

COMBINED SCRUTINIZER'S REPORT

To,
The Chairman,
87th Annual General Meeting of Equity Shareholders of
The Motor & General Finance Limited,
MGF House, 4/17-B, Asaf Ali Road,
New Delhi- 110002.

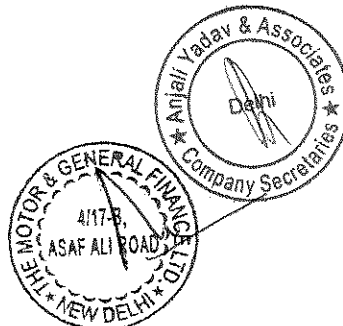
Dear Sir,

Sub. :Consolidated Report of the Scrutinizer on remote e-voting and voting through Ballot papers conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Rules, 2015 and further amended by Companies (Management & Administration) Rules, 2016 at the 87th Annual General Meeting of The Motor & General Finance Limited held on Tuesday, the 26th day of September, 2017 at 12:30 P.M. at The Executive Club, 439, Village Shahoorpur, P.O. FatehpurBeri, New Delhi-110030

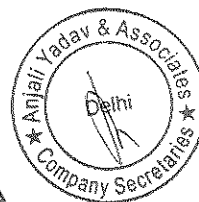
1. I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (Membership No. FCS 6628, C.P. No. 7257) was appointed as Scrutinizer by
 - (i) The Board of Directors of The Motor and General Finance Limited(the Company)for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Rules, 2015and further amended by (Management & Administration) Rules, 2016 .

And

- (ii) For the purpose of Scrutinizing voting through Ballot paper at the Annual General Meetingon the resolution(s) contained in the Notice dated 17th August, 2017 of the 87th Annual General Meeting of the Company, held on Tuesday, the 26th Day of September, 2017 at 12:30 P.M. at The Executive Club, 439, Village Shahoorpur, P.O. FatehpurBeri, New Delhi-110030.



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by Ballot papers on the resolution(s) contained in the Notice to the 86th Annual General Meeting of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process and for voting through Ballot papers at the 87th Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolution(s) stated in notice of the 86th Annual General Meeting, based on the report generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL) and physical ballot conducted at the 87th Annual General Meeting.
3. The Company has made arrangements with CDSL for providing a system of voting of the shareholders electronically through remote e-voting.
4. The Company has also provided voting facility to the shareholders who were present at the 87th Annual General Meeting and who had not already cast their vote through remote e-voting facility to vote through Ballot papers.
5. The shareholders of the Company holding shares as on the "cut off" date i.e., 19th September, 2017 were entitled to vote on the resolution(s) as contained in the notice of the 87th Annual General Meeting.
6. The voting period for remote e - voting commenced on Saturday, 23rd September, 2017 at 9.00 A.M. and ended on Monday, 25th September, 2017 at 5.00 P.M.
7. After conclusion of voting by ballot papers at the Annual General Meeting, the votes casted thereat were counted, where after the votes cast under remote e-voting facility were unblocked by me in the presence of two witness, (1) Mr. Aagat Singh, S/o Mr. GyanendraPrakash Singh, R/o K – 43, Laxmi Nagar, Delhi - 110092 (2) Mr. Kuldeep Dahiya, S/o Mr. VirenderDahiya, R/o Village – Badkhalsa, P.O. Rai, Sonapat, Haryana – 131029 who were not in the employment of the Company.
8. As requested by management, I submit herewith Consolidated Scrutinizers' Report on the results of e-voting together with that of voting through Ballot paper, stating total votes, invalid votes, votes on favour of the Resolution(s) (No. & %) and votes against the Resolution(s) (No.& %) as under:-



Ordinary Business

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

- a. The Audited Financial Statements of the company for the financial year ended March 31,2017 and the Reports of the Directors and the Auditors thereon;
- b. The audited consolidated financial statements of the company for the financial year ended March 31, 2017 (Ordinary Resolution)

(i) Voted in favour of the resolution:

