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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:2022

September 5, 2022

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

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

Scrip Code: 501343

Scrip Code: Motogenfin

Sub: Intimation under Regulation 34 of SEBI(LODR) Regulations,2015- Notice of 92nd Annual General Meeting along with the Annual Report of the Company for the Financial year 2021-22

In continuation to our letter dated August 10,2022 wherein it was informed that 92nd Annual General Meeting of the members of the company will be held on Wednesday, the September 28,2022 at 11.30 A.M (IST) through Video Conferencing("VC")/Other Audio Visual Means("OAVM"), in terms of the provisions of the Companies Act,2013 and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, please find enclosed herewith soft copy of the Annual Report of the company along with Notice for 92nd AGM for the Financial Year 2021-22 as circulated to the members of the company through electronic mode.

The Notice of 92nd AGM along with the Annual Report for the year 2021-22 is also placed at the website of the company at www.mgf ltd.com and on the website of e-voting agency i.e. Central Depository Services(India) Limited(CDSL) at www.evotingindia.com.

As already informed vide our letter No. DLI:CS:BSE:NSE:2022 dated August 10,2022, the Register of Members and Share Transfer Books will remain closed from **Wednesday, the September 21,2022 to Wednesday, September 28, 2022(both days inclusive)** for the purpose of AGM.

The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of 92nd AGM i.e. September 28,2022.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED

(M.K. MADAN)
VP, CS & COMPLIANCE OFFICER

Encl: as above

CC: Central Depository Services (India) Ltd(CDSL)

CC: M/s Alankit Assignments Limited, RTA of the company

Registered Office: MGF HOUSE, 4/17-B, Asaf Ali Road, New Delhi-110002

Phone Nos.: 011-23272216-18, 011-23276872

Website: <http://www.mgf ltd.com> Email-mgf ltd@hotmail.com

CIN: L74899DL1930PLC000208 GSTIN:07AAACT2356D2ZN

NOTICE

NOTICE is hereby given that the Ninety Two (92nd) Annual General Meeting of the members of The Motor & General Finance Limited will be held on **Wednesday, the September 28, 2022** at 11.30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility to transact the following business and shall be deemed to be conducted at Registered Office of the company i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.

ORDINARY BUSINESS:

To receive, consider and adopt:

1. a) To receive, consider and adopt the Standalone Audited Financial Statements of the company for the financial year ended March 31, 2022, together with the Report of the Board of Directors and the Auditors thereon.
- b) To receive, consider and adopt the Consolidated Audited Financial Statements of the company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.
2. To appoint a Director in the place of Smt. Arti Gupta, (DIN: 00023237), Joint Managing Director, who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. Jagdish Chand & Co., Chartered Accountants (Firm Registration No.000129N) as Statutory Auditors of the company for second term of consecutive 5(Five) years and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Audit and Auditors) Rule, 2014, as amended, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the company, M/s. Jagdish Chand & Co., Chartered Accountants (Firm Registration No.000129N), who have given their consent and certificate u/s 139, 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time certifying that their firm is eligible and is not disqualified under the Chartered Accountant Act, 1949 and the rules & regulations made thereunder, be and are hereby re-appointed as the Statutory Auditors of the company to hold office for the second term of consecutive 5(Five) years from the conclusion of the 92nd Annual General Meeting (AGM) until the conclusion of the 97th Annual General Meeting (AGM) to be held in the year 2027, to examine and audit the accounts of the company at such remuneration as may be mutually agreed between the Board of Directors of the company and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the company, severally and jointly be and are hereby authorised to do all such acts, deeds, things and execute all such documents instruments writing, as in the absolute discretion, it may be considered necessary, expedient or desirable including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit."

SPECIAL BUSINESS :

To consider and, if thought fit, to pass the following Resolutions

4. As a Special Resolution:

RE-APPOINTMENT OF SHRI. RAJIV GUPTA (DIN:00022964) CHAIRMAN & MANAGING DIRECTOR & CEO AND PAYMENT OF REMUNERATION

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the recommendations of the Nomination & Remuneration Committee of the Board of Directors of the company & in pursuance of the Special Resolution passed by the members through Postal Ballot on February 19, 2019 and modification of the resolution in the Annual General Meeting held on September 26, 2019, consent of the Members be and is hereby accorded to the re-appointment of Shri. Rajiv Gupta (DIN:00022964) as the Chairman & Managing Director and CEO of the company on the existing terms & conditions including remuneration for a further period of 3(three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association as well as the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as "remuneration") as are set out in the Draft of the Agreement entered into between the company and Shri. Rajiv Gupta, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Shri. Rajiv Gupta will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Sh. Rajiv Gupta;"

"RESOLVED FURTHER THAT the Board of Directors of the company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution".

“RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, Shri. Rajiv Gupta will be paid the salary and perquisites as minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said Schedule”.

“RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writing as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit”.

5. As a Special Resolution

RE-APPOINTMENT OF SMT. ARTI GUPTA (DIN:00023237) JOINT MANAGING DIRECTOR AND PAYMENT OF REMUNERATION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (Including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the recommendations of the Board and Nomination & Remuneration Committee of Directors of the company & in pursuance of the Special Resolution passed by the members through Postal Ballot on February 19, 2019 and modification of the resolution in the Annual General Meeting held on September 26, 2019, consent of the Members be and is hereby accorded to the re-appointment of Smt. Arti Gupta (DIN:00023237) as the Joint Managing Director of the company as well as to continue to hold such position after attaining the age of 70 years, on the existing terms & conditions including remuneration for a further period of 3 (three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association as well as the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as “remuneration”) as are set out in the Draft of the Agreement entered into between the company and Smt. Arti Gupta, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Smt. Arti Gupta will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Smt. Arti Gupta.”

“RESOLVED FURTHER THAT the Board of Directors of the company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

“RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, Smt. Arti Gupta will be paid the salary and perquisites as minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said Schedule”.

“RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writing as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit”.

6. As a Special Resolution

RE-APPOINTMENT OF SHRI ARUN MITTER (DIN:00022941) WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND PAYMENT OF REMUNERATION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (Including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the recommendations of the Board and Nomination & Remuneration Committee of Directors of the company & in pursuance of the Special Resolution passed by the members through Postal Ballot on February 19, 2019 and modification of the resolution in the Annual General Meeting held on September 26, 2019, consent of the Members be and is hereby accorded to the re-appointment of Shri. Arun Mitter (DIN:00022941) Whole Time Director, designated as Executive Director of the company on the existing terms & conditions including remuneration for a further period of 3 (three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association as well as the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as “remuneration”) as are set out in the Draft Agreement entered into between the company and Shri. Arun Mitter, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Shri. Arun Mitter will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Shri. Arun Mitter”;

“RESOLVED FURTHER THAT the Board of Directors of the company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”.

“ALSO RESOLVED THAT in the event of inadequacy of profits in any financial year, Shri Arun Mitter will be paid the salary and perquisites as minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said Schedule”.

“RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writing as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the company as it may deem fit.

7. As a Special Resolution

RE-APPOINTMENT OF SHRI KARUN PRATAP HOON(DIN: 05202566), NON-EXECUTIVE INDEPENDENT DIRECTOR FOR CONSECUTIVE SECOND TERM OF 5(FIVE) YEARS.

RESOLVED THAT pursuant to the provisions of the Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI(LODR) Regulations, 2015 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Karun Pratap Hoon (DIN: 05202566) who was appointed as a Non-Executive Independent Director of the Company on October 18,2017 for a consecutive term of 5 (Five) years i.e. upto October 17, 2022 and is eligible for being reappointed as an Independent Director not liable to retire by rotation and in respect of whom a notice in writing in pursuance to Section 160 of the Companies Act, 2013 has been received in the prescribed form and considering the report of the performance evaluation be and is hereby reappointed as an Independent Director to hold office for a consecutive second term of 5 (five) years commencing from October 18, 2022 and ending on October 17, 2027 (both days inclusive).

“RESOLVED FURTHER that pursuant to the provisions of Section 149, 150, 152, 197 and other applicable provisions of the Act and the Rules made thereunder, on the recommendations of the Audit Committee & subject to such limit as may be prescribed from time to time, Shri Karun Pratap Hoon, Non-Executive Independent Director be paid sitting fees (Remuneration) for attending the Board Meetings only.”

“RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution”.

8. As an Ordinary Resolution

TO APPROVE RELATED PARTY TRANSACTIONS (INCLUDING MATERIAL RELATED PARTY TRANSACTIONS) ENTERED INTO OR TO BE ENTERED INTO WITH RAM PRAKASH & CO PVT LTD

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s Ram Prakash & Co Pvt Ltd a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.90 Crores for the financial year 2021-2022, 2022-2023 & 2023-24, which were/are in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2021-2022 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

9. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND M/S INDIA LEASE DEVELOPMENT LIMITED

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s India Lease Development Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding

Rs.20 Crores for the financial year 2022-2023 & 2023-24, which are to be in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2022-2023 & 2023-24 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

10. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND JAYABHARAT CREDIT LIMITED

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s Jayabharat Credit Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the financial year 2022-2023 & 2023-24, which are to be in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2022-2023 & 2023-24 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

11. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND M/S. BAHUBALI SERVICES PVT LTD

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and also Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter /continue to enter into contracts/arrangements/transactions with M/s Bahubali Services Private Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the financial year 2022-2023 & 2023-24, which are to be in the ordinary course of business and at arms length basis with respect to entering the transaction of giving or taking of any loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year 2022-2023 & 2023-24 have exceeded/ may exceed 10% of the annual consolidated turnover of the company as per the last financial statement or such other materiality threshold as may be specified under applicable laws/regulations from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things, to finalise the terms & conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

12. As a Special Resolution

COMPANY'S CONTRIBUTION TO BONAFIDE AND CHARITABLE FUNDS, ETC

“ **RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act,2013, the Board of Directors of the company be and is hereby authorized to contribute and/or donate, from time to time in any financial year, to any bonafide charitable and other funds, any amount the aggregate of which, may exceed five percent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 3 Crores(Rupees Three Crores only) in any one financial year”.

By Order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi

Date: August 10, 2022

(M.K. MADAN)
VP & CS & Compliance Officer
ACS-2951

Registered Office:

MGF House, 4/17-B,

Asaf Ali Road, New Delhi-110002

Phone No.: 011-23272216-18, 011-23276872, Fax No.: 011-2374606

Website: <http://www.mgf ltd.com>, Email-mgf ltd@hotmail.com

CIN: L74899DL1930PLC000208

GST IN: 07AAACT2356D2ZN

NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Ordinary and Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
2. General instructions for accessing and participating in the 92nd AGM through VC/OAVM Facility and voting electronic means including remote e-voting:-
 - a. In view of ongoing COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs('MCA') vide its General Circular No.02/2022 dated 5th May,2022 read with General Circular No.02/2021 dated 13th January,2021, 14/2020 dated 8th April,2020, 17th/2020 dated 13th April,2020, 20/2020 dated 5th May,2020 **2/2021 dated 13th Januyar,2021, 21/2021 dated 14th December,2021 and 3/2022 dated 5th May,2022** (collectively referred to as (MCA Circulars). Further, the Securities and Exchange Board of India(SEBI) vide its Circular dated 12th May,2020 15th January,2021 and 3th May,2022 (**SEBI Circular**) has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act,2013 (the Act), Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 (**SEBI Listing Regulations**), MCA Circular and SEBI Circulars, the forthcoming 92nd AGM of the company will be held through Video Conferencing (**VC**) or Other Audio Visual Means(OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 - b. Pursuant to the provisions of Section 108 of the Companies Act,2013 read with Rules 20 of the Companies (Management and Administration)Rules, 2014(as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited(**CDSL**) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - c. The Members can join the 92nd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders, (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc who are allowed to attend the AGM without restriction on account of first come first served basis.
 - d. The attendance of the Members attending the 92nd AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act,2013. Since the AGM will be held through VC/OAVM facility, Proxy Form, Attendance Slip including the Route Map is not annexed in this Notice.
 - e. Pursuant to MCA Circular No.14/2020 dated 8th April,2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act,2013, representatives of the members may be appointed for the purpose of voting through remote e-voting for participating in the 92nd AGM through VC/OAVM facility and cast their votes through e-voting.
 - f. In line with the Ministry of Corporate Affairs(MCA) Circular No. 17/2020 dated 13th April,2020, the Notice calling the 92nd AGM has been uploaded on the website of the Company at www.mgf ltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 92nd AGM Notice is also disseminated on the website of CDSL(agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evoting.com

3. Instructions for Members for Remote e-voting are as under:-

- i. The voting period begins on **Sunday, September 25, 2022 at 9.00 A.M. and ends on Tuesday, the September 27, 2022, at 5.00 P.M.** During this period shareholders of the company holding shares either in physical form or in dematerialized form, as on the **cut-off date of Tuesday, September 20, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior the meeting date would not be entitled to vote at the **AGM** venue.
- iii. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provide by Listed Companies, individual shareholders holding securities in demat are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining AGM through VC/OAVM for individual shareholders holding securities in Demate mode is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the easi/easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining AGM and voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers' website directly. 3) If the user is not registered for easi / easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Services Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal computer or on a mobile. Once the home page of e-services is launched. Click on the "beneficial Owner" icon under Login which is available under IDeAS section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the meeting. 2) If the user is not registered for IDeAS services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at http://eservices.nsd.com/Secureweb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under Shareholder/Member section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the Screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- iv. Login method for e-voting and joining AGM through VC/OAVM for shareholders other than individual shareholders holding in Demat form and physical shareholders.
 - a. The shareholders should log on to the e-voting website www.evotingindia.com
 - b. Click on "Shareholders" module
 - c. Now enter your User ID.
 - i) For CDSL : 16 digit beneficiary ID
 - ii) For NSDL 8 Character DPID followed by 8 Digits Client ID
 - iii) Shareholders holding shares in physical Form should enter Folio Number registered with the company
 - d. Next enter the Image Verification as displayed and Click on Login
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - f. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Shareholders who have not updated their PAN with the company/Depository Participant are requested to use the sequence number sent by RTA

