23272216-18, 011-23276872, Fax No.: 011-2374606
Website: <http://www.mgf ltd.com>, Email-mgf ltd@hotmail.com
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

NOTES:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circular") and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 ("SEBI Circular") permitted the holding of the Annual General Meeting ("the AGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members (also referred as "Shareholders") at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular (amended from time to time), the Annual General Meeting of the Company is being held through **VC/OAVM** and Members can attend and participate in the ensuing AGM through **VC/OAVM**.

For this purpose, necessary arrangements have been made by the Company with **Central Depository Services (India) Limited ("CDSL")/Alankit Assignments Limited**

The attendance of the Members attending the AGM through **VC/OAVM** will be counted for the purpose of reckoning the quorum under Section 103 of the companies Act, 2013.

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the companies(Management and Administration) Rules, 2014(as amended) and Regulation 44 of the SEBI(LODR) Regulations, 2015(as amended), and the aforesaid Circulars, the company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by CDSL.
- The Statement as required under Section 102 of the Act relating to the Special Businesses from Item No.4 to 7 to be transacted at the AGM is annexed hereto. Further, the Explanatory Statement relating to Ordinary Business in item no. 3 to be transacted at the AGM is also annexed hereto.
- In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic

mode to those Members whose email addresses are registered with the company/Company's Registrar and Transfer Agent(RTA) . Members may note that Notice and Annual Report 2020-21 will also be available on the Company's website at [https:// mgf ltd.com](https://mgf ltd.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindi.com respectively and on the website of CDSL at [https:// www.evotingindia.com](https://www.evotingindia.com)

5. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID/password for E-voting is annexed to this Notice.
6. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002
7. The Company has appointed Ms. Anjali Yadav, Practising Company Secretary as the Scrutinizer for scrutinizing the Remote e-voting and e-voting process to ensure that the process is carried out in a fair and transparent manner.
8. The Notice of AGM is being sent to those members/beneficial owners whose name appear in the Register of Members /List of beneficiaries received from the depository as on the **cut-off date i.e. Tuesday, the September 21, 2021**.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members/Beneficial Owners maintained by the Depositories as on the **cut-off date i.e Tuesday, the September 21, 2021**.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM for all business specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.
12. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent(RTA) of the company in case the shares are held by them in physical form. However, for limited purposes like receiving the notice of the forthcoming AGM and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in point II in the e-voting instructions of the notes to this Notice.

Members holding shares in physical form who are desirous of either registering or changing their bank particulars already registered against their folios are requested to write to the RTA immediately.

Since this AGM is being held through **VC/OAVM** pursuant to the MCA Circular, physical attendance of members has been dispensed with. accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend AGM through **VC/OAVM** and participate there at and cast their votes through e-voting.

The members can join the AGM in the **VC/OAVM** mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through **VC/OAVM** will be made available to at least 1000 members on first come first served basis. This will not include large shareholders(shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Auditors etc who are allowed to attend the AGM without restriction on account of first come first served basis.

13. A person who is not Member as on the **cut-off date i.e Tuesday, the September 21,2021** should treat this Notice for information purpose only.
14. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Alankit Assignments Limited. Further, members desirous of cancelling/varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH.14 to RTA of the Company. These forms will be available on request.
15. SEBI has mandated the registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, advised to send duly signed letter including Folio No., Bank Account Details (account number, 9 digit MICR code and 11 digit IFSC), e-mail IDs and mobile number along with self-attested copy of PAN Card and original cancelled cheque to RTA/Company through e-mail at **M/s Alankit Assignments Limited**. The Original cancelled cheque should bear the name of the Member. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
16. **Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed to this Notice.**

Voting Results:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the chairman of the AGM or to any other person authorized by the Chairman of the company.
2. Based on the Scrutinizer's Report, the Company will submit within 2 working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at www.mgf ltd@hotmail.com and on the website of CDSL at www.evotingindia.com.

