

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

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

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

CIN: L74899DL1930PLC000208 GSTIN:07AAACT2356D2ZN

NOTICE

NOTICE is hereby given that the Ninety Two (92nd) Annual General Meeting of the members of The Motor & General Finance Limited will be held on **Wednesday, the September 28, 2022** 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:

1. a) To receive, consider and adopt the Standalone Audited Financial Statements of the company for the financial year ended March 31, 2022, together with the Report of the Board of Directors and the Auditors thereon.
- b) To receive, consider and adopt the Consolidated Audited Financial Statements of the company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.
2. To appoint a Director in the place of Smt. Arti Gupta, (DIN: 00023237), Joint Managing Director, who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. Jagdish Chand & Co., Chartered Accountants (Firm Registration No.000129N) as Statutory Auditors of the company for second term of consecutive 5(Five) years and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Audit and Auditors) Rule, 2014, as amended, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the company, M/s. Jagdish Chand & Co., Chartered Accountants (Firm Registration No.000129N), who have given their consent and certificate u/s 139, 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time certifying that their firm is eligible and is not disqualified under the Chartered Accountant Act, 1949 and the rules & regulations made thereunder, be and are hereby re-appointed as the Statutory Auditors of the company to hold office for the second term of consecutive 5(Five) years from the conclusion of the 92nd Annual General Meeting (AGM) until the conclusion of the 97th Annual General Meeting (AGM) to be held in the year 2027, to examine and audit the accounts of the company at such remuneration as may be mutually agreed between the Board of Directors of the company and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the company, severally and jointly be and are hereby authorised to do all such acts, deeds, things and execute all such documents instruments writing, as in the absolute discretion, it may be considered necessary, expedient or desirable including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit."

SPECIAL BUSINESS :

To consider and, if thought fit, to pass the following Resolutions

4. As a Special Resolution:

RE-APPOINTMENT OF SHRI. RAJIV GUPTA (DIN:00022964) CHAIRMAN & MANAGING DIRECTOR & CEO AND PAYMENT OF REMUNERATION

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the recommendations of the Nomination & Remuneration Committee of the Board of Directors of the company & in pursuance of the Special Resolution passed by the members through Postal Ballot on February 19, 2019 and modification of the resolution in the Annual General Meeting held on September 26, 2019, consent of the Members be and is hereby accorded to the re-appointment of Shri. Rajiv Gupta (DIN:00022964) as the Chairman & Managing Director and CEO of the company on the existing terms & conditions including remuneration for a further period of 3(three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association as well as the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as "remuneration") as are set out in the Draft of the Agreement entered into between the company and Shri. Rajiv Gupta, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Shri. Rajiv Gupta will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Sh. Rajiv Gupta;"

"RESOLVED FURTHER THAT the Board of Directors of the company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution".

“RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, Shri. Rajiv Gupta will be paid the salary and perquisites as minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said Schedule”.

“RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writing as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit”.

5. As a Special Resolution

RE-APPOINTMENT OF SMT. ARTI GUPTA (DIN:00023237) JOINT MANAGING DIRECTOR AND PAYMENT OF REMUNERATION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (Including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the recommendations of the Board and Nomination & Remuneration Committee of Directors of the company & in pursuance of the Special Resolution passed by the members through Postal Ballot on February 19, 2019 and modification of the resolution in the Annual General Meeting held on September 26, 2019, consent of the Members be and is hereby accorded to the re-appointment of Smt. Arti Gupta (DIN:00023237) as the Joint Managing Director of the company as well as to continue to hold such position after attaining the age of 70 years, on the existing terms & conditions including remuneration for a further period of 3 (three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association as well as the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as “remuneration”) as are set out in the Draft of the Agreement entered into between the company and Smt. Arti Gupta, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Smt. Arti Gupta will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Smt. Arti Gupta.”

“RESOLVED FURTHER THAT the Board of Directors of the company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

“RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, Smt. Arti Gupta will be paid the salary and perquisites as minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said Schedule”.

“RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writing as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit”.

6. As a Special Resolution

RE-APPOINTMENT OF SHRI ARUN MITTER (DIN:00022941) WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND PAYMENT OF REMUNERATION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (Including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the recommendations of the Board and Nomination & Remuneration Committee of Directors of the company & in pursuance of the Special Resolution passed by the members through Postal Ballot on February 19, 2019 and modification of the resolution in the Annual General Meeting held on September 26, 2019, consent of the Members be and is hereby accorded to the re-appointment of Shri. Arun Mitter (DIN:00022941) Whole Time Director, designated as Executive Director of the company on the existing terms & conditions including remuneration for a further period of 3 (three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association as well as the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as “remuneration”) as are set out in the Draft Agreement entered into between the company and Shri. Arun Mitter, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Shri. Arun Mitter will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Shri. Arun Mitter”;

“RESOLVED FURTHER THAT the Board of Directors of the company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”.

“ALSO RESOLVED THAT in the event of inadequacy of profits in any financial year, Shri Arun Mitter will be paid the salary and perquisites as minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said Schedule”.

“RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writing as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit.

7. As a Special Resolution

RE-APPOINTMENT OF SHRI KARUN PRATAP HOON(DIN: 05202566), NON-EXECUTIVE INDEPENDENT DIRECTOR FOR CONSECUTIVE SECOND TERM OF 5(FIVE) YEARS.

RESOLVED THAT pursuant to the provisions of the Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI(LODR) Regulations, 2015 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Karun Pratap Hoon (DIN: 05202566) who was appointed as a Non-Executive Independent Director of the Company on October 18,2017 for a consecutive term of 5 (Five) years i.e. upto October 17, 2022 and is eligible for being reappointed as an Independent Director not liable to retire by rotation and in respect of whom a notice in writing in pursuance to Section 160 of the Companies Act, 2013 has been received in the prescribed form and considering the report of the performance evaluation be and is hereby reappointed as an Independent Director to hold office for a consecutive second term of 5 (five) years commencing from October 18, 2022 and ending on October 17, 2027 (both days inclusive).