- g. After entering these details appropriately, click on "SUMBIT" tab.
 - h. Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provide that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - j. Click on the EVSN for **The Motor & General Finance Limited on which you choose to vote.**
 - k. **On the voting page, you will see "RESOLUTION DESCRIPTION"** and against the same the option "Yes/NO for voting. Select the option Yes or NO as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
 - l. **Click on the "RESOLUTION FILE LINK"** if you wish to view the entire Resolution details
 - m. After selecting the resolution, you have decided to vote on click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on "CANCEL and accordingly modify your vote.
 - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - p. If a demat account holder has forgotten the login password then the User ID and the image verification code and click on Forgot Password & enter the details as promoted by the system.
4. Process for those shareholders whose email address are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:-
- a. For Demat shareholders, please provide Demat account details(CDSL 16 digit beneficiary ID or NSDL 16 digit DPID+CLID), name, client master or copy of Consolidated Account statement, PAN(self attested scanned copy of PAN card) AADHAR (Self attested scanned copy of Aadhaar Card) to mgfttd@hotmail.com.
 - b. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

5. **Instructions for Members for participating in the 92nd AGM through VC/OAVM & e-voting during meeting are as under:-**
- The procedure for attending meeting and e-voting on the day of the AGM is same as instructions mentioned in above for e-voting
 - The link for VC/OAVM to attend meeting will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for e-voting.
 - Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
 - Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Participants Connecting from Mobile Device or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting i.e. **September 28, 2022** mentioning their name, demat account number/folio number, email id, mobile number at mgfltd@hotmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting i.e. **September 28, 2022** mentioning their name, demat account number/folio number, email id, mobile number at mgfltd@hotmail.com. These queries will be replied to by the company suitably by email.
 - Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
 - Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM
6. **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders(i.e. other than individuals, HUF NRI etc) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to the helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter, etc together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer, Ms. Anjali Yadav, Practising Company Secretary, at her address at B-6/32, Sector 15, Rohini, New Delhi-110089 and to the company at mgfltd@hotmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at **helpline No. 1800 22 55 33**.
 - All grievances connected with the facility for voting by electronic means may be addressed to Sh. M.K. Madan, Vice President & Company Secretary or Mr. Sunit Sharma, Accounts Executive or Central Depository Services(India) Limited(CDSL), Delhi office or send an email to helpdesk.evoting@cdslindia.com or call at **helpline No. 1800 22 55 33**.
7. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 92nd AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements for financial year 2021-2022, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the company or with their respective Depository Participants, and who wish to receive the Notice of the 92nd AGM and the Annual Report for the Financial Year 2021-2022 and all other communication sent by the company, from time to time, can get their email address registered by following the steps as given below:-
- For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document(such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Members, by email to the company's email address: mgfltd@hotmail.com.
 - For the members holding shares in demat form, please update your email address through your respective Depository Participant(s).
8. The Notice of the 92nd AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements for the financial year 2021-22 will be available on the website of the company at www.mgfltd.com and the website of BSE India Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of 92nd AGM will also be available on the **website** of CDSL at www.evotingindia.com.

9. The Register of Members and the Share Transfer Books of the company will remain closed from **Wednesday, September 21,2022 to Wednesday, September 28,2022 (both days inclusive)**, for the purpose of the 92nd AGM.
10. Any person, who acquires shares of the company and becomes Members of the company after the company send the Notice of the 92nd AGM by email and holds shares as on the **cut off date** i.e **Tuesday, September 20,2022** may obtain the User ID and Password by sending a request to the company's email address mgftd@hotmail.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" or Physical User Reset Password" option available on www.evotingindia.com.
11. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
12. Ms. Anjali Yadav, Practising Company Secretary(FCS No.6628,CP No7257), proprietor of M/s Anjali Yadav & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
13. During the 92nd AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 92nd AGM, formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 92nd AGM and announce the start of the casting of vote through the e-voting system. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 92nd AGM.
14. The Scrutinizer will submit, not later than two working days of conclusion of the 92nd AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any authorized person of the company the result shall be declared forthwith upon receipt of the Scrutinizer's Report. The result declared along with the Scrutinizer's report shall be placed on the company's website www.mgftd.com and on the website of CDSL immediately after the declaration by the Chairman of the meeting or any person authorized by the Chairman and would also be communicated to the Stock Exchanges where the shares of the company are listed. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the AGM i.e Wednesday, the September 28,2022.
15. Electronic copy of all the documents referred to in the company accompanying Notice of the 92nd AGM and the Explanatory Statement shall be available for inspection in the Investors Section of the website of the company at www.mgftd.com
16. During the 92nd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log in to CDS e-voting system at www.evotingindia.com
17. Brief resume of Directors seeking re-appointment at the Meeting along with details of their other Directorships and shareholding in the company pursuant to the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 and the Secretarial Standards are proved as an annexure to this Notice.
18. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 , all unclaimed dividend till the financial year ended on March 31,2010, has already been transferred to the Investors Education and Protection Fund (IEPF). The members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on www.iepf.gov.in
19. The Equity Shares of the company are listed on the BSE Limited and National Stock Exchange of India Limited. The company confirms that it has paid Annual Listing Fees to the said Exchanges. Annual Custody /issuer fees to CDSL and NSDL for the financial year ended on March 31,2022 have already been paid.
20. Members holding shares in physical form are requested to notify any change in their address including PIN Code, Bank Mandate, Income ax Permanent Account Number, e-mail, mobile number etc to the company's Registrar and Share Transfer Agents(RTA) in prescribed Form **ISR-1 and other forms pursuant to SEBI Circular dated 3rd November , 2021.**

M/s Alankit Assignments Limited
 Anarkali Complex,
 205-208, Jhandewalan Extension
 New Delhi-110055
 E-mail: rta@alankit.com
 Helpline no. 011-42541127

Members holding shares in dematerialized form are requested to furnish the aforesaid information to their respective depository participants for updation of their records.

21. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company. Request for nomination may be made to the company or its RTA in Form SH-13. If a member desires to opt out or cancel the earlier nomination and record afresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said form can be downloaded from the company's website at www.mgftd.com.
22. The SEBI has vide Circular No. MRD/DOP/CIR-05/2009 dated 20th May,2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form/physical form are therefore, requested to submit their PAN to the company or the RTA.
23. SEBI Vide its Notification dated 24th January,2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members are advised to dematerialize the shares held by them in physical.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,2013

Item No.3

M/s Jagdish Chand & Co, Chartered Accountants, (Firm Registration No.000129N) were appointed as Statutory Auditors of the company at the 87th Annual General Meeting held on September 26,2017 for a term of 5 years and they hold office upto the conclusion of the ensuing Annual General Meeting of the company. M/s Jagdish Chand & Co, Chartered Accountants have given their consent and certificate u/s 139, 141 of the Companies Act,2013 read with Companies(Audit and Auditors) Rules,2014, as amended, from time to time, certifying that their firm is eligible and is not disqualified under the Act, Chartered Accountants Act, 1949 and the Rules and Regulations made thereunder, the proposed re-appointment. if made will be within the limits laid down by or under the Authority of the Act and there is no proceedings against the firm or any partner of the firm, pending with respect of professional matters of conduct.

The Audit Committee and the Board, unanimously recommends the re-appointment of M/s Jagdish Chand & Co, Chartered Accountants for a consecutive second term of 5 years by passing the ordinary resolution as set out in **item No.3** of this notice taking into account their credentials and also based on the evaluation of the quality of audit work done by the Statutory Auditors.

Item No. 4

The Board of Directors, on the recommendations of Nomination & Remuneration Committee in pursuance to the Special Resolution passed by the members through Postal Ballot on February 19,2019 and its modifications in the Annual General Meeting held on September 26,2019, consent was accorded to the re-appointment and terms of remuneration of Sh. Rajiv Gupta, Chairman & Managing Director & CEO of the company upto & including the period August 13, 2019 to August 12,2022(both days inclusive).

The Board of Directors in their meeting held on August 10,2022 on the recommendation of Remuneration & Nomination Committee considered and passed the resolution for the re-appointment of Sh. Rajiv Gupta, Chairman & Managing Director & CEO for a period of 3(three) years with effect from August 13,2022 to August 12,2025(both days inclusive). on the following terms & conditions.

TERMS & CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Shri. Rajiv Gupta(hereinafter referred to as the "Appointee"), inter-alia, contain the following principal terms and conditions:-

Shri. Rajiv Gupta, Chairman & Managing Director & CEO shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Sh. Rajiv Gupta, has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13,2022 to August 12,2025(both days inclusive) and in terms of Clause 60(e) of the Articles of Association, he shall retire by rotation.

a) SALARY

Salary –Rs. 2,10,000(Rupees Two Lakhs Ten Thousand only) per month.

b) PERQUISITES

Perquisites are classified into three categories viz. 'A', 'B' & 'C' as follows:-

Category 'A'

Housing (I)

Free Unfurnished Residential Accommodation at the expense of the company, the monetary value of which as evaluated under Rules 3 of the Income Tax Rules,1962

OR

Housing (II)

In case the accommodation is owned by the company, 20% of the salary of Chairman & Managing Director & CEO or as may be permissible according to law amended from time to time shall be deducted by the company.

OR

Housing (III)

In case, no accommodation is provided by the Company, Chairman & Managing Director & CEO shall be entitled to House Rent Allowance @ 60% of the salary in accordance with the Company's rules in lieu of residential accommodation at the expense of the company.

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962,as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

Further, the expenses incurred on gas, electricity and water shall be apportioned between the company and the "appointee" in the ratio of 50:50.

Other Perquisites

Medical expenses for the Chairman & Managing Director & CEO and his family calculated at one month's salary in a year or three month's salary for a period of three years.

Leave Travel Concession for self and his family once a year incurred in accordance with the Company's policy read with Income Tax Rules, 1962.

Fee of clubs subject to a maximum of two clubs. This will not include

Admission and Life Membership Fees.

Personal Accident Insurance Premium not to exceed Rs.4,000/- per annum to be borne by the company.

Explanation:

Family shall mean the spouse, dependent children of the "appointee". Perks shall be evaluated as per Income Tax rules and in absence of any such rules, shall be evaluated actual cost.

Any other perquisites as may be determined by the Board of Directors of the company from time to time & within the overall limits specified in the Companies Act, 2013.

Category 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:-

Company's contribution to Provident Fund @ 12% of the salary or at such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972.

Leave encashment as per rules & as applicable to the Executives of the company.

Category "C"

Provision of Car with Driver and Free Telephone/Communication facilities at the residence for business purposes.

Gross Salary including perquisites, as stated above, payable to Chairman & Managing Director & CEO, shall not exceed Rs.2.50 lakhs per month but it shall be calculated on yearly basis in terms of Schedule V of the Companies Act,2013 and accordingly, his gross salary including perks shall be Rs. 30 lakhs per year.

Sh. Rajiv Gupta shall not be entitled to any sitting fee for attending meetings of the Board or any Committee thereof.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Sh. Rajiv Gupta within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof as notified from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Chairman & Managing Director & CEO, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed in Paragraph A of Section II of Part II of Schedule V to the Companies Act,2013 read with SEBI(Listing Obligations & Disclosures Requirements)Regulations, 2015 for time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any Rules and Regulations framed thereunder.

Pursuant to the SEBI(LODR) Amendment, Regulations 2018, to be applicable w.e.f. April 1,2019, the fee or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if the annual remuneration payable to such Executive Directors exceeds 5% of the net profits of the company. The above said resolution is, as such, in compliance of SEBI(LODR) Regulations,2018.

In view of the applicability of Regulation 17(IC) of SEBI(LODR) Listing Regulations, the company is required to obtain approval of shareholders for the re-appointment of Chairman & Managing Director & CEO at the next Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier. This is as per the applicability of Regulation 17(1C) of SEBI(LODR) Listing Regulations.

Shri Rajiv Gupta is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Total remuneration including Provident Fund paid to Shri Rajiv Gupta for the year ended March 31, 2022 was Rs. 30.57 lakhs.

Save and except Shri Rajiv Gupta, being appointee and Smt. Arti Gupta, being husband and wife respectively and their relatives to the extent of their shareholding interest, if any. None of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in **Resolution No.4**.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act,2013.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

The Board of Directors recommends the **Special Resolution No.4** of the Notice for your consideration and approval.

Item No.5

The Board of Directors, on the recommendations of Nomination & Remuneration Committee in pursuance to the Special Resolution passed by the members through Postal Ballot on February 19,2019 and its modifications in the Annual General Meeting held on September 26,2019, consent was accorded to the re-appointment and terms of remuneration of Smt. Arti Gupta, Joint Managing Director of the company upto & including the period August 13, 2019 to August 12,2022(both days inclusive).

The Board of Directors, on the recommendations of Nomination & Remuneration Committee at its meeting held on August 10,2022 have considered and passed the resolution for the re-appointment of Smt. Arti Gupta, Joint Managing Director for a period of 3(three) years with effect from August 13,2022 to August 12,2025(both days inclusive) on the following terms & conditions.

TERMS & CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Smt. Arti Gupta (hereinafter referred to as the "Appointee"), inter-alia, contain the following principal terms and conditions:-

Smt. Arti Gupta, Joint Managing Director shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Smt. Arti Gupta, has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13,2022 to August 12,2025(both days inclusive) and in terms of Clause 60(e) of the Articles of Association, she shall retire by rotation.

a) SALARY

Salary – Rs. 2,00,000 (Rupees Two Lakhs only) per month.

b) PERQUISITES

Perquisites are classified into three categories viz 'A', 'B' & 'C' as follows:-

Category 'A'

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962,as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

20% of the perks allowed to Joint Managing Director according to Law amended from time to time shall be deducted by the company.

Further, the expenses incurred on gas, electricity and water shall be apportioned between the company and the appointee in the ratio of 50:50.