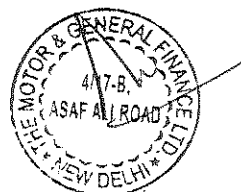
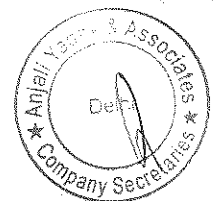
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	39	13408982	99.68
Ballot:	144	42903	0.32
Total:	183	13451885	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	48	0
Total:	1	48	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



(B) Resolution 2:-To appoint a Director in the place of Smt. Arti Gupta (DIN:00023237), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

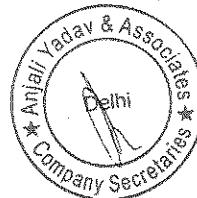
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	37	10156117	99.58
Ballot:	144	42903	0.42
Total:	181	10199020	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	48	0
Total:	1	48	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



- (C) **Resolution 3:-To appoint a Director in the place of Sh. ArunMitter(DIN:00022941), Executive Director, who 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
E-voting:	39	13408982	99.76
Ballot:	142	31205	0.24
Total:	181	13440187	100

- (ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	48	0
Total:	1	48	0

- (iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



- (D) **Resolution 4:-To appoint Statutory Auditors and to authorize Board to fix their remuneration pursuant to the recommendations of Audit Committee, M/s Jagdish Chand& Co. Chartered Accountants, New Delhi (Firm Registration No. 000129N) for a period of 5 years in place of retiring auditors, M/s S.N. Dhawan& Co. LLP, Chartered Accountants (Firm Registration No. N500045). As required under the provisions of section 139 of the Companies Act, 2013, the company has obtained written confirmation that their appointment, if made, would be in conformity within the limit specified in the said section. (Ordinary Resolution)**

- (i) Voted in **favour** of the resolution:

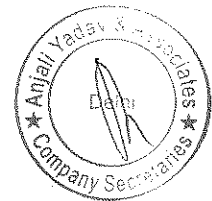
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	39	13408982	99.68
Ballot:	143	42553	0.31
Total:	182	13451535	99.99

- (ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	2	398	0.01
Total:	2	398	0.01

- (iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



Special Business

**(E) Resolution 5:-Re – appointment of M/s PCK & Associates, Cost Auditors
(Ordinary Resolution)**

(i) Voted in favour of the resolution:

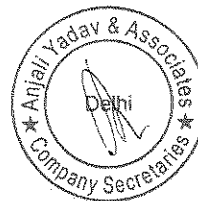
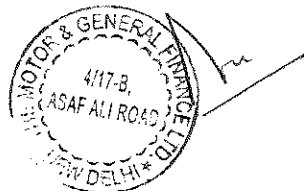
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	39	13408982	99.68
Ballot:	143	42553	0.31
Total:	182	13451535	99.99

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	2	398	0.01
Total:	2	398	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



(F) Resolution 6:- Related Party Transactions (Special Resolution)

(i) Voted in favour of the resolution:

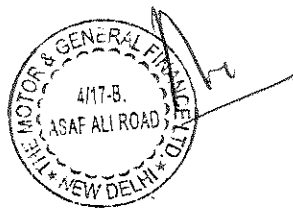
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	33	7138095	99.40
Ballot:	143	42891	0.60
Total:	176	7180986	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	48	0
Total:	1	48	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



(G) Resolution 7:- Modifications in the remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director & CEO by the company (Special Resolution)

(i) Voted in favour of the resolution:

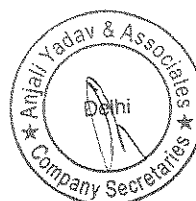
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	37	10156117	99.57
Ballot:	143	42891	0.43
Total:	180	10199008	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	48	0
Total:	1	48	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



(H) **Resolution 8:- Modifications in the remuneration payable to Smt. Arti Gupta, Joint Managing Director by the company (Special Resolution)**

(i) Voted in **favour** of the resolution:

