

MGF

PHONE : 011-23272216-18
: 011-23278001-02
FAX : 011-23274606

Website : <http://www.mgf ltd.com>
E-mail : mgf ltd@hotmail.com
CIN No. : L74899DL1930PLC000208
GSTIN : 07AAACT2356D2ZN

THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,

Regd. & H.O. : 4/17-B, ASAF ALI ROAD, NEW DELHI-110 002

DLI:CS:BSE:NSE:2021

September 30,2021

The Secretary,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400001
Scrip Code:501343

The Secretary,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra(E)
Mumbai-400051
Scrip Code: Motogenfin

Dear Sir,

Re: Scrutinizer's Report

Further to our letter No.DLI:CS:BSE:NSE:2021 dated September 29,2021, kindly be informed that in terms of Regulation 44(3) of SEBI(LODR) Regulations,2015, we enclose herewith Scrutinizer's Report issued by M/s Anjali Yadav & Associates, Practicing Company Secretaries (FCS No.6628 CP No.7257) in connection with the Electronic voting through Video Conferencing("VC")/Other Audio Visual Means ("OAVM") and remote e-voting process prior to AGM and e-voting during the AGM on the resolutions as detailed in the Notice convening 91st Annual General Meeting of the Company held on Wednesday, the September 29,2021 for your information.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED



(M.K. MADAN)
VP&CS & COMPLIANCE OFFICER
ENCL: AS ABOVE.

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman of the Meeting,

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

Dear Sir,

1. I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (Membership No. FCS 6628, C.P. No. 7257) has been appointed as Scrutinizer by the Board of Directors of The Motor & General Finance Limited (the Company) for the purpose of :-
 - (i) Scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 (Amendment Rules, 2015).
 - (ii) Scrutinized voting through electronic voting during the 91st (Ninety First) Annual General Meeting of the Company held on Wednesday, 29th September, 2021 at 11:30 A.M. through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility at the Annual general Meeting (AGM).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, Circulars issued by MCA and SEBI relating to conducting AGM through VC/OAVM and voting by electronic means for the resolutions contained in the notice of AGM dated 26th August, 2021 relating to remote e-voting prior to and during the AGM on the resolution(s) contained in the Notice of Annual General Meeting of the members of the Company. My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the said resolution(s) stated in the notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.
3. The AGM Notice dated 26th August, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders on 06th September, 2021 through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular 20/2020 dated May 5, 2020 and January 13, 2021 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as SEBI circulars).
4. The members of the Company holding shares as on the "cut off" date i.e. 21st September, 2021 were entitled to vote on the resolution(s) as contained in the notice of AGM.
5. The Company had also provided e-voting facility to the Shareholders presents at the AGM through VC/OVAM and who had not casted their vote through remote e-voting.

Business Address: D-14/219, 2nd & 3rd Floor, Rohini, Sector-3, Near Ayodhya Chowk, New Delhi- 110085



6. The voting period for remote e-voting commenced on Sunday, 26th September, 2021 at 9.00 a.m. and ended on Tuesday, 28th September, 2021 at 5.00 p.m. as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015), for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.
7. After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the date of AGM were unblocked and downloaded.
8. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes casted therein based on the data downloaded from the CDSL e-voting system.
9. Based on the data provided by (CDSL) e-voting system, the total vote in favour or against all the resolutions proposed in the notice of AGM are as under:-



Ordinary Businesses:-

Resolution 1(a):- To receive, consider and adopt:

The Standalone Audited Financial Statements of the company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon;

(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	166	16937005	99.997
Total:	166	16937005	99.997

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	2	410	0.003
Total:	2	410	0.003

(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
-	-



Resolution 1(b):- To receive, consider and adopt:

The Consolidated Audited Financial Statements of the company for the Financial Year ended March 31, 2021 together with the Report of the Auditors thereon;

(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	166	16937005	99.997
Total:	166	16937005	99.997

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	2	410	0.003
Total:	2	410	0.003

(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
-	-



Resolution 2:-

To authorize the Board to fix the remuneration of Auditors, in terms of provisions of Section 142 of the Companies Act, 2013, for the financial year ended March 31, 2021.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	167	16937325	99.999
Total:	167	16937325	99.999

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	1	90	0.001
Total:	1	90	0.001

(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
-	-



Resolution 3:-

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

(Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	166	16937005	99.997
Total:	166	16937005	99.997

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	2	410	0.003
Total:	2	410	0.003

(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
-	-



Resolution 4:-

Company's contribution to Bonafide and Charitable Funds, etc

(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	166	16937005	99.997
Total:	166	16937005	99.997

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	2	410	0.003
Total:	2	410	0.003

(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
-	-



Resolution 5:-

**Related Party Transaction including Material Related Party Transactions
(Special Resolution)**

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	156	1837770	99.977
Total:	156	1837770	99.977

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	2	410	0.023
Total:	2	410	0.023

(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
2	2858



Resolution 6:-

Insertion of new Clauses in the Articles of Association

(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	168	16937415	100
Total:	168	16937415	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	0	0	0.00
Total:	0	0	0.00

(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
-	-



Resolution 7:-

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

(Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	156	1837770	99.977
Total:	156	1837770	99.977

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	0	0	0.00
Remote E-Voting	2	410	0.023
Total:	2	410	0.023

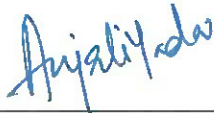
(iii) Abstain e-Votes:

Total number of members abstained from voting	Total numbers of abstained votes
10	15099235



10. There were no invalid votes cast in the Remote e-voting and e-voting at the AGM on the above Resolution(s).
11. Related Parties not voted/ counted on Resolution No. 5 to the Notice of the 91st (Ninety First) Annual General Meeting of the Company.
12. Related Parties not counted/not considered for voting on Resolution No. 7 to the Notice of the 91st (Ninety First) Annual General Meeting of the Company.
13. All the resolution(s) stated in Notice of 91st (Ninety First) Annual General Meeting of the company have passed with the requisite majority.
14. The electronic data, and all other relevant records relating to Remote e-voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of Annual General Meeting.