Other Perquisites

Medical expenses for the Joint Managing Director and her family calculated at one month's salary in a year or three month's' salary for a period of three years.

Leave Travel Concession for self and her family once a year incurred in accordance with the Company's policy read with Income Tax Rules, 1962.

Fee of clubs subject to a maximum of two clubs. This will not include Admission and Life Membership fees.

Personal Accident Insurance Premium not to exceed Rs.4,000/- per annum to be borne by the company.

Explanation:

Family shall mean the spouse, dependent children of the Joint Managing Director. Perks shall be evaluated as per Income Tax rules and in absence of any such rules, shall be evaluated actual cost.

Any other perquisites as may be determined by the Board of Directors of the company from time to time & within the overall limits specified in the Companies Act,2013

Category 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:-

Company's contribution to Provident Fund @ 12% of the salary or at such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.

Gratuity in accordance with the provisions of the Payment of Gratuity Act,1972.

Leave encashment as per rules & as applicable to the Executives of the company.

Category "C"

Provision of Car with Driver and Free Telephone/Communication facilities at the residence for business purposes.

Gross Salary including perquisites, as stated above, payable to Joint Managing Director, shall not exceed Rs 2.50 lakhs per month but it shall be calculated on yearly basis in terms of Schedule V of the Companies Act,2013 and accordingly, her gross salary including perks shall be Rs. 30 lakhs per year.

Smt. Arti Gupta shall not be entitled to any sitting fee for attending meetings of the Board or any Committee thereof.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Smt. Arti Gupta, Joint Managing Director within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof as notified from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Joint Managing Director, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed in Paragraph A of Section II of Part II of Schedule V to the Companies Act,2013 read with SEBI(Listing Obligations & Disclosures Requirements)Regulations, 2015 for time being in force or any statutory modification(s) or re-enactment(s) thereof and/or any Rules and Regulations framed thereunder.

Smt. Arti Gupta will attain the age of 70 years during the continuation of her renewed term and hence pursuant to Section 196(3)(a) of the Act, read with Schedule V, Part 1 of the Act, continuation of her term as the Joint Managing Director requires approval of members by way of Special Resolution at the next Annual General Meeting or within a time period of three months from the date of re-appointment whichever is earlier. This is as per the applicability of Regulation 17(1C) of SEBI(LODR) Listing Regulations.

Pursuant to the SEBI(LODR) Amendment, Regulations 2018, to be applicable w.e.f. April 1,2019, the fee or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if the annual remuneration payable to such Executive Directors exceeds 5% of the net profits of the company.

Smt. Arti Gupta is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Total remuneration including Provident Fund paid to Smt. Arti Gupta for the year ended March 31, 2022 was Rs. 28.68 lakhs.

Save and except Smt. Arti Gupta, being appointee and Shri. Rajiv Gupta, being wife and husband respectively and their relatives to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in **Resolution No.5**.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act,2013.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

The Board of Directors recommends the **Special Resolution No.5** of the Notice for your consideration and approval.

Item No. 6.

The Board of Directors, on the recommendations of Nomination & Remuneration Committee in pursuance to the Special Resolution passed by the members through Postal Ballot on February 19,2019 and its modifications in the Annual General Meeting held on September 26,2019, consent was accorded to the re-appointment and terms of remuneration of Shri. Arun Mitter, Whole Time Director, designated as Executive Director of the company upto & including the period August 13,2019 to August 12,2022(both days inclusive).

The Board of Directors, on the recommendations of Nomination & Remuneration Committee at its meeting held on August 10,2022 have considered and passed the resolution for the re-appointment of Shri.Arun Mitter, Whole Time Director designated as Executive Director for a period of 3(three) years with effect from August 13,2022 to August 12,2025(both days inclusive)

TERMS & CONDITIONS OF RE-APPOINTMENT

The terms of re-appointment and remuneration payable to Shri. Arun Mitter, (hereinafter referred to as the "Appointee"), inter-alia, contain the following principal terms and conditions:-

Shri. Arun Mitter, Executive Director shall conduct the day to day management of the company subject to the supervision and control of the Board of Directors.

PERIOD OF AGREEMENT

Shri. Arun Mitter has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13,2022 to August 12,2025 (both dates inclusive) and in terms of Clause 60(e) of the Articles of Association, he shall retire by rotation.

a) SALARY

Salary – Rs. 1,45,000(Rupee One Lakh Forty Five Thousand only) per month

b) PERQUISITES

Perquisites are classified into three categories viz 'A', 'B' & 'C'

Category 'A'

Housing (I)

Free Unfurnished Residential Accommodation at the expense of the company, the monetary value of which as evaluated under Rules 3 of the Income Tax Rules, 1962

OR

Housing (II)

In case the accommodation is owned by the company, 20% of salary of Executive Director or as may be permissible according to law amended from time to time shall be deducted by the company

OR

Housing (III)

In case, no accommodation is provided by the Company, Executive Director shall be entitled to House Rent Allowance @ 60% of the salary in accordance with the Company's rules in lieu of residential accommodation at the expense of the company.

Gas, Electricity, Water & Furnishings

The expenditure incurred by the company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962, as amended. This shall, however, be subject to ceiling of 10% (ten percent) of the salary.

Other Perquisites

Medical expenses for the Executive Director and his family calculated at one month's salary in a year or three month's salary for a period of three years.

Leave Travel Concession for self and his family once a year incurred in accordance with the Company's policy read with Income Tax Rules, 1962.

Fee of clubs subject to a maximum of two clubs. This will not include Admission and Life Membership Fees.

Personal Accident Insurance Premium not to exceed Rs.4,000/- per annum to be borne by the company.

Explanation:

Family shall mean the spouse, dependent children and dependent parents of Shri. Arun Mitter. Perks shall be evaluated as per Income Tax rules and in absence of any such rules, shall be evaluated actual cost.

Any other perquisites as may be determined by the Board of Directors of the company from time to time & within the overall limits specified in the Companies Act,2013.

Category 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:-

Company's contribution to Provident Fund @ 12% of the salary or at such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.

Gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972.

Leave encashment as per rules & as applicable to the Executives of the company.

Category "C"

Provision of Car with Driver and Free Telephone/Communication facilities at the residence for business purposes.

Gross Salary including perquisites, as stated above, payable to Executive Director, shall not exceed Rs.2.50 lakhs per month but it shall be calculated on yearly basis in terms of Schedule V of the Companies Act,2013 and accordingly, his gross salary including perks shall be Rs. 30 lakhs per year.

Shri. Arun Mitter shall not be entitled to any sitting fee for attending meetings of the Board or where applicable any Committee thereof.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company may vary and/or revise the remuneration and perquisites including the monetary value thereof to Shri. Arun Mitter within the permissible limits under the provisions of the Companies Act,2013 or any statutory amendments thereof as notified from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

MINIMUM REMUNERATION

Where in any financial year, during the currency of tenure of the appointee as Whole Time Director designated as Executive Director, the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed in Paragraph A of Section II of Part II of Schedule V to the Companies Act,2013 read with SEBI(Listing Obligations & Disclosures Requirements)Regulations, 2015 for the being in force or any statutory modification(s) or re-enactment(s) thereof and/or any Rules and Regulations framed thereunder.

Pursuant to the SEBI(LODR) Amendment, Regulations 2018, to be applicable w.e.f. April 1, 2019, the fee or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if the annual remuneration payable to such Executive Directors exceeds 5% of the net profits of the company.

In view of the applicability of Regulation 17(IC) of SEBI(LODR) Listing Regulations, the company is required to obtain approval of shareholders for the re-appointment of Executive Director as well at the next Annual General Meeting or within a time period of three months from the date of appointment whichever is earlier. This is as per the applicability of Regulation 17(1C) of SEBI(LODR) Listing Regulations.

Shri. Arun Mitter is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Total remuneration including Provident Fund paid to Shri. Arun Mitter for the year ended March 31, 2022 was Rs. 32.08 lakhs.

Save and except Shri. Arun Mitter, Executive Director, being appointee and his relatives to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in Resolution No.6.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act,2013.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

The Board of Directors recommends the Special Resolution No.6 of the Notice for your consideration and approval.

Item No.7

The members of the company at the Annual General Meeting held on September 27,2018 appointed Shri. Karun Pratap Hoon(DIN:05202566) as an Independent Director for a term of five years effective from October 18,2017 to October 17,2022(both days inclusive). In terms of the provisions of Section 149 of the Companies Act,2013, Shri. Karun Pratap Hoon is eligible for re-appointment for his second term.

Pursuant to Section 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies(Appointment and Qualification of Directors)

Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members on the recommendations of Nomination & Remuneration Committee by way of Special Resolution is required for the re-appointment of Shri. Karun Pratap Hoon for a second term of five consecutive years from October 18, 2022 to October 17, 2027 (both days inclusive).

The company has received a notice from a member proposing the candidature of Shri. Karun Pratap Hoon for re-appointment as an Independent Director of the company for a second term of five consecutive years.

Shri. Karun Pratap Hoon, had given his consent and also declaration that he meets with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulations.

Shri. Karun Pratap Hoon also serves as the member of the Audit Committee and Risk Management Committee of the Board of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") approval of members for re-appointment of Independent Director on the Board of Directors has to be taken at the next Annual General Meeting or within a period of 3 months, whichever is earlier. Further, in accordance with Regulation 25(2A) of Listing Regulations, the re-appointment of an Independent Director ("ID") shall be subject to approval of members by way of a Special Resolution.

As per the provision of Section 149(1) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act") the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting ("AGM").

He fulfils the conditions of for reappointment as an Independent Director as specified in the Act and Rules made thereunder and the Listing Regulations and is independent of the management.

The Board, after taking into consideration the valuable contributions made by Mr. Karun Pratap Hoon, his participation in the Board and based on his performance evaluation, unanimously recommends the Special Resolution as set out at item No.7 of this notice.

As per Regulation 17(6) (ca) of SEBI (Listing Obligations & Disclosure Requirements) 2015 (as amended) by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the shareholders is required annually, in case remuneration payable to a single Non Executive Director exceeds the limit of 50% of that payable to all Non-Executive Directors annually.

Shri. Karun Pratap Hoon is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Shri. Karun Pratap Hoon and his relative(s) are interested in the resolution set out respectively at **Item No.7** of the Notice with regard to his re-appointment. None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item No 7 of this notice.

He fulfils the conditions of reappointment as an Independent Director as specified in the Act and Rules made thereunder and the Listing Regulations and is independent of the management.

The Nomination & Remuneration Committee (NRC) reviewed the capabilities of Shri. Karun Pratap Hoon vis-as-vis the role and capabilities required as decided by the committee based on the evaluation of his skills, knowledge and experience, the Board considered it appropriate to recommend the re-appointment of Shri. Karun Pratap Hoon.

Shri. Karun Pratap Hoon was paid Rs. 30,000 towards meetings fees for attending six Board Meetings.

A copy of the draft letter of appointment of Shri. Karun Pratap Hoon setting out the terms and conditions is available for inspection without any fee at the registered office of the company during normal business hours on working days upto the date of the Annual General Meeting.

The Explanatory Statement may also be regarded as disclosure under applicable provisions of the Listing Regulations.

In light of above, the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company, recommends the passing of the **Special Resolution No - 7**.

Item No.8

Ram Prakash & Co Pvt Ltd, is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI (LODR) Regulations, 2015.

The Company has entered into/is proposing to enter into certain business transactions with M/s. Ram Prakash & Co Pvt Ltd during Financial Years 2021-2022, 2022-2023 & 2023-2024 respectively. The nature of transactions relates to any loan, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit. All transactions entered into/to be entered into by the company with Ram Prakash & Co Pvt Ltd were/are in the ordinary course of business and were/are at arm's length basis and necessary approvals as required in compliances of the provisions under the Act/SEBI (LODR) Regulations, 2015 were obtained from the Audit Committee.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI (LODR) Regulations, 2015 which is effective from April 1, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions*"

All existing Related Party Transactions/contracts/arrangements prior to date of notification i.e. April 1, 2022 of Regulation which may continue beyond such date are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30, 2022 and thereafter the approval of the shareholders to be sought from October 1, 2022 to March 31, 2024 for continuity of the transactions/contracts/arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:-

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	Ram Prakash & Co Pvt Ltd is a related party & it falls in the promoter group.
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments(i) iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; andii)iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments and availing or rendering of any services on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements.
7.	Justification as to why the RPT is in the interested pursuant to the RPT	Arrangement will be financial beneficial & it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no. 8 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise in the resolution(s) as set out in **Item No. 8**.

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under **Item No.8** of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in Item No.8 of this notice for the approval of the members.

Item No.9

M/s India Lease Development Limited is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations,2015

The Company may enter into certain business transactions with M/s. India Lease Development Limited during Financial Years 2022-23 & 2023-24 respectively. The nature of transactions relates to giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. All transactions to be entered into by the company with M/s India Lease Development Limited will be in the ordinary course of business and will be at arm's length basis.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI(LODR) Regulations,2015 which is effective from April 1,2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions*"

All Related Party Transactions/contracts/arrangements are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30,2022 and thereafter the approval of the shareholders to be sought from October 1,2022 to March 31,2024 for continuity of the transactions/contracts/ arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:-

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	India Lease Development Limited is a related party, an associate company and it falls in the promoter group
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements)
7.	Justification as to why the RPT is in the interested pursuant to the RPT	Arrangement will be financial beneficial & it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no. 9 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, the resolution(s) as set out in Item No. 9 .

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under Item No.9 of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in **Item No.9** of this notice for the approval of the members.

