

CIN:L74899DL1930PLC000208

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

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

Website: <http://www.mgfltd.com> Email: mgfltd@hotmail.comEmail ID for UPSI Information - mgf.pit1930@gmail.com

GSTIN:07AAACT2356D2ZN

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Monday, the June 24, 2024 at 9.00 a.m.	Tuesday, the July 23, 2024 at 5.00 p.m.

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act") read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India (the "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the company, through Postal Ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertains to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the company/Company's RTA i.e. Alankit Assignments Limited/depository participant(s) as on **Friday, June 14, 2024 ("Cut off date")**. The company has engaged the services of Central Depository Services Ltd ("CDSL" for the purpose of providing remote e-voting facility to its members. The instructions to cast vote through remote e-voting forms part of the Notes to this Notice. The Notice is also available on the website of the company www.mgfltd.com.

The Company has made necessary arrangements with Alankit Assignments Ltd, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same.

Members desiring to exercise their vote through the **e-voting process** are requested to carefully read the instructions indicated in this notice and record their Assent (**FOR**) or Dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice not later than **Tuesday, the July 23, 2024**. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS

- Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 for sale, lease, transfer or otherwise dispose of undertaking in the Commercial Project of the Company situated at MGF Market Place, Shalimar Place, New Delhi-110088, to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution :-**

"RESOLVED THAT on the recommendations of the Audit Committee and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, provision of Regulation 24 of SEBI (LODR) Regulations, 2015 and subject to all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the authorities /bodies/lenders to the extent applicable and subject to such terms and conditions, as may be prescribed by regulatory/statutory/government/semi-government/local authorities, bankers, financial

institutions, corporate lenders and in accordance with applicable regulations and/or guidelines issued by any other competent authorities including Securities and Exchange Board of India (SEBI) as may be required (hereinafter collectively referred to as "Appropriate Authority) and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and/or sanctions(hereinafter to as Requisite Approvals) which may be agreed to by the Board of Directors of the Company (hereinafter collectively referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board of Directors to sell/transfer/dispose of and/or to enter into joint venture or tenancy or otherwise to carry on the said business jointly with such persons in respect of Commercial Project situated at MGF Market Place, Shalimar Place, New Delhi-110088 appearing in the Balance Sheet as on 31st March,2023 under the head "Inventories-Stock in trade" (commercial real estate) and on such terms & conditions as the Board of Directors in their absolute discretion think fit & proper in respect of the property(ies) in which the investment of the company exceeds 20% of its Net Worth as per the Audited Balance Sheet of the preceding financial year or an undertaking which generate 20% of the total income of the company during the previous financial year together with all specified tangible and intangible assets, including land and other assets in relation to the Undertaking, as a Going Concern on an "As is Where is" basis or in any other manner as the Board may deem fit in the interest of the company and as may be determined, issued or accepted by the parties/company/lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment/conveyance and other ancillary documents including not limited to agreement for sale, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale, transfer and dispose of the Assets/Undertakings as they may in their absolute discretion deem fit and as may be necessary or expedient in their own discretion and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution without being required to seek any fresh approval of the members of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the company with power to delegate to any Officers of the company, with authorities as required, affixing the Common Seal of the company on agreement/documents, arranging delivery and execution of contracts, deeds, agreements and instruments".

RESOLVED FURTHER THAT the Chairman of the company, be and is hereby authorize to negotiate as it may deem fit in the interest of the company without requiring the Board to secure any further approvals of the members of the company.

