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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:2024

April 19, 2024

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

Stock Code: 501343
Dear Sir,

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

Stock Code: Motogenfin

**Re: Submission of Quarterly Compliance Report on Corporate Governance
For the quarter and year ended March 31,2024**

In compliance of Regulation 27(2) of SEBI(LODR) Regulations,2015, enclosed please find herewith Quarterly Compliance Report on Corporate Governance for the quarter and year ended March 31,2024. The said report is to be recorded along with under-noted notes given to clarify the entry of the date in the Report.

Annexure I

Composition of Board of Directors

Compliance of Regulation 25(1) read with Regulation 26(1) (a& b), we, in the column of Board of Directors have included listed Public Limited Companies.

Further, for the purpose of determination of limit of Chairperson/Members, only Audit Committee and Stakeholders Relationship Committee have been considered.

Annexure II

We have filed the information in the prescribed format as per Annexure II which is required to be sent at the end of the financial year relating to whole of the year i.e. for the year ended March 31,2024.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For THE MOTOR AND GENERAL FINANCE LIMITED

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

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General information about company

Scrip code	501343
NSE Symbol	MOTOGENFIN
MSEI Symbol	NOTLISTED
ISIN	INE861B01023
Name of the entity	THE MOTOR & GENERAL FINANCE LTD
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter ended date only

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanation		Add Notes																									
Whether the listed entity has a Regular Chairperson				Yes																							
Whether Chairperson is related to MD or CEO				Yes																							
Sr	Fdn (M/ MC)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 172A of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) of listed entity (Refer Regulation 24(2) of Listing Regulations)	No of past of Chairperson or Audit/ Stakeholder Committee held in listed entity (Refer Regulation 24(2) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN	
																											Disqualification of Directors under section 168 of the Companies Act, 2013
1	nv	RAVY GUPTA	AAAP0833B	00022864	Executive Director	Chairperson	CEO-MD	11-08-1986	No				Active	NA		14-04-2008	13-08-2022		88.00	0	0	0	0				
2	nv	ATEE GUPTA	AAAP07864	00023237	Executive Director	Not Applicable		25-11-1954	No				Active	NA		21-08-2006	13-08-2022		88.00	1	0	1	0				
3	nv	ARUN MITTAR	AAAP0880P	00022941	Executive Director	Not Applicable		27-11-1962	No				Active	NA	11-07-2002	13-08-2022		88.00	4	2	2	2					
4	nv	SHARAT KUMAR	AAAT0481L	00020541	Director	Not Executive - Independent	Not Applicable	11-10-1945	No				Active	Yes	25-09-2019	18-09-2014	18-09-2010		118.12	1	1	2	1				
5	nv	ARJUN BHATAP HOON	ACOP0900N	00020746	Director	Not Executive - Independent	Not Applicable	26-01-1988	No				Active	NA	27-09-2017	18-10-2017	18-10-2017		77.14	2	2	4	0				
6	nv	DINESH AGRAWAL	ADBP0210H	00014488	Director	Not Applicable		17-08-1955	No				Active	NA	07-12-2012	07-12-2012	07-12-2012		8.84	2	2	4	1				

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

1. [Click here to download the file](#)
 2. [Click here to download the file](#)
 3. [Click here to download the file](#)
 4. [Click here to download the file](#)

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Chairperson	19-03-2002		
2	00022941	ARUN MITTER	Executive Director	Member	30-01-2002		
3	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
4	00591448	DINESH AGNANI	Non-Executive - Independent Director	Member	27-12-2023		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022964	RAJIV GUPTA	Executive Director	Member	19-03-2002		
2	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Chairperson	28-05-2005		
3	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
4	00591448	DINESH AGNANI	Non-Executive - Independent Director	Member	27-12-2023		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022964	RAJIV GUPTA	Executive Director	Member	10-07-2003		
2	00023237	ARTI GUPTA	Executive Director	Member	05-06-2008		
3	00022941	ARUN MITTER	Executive Director	Member	10-07-2003		
4	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Member	04-04-2005		
5	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
6	00591448	DINESH AGNANI	Non-Executive - Independent Director	Chairperson	27-12-2023		
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022941	ARUN MITTER	Executive Director	Chairperson	13-02-2015		
2	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Member	13-02-2015		
3	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	18-10-2019		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022941	ARUN MITTER	Executive Director	Member	13-02-2015		
2	01090141	BHARAT KUMAR	Non-Executive - Independent Director	Member	18-10-2019		
3	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2019		
4	00591448	DINESH AGNANI	Non-Executive - Independent Director	Chairperson	27-12-2023		
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add Delete						
1	10-11-2023			Yes	6	6	3
2	07-12-2023	26		Yes	6	6	2
3	13-12-2023	5		Yes	6	6	2
4	27-12-2023	13		Yes	6	6	3
5	09-02-2024	43		Yes	6	6	3
6	19-03-2024	38		Yes	6	6	3

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* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Notes

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2023				Yes	4	4	3	1
2	Audit Committee	07-12-2023	26			Yes	4	3	2	1
3	Audit Committee	19-12-2023	11			Yes	4	3	2	1
4	Audit Committee	27-12-2023	7			Yes	4	4	3	1
5	Audit Committee	09-02-2024	43			Yes	4	4	3	1
6	Audit Committee	19-03-2024	38			Yes	4	4	3	1
7	Stakeholders Relationship Committee	27-12-2023				Yes	6	6	3	1
8	Stakeholders Relationship Committee	28-03-2024	91			Yes	6	6	3	1
9	Nomination and remuneration committee	07-12-2023				Yes	4	3	2	1
10	Nomination and remuneration committee	13-12-2023	5			Yes	4	3	2	1
11	Nomination and remuneration committee	27-12-2023	13			Yes	4	4	3	1
12	Nomination and remuneration committee	19-03-2024	82			Yes	4	4	3	1
13	Corporate Social Responsibility Committee	27-12-2023				Yes	4	4	3	1
14	Corporate Social Responsibility Committee	14-03-2024	77			Yes	4	4	3	1
15	Risk Management Committee	07-03-2024				Yes	3	3	2	1

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* to be filled in only for the current quarter meetings

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Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		Add Notes
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	M K MADAN
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.mgf ltd.com
2	Terms and conditions of appointment of independent directors	Yes		www.mgf ltd.com
3	Composition of various committees of board of directors	Yes		www.mgf ltd.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.mgf ltd.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.mgf ltd.com
6	Criteria of making payments to non-executive directors	Yes		www.mgf ltd.com
7	Policy on dealing with related party transactions	Yes		www.mgf ltd.com
8	Policy for determining 'material' subsidiaries	Yes		www.mgf ltd.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.mgf ltd.com
10	Email address for grievance redressal and other relevant details	Yes		www.mgf ltd.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.mgf ltd.com
12	Financial results	Yes		www.mgf ltd.com
13	Shareholding pattern	Yes		www.mgf ltd.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.mgf ltd.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		www.mgf ltd.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.mgf ltd.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.mgf ltd.com
23	Disclosures under regulation 30(8)	Yes		www.mgf ltd.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.mgf ltd.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.mgf ltd.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.mgf ltd.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided				Add Notes

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Annexure II

1	Name of signatory	M K MADAN
2	Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	M K MADAN
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details

Name of signatory	M K MADAN
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	19-04-2024

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