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM

I. INSTRUCTIONS FOR REMOTE E-VOTING:

The detailed process, instructions and manner for availing Remote e-voting facility is provided herein below:

- (i) The Remote e-voting period commences on **Sunday, the September 26, 2021 at 9.00 a.m.** and ends on **Tuesday, the September 28, 2021 at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Tuesday, the September 21, 2021** may cast their vote electronically. The Remote e-voting module shall be disabled by the CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the AGM date would not be entitled to vote at the AGM.
- (iii) The equity shareholders should log on to the E-voting website **www.evotingindia.com**.
- (iv) Click on "shareholders/Members" tab to cast your votes.
- (v) 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 Form should enter Folio Number registered with the company.
- (vi) Next enter the image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Equity Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both i.e. for equity shareholders holding shares in Demat Form and Physical Form) <ul style="list-style-type: none">- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence No. is printed on the Proxy Form.- In case the sequence number is less than 8 digits enter the applicable number of 0' before the number after the first two characters of the name in Capital Letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, equity shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are requested 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.
- (xi) For equity shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number ("EVSN") for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xviii) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on forgot Password & enter the details as prompted by the System.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - 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 the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at **MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002**, if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

17. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL. Members are requested to keep the same updated.
18. To receive faster communication of all members, including annual reports, the members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.
19. The entire Annual Report is also available at the company's website www.mgfild.com

II. INSTRUCTIONS FOR E-VOTING DURING THE AGM:

1. The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members, who are present in the AGM through **VC/OAVM** and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system available during the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Instructions for attending AGM through VC/OAVM:

91st Annual General Meeting ("The AGM) of the company will be held on Wednesday, the September 29, 2021 at 11.30 A.M. at the Registered Office of the company situated at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 through **Video Conferencing/Other Audio Visual Means ("the VC/OAVM")** to transact the business enlisted in the Notice of AGM and is providing a web link/members whose email-IDs updated with their Depository Participants or with the Registrar and Transfer Agents of The Motor & General Finance Limited(MGF), viz. Alankit Assignments Limited.

Further, the company would like to mention that the AGM which is to be held on Wednesday, the September 29, 2021 at 11.30 A.M. to kindly follow instructions/guidelines/steps as provided in the Notice of AGM on remote as well as E-voting during the AGM.

Shareholders can attend the AGM through **VC/OAVM** and e-voting by visiting the website 'e-voting Service Provider's URL of the CDSL under shareholders/Member login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Member login where the EVSN of MGF will be displayed. Please note that shareholders need to use their 16 digit Demat Account Number or Folio Number as a User ID. The facility for joining the AGM through the **VC/OAVM** will be enabled 15 minutes prior to before the scheduled commencement of the AGM and will be available for Members on a First come first serve basis. Members are requested to join the proceedings of the AGM through desktop/laptops for better experience and smooth streaming. Further, members are required to use Internet with a high speed for seamless viewing during this AGM. In case, you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions("FAQs") and e-voting manual available at "e-voting Service Provider's URL, under helps section or write an email to "e-Voting Service Provider's mail ID or call e-voting Service Provider No" or rta@alankit.com. The helpline no in case of any assistance is 011-42541127, which may be contacted for any assistance.

We request to all members to attend the Annual General Meeting(AGM) through Video Conferencing or Other Audio Visual Means(**OAVM**)

1. Member will be provided with a facility to attend the AGM through **VC/OAVM** through the CDSL E-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders / members login tab by using the Remote e-voting credentials. The link for **VC/OAVM** will be available 15 minutes before the scheduled time of AGM in shareholder / members login tab where the EVSN of Company will be displayed.
2. The Members can join the AGM in the **VC/OAVM** mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through **VC/OAVM** will be made available to at least 1000 members on first come first served basis.

This will not include large shareholder (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

3. The attendance of the Members attending the AGM through **VC/OAVM** will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Members are encouraged to join the AGM through Laptops/IPads for better experience.
5. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. The Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at mgfltd@hotmail.com up to **Tuesday, the September 21, 2021**. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at mgfltd@hotmail.com up to **Tuesday, the September 21, 2021**. These queries will be replied by the Company appropriately during the AGM. Alternatively, members can also put question on the Q&A box available at the time of AGM.
9. Members who need technical assistance before or during the AGM can send an email to helpdesk.evoting@cDSLindia.com or call 1800225533.

Instructions for Shareholders for Registration of E-Mail Address

I. Temporary Registration of Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the Company by sending the mail to the Company at mgfltd@hotmail.com. The Members are requested to provide details such as Name, DP ID, Client ID/PAN, mobile number and e-mail id.

II. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect to demat holding with the respective Depository Participant ("DP") by following the procedure prescribed by in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

III. Registration for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail address registered with RTA of the Company i.e. M/s Alankit Assignments Limited by sending the request at mgfltd@hotmail.com or at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and the image of share certificate in PDF or JPEG format. (up to 1 MB).