2. **Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013 for sale, lease, transfer or otherwise dispose of undertaking in respect of the property situated at A-30, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044, to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:-**

"RESOLVED THAT on the recommendations of Audit Committee and pursuant to the provisions of Section180(1)(a) and other applicable provisions, if any, of the Companies Act,2013, the Companies (Management and Administration) Rules, 2014, provision of Regulation 24 of SEBI(LODR) Regulations, 2015 and subject to all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the company, the provisions of the SEBI (LODR) Regulations, 2015 and subject to such approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the authorities /bodies/lenders to the extent applicable and subject to such terms and conditions, as may be prescribed by regulatory/statutory/government/semi-government/local authorities, bankers, financial institutions, corporate lenders and in accordance with applicable regulations and/or guidelines issued by any other competent authorities including Securities and Exchange Board of India (SEBI) as may be required (hereinafter collectively referred to as "Appropriate Authority) and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and/or sanctions(hereinafter to as Requisite Approvals) which may be agreed to by the Board of Directors of the company (hereinafter collectively referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers, including the powers conferred by this resolution) the consent of the members of the company be and is hereby accorded to the Board of Directors to sell/transfer/dispose of and/or to enter into joint venture or tenancy or otherwise to carry on the said business jointly with such persons in respect of Property situated at A-30, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 and on such terms & conditions as the Board of Directors in their absolute discretion think fit & proper in respect of the property(ies) in which the investment of the company exceeds 20% of

its Net Worth as per the Audited Balance Sheet of the preceding financial year or an undertaking which generate 20% of the total income of the company during the previous financial year together with all specified tangible and intangible assets, including land and other assets in relation to the Undertaking, as a Going Concern on an "As is Where is" basis or in any other manner as the Board may deem fit in the interest of the company and as may be determined, issued or accepted by the parties/company/lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment/conveyance and other ancillary documents including not limited to agreement for sale, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale, transfer and dispose of the Assets/Undertakings as they may in their absolute discretion deem fit and as may be necessary or expedient in their own discretion and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution without being required to seek any fresh approval of the members of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the company with power to delegate to any Officers of the company, with authorities as required, affixing the Common Seal of the company on agreement/documents, arranging delivery and execution of contracts, deeds, agreements and instruments".

RESOLVED FURTHER THAT the Chairman of the company be and is hereby authorize to negotiate as it may deem fit in the interest of the company without requiring the Board to secure any further approvals of the members of the company.

3. Resolution under Section 180(1)(c) of the Companies Act,2013 regarding authority to the Board to borrow money, to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution :-

RESOLVED THAT on the recommendations of Audit Committee and pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act,2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof for time being in force), the consent of the company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the Paid Up Share Capital and Free Reserves of the company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the company's bankers/financial institutions/lenders in the ordinary course of business, shall not be in excess of Rs. 600 Crores (Rupees Six Hundred Crores only) over and above the aggregate of the Paid Up Share Capital and Free Reserves of the company.

**By order of the Board
For THE MOTOR AND GENERAL FINANCE LIMITED**

**(M.K.MADAN)
VP, CS & COMPLIANCE OFFICER
ACS-2951**

**Place: New Delhi
Date: June 13, 2024**

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

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions, if any, setting out all the material facts relating to the Resolutions contained in this Notice dated **June 13,2024** is annexed hereto.