Item No.10

M/s Jayabharat Credit Limited is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations,2015

The Company may enter into certain business transactions with M/s. Jayabharat Credit Limited during Financial Years 2022-23 & 2023-24 respectively. The nature of transactions relates to giving or taking of any loan, inter corporate deposits, advances or investments on such terms &

conditions as the Board of Directors may deem fit. All transactions to be entered into by the company with M/s Jayabharat Credit Limited will be in the ordinary course of business and will be at arm's length basis.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI(LODR) Regulations,2015 which is effective from April 1,2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions*"

All Related Party Transactions/contracts/arrangements are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30,2022 and thereafter the approval of the shareholders to be sought from October 1,2022 to March 31,2024 for continuity of the transactions/contracts/arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	Jayabharat Credit Limited is a related party, an associate company and it falls in the promoter group.
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements)
7.	Justification as to why the RPT is in the interested pursuant to the RPT	Arrangement will be financial beneficial it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no.10 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, the resolution(s) as set out in Item No. 10 .

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under Item No.10 of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in **Item No.10** of this notice for the approval of the members.

Item No.11

M/s Bahubali Services Private Limited is a related party as defined under Section 2(76) of the Act read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations,2015

The Company may enter into certain business transactions with M/s. Bahubali Services Private Limited during Financial Years 2022-23 & 2023-24 respectively. The nature of transactions relates to giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. All transactions to be entered into by the company with M/s Bahubali Services Private Limited will be in the ordinary course of business and will be at arm's length basis.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of the SEBI(LODR) Regulations,2015 which is effective from April 1,2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or (ten) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transactions or not.

Regulation 23(6) states that " *the provisions of this Regulation shall be applicable to all prospective transactions*"

All Related Party Transactions/contracts/arrangements are required to be placed for approval of the shareholders in the first General Meeting subsequent to the Notification of this Regulation. Accordingly, Regulation further states that the approval obtained from the shareholders in respect of materiality of the transaction, the duration of transactions/contracts/arrangements shall be construed as the approval given upto September 30,2022 and thereafter the approval of the shareholders to be sought from October 1,2022 to March 31,2024 for continuity of the transactions/contracts/arrangements.

Details to be placed before Members in line with the SEBI Circular are given below:

SI No.	Particulars	Details
1.	Type, material term and particulars of the proposed transaction	Giving or taking of any loan, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest(financial or otherwise)	Bahubali Services Private Limited is a related party and it falls in the promoter group.
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Repetitive & recurring Nature. Approval is required upto the period 31-3-2024
4.	Value of the proposed transaction tenure shall be specified)	As given in the Resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(and for a RPT involving a subsidiary, such percentage, calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not applicable
6.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed or its subsidiary i) Details of the source of funds in connection with the proposed transaction; ii) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Loans, inter corporate deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowings entity(ies) for its business purposes and financial requirements)
7.	Justification as to why the RPT is in the interested pursuant to the RPT	Arrangement will be financial beneficial & it is in the interest of the company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item no.11 of the Notice for the approval of the members.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions was amended in line with SEBI(LODR) and policy is available on the website of the company.

Except Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter and their relatives, none of the other Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, the resolution(s) as set out in **Item No. 11**.

The members may please note that in terms of the Listing Regulations, no related party(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transaction or not), shall vote to the above resolution under **Item No.11** of this Notice.

In terms of SEBI(LODR) Regulations, 2021 dated 9th November,2021, all the persons or any entity forming a part of the promoter or promoter group of the company shall be deemed to be related party.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in **Item No.11** of this notice for the approval of the members.

Item No.12

As per the provisions of Section 181 of the Companies Act,2013, the Board of Directors of the company is authorized to make contributions for charitable purposes, provided that prior permission of the members is obtained for such contribution, in case such contribution exceeds five percent of its average net profits during the three immediately preceding financial years. The approval of the members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the company to make contribution to bonafide charitable and other funds, in a financial year, exceeding 5%(five percent) of the company's average net profits during the three immediately preceding financial year, subject to limit of Rs.3 Crores (Rupees Three Crores) in any financial year.

None of the Directors or Key Managerial Personnel and/or their relatives, are in any way, financially or otherwise interested or concerned in the said resolution.

The Board of Directors recommends the proposed resolution at **Item No.12** for approval of the members of the company.

By Order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi
Date: August 10, 2022

(M.K. MADAN)
VP & CS & Compliance Officer
ACS-2951

PURSUANT TO REGULATION 36(3) OF SEBI(LODR) REGULATIONS,2015 READ WITH SECRETARIAI STANDARD(SS-2) ISSUED BY ICSI, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED, VIDE ITEM NO 4 TO 7 OF THE NOTICE CONVENING THE 92ND ANNUAL GENERAL MEETING OF THE COMPANY.

Annexure - 1

Name of Director	Sh. Rajiv Gupta	Smt. Arti Gupta	Sh.Arun Mitter	Sh. Karun Pratap Hoon
DIN	00022964	00023237	00022941	05202566
Date of Birth & Age	13/08/1946 76 Yrs	05/11/1953 69 Yrs	27/11/1962 60 Yrs	26/01/1988 34 Yrs
Date of initial appointment	14/04/1988	22/06/2006	11/07/2002	18/10/2017
Qualifications	B.E.(IIT, Delhi)	B.A.	B.Com, ACA	B.A.
Experience & Expertise	Associated with Leasing & Hire purchase business since 1969. Remaining at the helm of affairs & has worked in various capacities	Gained sufficient business experience since her induction on the Board in the year 2006	Being a CA has extensive business experience in general and financial management of corporate bodies	He has vast experience in marketing, administration & automobile business
Number of Meetings of the Board attended during the year	7 out of 7. Details in the Corporate Governance Report	7 out of 7. Details in the Corporate Governance Report	7 out of 7. Details in the Corporate Governance Report	6 out of 7. Details in the Corporate Governance Report
List of Directors of the Other Board	Directorship: Public Companies a) Jayabharat Credit Ltd b) India Lease Development Ltd Private Companies: a) Bahubali Services Pvt Ltd b) Associated Traders & Engg Pvt Ltd c) MGF Securities Pvt Ltd d) Grosvenor Estates Pvt Ltd e) Gee Gee Holdings Pvt Ltd f) Ram Prakash & Co Pvt Ltd g) MGF Estates Pvt Ltd h) Cards Services India Pvt Ltd i) Ved Shanti Properties Pvt Ltd	Directorship: Private Companies: a) Bahubali Services Pvt Ltd b) MGF Estates Pvt Ltd c) Ram Prakash & Co Pvt Ltd d) Gee Gee Holdings Pvt Ltd e) Grosvenor Estates Pvt Ltd f) Associated Traders & Engineers Pvt Ltd g) Ved Shanti Properties Pvt Ltd	Directorship: Public Companies: a) Jayabharat Credit Ltd b) India Lease Development Ltd c) Technofab Engineering Ltd Private Companies: d) Bahubali Services Pvt Ltd e) Ram Prakash & Co Pvt Ltd f) Grosvenor Estates Pvt Ltd g) Gee Gee Holdings Pvt Ltd h) MGF Securities Pvt Ltd i) Cards Services India Pvt Ltd j) Associated Traders Engineers Pvt Ltd k) Hyline Mediconz Pvt Ltd	Directorship: Public Companies: a) India Lease Development Ltd Private Companies: b) CharismaAutomobiles Pvt Ltd c) Woodside Developments Pvt Ltd d) Aparna Buildcon Pvt Ltd e) Charisma Goldwheels Pvt Ltd
List of Membership/ Chairmanship of Committee of Other Board	Membership: Jayabharat Credit Ltd Audit Committee SRC Committee* N&RC Committee* Risk Management Committee CSR Committee <u>India Lease Development Ltd</u> Audit Committee SRC Committee* N& RC Committee** Chairmanship: Jayabharat Credit Ltd SRC Committee*	-	Membership: <u>India Lease Development Ltd</u> SRC Committee* <u>Jayabharat Credit Ltd</u> SRC Committee <u>Technofab Engineering Ltd</u> SRC Committee* Chairmanship: <u>India Lease Dev Ltd</u> Audit Committee N&RC Committee <u>Technofab Engineering Ltd</u> Audit Committee N & RC Committee**	Membership: <u>India Lease Development Ltd</u> Audit Committee SRC Committee* N&RC Committee**
Listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil	Nil
Shareholding in the company	4543720 equity shares of Rs.5/-each	1862000 shares of Rs.5/-each	31464 equity shares of Rs.5/-each	Nil
Relationship with other directors, manager and other KMP of the company	Related to Mrs. Arti Gupta, being wife	Related to Mr. Rajiv Gupta, being husband	Not Applicable	Not Applicable

Terms and conditions of re-appointment	As given in Item No 4 of the Explanatory Statement	As given in Item No.5 of the Explanatory Statement	As given in Item No.6 of the Explanatory Statement	As given in Item No.7 of the Explanatory Statement
Details of remuneration/ Director sitting fee last drawn(FY-21-22)	Rs. 30.57 lakhs	Rs. 28.68 lakhs	Rs. 32.08 lakhs	Rs. 0.30 lakhs
Details of remuneration sought to be paid	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration (Director Meeting Fee). Calculated on the basis of Board's Meetings attended.
Justification for choosing the re-appointment(s) of Executive & Independent Director	As given in the Explanatory Statement	As given in the Explanatory Statement	As given in the Explanatory Statement	As given in the Explanatory Statement

* Stakeholders Relationship Committee ** Nomination & Remuneration Committee

Annexure-2

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT,2013

Other Information

1) Reasons of loss or inadequate profits

The company's only source of income is premises given on rent and leasing of property. In the last more than two years, COVID-19 pandemic affected the smooth functioning of the business resulting into non/less receipt of rentals from the tenants. Overall recession in the economy is the contributing factors in affecting the growth. In respect of Commercial Project at Shalimar Place, Shalimar Bagh, Delhi, sincere steps have/been/are being taken to maximize the return on investment.

SHAREHOLDERS INFORMATION

Information appearing at Page No. 28 of Annual Report (Corporate Governance Report), the revised date be read as under:-

Head Office & Registered Office	:	MGF HOUSE 4/17-B, Asaf Ali Road, New Delhi-110002
Internet Facility		
E-mail	:	mgfltd@hotmail.com
Company website	:	www.mgfltd.com
Telephone No.	:	011- 23272216-18, 011-23276872
Date of Annual General Meeting	:	September 28, 2022
Time	:	11.30 A.M
Day	:	Wednesday
Mode of Meeting	:	Video Conferencing(VC)/Other Audio Visual Means (OAVM) At MGF house, 4/17-B, Asaf Ali Road, New Delhi-110002.
Day and Date of Book Closure	:	Wednesday, the September 21, 2022 to Wednesday, the September 28, 2022 (both days inclusive)
Shares listed at	:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 National Stock Exchange of India Ltd Exchange Plaza, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051

The company confirms that it has paid the Annual Listing Fees to the above Stock Exchanges for the year 2022-23

MGF

92nd Annual Report
2021-2022

THE MOTOR & GENERAL FINANCE LIMITED



Shri Ved Prakash Gupta

(15th August, 1915 - 20th August 2005)

A True Karmayogi.

**Your integrity, values and vision will continue to guide
and inspire us for all our activities and future growth.**

THE MOTOR & GENERAL FINANCE LIMITED**MANAGEMENT****BOARD OF DIRECTORS**

SHRI RAJIV GUPTA, CHAIRMAN & MANAGING DIRECTOR & CEO
 SMT. ARTI GUPTA, JOINT MANAGING DIRECTOR
 SHRI ARUN MITTER, EXECUTIVE DIRECTOR
 SHRI ONKAR NATH AGGARWAL, NON EXECUTIVE INDEPENDENT DIRECTOR
 SHRI BHARAT KUMAR, NON EXECUTIVE INDEPENDENT DIRECTOR
 SHRI KARUN PRATAP HOON, NON EXECUTIVE INDEPENDENT DIRECTOR

VP & CS & COMPLIANCE OFFICER & CFO

SHRI M.K. MADAN

BANKERS

BANK OF INDIA,
 KOTAK MAHINDRA BANK LIMITED
 CENTRAL BANK OF INDIA

AUDITORS

M/s. JAGDISH CHAND & CO.,
 CHARTERED ACCOUNTANTS
 H-20, LGF, GREEN PARK(MAIN)
 NEW DELHI-110016
 PHONE: 011-26511953, 26533626

REGISTRAR & SHARE TRANSFER AGENTS

M/S ALANKIT ASSIGNMENTS LIMITED
 205-208, ANARKALI COMPLEX,
 JHANDEWALAN EXTENSION,
 NEW DELHI-110055
 PHONE: 011-42541234/23541234

REGISTERED OFFICE

MGF HOUSE
 4/17-B, ASAF ALI ROAD,
 NEW DEHI-110002
 PHONE : 011-23272216-18,
 011-23276872
 FAX NO. 011-23274606
E-mail: mgfld@hotmai.com
Website: www. mgfld.com
CIN: L74899DL1930PLC000208
GST No. : 07AAACT2356D2ZN

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DIRECTOR'S REPORT

Your Directors are pleased to present the 92nd (Ninety Second) Annual Report on the business and operations of the company and the accounts for the financial year ended March 31, 2022.

1. FINANCIAL SUMMARY

The Financial Statement for the year ended on March 31, 2022 has been prepared in accordance with the Indian Accounting Standards (IND-AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect a true and fair view.

The Standalone Financial Results of your company are as below:-

(₹ in lakhs)

Financial Results	Year ended March 31, 2022	Year ended March 31, 2021
Gross Profit/(loss) before depreciation, finance cost and provisioning	11.74	84.93
Less: Finance Cost	47.98	62.33
Less: Depreciation including impairment and property reserves	141.32	128.36
Profit/(Loss) before exceptional items and tax	(177.56)	(105.76)
Exceptional Items	-	-
Profit/(Loss) before, tax	(177.56)	(105.76)
Tax expense	-	-
Profit/(Loss) for the year	(177.56)	(105.76)
Other Comprehensive income	32.01	9.28
Total comprehensive income for the year	(145.55)	(96.48)

2. DIVIDEND

In view of losses, your Board has not recommended any dividend for the current year.

