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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:2023 October 20, 2023

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

Stock 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

Stock Code: Motogenfin

Dear Sir,

Re: **Quarterly Compliance Report on Corporate Governance
For the quarter and half year ended September 30,2023**

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 half year ended September 30,2023. The said report is to be recorded along with undernoted notes given to clarify the entry of the data in the Report.

Annexure I

Composition of Board of Directors

In compliance of Regulation 25(1) read with Regulation 26(1) (a&b), we have in the column Board of Directors have included only Listed companies.

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

Annexure III

In compliance of Regulation 46(2), 18(1)(d),19(3),20(3) and 34(3) read with para C of Schedule V, we are enclosing herewith the information for the half year ended September 30,2023.

Kindly Iso take this letter on record.

Thanking you,

Yours faithfully,

For THE MOTOR & GENERAL FINANCE LTD.,

(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 | Half Yearly |
| Date of Report | 30-09-2023 |
| 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 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 NEP or CEO | | | | Yes | | Disqualification of Directors under section 168 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | |
| 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? (Refer Reg. 17(5A) 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(2) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(2) of Listing Regulations) | No. of posts of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(2) of Listing Regulations) | Notes for next preceding FOM | Notes for next preceding DIN | |
| 1 | Mr | RANU GUPTA | KANHS0338 | 0007266 | Executive Director | Chairperson | CEO, MD | 11-08-1946 | No | | | | Active | No | | 14-04-1989 | | 11-09-2022 | | 05-00 | 0 | 0 | | 0 | | |
| 2 | Mr | RUP GUPTA | KANHS1804 | 0007287 | Executive Director | Not Applicable | | 26-11-1954 | No | | | | Active | No | | 27-05-2006 | | 11-09-2022 | | 05-00 | 1 | 0 | | 1 | | |
| 3 | Mr | ARUN MITTAL | KANP080P | 0007241 | Executive Director | Not Applicable | | 27-11-1967 | No | | | | Active | No | | 1-07-2007 | | 11-09-2022 | | 05-00 | 4 | 2 | | 2 | | |
| 4 | Mr | SHABAZ KILMAS | KATP9811 | 0006145 | Director | Non-Executive - Independent | | 13-05-1949 | No | | | | Active | Yes | 25-09-2019 | 08-09-2019 | | 18-09-2020 | | 108-11 | 1 | 1 | | 1 | | |
| 5 | Mr | SUNIL RATH AGGARWAL | KALP080P | 0067676 | Director | Non-Executive - Independent | | 27-05-1939 | No | | | | Active | Yes | 28-11-2020 | 31-03-2015 | | 31-03-2020 | | 107-00 | 1 | 1 | | 2 | | |
| 6 | Mr | ARUN PRATAP KHOSLA | KCP0900N | 0000016 | Director | Not Applicable | | 26-02-1988 | No | | | | Active | No | 27-09-2018 | 09-10-2017 | | 18-10-2021 | | 21-14 | 1 | 2 | | 4 | | |

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, 2022.
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2022 to September 30 2022

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 | | |
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| 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 | | |
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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 | 00022337 | 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 | | | | | | | |
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| 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 | | |
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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 | 00629878 | ONKAR NATH AGGARWAL | Non-Executive - Independent Director | Chairperson | 13-02-2015 | | |
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| 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 | | | | | | |
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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 | 04-05-2023 | | | Yes | 6 | 6 | 3 |
| 2 | 29-05-2023 | 24 | | Yes | 6 | 4 | 1 |
| 3 | 10-08-2023 | 72 | | Yes | 6 | 6 | 3 |

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* to be filled in only for the current quarter meetings

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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) |
| Add Delete | | | | | | | | | | |
| 1 | Audit Committee | 04-05-2023 | | | | Yes | 4 | 4 | 3 | 1 |
| 2 | Audit Committee | 29-05-2023 | 24 | | | Yes | 4 | 4 | 3 | 2 |
| 3 | Audit Committee | 23-06-2023 | 24 | | | Yes | 4 | 4 | 3 | 1 |
| 4 | Audit Committee | 10-08-2023 | 47 | | | Yes | 4 | 4 | 3 | 2 |
| 5 | Stakeholders Relationship Committee | 12-04-2023 | | | | Yes | 6 | 6 | 3 | 1 |
| 6 | Stakeholders Relationship Committee | 14-07-2023 | 92 | | | Yes | 6 | 6 | 3 | 1 |
| 7 | Nomination and remuneration committee | 04-05-2023 | | | | Yes | 4 | 4 | 3 | 1 |
| 8 | Risk Management Committee | 14-09-2023 | 132 | | | Yes | 3 | 3 | 2 | 1 |

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* 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 | | | Add Notes |
| Disclosure of notes of material transaction with related party | | | Add Notes |

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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

Date of the event

Brief details of the event

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Annexure 1

VI. Affirmations

| Sr | Subject | Compliance |
|----|---|------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | |
| 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) | |
| 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. | |
| 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. | |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Ac |

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Annexure 1

| Sr | Subject | Compliance |
|----|-------------------|----------------|
| 1 | Name of signatory | M |
| 2 | Designation | Compan Comp |

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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 |

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| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|---|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report disclosed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes | |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 7 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | Add Notes |

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| | | |
|---|-------------------|--|
| 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 | 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 | 20-10-2023 |

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