2. In accordance with MCA Circulars, this Notice is being sent to the Members whose names appeared in the List of Beneficial Owners received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“**Depositories**”) as at the close of business hours on **Friday, June 14, 2024 (“Cut-off Date”)**. Members as on the Cut-off Date would be entitled to vote by way of remote e-voting and a person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Alankit Assignments Limited, Company’s Registrar and Share Transfer Agents (“**RTA**”), or the Depositories/Depository Participants. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
3. The communication of the Assent/Dissent to the Resolution proposed in the Notice would take place only through remote e-voting.
4. The company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where Registered Office of the company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories/ Depository Participants.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote.
6. The remote e-voting period will commence on **Monday, the June 24, 2024 (9:00 a.m.)** and **will end on Tuesday, the July 23, 2024 (5.00 p.m.)** for the Members exercising their vote through electronic voting. The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) /Alankit Assignment Limited (“**RTA**”) to provide remote e-voting facility to its Members for voting on all the Resolutions set out in this Notice. The remote e-voting module shall be disabled by CDSL for voting thereafter.
7. This Postal Ballot Notice will also be available on the website of the Company <https://www.mgf ltd.com> the relevant section of the websites of the Stock Exchanges on which the Equity Shares are listed i.e. on BSE Limited & NSE Ltd <https://www.bseindia.com> & <https://www.nseindia.com> and the website of CDSL, the e-voting service providing agency to the Company at <https://www.evotingindia.com>
8. All relevant documents referred in this Notice shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to **Tuesday, the July 23, 2024**. The Members seeking to inspect such documents can send an email to mgf ltd@hotmail.com
9. The Board of Directors has appointed Ms. Anjali Yadav (Membership No. FCS No.6628 & CP No.7257), Practising Company Secretary as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have consented to act as scrutinizer.
10. The results of the remote e-voting will be declared within two working days at the Registered Office of the Company. The e-voting results and report of the Scrutinizer will be furnished to the BSE Limited & NSE Ltd at www.bseindia.com and www.nseindia.com and will also be uploaded on the Company’s website at www.mgf ltd.com. The e-voting results will also be available on the website of CDSL at www.evotingindia.com.
11. The Resolution in the Notice shall be deemed to be passed on the last date of e-voting period i.e **Tuesday, the July 23, 2024**. if approved by the requisite majority.
12. Voting through electronic means

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the company has provided the facility of remote e-voting to all the Members, to enable them to cast their votes electronically. The company has engaged the services of CDSL to provide remote e-voting facility to its Members for voting on the resolution set out in this Notice.

Currently, there are multiple e-voting service providers(ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable to e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of depositories/depository participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, June 14, 2024 i.e. Cut-off Date**, may cast their vote electronically. Voting rights of the Members shall be in proportion to the shares held by them in the Paid-Up Equity Share Capital of the Company as on **Cut-off Date**. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual members holding shares in demat mode :

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 **for Individual Members holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Members 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 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 virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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, user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Members 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://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.nsdl.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.
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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

Login type	Helpdesk details
Individual Members 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 Members 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.: 022- 4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-voting system in case of members holding shares in physical mode and non-individual members in demat mode.

Login method for e-Voting for members holding shares in physical mode and members other than individuals holding in Demat mode.

- 1) The members should log on to the e-voting website **www.evotingindia.com**.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical mode should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat mode 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
- 6) If you are a first-time user follow the steps given below:

	For members holding shares in physical mode and other than individual members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for members holding shares both in Demat and physical mode) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
--	--

7. After entering these details appropriately, click on “**SUBMIT**” tab.
8. Members holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat mode 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, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For members holding shares in physical mode, the details can be used only for e-voting on the Resolutions contained in this Notice.
10. Click on the EVSN for the “ **The Motor & General Finance Limited** “ on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on “Forgot Password” & enter the details as prompted by the system.
17. There is also optional provision to upload Board Resolution /Power Of Attorney, if any. The said uploaded document will be made available to scrutinizer for verification.
18. Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.
 - Non-Individual Members (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 login will be mapped automatically and can be delink in case of any wrong mapping.
 - The list of accounts linked in the login will be mapped and can be delinked in case of any wrong mapping.
 - It is mandatory that 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 Members are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote to

the Scrutinizer and to the Company at the email address anjaliyadav.associates@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- Members of the Company including Institutional Investors are encouraged to vote on the Resolutions proposed in this Notice.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY /DEPOSITORIES

- For members holding shares in physical mode - please email to rta@alankit.com by mentioning your Folio No., Name, scanned copy of share certificate, self attested copy of pan and Aadhaar.
- For members holding shares in Demat mode - Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual members holding shares in Demat mode – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at **toll free no. 1800 22 55 33**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing , 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call at **toll free no. 1800 22 55 33**.