3. TRANSFER TO RESERVES

Due to losses, the company has not transferred any amount to General Reserves for the financial year ended March 31, 2022

4. SHARE CAPITAL

Your company's Share Capital continues to remain at Rs. 19,36,35.950 divided into 3,87,27,190 equity shares of Rs.5/- each.

5. TRANSITION TO IND-AS EFFECT

The company has elected to continue with the carrying value of all of its Property, Plant and Equipment recognized as at April 1, 2016 measured as per previous GAAP and used that carrying value as the deemed cost of the Property, Plant and Equipment.

6. DISCLOSURE UNDER SECTION 43(A)(II) OF THE COMPANIES ACT, 2013

The company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

7. DISCLOSURE UNDER SECTION 54(1) (D) OF THE COMPANIES ACT, 2013

The company has not issued any Sweat Equity Shares during the financial year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished

8. DISCLOSURE UNDER SECTION 61 OF THE COMPANIES ACT, 2013

The face value of the company's share after split is Rs 5 per equity share. The Paid Up Capital of the company is Rs.19,36,35,950 divided into 3,87,27,190 equity shares of Rs. 5/-each.

9. DISCLOSURE UNDER SECTION 62(1)(B) OF THE COMPANIES ACT, 2013

The company has not issued any equity shares under Employees Stock Option Scheme during the financial year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rules 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

10. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT.

In view of potential impact of COVID-19, State Government for ensuring public health, safety and security, re-imposed restrictions by ordering temporary shut down of all activities irrespective of each sector. This resulted into less receipt of rentals from the tenants. As already informed in our last report, the management with a view to ensure that payment from the tenants is continued agreed to certain concessions/reliefs/moratorium on rentals for the period of restrictions. This material change affected the profitability of the company.

Barring the above, there are no material changes and commitments which could affect the financial position of the company between the end of the financial year to which the financial statement relates and the date of this report unless otherwise stated.

11. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant and/or material orders passed by the Regulator(s) or Court(s) or Tribunal(s) impacting the Going Concern status of the company and its business operations in future.

12. CORPORATE GOVERNANCE

In terms of the provisions of Schedule V(C) of the SEBI Listing Regulations, a detailed Report on Corporate Governance, along with report on Management Discussion and Analysis and General Shareholder's Information is enclosed as per **Annexure "A"** forming part of this report.

The Company is in full compliance with the requirements and disclosures that have to be made in terms of the requirements of Corporate Governance specified in SEBI Listing Regulations.

A Certificate from M/s Jagdish Chand & Co, Chartered Accountants, New Delhi (FRN No.000129N), Statutory Auditors of the Company, regarding compliance of the conditions of Corporate Governance, as stipulated under Chapter IV of SEBI Listing Regulations, is attached herewith as per **Annexure A** to this report.

13. ANNUAL RETURN

Annual Return (Form MGT-7) for the financial year 2021-2022 prepared in accordance with section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies(Management and Administration) Rules, 2014 is available on the website of the company and can be seen/ assessed at www.mgfild.com under the head 'Annual Return'.

14. DIRECTORS RETIRING BY ROTATION

- a) As on the date of this report, the company on its Board has 6(six) Directors including one Woman Director out of which 3(three) Directors are Non Executive Independent Directors and 3(three) are Executive Directors.

Excepting Independent Directors, all the Executive Directors are liable to retire by rotation in terms of Clause 60(e) of the Articles of Association. The retirement by rotation shall not be deemed as break in service.

In terms of the provisions of Section 152 of the Companies Act, 2013 ("the Act") and in accordance with the Clause 60(e) of Articles of Association of the company, two third of the total number of Directors, excluding Independent Directors, are eligible to retire by rotation, out of which, one third shall retire.

Smt. Arti Gupta, is retiring by rotation and is eligible for re-appointment at this Annual General Meeting.

- b) **Disqualification**

None of your Directors is disqualified under the provisions of Section 164(2) (a) & (b) of the Companies Act, 2013.

- c) **Cessation of Director**

During the current year ended March 31, 2022, there is no change in the composition of Board of Directors.

15. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards(SS-1 and SS-2) issued by The Institute of Company Secretaries of India relating to meeting of the Board of Directors and General Meeting respectively, have been duly complied with by the company.

16. KEY MANAGERIAL PERSONNEL

As per the requirements under the provisions of Section 203 of the Companies Act, 2013, Sh. Rajiv Gupta (DIN:00022964), Chairman & Managing Director & CEO, Smt. Arti Gupta (DIN:00023237), Joint Managing Director (Woman Director), Sh. Arun Mitter (DIN:00022941), Executive Director and Sh. M.K. Madan, Vice President & Company Secretary & CFO (ACS-2951) are the Key Managerial Personnel of the company as on the date of this report. As per Ind AS -24, KMPs includes Non Executive Independent Directors as well. Accordingly, Sh. Bharat Kumar (DIN:01090141), Sh. Onkar Nath Aggarwal (DIN:00629878) and Sh. Karun Pratap Hoon (DIN:05202566) have also been included as Key Managerial personnel.

17. RE-APPOINTMENT OF CHAIRMAN & MANAGING DIRECTOR & CEO, JOINT MANAGING DIRECTOR & EXECUTIVE DIRECTOR.

The Board on the favourable recommendations of Nomination & Remuneration Committee proposed that on the expiry of term i.e. August 12, 2022 Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director be re-appointed for a further period of three years i.e. from August 13, 2022 to August 12, 2025 upon the terms & conditions set out in the Explanatory Statement annexed to the Notice of 92nd Annual General Meeting. Also in the re-appointment of Smt. Arti Gupta (DIN:00023237) as Joint Managing Director shall also seek consent of the members to continue to hold such position even after attaining the age of 70 years. Further to comply with Regulation 17(6)(e) of SEBI(LODR) Regulations, 2015, as amended, resolution has been placed before the members to seek their consent for payment of remuneration to Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director, promoters of the company or member of the promoter group on such terms & conditions as approved by the members by way of Special Resolution through Postal Ballot dated March 29, 2019 notwithstanding that the annual aggregate remuneration payable to them exceeds 5% of the net profits of the company as calculated under Section 198 of the Companies Act, 2013 in any year during the tenure of their appointments viz upto August 12, 2022 and renewal of the term from August 13, 2022 to August 12, 2025 upon the existing terms & conditions.

18. RE-APPOINTMENT OF INDEPENDENT DIRECTOR

The first term of independent directorship of Sh. Karun Pratap Hoon (DIN:05202566) is expiring on October 17, 2022. Keeping in view the rich experience, acumen, qualification, immense knowledge of the industry & the substantial contribution and as well as performance evaluation, as a member of the Board, Audit Committee of the Board, the Board of Directors on the recommendations of Nomination & Remuneration Committee, have recommended the re-appointment of Sh. Karun Pratap Hoon for second term of five consecutive years commencing from October 18, 2022 to October 17, 2027, not liable to retire by rotation.

19. INDEPENDENT DIRECTORS

In terms of Section 149 of the Act and SEBI(LODR) Regulations, 2015, Sh. Bharat Kumar (DIN:01090141) Sh. Onkar Nath Aggarwal (DIN:00629878) and Sh. Karun Pratap Hoon (DIN:05202566) are the Independent Directors of the company as on date of this report.

All Independent Directors of the company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act along with Rules framed thereunder read with Regulation 16(1)(b) of SEBI(LODR) Regulations, 2015 and have complied with the Code of Conduct of the company as applicable to the Board of Directors and Senior Managers.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

20. INDEPENDENT DIRECTORS WITH MATERIALLY SIGNIFICANT, PECUNIARY OR BUSINESS RELATIONSHIP WITH THE COMPANY.

There is no pecuniary or business relationship between Non Executive Independent Directors and the company, except for the Board Meeting. Meeting Fee is paid in accordance with the applicable laws and with the approval of the members. No meeting fee is paid for attending the Committee Meetings.

21. DIRECTORSHIP AND MEMBERSHIP ON COMMITTEES AND SHAREHOLDING OF NON EXECUTIVE DIRECTORS

All the Directors at the beginning of the financial year, have periodically and regularly declared to the company about their Directorship and Membership on the Board/Committees of other companies. As per the disclosures received, none of the Directors of the company hold Memberships/Chairmanships of more than the limit prescribed in SEBI (LODR) Regulations, 2015, as amended, across all companies in which he/she is a Director.

22. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c)/134(5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your company confirm that:-

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- b) They have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a Going Concern basis; and
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

23. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provisions of the Act and the SEBI (LODR) Regulations, 2015, as amended.

The performance of the Committee was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Chairman of the Board had one-to-one meetings with the Independent Directors and the Chairman of NRC had one-to-one meetings with the Executive and Non-Executive, Non-Independent Directors. These Meetings were intended to obtain Directors' inputs on effectiveness of the Board/Committee processes.

The Board and the Nomination & Remuneration Committee reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The Board also assessed the quality, quantity and timeliness of flow of information between the company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

24. SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (LODR) Regulations, 2015, a separate meeting of the Independent Directors was held on December 28, 2021.

The Independent Directors at the meeting, inter-alia, reviewed the following:-

- Performance of Non Independent Directors and Board as a whole
- Performance of the Chairman of the company, taking into account the views of other Directors.
- Assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably performs their duties.
- In a separate meeting of Independent Directors, performance of Non-Independent Directors and the Board as a whole was evaluated. Additionally, they also evaluated the Chairman of the Board, taking into account the views of Executive and Non-Executive Directors in the aforesaid meeting.

25. MEETING OF THE BOARD OF DIRECTORS

The Company Secretary, as per the directions of the Chairman, prepares the agenda of the Board/Committee Meetings which is invariably sent either by hand or by electronic email, etc to the members well in advance in order to permit adequate review. The Company Secretary records minutes of each meeting and draft minutes are circulated to the members of the Board/Committee well in advance.

7(seven) meetings of the Board of Directors were held during the financial year ended March 31, 2022. The details of the meetings of the Board of Directors are given in the Corporate Governance Report which forms part of this Annual Report.

26. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Management Discussions and Analysis Report is given as per **Annexure “B**, pursuant to the SEBI (LODR) Regulations, 2015. It provides an overview of the affairs of the company, business environment, mission & objectives, strengths, opportunities and internal control systems which forms a part of this Annual Report.

27. BOARD COMMITTEES

Pursuant to requirements under the Companies Act,2013 and SEBI Listing Regulations, the Board of Directors have constituted Committees of Board viz Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. Details of each committee have been explained in the report on Corporate Governance which forms part of this Annual Report.

28. POLICIES

SEBI(LODR) Regulations,2015 mandated the formulation of certain policies for all listed Companies which are available on company's website www.mgf ltd.com.

29. WHISTLE BLOWER POLICY

The Company has established a formal Whistle Blower Policy for reporting improper or unethical practices or actions which are violative of the code of conduct of the company. The policy which is also available on the website of the company provides adequate safeguard against victimization and has provided direct access to the Chairman of the Audit Committee by the employees to state and redress their complaints/grievances.

The details of the policy are explained in the Corporate Governance Report and also posted on the website of the company i.e. www.mgf ltd.com.

30. VIGIL MECHANISM POLICY

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules,2014 read with Section 177(9) of the Act and as per Regulation 22 of the SEBI(LODR) Regulations, 2015, the Company has formulated Vigil Mechanism Policy to enable Directors and employees to report genuine concerns or grievances, significant deviations from key management policies and report any non compliance and wrong practices, e.g. unethical behavior, fraud, violation of law, inappropriate behavior/conduct etc.

Functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. None of the Directors or employees have been denied access to the Audit Committee of the Board.

The Policy framed by the company is in compliance with the requirements of the Act and SEBI(LODR) Regulations,2015 and is available on the website of the company at www.mgf ltd.com

31. POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace which is in line with the provisions of the Sexual Harassment of Women at Work Place(Prevention, Prohibition and Redressal) Act,2013 and Rules framed thereunder. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the company has not received any complaint.

32. REMUNERATION POLICY

The Board has, on the recommendation of Nomination & Remuneration Committee, laid down a Nomination & Remuneration Policy for selection and appointment of the Directors, Key Managerial Personnel and Senior Management and their remuneration. The extract of the Nomination and Remuneration Policy is provided in the Corporate Governance Report which forms part of Board's Report.

33. SUCCESSION PLAN

The Board has approved the Succession Policy as is required under Regulation 17(4) of SEBI(LODR) Regulations,2015. In accordance with the principles of transparency and consistency, your company has adopted governance policies for Board of Directors and Senior Management for appointments, remuneration & evaluation. These governance policies, inter alia, outline Succession Planning for the Board, Key Managerial Personnel and Senior Management.

34. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

In adherence to company's policy for safeguarding its assets, prevention of errors, accuracy, the company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate and operating effectively.

35. PARTICULARS OF LOANS/ADVANCES/INVESTMENTS AS REQUIRED UNDER THE LISTING REGULATIONS

Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are stated in the notes to accounts of Financial Statements forming part of this Annual Report.

36. RELATED PARTY TRANSACTIONS

All Related Party Transactions (RPTs) that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

None of the Directors or Key Managerial Personnel or Senior Management Personnel has any material financial and commercial transactions (except payment of remuneration/sitting fee, as applicable), where they have personal interest, which may have potential conflict with interest of the company at large. All Related Party Transactions are placed before the Audit Committee and the Board.

Further, the details of the transactions with Related Party(ies) are provided in the Company's financial statements in accordance with the Accounting Standards and a report in compliance of Regulation 23(9) of SEBI (LODR) Regulations, 2015 was also submitted to the Stock Exchanges. The policy on RPTs is hosted on the company's website at www.mgfltd.com

The details of the related party transactions as per Indian Accounting Standards (IND-AS)-24 are set out in Note No. 33 to the Standalone Financial Statements of the company.

37. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**a) The Company has a strong legacy of fair, transparent and ethical governance practice**

The company has adopted MGF Code of Conduct for Non Executive Directors, Senior Management Personnel and other Executives and employees, which is available on the website of the company www.mgfltd.com. The company has received confirmations from Non Executive Directors/Independent Directors as well as Senior Management Personnel regarding compliance of the Code during the financial year under review.

b) MGF'S CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING CODE

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, from time to time, the Board of Directors of the company has adopted, MGF Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices "Insider Trading Code".

