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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:2020

June 22,2020

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: Annual Secretarial Compliance Report for the year ended
March 31,2020 under Regulation 24A and Certificate of Non
Disqualification of Directors under Regulation 34(3) of
SEBI(LODR),Regulations,2015.**

Pursuant to Regulation 24A and Regulation 34(3) of SEBI(LODR) Regulations,2015, we
enclose herewith the following:-

1. Annual Secretarial Compliance Report for the year ended March 31,2020 under
Regulation 24A of SEBI(LODR) Regulations,2015
2. Certificate of Non-Disqualification of Directors under Regulation 34(3) read with
Schedule V Para C of Clause 10(i) of SEBI(LODR) Regulations,2015.

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.

Anjali Yadav & Associates
Company Secretaries

Business Address :
102 & 104, 18/12, Jain Bhawan
W.E.A, Pusa Lane, Karol Bagh
New Delhi-110005
Phone : 91-11 47067659
Email : anjaliyadav.associates@gmail.com
anjaliyadavpcs@gmail.com
Website: csanjali.com

To,

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

Dear Sir,

Secretarial Compliance Report for the financial year ended March 31, 2020

I have been engaged by **The Motor & General Finance Limited** having its Registered Office at MGF House 4/17-B, Asaf Ali Road, New Delhi 110002 whose equity shares are listed on National Stock Exchange [Symbol: MOTOGENFIN] and BSE Limited [Security Code: 501343] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by the Institute of Company Secretary of India (ICSI). Secretarial Compliance Report is enclosed herewith.

**For Anjali Yadav & Associates
Practising Company Secretary**

ANJALI Digitally signed by
ANJALI YADAV
YADAV Date: 2020.06.12
13:06:19 +05'30'

Anjali Yadav
Proprietor
FCS No.: 6628
CP No.: 7257

Place: Delhi
Date: 12.06.2020
PR: 629/2019
UDIN: F006628B000337387

**Secretarial Compliance Report of THE MOTOR & GENERAL FINANCE LIMITED for
the financial year ended March 31, 2020**

I have examined:

- (a) all the documents and records made available to me and explanation provided by **THE MOTOR & GENERAL FINANCE LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time)
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended from time to time): - ***Not applicable to the Company during the audit period.***
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2008 (as amended from time to time)-***Not applicable to the Company during the audit period.***

- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013-*Not applicable to the Company during the audit period*
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as amended from time to time)
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as amended from time to time): - *Not applicable to the Company during the audit period.*
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(as amended from time to time) - *Not applicable to the Company during the audit period.*
- j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015(as amended from time to time)
- k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if an
-----NIL-----				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **[Not applicable to the Company];**

**For Anjali Yadav & Associates
Practising Company Secretary**

ANJALI Digitally signed
by ANJALI YADAV
YADAV Date: 2020.06.12
13:04:44 +05'30'

**Anjali Yadav
Proprietor
FCS No.: 6628
CP No.: 7257**

**Place: Delhi
Date: 12.06.2020
PR: 629/2019
UDIN: F006628B000337387**

NOTE

Due to adverse impact of global pandemic COVID-19 has resulted into complete nation-wide lockdown. Therefore, my basis of examination for issuing Secretarial Compliance Report for the financial year 2019-20 was only restricted to the information/documents provided by the Company in the electronic mode.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The Motor & General Finance Limited having CIN L74899DL1930PLC000208 and having Registered Office at MGF House 4/17-B, Asaf Ali Road , New Delhi - 110002(hereinafter referred to as 'the Company'), were produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr.No.	Name of the Director	DIN	Date of appointment in company
1	Arun Mitter	00022941	02/01/2002
2	Rajiv Gupta	00022964	14/04/1988
3	Arti Gupta	00023237	22/06/2006
4	Onkar Nath Aggarwal	00629878	31/12/2005
5	Bharat Kumar	01090141	19/03/2002
6	Karun Pratap Hoon	05202566	18/10/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Anjali Yadav & Associates
Practising Company Secretary**

ANJALI Digitally signed
by ANJALI YADAV
YADAV Date: 2020.06.12
13:04:22 +05'30'

Anjali Yadav
Proprietor
FCS No.: 6628
CP No.: 7257

Place: Delhi
Date: 12.06.2020
PR: 629/2019
UDIN: F006628B000337354

Note:

Due to adverse impact of global pandemic COVID-19 has resulted into complete nation-wide lockdown. Therefore, my basis of examination for issuing the Non- Disqualification Certificate for the financial year 2019-20 was only restricted to the information/documents provided by the Company in the electronic mode.