Any query in relation to the Resolution proposed to be passed through Postal Ballot may be addressed to: Mr.M.K.Madan Registered Office – MGF House, 4/17-B, Asaf Ali Road, New Delhi – 110002 **Telephone Number: +91-011-23276872** or Mr. Sunit Sharma **Mobile No.9899889227** (except Saturday and Sunday), Email Id: mgfltd@hotmail.com.

Important Notice

Updation of mandatory KYC details

Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., by submitting a duly filled up Form ISR-1 and other forms pursuant to SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s). Accordingly, Members holding shares in physical mode are requested to complete the mandatory KYC by downloading the forms available on the Company's website: www.mgfltd.com

Awareness about online Dispute Resolution (SMART ODR)

SEBI vide its circular dated 31st July,2023 and 4th August 2023 has introduced Securities Market Approach for Resolution through Online Dispute resolution(SMART ODR) Portal. This platform is designated to enhance investor grievance redressal by enabling investor to access online conciliation and online arbitration for resolution of dispute arising in the Indian Securities Market. The SMART ODR Portal allows investors with additional mechanism to resolve the grievance and the same can be accessed at <https://smartodr.in>

The said circulars and link to access SMART ODR Portal are hosted on the website of the company under Investor Relations Section. Members could avail ODR mechanism only if resolution provided by the company/RTA and SCORES platform of the SEBI are not satisfactory.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any of the Companies Act,2013 regarding sale, lease or transfer/disposal of the whole or substantially the whole of an undertaking of the company or where the company owns more than one undertaking of the whole or substantially the whole of any such undertaking(s) and/or enter into joint venture or tenancy or otherwise to carry on the said business jointly with such persons and on the recommendations of the Audit Committee and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and/or sanctions(hereinafter referred to as "Requisite Approvals) which may be agreed to by the Board of Directors of the company (hereinafter referred to as the Board) which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to sell, transfer, deliver or otherwise dispose of the Commercial Project, namely, MGF Market Place, Shalimar Place, New Delhi-110088 in accordance with such terms and conditions of the definitive documents/the letter(s) of award, letter(s) of intent or such similar communications as may be determined, issued or accepted by the parties/company/lenders" after members' approval on such terms & conditions as the Board of Directors in their absolute discretion think fit & proper.

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013 , it states that a Special Resolution has to be passed in respect of the property(ies) in which the investment of the company exceeds 20% of its Net Worth in the preceding financial year of the company or an undertaking which generate 20% of the total income of the company during the previous financial year together with all specified tangible and intangible assets, including land and other assets in relation to the Undertaking, as a Going Concern on an "As is Where is" basis or in any other manner as the Board may deem fit in the interest of the company and as may be determined, issued or accepted by the parties/company/lenders.

Since the Investment of your company in the commercial project, namely, MGF Market Place, Shalimar Place, New Delhi-110088 exceeds 20% of Net Worth of the company as on 31st March,2023 and as such, it falls within provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013, hence this resolution authorizes the Board of Directors to sell, lease, transfer, the whole or substantially the whole of the undertaking by way of investment in the project or the projects which may be used for its own offices or for renting of the property or for sale or joint venture with the third party. The company will be able to realise maximum sale consideration of the project which would be utilized to liquidate the liability and to strengthen the working & operations of the company and power to the Board to appropriately invest in the best interest of the company.

The copy of the aforesaid agreement/document will be available for inspection at the Registered Office of the company during working hours.

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013 for sale, lease, transfer the whole or substantially the whole of undertaking by a listed public company requires the approval of the members of the company by way of Special Resolution to be passed by Postal Ballot process.

The Board will meticulously select the most beneficial offer in line with our financial and strategic objectives. Further the company is currently in the process of identifying potential buyers and expect to complete the sale as soon as possible.

The Board recommends the Special Resolution as set out at **Item No.1** of the Postal Ballot Notice for approval of the members.

Interest of Director

None of the Directors/KMP or their relatives is concerned or interested in the passing of the above resolution.