“RESOLVED FURTHER that pursuant to the provisions of Section 149, 150, 152, 197 and other applicable provisions of the Act and the Rules made thereunder, on the recommendations of the Audit Committee & subject to such limit as may be prescribed from time to time, Shri Karun Pratap Hoon, Non-Executive Independent Director be paid sitting fees (Remuneration) for attending the Board Meetings only.”

“RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution”.

8. As an Ordinary Resolution

TO APPROVE RELATED PARTY TRANSACTIONS (INCLUDING MATERIAL RELATED PARTY TRANSACTIONS) ENTERED INTO OR TO BE ENTERED INTO WITH RAM PRAKASH & CO PVT LTD

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s Ram Prakash & Co Pvt Ltd a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.90 Crores for the financial year 2021-2022, 2022-2023 & 2023-24, which were/are in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2021-2022 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

9. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND M/S INDIA LEASE DEVELOPMENT LIMITED

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s India Lease Development Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding

Rs.20 Crores for the financial year 2022-2023 & 2023-24, which are to be in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2022-2023 & 2023-24 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

10. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND JAYABHARAT CREDIT LIMITED

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s Jayabharat Credit Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the financial year 2022-2023 & 2023-24, which are to be in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2022-2023 & 2023-24 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

11. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND M/S. BAHUBALI SERVICES PVT LTD

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s Bahubali Services Private Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the financial year 2022-2023 & 2023-24, which are to be in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2022-2023 & 2023-24 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

12. 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”.

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

Place: New Delhi
Date: August 10, 2022

(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:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Ordinary and Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
2. General instructions for accessing and participating in the 92nd AGM through VC/OAVM Facility and voting electronic means including remote e-voting:-
 - a. In view of ongoing COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs('MCA') vide its General Circular No.02/2022 dated 5th May,2022 read with General Circular No.02/2021 dated 13th January,2021, 14/2020 dated 8th April,2020, 17th/2020 dated 13th April,2020, 20/2020 dated 5th May,2020 **2/2021 dated 13th Januyar,2021, 21/2021 dated 14th December,2021 and 3/2022 dated 5th May,2022** (collectively referred to as (MCA Circulars). Further, the Securities and Exchange Board of India(SEBI) vide its Circular dated 12th May,2020 15th January,2021 and 3rd May,2022 (**SEBI Circular**) has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act,2013 (the Act), Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 (**SEBI Listing Regulations**), MCA Circular and SEBI Circulars, the forthcoming 92nd AGM of the company will be held through Video Conferencing (**VC**) or Other Audio Visual Means(OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 - b. Pursuant to the provisions of Section 108 of the Companies Act,2013 read with Rules 20 of the Companies (Management and Administration)Rules, 2014(as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited(**CDSL**) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - c. The Members can join the 92nd 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 serve basis. This will not include large Shareholders, (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc who are allowed to attend the AGM without restriction on account of first come first served basis.
 - d. The attendance of the Members attending the 92nd AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act,2013. Since the AGM will be held through VC/OAVM facility, Proxy Form, Attendance Slip including the Route Map is not annexed in this Notice.
 - e. Pursuant to MCA Circular No.14/2020 dated 8th April,2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act,2013, representatives of the members may be appointed for the purpose of voting through remote e-voting for participating in the 92nd AGM through VC/OAVM facility and cast their votes through e-voting.
 - f. In line with the Ministry of Corporate Affairs(MCA) Circular No. 17/2020 dated 13th April,2020, the Notice calling the 92nd AGM has been uploaded on the website of the Company at www.mgf ltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 92nd AGM Notice is also disseminated on the website of CDSL(agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evoting.com

3. Instructions for Members for Remote e-voting are as under:-

- i. The voting period begins on **Sunday, September 25, 2022 at 9.00 A.M. and ends on Tuesday, the September 27, 2022, 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 of Tuesday, September 20, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior the meeting date would not be entitled to vote at the **AGM** venue.
- iii. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provide by Listed Companies, individual shareholders holding securities in demat are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining AGM through VC/OAVM for individual shareholders holding securities in Demate mode is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the easi/easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining AGM and voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers' website directly. 3) If the user is not registered for easi / easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Services Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal computer or on a mobile. Once the home page of e-services is launched. Click on the "beneficial Owner" icon under Login which is available under IDeAS section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the meeting. 2) If the user is not registered for IDeAS services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at http://eservices.nsd.com/Secureweb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under Shareholder/Member section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the Screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- iv. Login method for e-voting and joining AGM through VC/OAVM for shareholders other than individual shareholders holding in Demat form and physical shareholders.
 - a. The shareholders should log on to the e-voting website www.evotingindia.com
 - b. Click on "Shareholders" module
 - c. Now enter your User ID.
 - i) For CDSL : 16 digit beneficiary ID
 - ii) For NSDL 8 Character DPID followed by 8 Digits Client ID
 - iii) Shareholders holding shares in physical Form should enter Folio Number registered with the company
 - d. Next enter the Image Verification as displayed and Click on Login
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - f. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Shareholders who have not updated their PAN with the company/Depository Participant are requested to use the sequence number sent by RTA

- g. After entering these details appropriately, click on "SUMBIT" tab.
 - h. Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach "Password Creation" menu wherein they are required 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, provide that the 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.
 - i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - j. Click on the EVSN for **The Motor & General Finance Limited on which you choose to vote.**
 - k. **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.
 - l. **Click on the "RESOLUTION FILE LINK"** if you wish to view the entire Resolution details
 - m. 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.
 - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - p. If a demat account holder has forgotten the login password then the User ID and the image verification code and click on Forgot Password & enter the details as promoted by the system.
4. Process for those shareholders whose email address are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:-
- a. For Demat shareholders, please provide Demat account details(CDSL 16 digit beneficiary ID or NSDL 16 digit DPID+CLID), name, client master or copy of Consolidated Account statement, PAN(self attested scanned copy of PAN card) AADHAR (Self attested scanned copy of Aadhaar Card) to mgfttd@hotmail.com.
 - b. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