By Order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi
Date: August 26, 2021

(M.K. MADAN)
VP & CS & Compliance Officer
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.: 011-23272216-18, 011-23276872, Fax No.: 011-2374606
Website: <http://www.mgfltd.com>, [Email-mgfltd@hotmail.com](mailto:mgfltd@hotmail.com)
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (The Act, 2013) in respect of Ordinary & Special Business to be transacted at the AGM, as set out in the Notice is annexed hereto:-

Ordinary Business

Item No.3

In terms of the provisions of Section 152 of the Companies Act, 2013 ("the Act") and in accordance with the Articles of Association of the Company, the two third of the total number of Directors, excluding Independent Directors, shall be eligible to retire by rotation, out of which, one-third shall retire. The Directors who are liable to retire by rotation would be those who have been longest in office since their initial appointment.

In pursuance to clause 60(e) of the Articles of Association, Sh. Rajiv Gupta, Chairman & Managing Director, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director (Non Independent Directors) are eligible to retire by rotation. However, such retirement shall not be deemed as break in service. Since, Sh. Arun Mitter was appointed initially on July 11, 2002 and as per mutual agreement, Sh. Arun Mitter will retire by rotation and would be eligible for re-appointment in this Annual General meeting.

Sh. Arun Mitter, is a qualified Chartered Accountant. He has extensive business experience in general and financial management of Corporate bodies. His continued association with the company is considered necessary in the interest of the company.

Accordingly, the Board recommends the Ordinary Resolution set out in **Item No.3** of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the company except Sh. Arun Mitter, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the company. Other Directors or Key Managerial Personnel, directly or indirectly, are not interested in the above resolution.

Special Business:

Item No.4

As per the provisions of Section 181 of the Companies Act,2013, the Board of Directors of the company is authorized to make contributions for charitable purposes, provided that prior permission of the members is obtained for such contribution, in case such contribution exceeds five percent of its average net profits during the three immediately preceding financial years. The approval of the members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the company to make contribution to bonafide charitable and other funds, in a financial year, exceeding 5%(five percent) of the company's average net profits during the three immediately preceding financial year, subject to limit of Rs.3 Crores (Rupees Three Crores) in any financial year.

None of the Directors or Key Managerial Personnel and/or their relatives, are in any way, financially or otherwise interested or concerned in the said resolution .

The Board of Directors recommends the proposed resolution at **Item No.4** for approval of the members of the company.

Item No.5

Pursuant to Section 188 read with Section 185 and other applicable provisions of the Companies Act,2013 and Rules made there under, the company can enter into transactions(s) or contract(s)etc. with related party/ies, which are not in ordinary course of business and/or not at arm's length basis, only with the recommendations of the Audit Committee & approval of members accorded by way of Special Resolution. The said Section, read with the Companies(Meetings of Board and its Powers) Rules,2014, states that the contracts or arrangements with respect to sale, purchase or supply of any goods or material, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services directly or through appointment of agent amounting to ten percent or more of the turnover of the company or rupees one hundred crores, whichever is lower or for appointment of any office or place of profit in the company or associate company monthly remuneration exceeding two and a half lakh rupees provides that the company having paid up share capital of Rs.10 Crores or more proposing to enter into such transactions which are not in the ordinary course of business shall obtain consent of the company by way of Special Resolution. The Audit Committee and the Board of Directors of the company in their meetings held on August 26, 2021 have approved the transactions given in Item No.5 of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of the members by way of Special Resolution.

Nature of interest of Related Parties in the company is given below:-

SI No.	Name of the related party	Nature of interest or concern of Directors, KMPs and others
1.	India Lease Development Ltd(ILD)	It is an Associate Company of MGF Ltd which holds 31.35% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, while Sh. Arun Mitter, Executive Director, is also Director in both the companies.
2.	Jayabharat Credit Limited(JBC)	It is an Associate Company of MGF Ltd which holds 43.45% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both Companies, while Sh. Arun Mitter, Executive Director is Director in both the companies. Sh.M.K. Madan, KMP of MGF is also Director in the related party.
3.	Bahubali Services Pvt Ltd(BSL)	It holds 21.15% shares in MGF. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, Smt. Arti Gupta, Sh. Arun Mitter are Director in both the Companies.
4.	MGF Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD of MGF Ltd are also directors in the related party.
5.	MGF Securities Pvt Ltd	Sh. Rajiv Gupta, CMD Sh. Arun Mitter, Executive Director are Directors in both the Companies.
6.	Cards Services India Pvt Ltd	Sh. Rajiv Gupta, CMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in related party
7.	Associated Traders & Engineers Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in the related party
8.	Ram Prakash & Co Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in related party.
9.	Grosvenor Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter, Executive Director of MGF Ltd, are also Directors in the related party.
10.	Gee Gee Holdings Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in the related party.