Item No.2

Pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act,2013 regarding sale, lease or transfer/disposal of the whole or substantially the whole of an undertaking of the company or where the company owns more than one undertaking of the whole or substantially the whole of any such undertaking(s) and/or enter into joint venture or tenancy or otherwise to carry on the said business jointly with such persons and on the recommendations of the Audit Committee and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and/or sanctions(hereinafter referred to as "Requisite Approvals) which may be agreed to by the Board of Directors of the company (hereinafter referred to as the Board) which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to sell, transfer, deliver or otherwise dispose of the assets, namely, A-30, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 in accordance with such terms and conditions of the definitive documents/the letter(s) of award, letter(s) of intent or such similar communications as may be determined, issued or accepted by the parties/company/lenders" after members' approval on such terms & conditions as the Board of Directors in their absolute discretion think fit & proper.

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, it states that a Special Resolution has to be passed in respect of the property(ies) in which the investment of the company exceeds 20% of its Net Worth of the preceding financial year or an undertaking which generate 20% of the total income of the company during the previous financial year together with all specified tangible and intangible assets, including land and other assets in relation to the Undertaking, as a Going Concern on an "As is Where is" basis or in any other manner as the Board may deem fit in the interest of the Company and as may be determined, issued or accepted by the parties/company/lenders.

Since the Investment of your company in the property situated at A-30, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 exceeds 20% of the Net Worth of the company as on 31st March, 2023 and as such, it falls within the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, hence this Resolution authorizes the Board of Directors to sell, lease, transfer, the whole or substantially the whole of the undertaking by way of investment in the project or the projects which may be used for its own offices or for renting of the property or for sale or joint venture with the third party. The company will be able to realise maximum sale consideration of the assets which would be utilized to liquidate the liability and to strengthen the working and operations of the company and power to the Board to appropriately invest in the best interest of the company.

The copy of the aforesaid agreement/document will be available for inspection at the Registered Office of the company during working hours.

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, sale, lease, transfer the whole or substantially the whole of undertaking by a listed public company requires the approval of the members of the company by way of Special Resolution to be passed by Postal Ballot process.

The Board will meticulously select the most beneficial offer in line with our financial and strategic objectives. Further the company is currently in the process of identifying potential buyers and expect to complete the sale as soon as possible.

The Board recommends the Special Resolution as set out at **Item No.2** of the Postal Ballot Notice for approval of the members.

Interest of Director

None of the Directors/KMP or their relatives is concerned or interested in the passing of the above resolution.

Item No.3

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's Paid Up Share Capital and Free Reserves, apart from temporary loans obtained from the company's bankers/financial institutions/lenders in the ordinary course of business, except with the consent of the members of the company by way of Special Resolution. It is therefore, necessary for the members on the recommendations of the Audit Committee to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out at item No.3 to enable the Board of Directors to borrow in excess of the aggregate of Paid Up Share Capital and Free Reserves of the company. Approval of members is being sought to borrow money upto Rs.600 Crores(Rupees Six Hundred Crores only) in excess of the aggregate of Paid Up Share Capital and Free Reserves of the company.

The copy of the aforesaid agreement/document will be available for inspection at the Registered Office of the company during working hours.

The Board recommends the Special Resolution as set out at **Item No.3** of the Postal Ballot Notice for approval of the members.

Interest of Director

None of the Directors/KMP or their relatives is concerned or interested in the passing of the above resolution.

Place: New Delhi

Date: June 13, 2024

Registered Office:

MGF House, 4/17-B,

Asaf Ali Road, New Delhi-110002

Phone No.: 011-23272216-18, 011-23276872

Website: <https://www.mgfltd.com>,

Email: mgfltd@hotmail.com

CIN: L74899DL1930PLC000208

GSTIN: 07AAACT2356D22N

THIS PAGE IS INTENTIONALLY LEFT BLANK.

THIS PAGE IS INTENTIONALLY LEFT BLANK.