Thanking You,
Yours faithfully,



CS Anjali Yadav
(Scrutinizer)
C.P. No. 7257
Memb No. FCS 6628
PR. 629/2019


UDIN: F006628C001046106



Place: New Delhi

Date: 30-09-2021

Counter Signed by
For The Motor & General Finance Limited



(Arun Mitter)
Chairperson
Chairman of the Meeting

THE MOTOR AND GENERAL FINANCE LIMITED AGM 2021

Date of the AGM: 29th Sept 2021

Total number of shareholders on record date: '8213' No. of Shares: '38727190'

No. of Shareholders present in the meeting either in person or through proxy:	65				
---	----	--	--	--	--

Promoters and Promoter Group :		3	No. of Shares:	3387580	
Public :		62	No. of Shares:	1196312	

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

1.(a) To receive, consider and adopt the Standalone Audited Financial Statements of the company for the Financial Year ended March 31,2021 and the Reports of the Board of Directors and Auditors thereon;

(b) To receive, consider and adopt the Consolidated Audited Financial Statements of the company for the Financial Year ended March 31,2021 together with the Report of the Auditors thereon

Ordinary Resolution

Promoter and Promoter Group	E-Voting	26624908	15096377	56.700	15096377	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15096377	56.700	15096377	0	100.00	0.00
Public – Institutional holders	E-Voting	1297280	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E-Voting	10805002	1841038	17.039	1840628	410	99.977	0.023
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1841038	17.039	1840628	410	99.977	0.023
GRAND TOTAL		38727190	16937415	43.735	16937005	410	99.997	0.003

2.To authorize the Board to fix the remuneration of Auditors, in terms of provisions of Section 142 of the Companies Act, 2013, for the financial year ended March 31, 2021.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	26624908	15096377	56.700	15096377	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15096377	56.700	15096377	0	100.00	0.00
Public – Institutional holders	E-Voting	1297280	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
	E-Voting		1841038	17.039	1840948	90	99.995	0.005

Public-Others	Poll	10805002	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10805002	1841038	17.039	1840948	90	99.995	0.005
GRAND TOTAL		38727190	16937415	43.735	16937325	90	99.999	0.001

3.To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

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

Ordinary Resolution

Promoter and Promoter Group	E-Voting	26624908	15096377	56.700	15096377	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15096377	56.700	15096377	0	100.00	0.00
Public – Institutional holders	E-Voting	1297280	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E-Voting	10805002	1841038	17.039	1840628	410	99.977	0.023
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1841038	17.039	1840628	410	99.977	0.023
GRAND TOTAL		38727190	16937415	43.735	16937005	410	99.997	0.003

4.As a Special Resolution Company's contribution to Bonafide and Charitable Funds, etc

Special Resolution

Promoter and Promoter Group	E-Voting	26624908	15096377	56.700	15096377	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15096377	56.700	15096377	0	100.00	0.00
Public – Institutional holders	E-Voting	1297280	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E-Voting	10805002	1841038	17.039	1840628	410	99.977	0.023
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1841038	17.039	1840628	410	99.977	0.023
GRAND TOTAL		38727190	16937415	43.735	16937005	410	99.997	0.003

5.As a Special Resolution Related Party Transaction including Material Related Party Transactions

Special Resolution

Promoter and Promoter Group	E-Voting	26624908	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public – Institutional holders	E-Voting	1297280	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E-Voting	10805002	1838180	17.012	1837770	410	99.977	0.023
	Poll		0	0.00	0	0	0.00	0.00

Public-Others	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	10805002	1838180	17.012	1837770	410	99.977	0.023
	GRAND TOTAL	38727190	1838180	4.746	1837770	410	99.977	0.023

Note 1: 2858 votes being polled by the related Party has not been counted/considered in No. of votes polled column under Public-other category.

6.As a Special Resolution Insertion of new Clauses in the Articles of Association

Special Resolution

Promoter and Promoter Group	E-Voting	26624908	15096377	56.700	15096377	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15096377	56.700	15096377	0	100.00	0.00
Public – Institutional holders	E-Voting	1297280	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E-Voting	10805002	1841038	17.039	1841038	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1841038	17.039	1841038	0	100.00	0.00
	GRAND TOTAL	38727190	16937415	43.735	16937415	0	100.00	0.00

7.As a Special Resolution Authority to the Board of Directors to grant loan(s)/give guarantee(s) or security(ies) and make investment in securities

Special Resolution

Promoter and Promoter Group	E-Voting	26624908	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public – Institutional holders	E-Voting	1297280	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E-Voting	10805002	1838180	17.012	1837770	410	99.977	0.023
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1838180	17.01	1837770	410	99.977	0.023
	GRAND TOTAL	38727190	1838180	4.746	1837770	410	99.977	0.023

Note 2: 15096377 votes being polled by the related Parties has not been counted/considered in No. of votes polled column under Promoter and Promoter Group category.

Note 3: 2858 votes being polled by the related Party has not been counted/considered in No. of votes polled column under Public-other category