Save and except Sh. Rajiv Gupta, Smt. Arti Gupta, inter-se, related to each other being husband & wife, Sh. Arun Mitter, Director and Sh. M.K. Madan, KMP wherever interested are mentioned in SI No.1 to 10 and their relatives, to the extent of their shareholding interest, if any, in the company/ies, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested, financial or otherwise in transactions.

Pursuant to provisions of Regulation 23 of the SEBI(LODR) Regulations,2015, all Material Related Party Transactions although requires approval of the members through an Ordinary Resolution yet as an abundant caution, it is being passed through a Special Resolution.

Although the company does not have 'Material Related Party Transactions' yet as an abundant caution and keeping in view the provisions of

Regulation 23 of SEBI(LODR) Regulations,2015 approval of the members of the company is being obtained by way of Special Resolution. The Audit Committee and Board of Directors before finalizing the transaction(s) shall review the major terms & conditions, if any. As per Rule 15 of the Companies(Meetings of Board and its Powers) Rules,2014 states that, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement.

The draft contracts and/or agreements or arrangements have been approved by the Audit Committee and Board in their meetings held on the same date i.e. August 26,2021 and are available for inspection during the business hours at the Registered Office of the company.

The Board recommends the Resolution at **Item No. 5** or approval of the members of the company.

Item No.6

Your Directors have decided to make amendments in the Article by inserting two new clauses in the Articles of Association of the company and as such, shareholders are requested to approve the amendments now being sought by the company.

None of the Directors, Key Managerial Personnel and relatives thereof, in any way, concerned or interested financial or otherwise in this Special Resolution except as members of the company.

The Board recommend the resolution set out in **item No.6** to the shareholders for their approval.

A copy of the Articles of Association of the company is available for inspection at the Registered Office of the Company during 11.30 a.m to 1.00 p.m on any working day.

Item No.7

As per the provisions of Section 186 of the Companies Act,2013, the Board of Directors of a company cannot except with the prior approval of the shareholders by way of Special Resolution give loans or make investments or give guarantee or provide any security to any body corporate or person if the proposed loans or investments along with the aggregate of the existing loans given, investments made or guarantees or securities exceeds the prescribed ceiling of 60% of the aggregate of the paid up capital and free reserves or 100% of its free reserves and securities premium account, whichever is more.

As a measure of achieving financial flexibility and to enable optimal financing structure, the permission is sought pursuant to the provisions of Section 186 of the Companies Act,2013 to give powers to the Board of Directors or any duly constituted committee thereof, or making further investments, provided loans, to give guarantees, provide securities to and make investments, providing loans, to give guarantees, provide securities to and make investments to the securities of any other person or others bodies corporate to the extent of 60% of its paid up share capital, free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. However, where the aggregate of loans and investments made guarantees given and securities provided exceeds the aforesaid limit, prior approval of the shareholder is required by way of Special Resolution.

It is, therefore, proposed that the Board of Directors of the company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) or an amount not exceeding Rs. 300 Crores from time to time into one or more of the **person/ entity i.e.** subsidiaries, associate companies and other body(ies) corporate mentioned in the Resolution. The source of funds for making these investments or loans, etc would be met from surplus funds generated by the company through operations or from such other sources as the Board may deem appropriate. Since, the proposed investments, loans, guarantees and/or securities together with the aggregate of loans or to be made, guarantees given or to be given, securities provided or to be provided from time to time by the company may exceed the limit prescribed, the approval of the shareholders is required for the same.

As the existing and new investments, loans, securities, guarantees may exceed the limits provided under Section 186 of the Companies Act,2013, approval of the Members is being sort by way of Special Resolution.

The proposal is in the interest of the company and the Board commends the resolution.

Nature of interest of Related Parties in the company is given below:-

SI No.	Name of the related party	Nature of interest or concern of Directors, KMPs and others
1.	India Lease Development Ltd(ILD)	It is an Associate Company of MGF Ltd which holds 31.35% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, while Sh. Arun Mitter, Executive Director, is also Director in both the companies.
2.	Jayabharat Credit Limited(JBC)	It is an Associate Company of MGF Ltd which holds 43.45% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both Companies, while Sh. Arun Mitter, Executive Director is Director in both the companies. Sh.M.K. Madan, KMP of MGF is also Director in the related party.
3.	Bahubali Services Pvt Ltd(BSL)	It holds 21.15% shares in MGF. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, Smt. Arti Gupta, Sh. Arun Mitter are Director in both the Companies.
4.	MGF Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD of MGF Ltd are also directors in the related party.
5.	MGF Securities Pvt Ltd	Sh. Rajiv Gupta, CMD Sh. Arun Mitter, Executive Director are Directors in both the Companies.