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the company is maintaining Structural Digital Database containing the names of such persons for entity as the case may be with whom the information is shared under this Regulation. A separate e-mail ID viz mgf.pit1930@gmail.com has been created which exclusively is being used for the information of UPSI.

Mr. M.K. Madan, Vice President & Company Secretary of the company is "Compliance Officer" in terms of Insider Trading Code.

38. AUDIT & AUDITORS**Statutory Auditors- Appointment & their Report**

M/s. Jagdish Chand & Co., Chartered Accountants (Firm Registration No. 000129N), the Statutory Auditors have audited the books of accounts of the company for the financial year ended March 31, 2022 and have submitted the Auditors Report thereon. The Statutory Auditors have not given any qualification, reservation or adverse remarks or disclaimer in their Audit Report.

M/s. Jagdish Chand & Co. Chartered Accountants (Firm Registration No. 000129N), were appointed as the Statutory Auditors of the Company for a consecutive term of 5 (five) years, to hold office from the conclusion of 87th AGM held on September 26, 2017 until the conclusion of the 92nd ensuing AGM. Their tenure of 5 (five) years as Statutory Auditors concludes at this ensuing AGM.

The company has received confirmation from the Statutory Auditors to the effect that their re-appointment, if made, will be in accordance with the limits specified under the Act and the firm satisfies the criteria specified in Section 141 of the Act read with Rule 4 of the Companies (Audit and Auditors) Rule, 2014.

The Board of Directors of the Company on the recommendation of the Audit Committee has re-appointed M/s. Jagdish Chand & Co, Chartered Accountants as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a second term of consecutive 5 (five) years to hold office from the conclusion of the ensuing AGM till the conclusion of 97th AGM of the Company to be held in the year 2027, subject to approval by the Members at the ensuing 92nd AGM.

The Board recommends & seek consent of Members at the ensuing AGM for the re-appointment of M/s. Jagdish Chand & Co, Chartered Accountants as Statutory Auditors for a second term of consecutive 5 (five) years starting from the year 2022 to year 2027, to examine and audit the accounts of the Company during the said period and to fix their remuneration.

39. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies(Appointment and Remuneration of Managerial Personnel) Rules,2014(as amended from time to time), the company had appointed M/s Anjali Yadav & Associates, (FCS No.6628 & CP No.7257) Company Secretaries, to undertake the Secretarial Audit of the Company for the Financial Year ended March 31,2022.

The Secretarial Audit Report for the financial year ended March 31,2022 is annexed herewith as **Annexure 'D' & 'D1' in Form No. MR-3** and forms an integral part of this report.

Further, the Secretarial Compliance Report for the financial year ended March 31,2022 pursuant to requirements of Regulation 24A of Listing Regulations. was also carried out by M/s Anjali Yadav & Associates, Company Secretaries, in relation to compliance of all applicable SEBI Regulations/Circulars/Guidelines issued thereunder.

There is no adverse remark, qualifications or reservations in the Secretarial Audit Report and Secretarial Compliance Report.

M/s Anjali Yadav & Associates, Secretarial Auditor have also been appointed as scrutinizer to electronically submit the Consolidated Scrutinizer Report i.e. votes & cast through remote e-voting and e-voting during AGM.

The company has complied with the Secretarial Standards for the Board Meeting(SS-1) and General Meetings(SS-2) during the year 2021-22.

40. INTERNAL AUDITOR & INTERNAL CONTROL

The company has an internal control system commensurate with the size, scale and complexity of its operations and documented procedures for various processes which are periodically reviewed by the Internal Auditor. Any changes warranted due to business needs are undertaken. Internal Audit is conducted at regular intervals. The scope and authority of the Internal Audit is defined by Audit Committee. This system of Internal control facilities effective compliance of Section 138 of the Act and the Listing Regulations.

To maintain its objectivity and independence, the Internal Auditor submits its report to the Chairman of the Audit Committee of the Board. Audit Committee evaluates the efficiency and adequacy of Internal control systems in the company. Based on the report of internal auditor, the company undertakes corrective actions to strengthen the controls where required. Significant audit observations and corrective actions thereon are presented to the Audit Committee. During the year under review, no adverse remarks and reportable material weakness in the operation was observed.

41. CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS

A certificate from M/s Anjali Yadav & Associate, Company Secretaries regarding Non Disqualification of Directors is annexed as per **Annexure 'E'**.

42. CONSOLIDATED FINANCIAL RESULTS

As per Regulations 33 of SEBI(LODR) Regulations,2015(hereinafter referred to as "Listing Regulations") and in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules issued there under and IND AS-110, the Consolidated Financial Statements of the Company for the Financial Year 2021-2022 have been prepared in compliance with the applicable Accounting Standards and on the basis of audited financial statements of the company and Associate Companies, as approved by the respective Board of Directors.

The Auditors, in their Consolidated Financial Statements, have taken on record the unqualified opinion given by an Independent firm of Chartered Accountants on the audit report on the financial statement of Jayabharat Credit Limited, an

Associate Company. In the Emphasis of Matter included in Auditors Report of another Associate Company viz India Lease Development Limited, the Statutory Auditors opinion on the above is not modified in respect of the above matter. There was no audit qualification in the financial statements by the Statutory Auditors for the year under review.

43. CORPORATE SOCIAL RESPONSIBILITY(CSR)

As per the provisions of Section 135 of the Companies Act,2013, as amended, the company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. CSR Policy of the company is available on company's website www.mgf ltd.com

44. CEO/CFO CERTIFICATION

As required under Regulation 17 of SEBI(LODR) Regulations,2015, the CEO/CFO certificate for the financial year 2021-22 signed by Sh. Rajiv Gupta, Chairman & Managing Director & CEO and Sh. M.K. Madan, VP, CS & Compliance Officer & CFO, was considered and approved by the Board of Directors of the company at their meeting held on May 27, 2022.

45. PARTICULARS OF EMPLOYEES

There are no employees in receipt of remuneration which, inter-alia, requires the company to furnish the particulars of Employees as required under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014.

46. MEMBERS HOLDING SHARES IN PHYSICAL FORM

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRS-RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.mgf ltd.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, e-mail ids, nomination and power of attorney should be given to the Company's RTA i.e. M/s Alankit Assignments Limited.

Members may please note that SEBI vide its Circular No. SEBI/HO/ MIRSD/MIRSD-RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; endorsement; sub-division/spitting of securities certificate; Consolidation of Securities certificate/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.mgf ltd.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition request shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form, Members can contact the Company or RTA, for assistance in this regard.

As per the provisions of Regulation 40(1) of the SEBI Listing Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

Stakeholders Relationship Committee comprising of members of the Board meets to consider the requests for transmission or transposition of shares.

SEBI vide its Circular No. SEBI/HO/MIRSD/RTA/AMP/PCIR/2022/65 dated May 18,2022 have come out with the procedure and standardization of format of document for transmission of securities.

47. NOMINATION FACILITY

Provisions of Section 72 of the Companies Act,2013 read with the rule 19(1) of the rules made thereunder extends nomination facility to individuals holding shares in the physical form. To help the legal heirs/successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particulars of their nomination in the prescribed Nomination **Form No. SH-13**. In case, any of the members wish to avail facility, they are requested to send the duly completed form to the Company's Registrar and/or at the Registered Office of the company. Member(s) holding shares in dematerialized form are requested to register their nominations directly with their respective depository.

48. CONSOLIDATION AND DEMATERIALIZATION OF SECURITIES

Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number(PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account, MCR Code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to M/s Alankit Assignments Limited RTA, in case the shares are held by them in physical form.

Members, who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to write to the Registrar and Share Transfer Agents indicating the folio number for consolidation of similar holding under one folio and also dematerialization of their securities.

49. INVESTOR EDUCATION & PROTECTION FUND(IEPF)

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in **Form No. IEPF-5** (as prescribed by MCA) available on the website of IEPF at www.iepf.gov.in and send the physical copy of the same duly signed (as per the specimen signature recorded with the company) along with the requisite documents to the company for verification of the claim.

50. BUSINESS RESPONSIBILITY REPORT

As per Regulation 34(2) (f) of SEBI(LODR) Regulations,2015, the company is not falling in the criteria i.e. top 1000 listed companies based on market capitalization and as such, Business Responsibility Report is not applicable.

51. PUBLIC DEPOSITS

During the year under review, your company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act,2013 read with the Companies(Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). There are no unclaimed deposits.

52. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

In terms of the requirements of clause (m) of Sub section (3) of Section 134 of the Companies Act, 2013, read with the Companies(Accounts)Rules,2014, the particulars are given as under:-

(₹ in Lacs)

	As on March 31, 2022	As on March 31, 2021
a) Technology	-	It is not applicable
b) Conservation of Energy	-	-do-
c) Transactions in Foreign Currency	-	-do-
a) Expenditure in Foreign Currency		
i) Repayment of Foreign Currency loan	-	-
ii) Interest on Foreign Currency Loan	-	-
iii) Travelling Expenses	-	₹ 1.04
b) Shares held by Non Resident Shareholders	54652	55431
No. of Shareholders	31	35

The company had no earnings in foreign exchange

53. LISTING FEE

The listing fee for the year 2022-23 has already been paid to the credit of both the stock exchanges.

54. VOTING

The business as set out in the Notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. The members may cast their votes using electronic voting system ('remote e-Voting).

55. STATUTORY DISCLOSURES.

- a) Electronic copy of the Annual Report and the Notice of the AGM, inter-alia, indicating the process and manner of voting through Remote e-voting and e-voting are being sent to those Members whose e-mail IDs are registered with the company/DPs for communication purposes.
- b) The audited financial statements of the associate companies and/or other documents, like agreement with the Directors for their re-appointments and will be kept for inspection by any member of the company at its Registered Office every day from 10.00 a.m. to 12.30 p.m. except Saturdays, Sundays & Holidays upto the date of AGM.
- c) The financial results are placed on the company's website at www.mgf ltd.com.
- d) The Director's Responsibility Statement as required by section 134(5) of the Act appears in a preceding paragraph.
- e) Cash Flow Statement for Financial Year ended March 31, 2022 is attached to the Balance Sheet.

56. ADDITIONAL DISCLOSURES

The company had adopted effective from April 1, 2016, the notified Indian Accounting Standards ("IND-AS") and accordingly the Financial Statements(both standalone and consolidated) for the year ended March 31, 2022 have been prepared under IND-AS. In line with requirements of applicable provisions of Law, the company has made necessary disclosures in respect of Consolidated Financial Statements, Related Party Transactions and Segmental Reporting.

57. CORPORATE INSOLVENCY REGULATION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016(IBC)

Further in accordance with the recent amendments made in Rule 8(5)(xi) of Companies(Accounts) Rules, 2014 this is to confirm that during the year under review and as on March 31, 2022, no application has been made or any proceeding is pending under the insolvency and Bankruptcy Code, 2016 against the company.

58. ONE TIME SETTLEMENT

During the year under review there was no instance of one time settlement with banks or financial institutions.

59. CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business of the company during the financial year 2021-2022.

ACKNOWLEDGEMENTS

Directors place on record their thanks for the assistance and cooperation received from Banks, stakeholders, BSE & NSE and all other customers for their continued support and patronage.

Your Directors also wish to place on record the dedicated and devoted services rendered by all personnel of the company.

For and on behalf of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi
Dated: August 10, 2022

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER
DIN:00022964

(ARTI GUPTA)
JT. MANAGING DIRECTOR
DIN:00023237

Annexure 'A' to the Directors Report

In terms of Regulation 34(3) read with Clause C of Schedule V to SEBI (Listing) Obligations and Disclosure Requirements) Regulation, 2015, a report on Corporate Governance for the year ended March 31, 2022 is presented below:-

CORPORATE GOVERNANCE REPORT

This Corporate Governance Report for the year ended March 31, 2022, forms part of the Director's Report and the same has been prepared on the basis of the provisions of Clause C of the Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR), as amended.

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE IS INTENDED TO BRING ABOUT:-

- Transparency, accountability and integrity in the Organization
- Implementation of policies and procedures prescribed by the company to ensure high ethical standards in all its business activities and responsible and responsive management.

Corporate Governance represents the value, ethical and moral framework under which business decisions are taken. The investors want to be sure that not only is their capital handled effectively and adds to the creation of wealth, but the business decision are also taken in a manner which is not illegal or involving moral hazard.

Your company perceives good corporate governance practices as a key driver of sustainable corporate growth and long term shareholder value creation. The primary objective is to develop and adhere to a corporate culture of harmonious and transparent functioning, increasing employee and customer satisfaction and enhancing shareholder's wealth by developing capabilities and identifying opportunities that best serve the goal of value creation. All actions and strategic plans are directed towards delivering value to all stakeholders, as well as conform to the highest standards of corporate behavior.

2. BOARD OF DIRECTORS

The Board of Directors consists of 6 (six) Directors as at the year ended March 31, 2022. The Board comprises of three Executive Promoter Directors including one Woman Director and three Non Executive Independent Directors. The Board of Directors is headed by Sh. Rajiv Gupta, who is the Chairman & Managing Director & CEO of the company.

CONSTITUTION OF THE BOARD:

SI No.	Name of Director	Date of Appointment	Status
1.	Sh. Rajiv Gupta(DIN:00022964)	14-04-1988	Chairman & Managing Director& CEO
2.	Smt. Arti Gupta(DIN:00023237)	22-06-2006	Joint Managing Director
3.	Sh. Arun Mitter (DIN:00022941)	11-07-2002	Whole Time Director-Executive Director
4.	Sh. Bharat Kumar (DIN:01090141)	19-03-2002	Non Executive Independent Director
5.	Sh. Onkar Nath Aggarwal (DIN:00629878)	31-12-2005	Non Executive Independent Director
6.	Sh. Karun Pratap Hoon (DIN:05202566)	18-10-2017	Non Executive Independent Director

No Director is related to any other Director on the Board in terms of the definition of relative under the Companies Act, 2013 except Sh. Rajiv Gupta and Smt. Arti Gupta who are, inter-se, related to each other being husband and wife.

