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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:2022

April 18, 2022

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

**Stock Code: 501343**

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

**Stock Code: Motogenfin**

Dear Sir,

**Re: Submission of Quarterly Compliance Report on Corporate Governance  
For the quarter and year ended March 31,2022**

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 31,2022. 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 31,2022.

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory														Add Notes						
Whether the listed entity has a Regular Chairperson														Yes						
Whether Chairperson is related to MD or CEO														Yes						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) 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) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add		Delete																		
1	Mr	RAJIV GUPTA	AAHPG8533B	00022964	Executive Director	Chairperson	CEO-MD	13-08-1946	NA		14-04-1988		13-08-2019		36	3	0	5	1	
2	Mrs	ARTI GUPTA	AAAPG7894A	00023237	Executive Director	Not Applicable		05-11-1954	NA		22-06-2006		13-08-2019		36	1	0	1	0	
3	Mr	ARUN MITTER	AAIPM8980F	00022941	Executive Director	Not Applicable		27-11-1962	NA		11-07-2002		13-08-2019		36	4	2	7	2	
4	Mr	BHARAT KUMAR	AATPK4611L	01090141	Non-Executive - Independent Director	Not Applicable		13-10-1945	Yes	25-09-2019	19-03-2002		18-09-2019		60	1	1	2	1	
5	Mr	DINKAR NATH AGGARWAL	AALPAD686K	00629878	Non-Executive - Independent Director	Not Applicable		27-10-1936	Yes	19-11-2020	31-12-2005		31-03-2020		60	1	1	2	1	
6	Mr	KARUN PRATAP HDON	ACGPH95DBN	05202566	Non-Executive - Independent Director	Not Applicable		26-01-1988	NA	27-09-2018	18-10-2017				60	2	2	4	0	

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:  
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.  
 2. Date of Appointment can be any day upto September 30, 2021.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2021 to September 30 2021

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	00629878	ONKAR NATH AGGARWAL	Non-Executive - Independent Director	Member	31-03-2015		
4	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
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	00629878	ONKAR NATH AGGARWAL	Non-Executive - Independent Director	Member	31-03-2015		
4	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
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	14-04-2005		
5	05202566	KARUN PRATAP HOON	Non-Executive - Independent Director	Member	13-02-2018		
6	00629878	ONKAR NATH AGGARWAL	Non-Executive - Independent Director	Chairperson	18-10-2019		
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	13-02-2018		
4	00629878	ONKAR NATH AGGARWAL	Non-Executive - Independent Director	Chairperson	18-10-2019		
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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2021			Yes	6	3
2	28-01-2022	77		Yes	6	3
3	08-02-2022	10		Yes	6	3
4	10-03-2022	29		Yes	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

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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2021				Yes	4	3
2	Audit Committee	28-01-2022	77			Yes	4	3
3	Audit Committee	08-02-2022	10			Yes	4	3
4	Audit Committee	10-03-2022	29			Yes	4	3
5	Stakeholders Relationship Committee	11-11-2021				Yes	6	3
6	Stakeholders Relationship Committee	28-02-2022				Yes	6	3

\* to be filled in only for the current quarter meetings

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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			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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## 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	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.mgf ltd.com
11	email address for grievance redressal and other relevant details	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	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		
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	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.mgf ltd.com
21	Materiality Policy as per Regulation 30	Yes		www.mgf ltd.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.mgf ltd.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	



## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Y
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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## Annexure 1

Sr	Subject	Compliance stat
1	Name of signatory	M K MADAN
2	Designation	Company Secretary Compliance Offic

## 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(1B)	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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

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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		<a href="#">Add Notes</a>

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### Annexure II

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

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Applicability of disclosure	Not Applicable	
Reason for Non Applicability	<a href="#">Add Notes</a>	

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below****(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			

<b>(D) Additional Information</b>	<a href="#">Add Notes</a>
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**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		<a href="#">Add Notes</a>
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	18-04-2022

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