5. **Instructions for Members for participating in the 92nd AGM through VC/OAVM & e-voting during meeting are as under:-**
- The procedure for attending meeting and e-voting on the day of the AGM is same as instructions mentioned in above for e-voting
 - The link for VC/OAVM to attend meeting will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for e-voting.
 - Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
 - Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Participants Connecting from Mobile Device 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.
 - Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting i.e. **September 28, 2022** mentioning their name, demat account number/folio number, email id, mobile number at mgfldt@hotmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting i.e. **September 28, 2022** mentioning their name, demat account number/folio number, email id, mobile number at mgfldt@hotmail.com. These queries will be replied to by the company suitably by email.
 - Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility 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 in the AGM.
 - 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
6. **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders(i.e. other than individuals, HUF NRI etc) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 the 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, Ms. Anjali Yadav, Practising Company Secretary, at her address at B-6/32, Sector 15, Rohini, New Delhi-110089 and to the company at mgfldt@hotmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at **helpline No. 1800 22 55 33**.
 - All grievances connected with the facility for voting by electronic means may be addressed to Sh. M.K. Madan, Vice President & Company Secretary or Mr. Sunit Sharma, Accounts Executive or Central Depository Services(India) Limited(CDSL), Delhi office or send an email to helpdesk.evoting@cdslindia.com or call at **helpline No. 1800 22 55 33**.
7. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 92nd AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements for financial year 2021-2022, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the company or with their respective Depository Participants, and who wish to receive the Notice of the 92nd AGM and the Annual Report for the Financial Year 2021-2022 and all other communication sent by the company, from time to time, can get their email address registered by following the steps as given below:-
- For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document(such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Members, by email to the company's email address: mgfldt@hotmail.com.
 - For the members holding shares in demat form, please update your email address through your respective Depository Participant(s).
8. The Notice of the 92nd AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements for the financial year 2021-22 will be available on the website of the company at www.mgfldt.com and the website of BSE India Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of 92nd AGM will also be available on the **website** of CDSL at www.evotingindia.com.

9. The Register of Members and the Share Transfer Books of the company will remain closed from **Wednesday, September 21,2022 to Wednesday, September 28,2022 (both days inclusive)**, for the purpose of the 92nd AGM.
10. Any person, who acquires shares of the company and becomes Members of the company after the company send the Notice of the 92nd AGM by email and holds shares as on the **cut off date** i.e **Tuesday, September 20,2022** may obtain the User ID and Password by sending a request to the company's email address mgftd@hotmail.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" or Physical User Reset Password" option available on www.evotingindia.com.
11. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
12. Ms. Anjali Yadav, Practising Company Secretary(FCS No.6628,CP No7257), proprietor of M/s Anjali Yadav & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
13. During the 92nd AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 92nd AGM, formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 92nd AGM and announce the start of the casting of vote through the e-voting system. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 92nd AGM.
14. The Scrutinizer will submit, not later than two working days of conclusion of the 92nd AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any authorized person of the company the result shall be declared forthwith upon receipt of the Scrutinizer's Report. The result declared along with the Scrutinizer's report shall be placed on the company's website www.mgftd.com and on the website of CDSL immediately after the declaration by the Chairman of the meeting or any person authorized by the Chairman and would also be communicated to the Stock Exchanges where the shares of the company are listed. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the AGM i.e Wednesday, the September 28,2022.
15. Electronic copy of all the documents referred to in the company accompanying Notice of the 92nd AGM and the Explanatory Statement shall be available for inspection in the Investors Section of the website of the company at www.mgftd.com
16. During the 92nd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log in to CDS e-voting system at www.evotingindia.com
17. Brief resume of Directors seeking re-appointment at the Meeting along with details of their other Directorships and shareholding in the company pursuant to the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 and the Secretarial Standards are proved as an annexure to this Notice.
18. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 , all unclaimed dividend till the financial year ended on March 31,2010, has already been transferred to the Investors Education and Protection Fund (IEPF). The members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on www.iepf.gov.in
19. The Equity Shares of the company are listed on the BSE Limited and National Stock Exchange of India Limited. The company confirms that it has paid Annual Listing Fees to the said Exchanges. Annual Custody /issuer fees to CDSL and NSDL for the financial year ended on March 31,2022 have already been paid.
20. Members holding shares in physical form are requested to notify any change in their address including PIN Code, Bank Mandate, Income tax Permanent Account Number, e-mail, mobile number etc to the company's Registrar and Share Transfer Agents(RTA) in prescribed Form **ISR-1 and other forms pursuant to SEBI Circular dated 3rd November , 2021.**

M/s Alankit Assignments Limited
 Anarkali Complex,
 205-208, Jhandewalan Extension
 New Delhi-110055
 E-mail: rta@alankit.com
 Helpline no. 011-42541127

Members holding shares in dematerialized form are requested to furnish the aforesaid information to their respective depository participants for updation of their records.

21. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company. Request for nomination may be made to the company or its RTA in Form SH-13. If a member desires to opt out or cancel the earlier nomination and record afresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said form can be downloaded from the company's website at www.mgftd.com.
22. The SEBI has vide Circular No. MRD/DOP/CIR-05/2009 dated 20th May,2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form/physical form are therefore, requested to submit their PAN to the company or the RTA.
23. SEBI Vide its Notification dated 24th January,2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members are advised to dematerialize the shares held by them in physical.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,2013

Item No.3

M/s Jagdish Chand & Co, Chartered Accountants, (Firm Registration No.000129N) were appointed as Statutory Auditors of the company at the 87th Annual General Meeting held on September 26,2017 for a term of 5 years and they hold office upto the conclusion of the ensuing Annual General Meeting of the company. M/s Jagdish Chand & Co, Chartered Accountants have given their consent and certificate u/s 139, 141 of the Companies Act,2013 read with Companies(Audit and Auditors) Rules,2014, as amended, from time to time, certifying that their firm is eligible and is not disqualified under the Act, Chartered Accountants Act, 1949 and the Rules and Regulations made thereunder, the proposed re-appointment. if made will be within the limits laid down by or under the Authority of the Act and there is no proceedings against the firm or any partner of the firm, pending with respect of professional matters of conduct.

The Audit Committee and the Board, unanimously recommends the re-appointment of M/s Jagdish Chand & Co, Chartered Accountants for a consecutive second term of 5 years by passing the ordinary resolution as set out in **item No.3** of this notice taking into account their credentials and also based on the evaluation of the quality of audit work done by the Statutory Auditors.

Item No. 4

The Board of Directors, on the recommendations of Nomination & Remuneration Committee in pursuance to the Special Resolution passed by the members through Postal Ballot on February 19,2019 and its modifications in the Annual General Meeting held on September 26,2019, consent was accorded to the re-appointment and terms of remuneration of Sh. Rajiv Gupta, Chairman & Managing Director & CEO of the company upto & including the period August 13, 2019 to August 12,2022(both days inclusive).

The Board of Directors in their meeting held on August 10,2022 on the recommendation of Remuneration & Nomination Committee considered and passed the resolution for the re-appointment of Sh. Rajiv Gupta, Chairman & Managing Director & CEO for a period of 3(three) years with effect from August 13,2022 to August 12,2025(both days inclusive). on the following terms & conditions.

TERMS & CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Shri. Rajiv Gupta(hereinafter referred to as the "Appointee"), inter-alia, contain the following principal terms and conditions:-

Shri. Rajiv Gupta, Chairman & Managing Director & CEO shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Sh. Rajiv Gupta, has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13,2022 to August 12,2025(both days inclusive) and in terms of Clause 60(e) of the Articles of Association, he shall retire by rotation.

a) SALARY

Salary –Rs. 2,10,000(Rupees Two Lakhs Ten Thousand only) per month.

b) PERQUISITES

Perquisites are classified into three categories viz. 'A', 'B' & 'C' as follows:-

Category 'A'

Housing (I)

Free Unfurnished Residential Accommodation at the expense of the company, the monetary value of which as evaluated under Rules 3 of the Income Tax Rules,1962

OR

Housing (II)

In case the accommodation is owned by the company, 20% of the salary of Chairman & Managing Director & CEO or as may be permissible according to law amended from time to time shall be deducted by the company.

OR

Housing (III)

In case, no accommodation is provided by the Company, Chairman & Managing Director & CEO shall be entitled to House Rent Allowance @ 60% of the salary in accordance with the Company's rules in lieu of residential accommodation at the expense of the company.

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962,as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

Further, the expenses incurred on gas, electricity and water shall be apportioned between the company and the "appointee" in the ratio of 50:50.

Other Perquisites

Medical expenses for the Chairman & Managing Director & CEO and his family calculated at one month's salary in a year or three month's salary for a period of three years.

Leave Travel Concession for self and his family once a year incurred in accordance with the Company's policy read with Income Tax Rules, 1962.

Fee of clubs subject to a maximum of two clubs. This will not include

Admission and Life Membership Fees.

Personal Accident Insurance Premium not to exceed Rs.4,000/- per annum to be borne by the company.

Explanation:

Family shall mean the spouse, dependent children of the "appointee". Perks shall be evaluated as per Income Tax rules and in absence of any such rules, shall be evaluated actual cost.

Any other perquisites as may be determined by the Board of Directors of the company from time to time & within the overall limits specified in the Companies Act, 2013.

Category 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:-

Company's contribution to Provident Fund @ 12% of the salary or at such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972.

Leave encashment as per rules & as applicable to the Executives of the company.

Category "C"

Provision of Car with Driver and Free Telephone/Communication facilities at the residence for business purposes.

Gross Salary including perquisites, as stated above, payable to Chairman & Managing Director & CEO, shall not exceed Rs.2.50 lakhs per month but it shall be calculated on yearly basis in terms of Schedule V of the Companies Act,2013 and accordingly, his gross salary including perks shall be Rs. 30 lakhs per year.

Sh. Rajiv Gupta shall not be entitled to any sitting fee for attending meetings of the Board or any Committee thereof.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Sh. Rajiv Gupta within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof as notified from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Chairman & Managing Director & CEO, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed in Paragraph A of Section II of Part II of Schedule V to the Companies Act,2013 read with SEBI(Listing Obligations & Disclosures Requirements)Regulations, 2015 for time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any Rules and Regulations framed thereunder.

Pursuant to the SEBI(LODR) Amendment, Regulations 2018, to be applicable w.e.f. April 1,2019, the fee or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if the annual remuneration payable to such Executive Directors exceeds 5% of the net profits of the company. The above said resolution is, as such, in compliance of SEBI(LODR) Regulations,2018.

In view of the applicability of Regulation 17(IC) of SEBI(LODR) Listing Regulations, the company is required to obtain approval of shareholders for the re-appointment of Chairman & Managing Director & CEO at the next Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier. This is as per the applicability of Regulation 17(1C) of SEBI(LODR) Listing Regulations.

Shri Rajiv Gupta is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Total remuneration including Provident Fund paid to Shri Rajiv Gupta for the year ended March 31, 2022 was Rs. 30.57 lakhs.