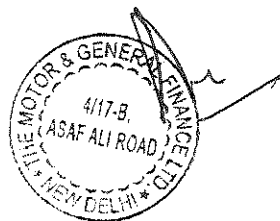
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	37	10156117	99.57
Ballot:	143	42891	0.43
Total:	180	10199008	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	48	0
Total:	1	48	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



(I) **Resolution 9:- Modifications in the remuneration payable to Sh. ArunMitter, Executive Director by the company (Special Resolution)**

(i) Voted in **favour** of the resolution:

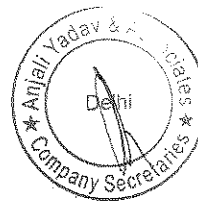
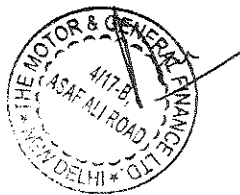
	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
E-voting:	39	13408982	99.76
Ballot:	141	31193	0.24
Total:	180	13440175	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	48	0
Total:	1	48	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	105



9. Related Party abstained from the voting on Resolution No. 2,3, 6, 7, 8 and 9 of the Notice of the 86th Annual General Meeting of the Company.
10. The electronic data, ballot papers and all other relevant records relating to Remote e-voting and ballot process is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider approves and signs the minutes of Annual General Meeting.

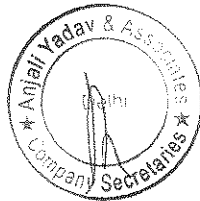
Thanking You,

Yours faithfully


CS Anjali Yadav
(Scrutinizer)

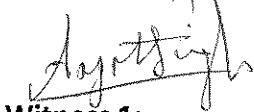
C.P. No. 7257

Membership No. FCS 6628



Place: New Delhi

Date: 28/05/2017



Witness 1:

Mr. Aagat Singh

S/o Mr. GyanendraPrakash Singh,

R/o K - 43,

Laxmi Nagar

Delhi-110092



Witness 2:

Mr. Kuldeep Dahiya

S/o Mr. VirenderDahiya

R/o Village - Badhkhalsa

P.O. Rai,

Sonepat, Haryana-131029

Counter Signed by

For **THE MOTOR & GENERAL FINANCE LIMITED**



Name of director ARUN MITTER

Director/Chairman

DIN - 00022941

THE MOTOR AND GENERAL FINANCE LTD. (AGM - 2017)

Date of the AGM: 26 th Sep 2017

Total number of shareholders on record date: '10122' No. of Shares: '19363595'

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

Promoters and Promoter Group :		No. of Shares:	
Public :	397	No. of Shares:	63764

Detail of the Agenda:

Promoter/Public	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	Number of members voted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100	

- 1.To receive, consider and adopt:a. The Audited Financial Statements of the company for the Financial Year ended March 31,2017 and the Reports of the Directors and the Auditors thereon;
b. The Audited Consolidated Financial Statements of the company for the Financial Year ended March 31,2017 together with the Reports of the Auditors thereon,

Ordinary Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	12222505	99.5	12222505	0	100	0	26
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	13408982	69.25	13408982	0	100	0	39

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	15032	0.12	15032	0	100	0	4
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27919	0.43	27871	48	99.83	0.17	141
Total (B)	19363595	42951	0.22	42903	48	99.89	0.11	145

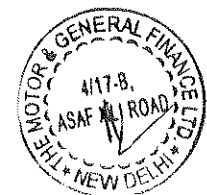
Total (A+B)	19363595	13451933	69.47	13451885	48	100.00	0.00	184
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- 2.To appoint a Director in the place of Smt. Arti Gupta (DIN:00023237), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment.