Details of Directors retiring or being re-appointed are given in the notice to the Annual General Meeting. The brief profile of the Board members who are either retiring by rotation or being re-appointed, is given in the Notice.

2(a) COMPOSITION OF THE BOARD

The composition of the Board is in conformity with the requirements of the applicable provisions of the Companies Act, 2013 read with the Regulation 17 of the SEBI(LODR) Regulations, 2015, as amended. Details for the year 2021-22 are as follows:-

SI No.	Name of Director	Category	Board Meetings held	Board Meetings attended	Attendance at last AGM held on September 29, 2021
1.	Sh. Rajiv Gupta, Chairman & Managing Director & CEO	Promoter Executive	7	7	No
2.	Smt. Arti Gupta, Joint Managing Director.	Promoter Executive	7	7	No
3.	Sh. Arun Mitter, Executive Director	Promoter Executive	7	7	Yes
4.	Sh. Bharat Kumar, Independent Director*	Non Executive Independent	7	7	Yes
5.	Sh. Onkar Nath Aggarwal, Independent Director*	Non Executive Independent	7	6	Yes
6.	Sh. Karun Pratap Hoon, Independent Director*	Non Executive Independent	7	6	Yes

* As per Ind AS -24, KMPs includes Non Executive Independent Directors as well. Accordingly, Sh. Bharat Kumar (DIN:01090141), Sh. Onkar Nath Aggarwal (DIN:00629878) and Sh. Karun Pratap Hoon (DIN:050202566) have also been included as Key Managerial personnel.

2(b)

SI No.	Name of Director	Category	Directorships held in listed companies including this company at the year end	Other Directorships held (including Pvt Ltd companies/LLP) at year end	No. of Committee Membership/ Chairmanship in other companies at year ended March 31, 2022	
					Member	Chairman
1.	Sh. Rajiv Gupta Chairman & Managing Director & CEO	Promoter Executive	3	9	5	1
2.	Smt. Arti Gupta Joint Managing Director	Promoter Executive	1	7	1	0
3.	Sh. Arun Mitter Executive Director	Promoter Executive	4	8	7	2
4.	Sh. Bharat Kumar Independent Director	Executive Independent	1	1	2	1
5.	Sh. Onkar Nath Aggarwal	Non Executive Independent	1	5	2	1
7.	Sh. Karun Pratap Hoon	Non Executive Independent	2	4	4	0

Only Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee in all public Listed companies including this listed entity have been considered.

The company has a high profile Board with varied management expertise. The Board's roles, functions, responsibilities and accountabilities are known to them due to their vast experience. Notice Agenda and draft Minutes of the Board

Meetings/Committee Meetings are circulated to the Directors well in advance. The minutes of the meetings are entered in the Minutes Book within stipulated period.

The Board meets at least once every quarter to review the quarterly financial results and other items of the Agenda and if necessary, additional meetings are held. The gap between two Board Meetings does not exceed 120 days. The Board is apprised and informed of all the important information relating to the business of the company including those stated in Part A of Schedule II to the Regulation 17(7) of the SEBI(LODR) Regulations, 2015 ("Listing Regulations"), as amended. The Chairman & Managing Director & CEO and the Company Secretary review & discuss the items to be included in the Agenda which is sent in advance to the Directors along with the draft of the relevant documents, notes and explanatory Statement wherever required, to enable the members to discharge its responsibilities effectively and take informed decision. The company is in compliance with the provisions of the Secretarial Standards(SS-1 & SS-2) to the meetings of the Board of Directors & Committee(s).

None of the Independent Directors has served as an Independent Director in more than 7(seven) listed companies. Necessary disclosures regarding committee positions in other public companies as on March 31, 2022 have been made by the Directors. None of the Directors except Sh. Rajiv Gupta and Smt. Arti Gupta, are inter-se, related to each other, being husband and wife.

2(c) DIRECTORSHIPS IN EQUITY LISTED COMPANIES

Name of Director	Name of Listed entities	Category
Sh. Rajiv Gupta	The Motor & General Finance Ltd	Chairman & Managing Director & CEO
	Jayabharat Credit Ltd	Chairman
	India Lease Development Ltd	Chairman
Smt. Arti Gupta	The Motor & General Finance Ltd	Joint Managing Director
Sh. Arun Mitter	The Motor & General Finance Ltd	Executive Director
	Jayabharat Credit Ltd	Director
	India Lease Development Ltd	Independent Director
	Technofab Engineering Ltd	Independent Director
Sh. Bharat Kumar	The Motor & General Finance Ltd	Independent Director
Sh. Onkar Nath Aggarwal	The Motor & General Finance Ltd	Independent Director
Sh. Karun Pratap Hoon	The Motor & General Finance Ltd	Independent Director
	India Lease Development Ltd	Independent Director

3. ATTENDANCE OF DIRECTORS IN THE BOARD MEETING:

During the financial year ended March 31, 2022, 7(seven) Board Meetings were held on June 28, 2021, July 29, 2021, August 26, 2021, November 11, 2021, January 28, 2022, February 8, 2022 and March 10, 2022 as under:-

S.No.	Name of Director	Category	No. of Board Meetings held	No. of Board Meetings attended
1.	Sh. Rajiv Gupta	Chairman & Managing Director & CEO	7	7
2.	Smt. Arti Gupta	Joint Managing Director	7	7
3.	Sh. Arun Mitter	Executive Director	7	7
4.	Sh. Bharat Kumar	Non Executive Independent Director	7	7
5.	Sh. Onkar Nath Aggarwal	Non Executive Independent Director	7	6
6.	Sh. Karun Pratap Hoon	Non Executive Independent Director	7	6

During the year 2021-22, information as mentioned in Schedule II Part A of the SEBI(LODR) Regulations, 2015, has been placed before the Board for its consideration.

- a) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the company viz <http://www.mgf ltd.com>.
- b) The Board periodically reviews the compliance reports of all laws applicable to the company.
- c) Details of the familiarization programme of the Independent Directors are available on the website of the company viz <http://www.mgf ltd.com>.
- d) The meetings of the Board of Directors are informed well in advance and are generally held at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 or at any other place as may be mutually decided by the Board. The notice confirming the minutes of the previous meeting and the detailed agenda for the ensuing meeting is invariably sent in advance to all the Directors. In terms of the company's Corporate Governance Policy, all significant and material information are placed before the Board to enable them to discharge their responsibilities. As per the directions of the Chairman, the Company Secretary who is the Compliance Officer, convene the meeting.

Departmental heads of the company, in case they are required, are invited to attend the Board/Committee Meetings, to make presentations and provide clarifications. It is ensured that there are minimum four meetings of the Board of Directors every quarter to review the quarterly performance and financial results of the company.

4. INDEPENDENT DIRECTORS

Independent Directors are Non Executive Directors as defined under Regulation 16(1)(b) of SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013. The maximum tenure of Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they are meeting the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149 (6) of the Companies Act, 2013. A formal letter of appointment to Independent Director(s) as provided in the Companies Act, 2013 is available on the website of the company viz www.mgf ltd.com

4(a) ROLE OF INDEPENDENT DIRECTORS

Independent Directors bring to the company their wide experience in the field of finance, accountancy and management. This wide knowledge in the field of finance and board room practices helps foster, varied, unbiased, independent and experienced perspectives benefits to the company from inputs in achieving its strategic directions.

Independent Directors play an important role in deliberations at the Board, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and CSR Committee meetings. These committees function with the defined terms of reference in accordance with the Companies Act, 2013, the LODR agreements and as approved by the Board from time to time. Board Members ensure that their work in other capacities do not impinge on their fiduciary responsibilities as Directors of the company.

All Independent Directors of the company, at the time of their first appointment and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with Regulation 25 of SEBI(LODR) Regulations,2015 as amended. In the opinion of the Board, each Independent Director possesses appropriate balance of skills, experience and knowledge, as required.

5. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Sh. Rajiv Gupta, Chairman & Managing Director & CEO and Smt. Arti Gupta, Joint Managing director are inter-se, related to each other, being husband and wife. None of the other directors is related to any other Directors of the company.

6. PECUNIARY RELATIONSHIP

Non Executive Independent Directors have no pecuniary relationships or transactions with the company in their personal

capacity except for the sitting fees drawn for attending the meetings of the Board. No meeting fee is paid for attending the Committee Meetings.

None of the Directors who serves as a Whole Time Director in any listed company serve as an Independent Director in more than three listed companies.

7. DETAILS OF EQUITY SHARE OF THE COMPANY HELD BY EXECUTIVE AND NON EXECUTIVE DIRECTORS AS ON MARCH 31, 2022.

Name of Director	Category	No. of Equity Shares of the face value of Rs. 5/- each
Sh. Rajiv Gupta	Chairman & Managing Director & CEO	4543730
Smt. Arti Gupta	Joint Managing Director	1962000
Sh. Arun Mitter	Executive Director	31464
Sh. Bharat Kumar	Non Executive Independent Director	-
Sh. Onkar Nath Aggarwal	Non Executive Independent Director	-
Sh. Karun Pratap Hoon	Non Executive Independent Director	-

7(a) The important decisions taken at the Committee meetings are communicated to the concerned departments. The Company Secretary(Compliance Officer) attends the Committee meetings and advises on compliances with applicable laws and governance.

8. SKILLS/EXPERTISE/COMPETENCE OF THE BOARD

The Board comprises of persons with varied experience in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and Committee Meetings. The following list summarizes the key skills, expertise and competence that the Board thinks is necessary for functioning in the context of the company's business and sector and which in the opinion of the Board, its Members possess:-

- i) Commercial
- ii) Finance
- iii) General Management and Human Resources
- iv) Legal, including laws related to Corporate Governance

9. EVALUATION OF DIRECTORS AND THE BOARD

The Board of Directors has carried out an annual evaluation of its own performance, Board's Committees and individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Regulation 17 of SEBI(LODR) Regulations, 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated at the year end after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure effectiveness of Board processes, information and functioning, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee Meetings inter alia preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

9(a) SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

In terms of Section 149(8) of the Companies Act, 2013 read with Regulation 25(4) (a) to (c) of SEBI (LODR) Regulations, 2015, during the year ended March 31, 2022, as per the requirements matters listed out in Schedule IV of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015, a separate meeting of the Independent Directors of the company was held on December 28, 2021 without the attendance of Non Independent Directors and members of the management. All the three Independent Directors, namely Sh. Bharat Kumar, Chairman of the Committee meeting, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon were present at the meeting, wherein they, inter-alia, reviewed the performance of Non Independent Directors and the Board as a whole and performance of the Chairman of the company.

10. REMUNERATION OF EXECUTIVE DIRECTORS & KMP

(Amount in ₹)

Name of Director	Basic salary & allowance	Perquisites	Contribution to Provident Fund	Total (₹)
Sh. Rajiv Gupta, Chairman & Managing Director & CEO Executive Director	25,20,000	2,34,810	3,02,400	30,57,210
Smt. Arti Gupta, Joint Managing Director Executive Director	24,00,000	1,79,908	2,88,000	28,67,908
Sh. Arun Mitter, Executive Director	27,84,000	2,15,100	2,08,800	32,07,900
Sh. M.K. Madan, Vice President & Company Secretary & CFO, (KMP)	12,09,600	2,41,196	90,720	15,41,516
Total	89,13,600	8,71,014	8,89,920	1,06,73,934

Executive Directors are not paid any fees for attending Board or Committee Meetings.

11(a) RATIO OF REMUNERATION TO EXECUTIVE DIRECTOR & KMPs IN CORPORATE GOVERNANCE REPORT

The ratio of remuneration of Chairman & Managing Director & CEO, Joint Managing Director and Executive Director to the median remuneration of the Employees of the company for the financial year ended March 31, 2022 is as under:-

Sl No.	Name of Director	Designation	Ratio	Increase in remuneration over previous Financial Year (in %)
1.	Sh. Rajiv Gupta	Chairman & Managing Director & CEO	2.86:1	2.91:1
2.	Smt. Arti Gupta	Joint Managing Director	2.69:1	2.70:1
3.	Sh. Arun Mitter	Executive Director	3.01:1	3.01:1
4.	Sh.M.K. Madan	Vice President & Company Secretary	1.44:1	1:44:1

In terms of percentage, there is no increase in the median remuneration of employees in the financial year ended March 31, 2022.

The number of permanent employees on the rolls of company during the year - 19

Gross remuneration to employees for the year 2021-22 has not exceeded the total remuneration paid to any of the Directors.

The remuneration of the Directors, Key Managerial Personnel and other employees is in accordance with the Remuneration Policy of the Company, SEBI(LODR) Regulations, 2015 & on the recommendation of Nomination & Remuneration Committee.

COMPARISON OF REMUNERATION OF THE KEY MANAGERIAL PERSONNEL(S)* AGAINST THE PERFORMANCE OF THE COMPANY

The company has paid the minimum remuneration to the Managerial Personnel in accordance with the Paragraph A of Section II of part II of Schedule V of the Companies Act, 2013 and as such, the same is not comparable with the operation of the company and for the purpose of median remuneration of the employees.

*As per Ind AS -24, KMPs includes Non Executive Independent Directors as well. Accordingly, Sh. Bharat Kumar (DIN:01090141), Sh. Onkar Nath Aggarwal(DIN:00629878) and Sh. Karun Pratap Hoon (DIN:05202566) have also been included as Key Managerial personnel.

12. REMUNERATION PAID TO NON EXECUTIVE INDEPENDENT DIRECTORS

(Amount in ₹)

Name of Director	Sitting fee for attending the Board Meetings during the year ended March 31, 2022
Sh. Bharat Kumar	35,000
Sh. Onkar Nath Aggarwal	30,000
Sh. Karun Pratap Hoon	30,000
Total	95,000

No sitting fee for attending any committee meeting was paid.