Save and except Shri Rajiv Gupta, being appointee and Smt. Arti Gupta, being husband and wife respectively and their relatives to the extent of their shareholding interest, if any. None of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in **Resolution No.4**.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act,2013.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

The Board of Directors recommends the **Special Resolution No.4** of the Notice for your consideration and approval.

Item No.5

The Board of Directors, on the recommendations of Nomination & Remuneration Committee in pursuance to the Special Resolution passed by the members through Postal Ballot on February 19,2019 and its modifications in the Annual General Meeting held on September 26,2019, consent was accorded to the re-appointment and terms of remuneration of Smt. Arti Gupta, Joint Managing Director of the company upto & including the period August 13, 2019 to August 12,2022(both days inclusive).

The Board of Directors, on the recommendations of Nomination & Remuneration Committee at its meeting held on August 10,2022 have considered and passed the resolution for the re-appointment of Smt. Arti Gupta, Joint Managing Director for a period of 3(three) years with effect from August 13,2022 to August 12,2025(both days inclusive) on the following terms & conditions.

TERMS & CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Smt. Arti Gupta (hereinafter referred to as the "Appointee"), inter-alia, contain the following principal terms and conditions:-

Smt. Arti Gupta, Joint Managing Director shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Smt. Arti Gupta, has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13,2022 to August 12,2025(both days inclusive) and in terms of Clause 60(e) of the Articles of Association, she shall retire by rotation.

a) SALARY

Salary – Rs. 2,00,000 (Rupees Two Lakhs only) per month.

b) PERQUISITES

Perquisites are classified into three categories viz 'A', 'B' & 'C' as follows:-

Category 'A'

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962, as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

20% of the perks allowed to Joint Managing Director according to Law amended from time to time shall be deducted by the company.

Further, the expenses incurred on gas, electricity and water shall be apportioned between the company and the appointee in the ratio of 50:50.

Other Perquisites

Medical expenses for the Joint Managing Director and her family calculated at one month's salary in a year or three month's' salary for a period of three years.

Leave Travel Concession for self and her family once a year incurred in accordance with the Company's policy read with Income Tax Rules, 1962.

Fee of clubs subject to a maximum of two clubs. This will not include Admission and Life Membership fees.

Personal Accident Insurance Premium not to exceed Rs.4,000/- per annum to be borne by the company.

Explanation:

Family shall mean the spouse, dependent children of the Joint Managing Director. Perks shall be evaluated as per Income Tax rules and in absence of any such rules, shall be evaluated actual cost.

Any other perquisites as may be determined by the Board of Directors of the company from time to time & within the overall limits specified in the Companies Act,2013

Category 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:-

Company's contribution to Provident Fund @ 12% of the salary or at such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.

Gratuity in accordance with the provisions of the Payment of Gratuity Act,1972.

Leave encashment as per rules & as applicable to the Executives of the company.

Category "C"

Provision of Car with Driver and Free Telephone/Communication facilities at the residence for business purposes.

Gross Salary including perquisites, as stated above, payable to Joint Managing Director, shall not exceed Rs 2.50 lakhs per month but it shall be calculated on yearly basis in terms of Schedule V of the Companies Act,2013 and accordingly, her gross salary including perks shall be Rs. 30 lakhs per year.

Smt. Arti Gupta shall not be entitled to any sitting fee for attending meetings of the Board or any Committee thereof.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Smt. Arti Gupta, Joint Managing Director within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof as notified from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Joint Managing Director, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed in Paragraph A of Section II of Part II of Schedule V to the Companies Act,2013 read with SEBI(Listing Obligations & Disclosures Requirements)Regulations, 2015 for time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any Rules and Regulations framed thereunder.

Smt. Arti Gupta will attain the age of 70 years during the continuation of her renewed term and hence pursuant to Section 196(3)(a) of the Act, read with Schedule V, Part 1 of the Act, continuation of her term as the Joint Managing Director requires approval of members by way of Special Resolution at the next Annual General Meeting or within a time period of three months from the date of re-appointment whichever is earlier. This is as per the applicability of Regulation 17(1C) of SEBI(LODR) Listing Regulations.

Pursuant to the SEBI(LODR) Amendment, Regulations 2018, to be applicable w.e.f. April 1,2019, the fee or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if the annual remuneration payable to such Executive Directors exceeds 5% of the net profits of the company.

Smt. Arti Gupta is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Total remuneration including Provident Fund paid to Smt. Arti Gupta for the year ended March 31, 2022 was Rs. 28.68 lakhs.

Save and except Smt. Arti Gupta, being appointee and Shri. Rajiv Gupta, being wife and husband respectively and their relatives to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in **Resolution No.5**.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act,2013.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

The Board of Directors recommends the **Special Resolution No.5** of the Notice for your consideration and approval.

Item No. 6.

The Board of Directors, on the recommendations of Nomination & Remuneration Committee in pursuance to the Special Resolution passed by the members through Postal Ballot on February 19,2019 and its modifications in the Annual General Meeting held on September 26,2019, consent was accorded to the re-appointment and terms of remuneration of Shri. Arun Mitter, Whole Time Director, designated as Executive Director of the company upto & including the period August 13,2019 to August 12,2022(both days inclusive).