6.	Cards Services India Pvt Ltd	Sh. Rajiv Gupta, CMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in related party
7.	Associated Traders & Engineers Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in the related party
8.	Ram Prakash & Co Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in related party.
9.	Grosvenor Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter, Executive Director of MGF Ltd, are also Directors in the related party.
10.	Gee Gee Holdings Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are also Directors in the related party.

Save and except Sh. Rajiv Gupta, Smt. Arti Gupta, inter-se, related to each other being husband & wife, Sh. Arun Mitter, Director and Sh. M.K. Madan, KMP wherever interested are mentioned in SI No.1 to 10 and their relatives, to the extent of their shareholding interest, if any, in the company/ies, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested, financial or otherwise in transactions.

A copy of each of the agreements referred to in above resolution is available for inspection during the business hours at the Registered Office of the company.

The Board recommend the resolution set out in **item No.7** to the shareholders for their approval.

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

Place: New Delhi
Date: August 26, 2021

(M.K. MADAN)
VP & CS & Compliance Officer
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.: 011-23272216-18, 011-23276872, Fax No.: 011-2374606
Website: <http://www.mgf ltd.com>, Email-mgf ltd@hotmail.com
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

ANNEXURE TO THE NOTICE

PURSUANT TO REGULATION 36(3) OF SEBI(LODR) REGULATIONS,2015 READ WITH SECRETARIAL STANDARD(SS-2)ISSUED BY ICSI, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED, VIDE ITEM NO. 3 OF THE NOTICE CONVENING THE 91ST ANNUAL GENERAL MEETING OF THE COMPANY

Name of the Director	Sh. Arun Mitter
DIN	00022964
Date of Birth	59 Years(27.11.1962)
Qualification	B.Com, ACA
No of shares held	31,464 shares
Experience in specific functional area	Sh. Arun Mitter, is a qualified Chartered Accountant. He has extensive business experience in general and financial management of corporate bodies. His continued association with the company is considered necessary in the interest of the company.
Directorship in other companies:	<ol style="list-style-type: none"> 1. Jayabharat Credit Limited, 2. India Lease Development Ltd 3. Technofab Engineering Limited 4. Bahubali Services Private Ltd 5. Associated Traders & Engineers Pvt Ltd 6. MGF Securities Private Ltd 7. Grosvenor Estates Private Ltd 8. Gee Gee Holdings Private Ltd 9. Ram Prakash & Company Pvt Ltd 10. Cards Services India Private Ltd 11. Hyline Mediconz Private Ltd 12. MGF Market Place Management, LLP
Committee Membership:	<p>The Motor & General Finance Ltd Audit Committee Stakeholders Relationship Committee Risk Management Committee(Chairman) Corporate Social Responsibility(CSR) Committee Share Transfer Committee</p> <p>India Lease Development Limited Audit Committee(Chairman) Stakeholder Relationship Committee Nomination & Remuneration Committee (Chairman) Risk Management Committee (Chairman)</p> <p>Jayabharat Credit limited Stakeholder Relationship Committee Nomination & Remuneration Committee Risk Management Committee Corporate Social Responsibility (CSR) Committee</p> <p>Technofab Engineering Limited Audit Committee(Chairperson) Stakeholders Relationship Committee Nomination & Remuneration Committee Corporate Social Responsibility (CSR) Committee</p>

SHAREHOLDERS INFORMATION

Information appearing at Page No. 27 of Annual Report (Corporate Governance Report), the revised date be read as under:-

Head Office & Registered Office	:	MGF HOUSE 4/17-B, Asaf Ali Road, New Delhi-110002
Internet Facility		
E-mail	:	mgfltd@hotmail.com
Company website	:	www.mgfltd.com
Telephone No.	:	011- 23272216-18, 011-23276872
Fax No.	:	011-23274606
Date of Annual General Meeting	:	September 29,2021
Time	:	11.30 A.M
Day	:	Wednesday
Mode of Meeting	:	VC/OAVM MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002
Day and Date of Book Closure	:	Wednesday, the September 22, 2021 to Wednesday, the September 29, 2021 (both days inclusive)
Shares listed at	:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 National Stock Exchange of India Ltd Exchange Plaza, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051

The company confirms that it has paid the Annual Listing Fees to the above Stock Exchanges for the year 2021-22