Ordinary Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	8969640	73.02	8969640	0	100	0	24
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	10156117	52.45	10156117	0	100	0	37

Mode of voting: (Ballot Paper)



Promoter and Promoter Group	12284266	15032	0.12	15032	0	100	0	4
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27919	0.43	27871	48	99.83	0.17	141
Total (B)	19363595	42951	0.22	42903	48	99.89	0.11	145

Total (A+B)	19363595	10199068	52.67	10199020	48	100.00	0.00	182
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3.To appoint a Director in the place of Sh. Arun Mitter (DIN:00022941), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	12222505	99.50	12222505	0	100	0	26
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	13408982	69.25	13408982	0	100	0	37

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	3334	0.03	3334	0	100	0	2
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27919	0.43	27871	48	99.83	0.17	141
Total (B)	19363595	31253	0.16	31205	48	99.85	0.15	143

Total (A+B)	19363595	13440235	69.41	13440187	48	100.00	0.00	180
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4.To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution Appointment Statutory Auditor M/s. Jagdish Chand & Co., Chartered Accountant in place of retiring auditors M/s S.N. Dhawan & Co. LLP, Chartered Accountants

Ordinary Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	12222505	99.5	12222505	0	100	0	26
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	13408982	69.25	13408982	0	100	0	39

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	15032	0.12	15032	0	100	0	4
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27919	0.43	27521	398	98.57	1.43	141
Total (B)	19363595	42951	0.22	42553	398	99.07	0.93	145

Total (A+B)	19363595	13451933	69.47	13451535	398	100.00	0.00	184
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5.To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution Re-appointment of M/s. PCK & Associates, Cost Auditors

Ordinary Resolution



Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	12222505	99.5	12222505	0	100	0	26
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	13408982	69.25	13408982	0	100	0	39

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	15032	0.12	15032	0	100	0	4
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27919	0.43	27521	398	98.57	1.43	141
Total (B)	19363595	42951	0.22	42553	398	99.07	0.93	145

Total (A+B)	19363595	13451933	69.47	13451535	398	100.00	0.00	184
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6.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution Related Party Transaction

Special Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	5951618	48.45	5951618	0	100	0	20
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	7138095	36.86	7138095	0	100	0	33

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	15032	0.12	15032	0	100	0	4
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27907	0.43	27859	48	99.83	0.17	140
Total (B)	19363595	42939	0.22	42891	48	99.89	0.11	144

Total (A+B)	19363595	7181034	37.09	7180986	48	100.00	0.00	177
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7.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution
Modification in the remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director & CEO by the company.

Special Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	8969640	73.02	8969640	0	100	0	24
Public – Institutional holders	525090	0	0.00	0	0	0	0	0
Public-Others	6554239	1186477	18.10	1186477	0	100	0	13
Total (A)	19363595	10156117	52.45	10156117	0	100	0	37

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	15032	0.12	15032	0	100	0	4
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27907	0.43	27859	48	99.83	0.17	140



Total (B)	19363595	42939	0.22	42891	48	99.89	0.11	144
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Total (A+B)	19363595	10199056	52.67	10199008	48	100.00	0.00	181
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8.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution
Modification in the remuneration payable to Smt. Arti Gupta, Joint Managing Director by the company

Special Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	8969640	73.02	8969640	0	100	0	24
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	10156117	52.45	10156117	0	100	0	37

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	15032	0.12	15032	0	100	0	4
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27907	0.43	27859	48	99.83	0.17	140
Total (B)	19363595	42939	0.22	42891	48	99.89	0.11	144

Total (A+B)	19363595	10199056	52.67	10199008	48	100.00	0.00	181
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9.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution
Modification in the remuneration payable to Sh. Arun Mitter, Executive Director by the company

Special Resolution

Mode of voting: (Remote e-voting)								
Promoter and Promoter Group	12284266	12222505	99.50	12222505	0	100	0	26
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	1186477	18.1	1186477	0	100	0	13
Total (A)	19363595	13408982	69.25	13408982	0	100	0	39

Mode of voting: (Ballot Paper)								
Promoter and Promoter Group	12284266	3334	0.03	3334	0	100	0	2
Public – Institutional holders	525090	0	0	0	0	0	0	0
Public-Others	6554239	27907	0.43	27859	48	99.83	0.17	140
Total (B)	19363595	31241	0.16	31193	48	99.85	0.15	142

Total (A+B)	19363595	13440223	69.41	13440175	48	100.00	0.00	181
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