The Board of Directors, on the recommendations of Nomination & Remuneration Committee at its meeting held on August 10,2022 have considered and passed the resolution for the re-appointment of Shri.Arun Mitter, Whole Time Director designated as Executive Director for a period of 3(three) years with effect from August 13,2022 to August 12,2025(both days inclusive)

TERMS & CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Shri. Arun Mitter, (hereinafter referred to as the "Appointee"), inter-alia, contain the following principal terms and conditions:-

Shri. Arun Mitter, Executive Director shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Shri. Arun Mitter has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13,2022 to August 12,2025 (both dates inclusive) and in terms of Clause 60(e) of the Articles of Association, he shall retire by rotation.

a) SALARY

Salary – Rs. 1,45,000(Rupee One Lakh Forty Five Thousand only) per month

b) PERQUISITES

Perquisites are classified into three categories viz 'A', 'B' & 'C'

Category 'A'

Housing (I)

Free Unfurnished Residential Accommodation at the expense of the company, the monetary value of which as evaluated under Rules 3 of the Income Tax Rules, 1962

OR

Housing (II)

In case the accommodation is owned by the company, 20% of salary of Executive Director or as may be permissible according to law amended from time to time shall be deducted by the company

OR

Housing (III)

In case, no accommodation is provided by the Company, Executive Director shall be entitled to House Rent Allowance @ 60% of the salary in accordance with the Company's rules in lieu of residential accommodation at the expense of the company.

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962, as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

Other Perquisites

Medical expenses for the Executive Director and his family calculated at one month's salary in a year or three month's salary for a period of three years.

Leave Travel Concession for self and his family once a year incurred in accordance with the Company's policy read with Income Tax Rules, 1962.

Fee of clubs subject to a maximum of two clubs. This will not include Admission and Life Membership Fees.

Personal Accident Insurance Premium not to exceed Rs.4,000/- per annum to be borne by the company.

Explanation:

Family shall mean the spouse, dependent children and dependent parents of Shri. Arun Mitter. Perks shall be evaluated as per Income Tax rules and in absence of any such rules, shall be evaluated actual cost.

Any other perquisites as may be determined by the Board of Directors of the company from time to time & within the overall limits specified in the Companies Act,2013.

Category 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:-

Company's contribution to Provident Fund @ 12% of the salary or at such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.

Gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972.

Leave encashment as per rules & as applicable to the Executives of the company.

Category "C"

Provision of Car with Driver and Free Telephone/Communication facilities at the residence for business purposes.

Gross Salary including perquisites, as stated above, payable to Executive Director, shall not exceed Rs.2.50 lakhs per month but it shall be calculated on yearly basis in terms of Schedule V of the Companies Act,2013 and accordingly, his gross salary including perks shall be Rs. 30 lakhs per year.

Shri. Arun Mitter shall not be entitled to any sitting fee for attending meetings of the Board or where applicable any Committee thereof.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Shri. Arun Mitter within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof as notified from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Whole Time Director designated as Executive Director, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed in Paragraph A of Section II of Part II of Schedule V to the Companies Act,2013 read with SEBI(Listing Obligations & Disclosures Requirements)Regulations, 2015 for the being in force or any statutory modification(s) or re-enactment(s) thereof and/or any Rules and Regulations framed thereunder.

Pursuant to the SEBI(LODR) Amendment, Regulations 2018, to be applicable w.e.f. April 1, 2019, the fee or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if the annual remuneration payable to such Executive Directors exceeds 5% of the net profits of the company.

In view of the applicability of Regulation 17(IC) of SEBI(LODR) Listing Regulations, the company is required to obtain approval of shareholders for the re-appointment of Executive Director as well at the next Annual General Meeting or within a time period of three months from the date of appointment whichever is earlier. This is as per the applicability of Regulation 17(1C) of SEBI(LODR) Listing Regulations.

Shri. Arun Mitter is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Total remuneration including Provident Fund paid to Shri. Arun Mitter for the year ended March 31, 2022 was Rs. 32.08 lakhs.

Save and except Shri. Arun Mitter, Executive Director, being appointee and his relatives to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in Resolution No.6.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act,2013.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

The Board of Directors recommends the Special Resolution No.6 of the Notice for your consideration and approval.

Item No.7

The members of the company at the Annual General Meeting held on September 27,2018 appointed Shri. Karun Pratap Hoon(DIN:05202566) as an Independent Director for a term of five years effective from October 18,2017 to October 17,2022(both days inclusive). In terms of the provisions of Section 149 of the Companies Act,2013, Shri. Karun Pratap Hoon is eligible for re-appointment for his second term.

Pursuant to Section 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies(Appointment and Qualification of Directors)

Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members on the recommendations of Nomination & Remuneration Committee by way of Special Resolution is required for the re-appointment of Shri. Karun Pratap Hoon for a second term of five consecutive years from October 18, 2022 to October 17, 2027 (both days inclusive).

The company has received a notice from a member proposing the candidature of Shri. Karun Pratap Hoon for re-appointment as an Independent Director of the company for a second term of five consecutive years.

Shri. Karun Pratap Hoon, had given his consent and also declaration that he meets with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulations.

Shri. Karun Pratap Hoon also serves as the member of the Audit Committee and Risk Management Committee of the Board of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") approval of members for re-appointment of Independent Director on the Board of Directors has to be taken at the next Annual General Meeting or within a period of 3 months, whichever is earlier. Further, in accordance with Regulation 25(2A) of Listing Regulations, the re-appointment of an Independent Director ("ID") shall be subject to approval of members by way of a Special Resolution.

As per the provision of Section 149(1) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act") the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting ("AGM").

He fulfils the conditions of for reappointment as an Independent Director as specified in the Act and Rules made thereunder and the Listing Regulations and is independent of the management.

The Board, after taking into consideration the valuable contributions made by Mr. Karun Pratap Hoon, his participation in the Board and based on his performance evaluation, unanimously recommends the Special Resolution as set out at item No.7 of this notice.

As per Regulation 17(6) (ca) of SEBI (Listing Obligations & Disclosure Requirements) 2015 (as amended) by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the shareholders is required annually, in case remuneration payable to a single Non Executive Director exceeds the limit of 50% of that payable to all Non-Executive Directors annually.

Shri. Karun Pratap Hoon is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Shri. Karun Pratap Hoon and his relative(s) are interested in the resolution set out respectively at **Item No.7** of the Notice with regard to his re-appointment. None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item No 7 of this notice.

He fulfils the conditions of reappointment as an Independent Director as specified in the Act and Rules made thereunder and the Listing Regulations and is independent of the management.

The Nomination & Remuneration Committee (NRC) reviewed the capabilities of Shri. Karun Pratap Hoon vis-as-vis the role and capabilities required as decided by the committee based on the evaluation of his skills, knowledge and experience, the Board considered it appropriate to recommend the re-appointment of Shri. Karun Pratap Hoon.

Shri. Karun Pratap Hoon was paid Rs. 30,000 towards meetings fees for attending six Board Meetings.

A copy of the draft letter of appointment of Shri. Karun Pratap Hoon setting out the terms and conditions is available for inspection without any fee at the registered office of the company during normal business hours on working days upto the date of the Annual General Meeting.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

In light of above, the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company, recommends the passing of the **Special Resolution No - 7**.

Item No.8

Ram Prakash & Co Pvt Ltd, is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI (LODR) Regulations, 2015.

The Company has entered into/is proposing to enter into certain business transactions with M/s. Ram Prakash & Co Pvt Ltd during Financial Years 2021-2022, 2022-2023 & 2023-2024 respectively. The nature of transactions relates to any loan, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit. All transactions entered into/to be entered into by the company with Ram Prakash & Co Pvt Ltd were/are in the ordinary course of business and were/are at arm's length basis and necessary approvals as required in compliances of the provisions under the Act/SEBI (LODR) Regulations, 2015 were obtained from the Audit Committee.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI (LODR) Regulations, 2015 which is effective from April 1, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions* "

All existing Related Party Transactions/contracts/arrangements prior to date of notification i.e. April 1, 2022 of Regulation which may continue beyond such date are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30, 2022 and thereafter the approval of the shareholders to be sought from October 1, 2022 to March 31, 2024 for continuity of the transactions/contracts/arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:-

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	Ram Prakash & Co Pvt Ltd is a related party & it falls in the promoter group.
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments; iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements.
7.	Justification as to why the RPT is in the interest pursuant to the RPT	Arrangement will be financial beneficial & it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no. 8 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise in the resolution(s) as set out in **Item No. 8**.

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under **Item No.8** of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in Item No.8 of this notice for the approval of the members.

Item No.9

M/s India Lease Development Limited is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations,2015

The Company may enter into certain business transactions with M/s. India Lease Development Limited during Financial Years 2022-23 & 2023-24 respectively. The nature of transactions relates to giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. All transactions to be entered into by the company with M/s India Lease Development Limited will be in the ordinary course of business and will be at arm's length basis.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI(LODR) Regulations,2015 which is effective from April 1,2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions*"

All Related Party Transactions/contracts/arrangements are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30,2022 and thereafter the approval of the shareholders to be sought from October 1,2022 to March 31,2024 for continuity of the transactions/contracts/ arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:-

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	India Lease Development Limited is a related party, an associate company and it falls in the promoter group
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements)
7.	Justification as to why the RPT is in the interested pursuant to the RPT	Arrangement will be financial beneficial & it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no. 9 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, the resolution(s) as set out in Item No. 9 .

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under Item No.9 of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in **Item No.9** of this notice for the approval of the members.

Item No.10

M/s Jayabharat Credit Limited is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations,2015

The Company may enter into certain business transactions with M/s. Jayabharat Credit Limited during Financial Years 2022-23 & 2023-24 respectively. The nature of transactions relates to giving or taking of any loan, inter corporate deposits, advances or investments on such terms &

conditions as the Board of Directors may deem fit. All transactions to be entered into by the company with M/s Jayabharat Credit Limited will be in the ordinary course of business and will be at arm's length basis.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI(LODR) Regulations,2015 which is effective from April 1,2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions*"

All Related Party Transactions/contracts/arrangements are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30,2022 and thereafter the approval of the shareholders to be sought from October 1,2022 to March 31,2024 for continuity of the transactions/contracts/arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	Jayabharat Credit Limited is a related party, an associate company and it falls in the promoter group.
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements)
7.	Justification as to why the RPT is in the interested pursuant to the RPT	Arrangement will be financial beneficial it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no.10 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, the resolution(s) as set out in Item No. 10 .

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under Item No.10 of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in **Item No.10** of this notice for the approval of the members.

Item No.11

M/s Bahubali Services Private Limited is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations,2015

The Company may enter into certain business transactions with M/s. Bahubali Services Private Limited during Financial Years 2022-23 & 2023-24 respectively. The nature of transactions relates to giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. All transactions to be entered into by the company with M/s Bahubali Services Private Limited will be in the ordinary course of business and will be at arm's length basis.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI(LODR) Regulations,2015 which is effective from April 1,2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions*"

All Related Party Transactions/contracts/arrangements are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30,2022 and thereafter the approval of the shareholders to be sought from October 1,2022 to March 31,2024 for continuity of the transactions/contracts/arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	Bahubali Services Private Limited is a related party and it falls in the promoter group.
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements)
7.	Justification as to why the RPT is in the interested pursuant to the RPT	Arrangement will be financial beneficial & it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no.11 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, the resolution(s) as set out in **Item No. 11**.

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under **Item No.11** of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in **Item No.11** of this notice for the approval of the members.

Item No.12

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.12** for approval of the members of the company.

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

Place: New Delhi
Date: August 10, 2022

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

PURSUANT TO REGULATION 36(3) OF SEBI(LODR) REGULATIONS,2015 READ WITH SECRETARIAI STANDARD(SS-2) ISSUED BY ICSI, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED, VIDE ITEM NO 4 TO 7 OF THE NOTICE CONVENING THE 92ND ANNUAL GENERAL MEETING OF THE COMPANY.

Annexure - 1

Name of Director	Sh. Rajiv Gupta	Smt. Arti Gupta	Sh.Arun Mitter	Sh. Karun Pratap Hoon
DIN	00022964	00023237	00022941	05202566
Date of Birth & Age	13/08/1946 76 Yrs	05/11/1953 69 Yrs	27/11/1962 60 Yrs	26/01/1988 34 Yrs
Date of initial appointment	14/04/1988	22/06/2006	11/07/2002	18/10/2017
Qualifications	B.E.(IIT, Delhi)	B.A.	B.Com, ACA	B.A.
Experience & Expertise	Associated with Leasing & Hire purchase business since 1969. Remaining at the helm of affairs & has worked in various capacities	Gained sufficient business experience since her induction on the Board in the year 2006	Being a CA has extensive business experience in general and financial management of corporate bodies	He has vast experience in marketing, administration & automobile business
Number of Meetings of the Board attended during the year	7 out of 7. Details in the Corporate Governance Report	7 out of 7. Details in the Corporate Governance Report	7 out of 7. Details in the Corporate Governance Report	6 out of 7. Details in the Corporate Governance Report
List of Directors of the Other Board	Directorship: Public Companies a) Jayabharat Credit Ltd b) India Lease Development Ltd Private Companies: a) Bahubali Services Pvt Ltd b) Associated Traders & Engg Pvt Ltd c) MGF Securities Pvt Ltd d) Grosvenor Estates Pvt Ltd e) Gee Gee Holdings Pvt Ltd f) Ram Prakash & Co Pvt Ltd g) MGF Estates Pvt Ltd h) Cards Services India Pvt Ltd i) Ved Shanti Properties Pvt Ltd	Directorship: Private Companies: a) Bahubali Services Pvt Ltd b) MGF Estates Pvt Ltd c) Ram Prakash & Co Pvt Ltd d) Gee Gee Holdings Pvt Ltd e) Grosvenor Estates Pvt Ltd f) Associated Traders & Engineers Pvt Ltd g) Ved Shanti Properties Pvt Ltd	Directorship: Public Companies: a) Jayabharat Credit Ltd b) India Lease Development Ltd c) Technofab Engineering Ltd Private Companies: d) Bahubali Services Pvt Ltd e) Ram Prakash & Co Pvt Ltd f) Grosvenor Estates Pvt Ltd g) Gee Gee Holdings Pvt Ltd h) MGF Securities Pvt Ltd i) Cards Services India Pvt Ltd j) Associated Traders Engineers Pvt Ltd k) Hyline Mediconz Pvt Ltd	Directorship: Public Companies: a) India Lease Development Ltd Private Companies: b) CharismaAutomobiles Pvt Ltd c) Woodside Developments Pvt Ltd d) Aparna Buildcon Pvt Ltd e) Charisma Goldwheels Pvt Ltd
List of Membership/ Chairmanship of Committee of Other Board	Membership: Jayabharat Credit Ltd Audit Committee SRC Committee* N&RC Committee* Risk Management Committee CSR Committee <u>India Lease Development Ltd</u> Audit Committee SRC Committee* N& RC Committee** Chairmanship: Jayabharat Credit Ltd SRC Committee*	-	Membership: <u>India Lease Development Ltd</u> SRC Committee* <u>Jayabharat Credit Ltd</u> SRC Committee <u>Technofab Engineering Ltd</u> SRC Committee* Chairmanship: <u>India Lease Dev Ltd</u> Audit Committee N&RC Committee <u>Technofab Engineering Ltd</u> Audit Committee N & RC Committee**	Membership: <u>India Lease Development Ltd</u> Audit Committee SRC Committee* N&RC Committee**
Listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil	Nil
Shareholding in the company	4543720 equity shares of Rs.5/-each	1862000 shares of Rs.5/-each	31464 equity shares of Rs.5/-each	Nil
Relationship with other directors, manager and other KMP of the company	Related to Mrs. Arti Gupta, being wife	Related to Mr. Rajiv Gupta, being husband	Not Applicable	Not Applicable

Terms and conditions of re-appointment	As given in Item No 4 of the Explanatory Statement	As given in Item No.5 of the Explanatory Statement	As given in Item No.6 of the Explanatory Statement	As given in Item No.7 of the Explanatory Statement
Details of remuneration/ Director sitting fee last drawn(FY-21-22)	Rs. 30.57 lakhs	Rs. 28.68 lakhs	Rs. 32.08 lakhs	Rs. 0.30 lakhs
Details of remuneration sought to be paid	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration (Director Meeting Fee). Calculated on the basis of Board's Meetings attended.
Justification for choosing the re-appointment(s) of Executive & Independent Director	As given in the Explanatory Statement	As given in the Explanatory Statement	As given in the Explanatory Statement	As given in the Explanatory Statement

* Stakeholders Relationship Committee ** Nomination & Remuneration Committee

Annexure-2

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT,2013

Other Information

1) Reasons of loss or inadequate profits

The company's only source of income is premises given on rent and leasing of property. In the last more than two years, COVID-19 pandemic affected the smooth functioning of the business resulting into non/less receipt of rentals from the tenants. Overall recession in the economy is the contributing factors in affecting the growth. In respect of Commercial Project at Shalimar Place, Shalimar Bagh, Delhi, sincere steps have/been/are being taken to maximize the return on investment.

SHAREHOLDERS INFORMATION

Information appearing at Page No. 28 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
Date of Annual General Meeting	:	September 28, 2022
Time	:	11.30 A.M
Day	:	Wednesday
Mode of Meeting	:	Video Conferencing(VC)/Other Audio Visual Means (OAVM) At MGF house, 4/17-B, Asaf Ali Road, New Delhi-110002.
Day and Date of Book Closure	:	Wednesday, the September 21, 2022 to Wednesday, the September 28, 2022 (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 2022-23