There are no pecuniary relationships or transactions entered into by the company with any of the Directors of the company except the remuneration to the Executive Director(s) and sitting fees paid to Non Executive Independent Director(s). The company has during the year 2021-2022, paid only sitting fees to Non Executive Independent Directors for attending the meetings of the Board of Directors. No meeting fee was paid for attending the Committee Meetings.

- 13** In accordance with SEBI (Prevention of Insider Trading) Regulations, 2015, the company has a code of conduct for Prevention of Insider Trading. All the Directors, employees and Senior Management and other employees who could have access to the Unpublished Price Sensitive Information (UPSI) of the company are governed by this code. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulation.

14 CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Board of Directors, has laid down the Code of Conduct for all the Board Members and members of the Senior Management. The code is also placed on the company's website www.mgfitd.com. A certificate from the Chairman & Managing Director & CEO, affirming compliances of the said Code by all the Board Members and members of the Senior Management to whom the Code is applicable, is given hereunder:-

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is confirmed that all the members of the Board and the Senior Management Personnel have affirmed compliances of Code of Conduct for the year ended March 31, 2022.

Further, the Directors and the Senior Management of the company have submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the company at large.

For and on behalf of the Board

Place: New Delhi

(Rajiv Gupta)

Date: August 10, 2022

Chairman & Managing Director & CEO

15. BOARD /COMMITTEES:

To enable better and more focused attention on the affairs of the company, the Board has delegated responsibility to the Company Secretary to prepare a ground work for decision and report to the Board.

The Board is assisted by various committees, namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and the Corporate Social Responsibility (CSR) Committee. As per SEBI(LODR) Regulations, 2015 the composition, broad terms of reference and attendance of Director of each Committee is given hereunder:-

(a) AUDIT COMMITTEE

As on the date of this report, Committee is comprising of Sh. Arun Mitter, Executive Director and Non Executive Independent Directors, viz, Sh. Bharat Kumar, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon.

CHAIRMAN:

Sh. Bharat Kumar, Non Executive Independent Director, is the Chairman of the Audit Committee.

Sh.M.K. Madan, Compliance Officer is the Convenor of the Audit Committee.

The term of reference of the Audit Committee are in line with Regulation 18 of SEBI(LODR) Regulations, 2015(specified in Part C of the Schedule II) and Section 177 of the Companies Act, 2013.

- i) To oversee the company's financial reporting process and to ensure that the disclosure of its financial statement are sufficient and credible.
- ii) Recommending the appointment of statutory auditors, fixation of audit fee and approval for payment. Discussions with Statutory Auditors about the nature and scope of audit as well as post audit discussions to ascertain any area of concern.
- iii) Reviewing with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval, with particular reference to:-
 - a) Matter required to be included in the Director's Responsibility Statement & in the Board's Report in terms of Section 134(3) (c) of the Companies Act, 2013
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) To approve/modify the transactions with the related parties and also review the statement of significant related party transactions submitted by the management and whenever required to seek omnibus approval & prior shareholders approval in compliance of Reg 23(4) of SEBI (LODR) Regulations, 2015.
 - d) To ensure whether the audit tests are appropriate and scientifically carried out.
 - e) Modified opinion(s)/qualifications in the Audit Report, if any,
- iv) Compliances with SEBI (LODR) and other legal requirements relating to financial statements.
- v) Ensuring compliances in accordance with regulatory guidelines
- vi) Reviewing with the management the adequacy of Internal Control Systems and ensuring suitable follow up action, where required.
- vii) To fix record date/book closure of share transfer books of the company from time to time.
- viii) To evaluate the internal financial control and risk management policies/system of the company.
- ix) To review whistle blower mechanism of the company as per Whistle Blower Policy.
- x) To review and scrutinize the loans, investments and guarantees.
- xi) To recommend to the Board the appointment, remuneration and terms of appointment of Cost Auditors and also review the Cost Audit Report, if required.
- xii) To recommend to the Board the appointment, remuneration and terms of appointment of Internal Auditor and also review the Internal Audit Report.
- xiii) To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background.
- xiv) Any other matter referred to by the Chairman/ Board of Directors.

The Audit Committee also mandatorily review the following information:-

- (1) Management Discussions and Analysis of financial results of operations;
- (2) Statement of significant Material Related Party Transactions submitted by management & where required prior shareholders approval for related party transactions and also keeping in view the amendments effective from April 1, 2022.
- (3) Statutory Auditors/ Internal Audit Reports relating to internal control weaknesses;
- (4) To review the appointment, removal and terms of remuneration of the internal auditor.
- (5) Statement of deviations, if any;
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015

- b. Annual Statement of funds utilized for purposes other than those stated in the Offer Documents/Prospectus/Notice in terms of Regulation 32(7) of SEBI(LODR) Regulations, if applicable.
- c. The Audit Committee also looks into the matter that are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of SEBI(LODR) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013.

ATTENDANCE OF THE DIRECTORS IN THE AUDIT COMMITTEE MEETING:

During the year ended March 31, 2022, 7 (seven) Committee Meetings were held on June 28, 2021, July 29, 2021, August 26, 2021, November 11, 2021, January 28, 2022, February 8, 2022 and March 10, 2022 as under:-

SI No.	Name of the Director	Category	No. of Committee Meetings held	No. of Committee Meetings attended
1.	Sh. Arun Mitter	Executive Director	7	7
2.	Sh. Bharat Kumar	Non Executive Independent Director	7	7
3.	Sh. Onkar Nath Aggarwal	Non Executive Independent Director	7	6
4.	Sh. Karun Pratap Hoon Non	Non Executive Independent Director	7	7

As per the declarations received, none of the Directors serve as an Independent Director in more than seven listed companies. Further, the Whole Time Director(s) in the company do not serve as an Independent Director in more than three listed companies.

(b) STAKEHOLDERS RELATIONSHIP COMMITTEE

This Committee comprises of Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, Sh. Arun Mitter, Executive Director and Non Executive Independent Directors, namely, Sh. Bharat Kumar, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon.

CHAIRMAN

Sh. Onkar Nath Aggarwal, Non Executive Independent Director is the Chairman of the Committee.

Mr. M.K.Madan, Compliance Officer is the convener of the Committee.

TERMS OF REFERENCE

The terms of reference of the Committee includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievances of the stakeholders of the company which are in line with Regulation 20 of SEBI(LODR) Regulations, 2015 (specified in part D of the Schedule and Section 178 of the Companies Act, 2013).

Attendance of Directors in the Stakeholders Relationship Committee Meetings:

During the year ended March 31, 2022, 4 (four) Committee Meetings were held on June 24, 2021, July 15, 2021, November 11, 2021 and February 28, 2022 as under:-

SI No.	Name of the Director	Category	No. of Committee Meetings held	No. of Committee Meetings attended
1.	Sh. Rajiv Gupta	Chairman & Managing Director & CEO	4	4
2.	Smt. Arti Gupta	Joint Managing Director	4	4
3.	Sh. Arun Mitter	Executive Director	4	4
4.	Sh. Bharat Kumar	Non Executive Independent Director	4	4
5.	Sh. Onkar Nath Aggarwal	Non Executive Independent Director	4	4
6.	Sh. Karun Pratap Hoon	Non Executive Independent Director	4	4

None of the Directors who serve as Whole Time Director in any listed company serve as an Independent Director in more than three listed companies.

Details of Investor complaints received during the year ended March 31, 2022

SI No.	Description of Investor Grievances during the year	No. of Complaints
1.	Complaints pending at beginning of the year	Nil
2.	Complaints received during the Year	Nil
3.	Complaints disposed during the year	Nil
4.	Complaints unresolved at the end of the year	Nil

No complaint was received during the year ended March 31, 2022

(c) NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 of SEBI (LODR) Regulations, 2015 (specified in part D of the Schedule II) and Section 178 of the Companies Act, 2013.

BROAD TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

- To deal with matters related to remuneration by way of salary, perquisites, benefits, etc to the Managing Director/Joint Managing Director/Whole Time Director of the company.
- To set guidelines for the salary and perks payable to senior employees of the company.
- The Board and the Nomination and Remuneration Committee review the performance of the individual directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

MEMBERSHIP:

This Committee comprises of Sh. Rajiv Gupta, Chairman of the company and Non Executive Independent Directors, are namely Sh. Bharat Kumar, Sh. Onkar Nath Aggarwal, and Sh. Karun Pratap Hoon.

CHAIRMAN

Sh. Bharat Kumar, Non Executive Independent Director is the Chairman of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee.

ATTENDANCE OF THE DIRECTORS IN THE NOMINATION AND REMUNERATION COMMITTEE (NRC) MEETING.

During the year ended March 31, 2022, two Committee Meetings were held on November 11, 2021 and March 10, 2022 as under:-

SI No.	Name of the Director	Category	No. of Committee Meetings held	No. of Committee Meetings attended
1.	Sh. Rajiv Gupta	Chairman of the Company	2	2
2.	Sh. Bharat Kumar	Non Executive Independent Director, Chairman of the Committee	2	2
3.	Sh. Onkar Nath Aggarwal	Non Executive Independent Director	2	2
4.	Sh. Karun Pratap Hoon	Non Executive Independent Director	2	2

(d) RISK MANAGEMENT COMMITTEE

As on the date of this report, this Committee comprises of Sh. Arun Mitter, Executive Director and Non Executive Independent Directors, namely Sh. Bharat Kumar and Sh. Karun Pratap Hoon.

CHAIRMAN

Sh. Arun Mitter, is the Chairman of Risk Management Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee.

BROAD TERMS OF REFERENCE OF THE RISK MANAGEMENT COMMITTEE.

- Evaluation and mitigation of operational strategic and external environment risk.
- Responsible for reviewing and approving the risk disclosure statement in any public document/disclosure.
- To coordinate its activities with the Audit Committee in instances where there is any overlap with the Audit activities.

ATTENDANCE OF THE MEMBERS IN THE RISK MANAGEMENT COMMITTEE

During the year ended March 31, 2022, two Committee Meetings were held on October 1, 2021 and March 21, 2022 detailed as under:-

SI No.	Name of the Director	Category	No. of Committee Meetings held	No. of Committee Meetings attended
1.	Sh. Arun Mitter	Executive Director-Chairman of the Committee	2	2
2.	Sh. Bharat Kumar	Non Executive Independent Director	2	2
3.	Sh. Karun Pratap Hoon	Non Executive Independent Director	2	2

(e) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, Corporate Social Responsibility Committee comprises of Sh. Arun Mitter, Executive Director and Non Executive Independent Directors, namely Sh. Onkar Nath Aggarwal, Sh. Bharat Kumar, and Sh. Karun Pratap Hoon.

CHAIRMAN

Sh. Onkar Nath Aggarwal, Non Executive Independent Director, is the Chairman of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee.

TERMS OF REFERENCE OF THE CORPORATE SOCIAL RESPONSIBILITY

- i) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VI of the Companies Act, 2013.
- ii) To recommend the amount of expenditure to be incurred on the activities referred in CSR Policy.
- iii) To monitor the CSR Policy of the company from time to time. As per the provisions of Section 135 of the Companies Act, 2013 and in view of continuing losses, the company is not falling in the said criteria.

ATTENDANCE IN THE CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

During the year ended March 31, 2022, one Committee Meeting was held on March 21, 2022 as under:-

SI No.	Name of the Director	Category	No. of Committee Meetings held	No. of Committee Meetings attended
1.	Sh. Arun Mitter	Executive Director	1	1
2.	Sh. Bharat Kumar	Non Executive Independent Director	1	1
3.	Sh. Onkar Nath Aggarwal	Non Executive Independent Director - Chairman of the Committee	1	1
4.	Sh. Karun Pratap Hoon	Non Executive Independent Director	1	1

16. POLICY FOR APPOINTMENT AND REMUNERATION

In terms of section 178(3) of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015 and as per the Listing Agreement entered into by the company with the Stock Exchanges, as amended from time to time, the policy for the appointment & remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the company has been formulated by the Nomination and Remuneration Committee. The relevant extract of the aforesaid policy are given below and which is also available on the company's website www.mgfltd.com.

Terms of reference of the Policy are as under:-

- a. Identify persons who are qualified to become Directors, Key Managerial Personnel (KMP), Senior Manager and other employees in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.
- b. Carry on the evaluation of every director including Independent Directors, Key Managerial Personnel, Senior Manager and other employees' performance.

- c. Formulate criteria for determining qualifications, positive attributes and independence of a Director.
- d. To recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees.
- e. Undertake any other matters as the Board may decide from time to time. The company follows a market linked remuneration policy. The company does not have an Employee Stock Option Policy.

17. GENERAL BODY MEETINGS:

89th Annual General Meeting was held at M.P. C.U Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, Delhi-110054, 90th Annual General Meeting and 91st Annual General Meetings were held at the Registered Office of the company at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 through Video Conference(VC)/ Other Audio Visual Means(OAVM) on the following times and dates:-

Location & time where the last three Annual General Meetings were held and Special Resolutions passed there at.

AGM. No.	Year	Date	Time	Special Resolutions passed required for
89 th	2019	September 25, 2019	11.30.A.M.	To approve under Regulation 17(6)(e)of SEBI(LODR) Regulation, 2015 remuneration payable to Sh. Rajiv Gupta(DIN:00022964), Smt. Arti Gupta (DIN:00023237) and Sh. Arun Mitter) DIN:00022941), Promoter Directors. Re-appointment of Sh. Bharat Kumar (DIN:01090141), Non Executive Independent Director, company's contribution to bonafide and Charitable Funds, Related Party Transactions and ratification of Cost Auditors' remuneration.
90 th	2020	November 19, 2020	11.30.A.M.	AGM held through Video Conferencing (VC)/Other Audio Visual Means(OAVM). To approve re-appointment of Sh. Onkar Nath Aggarwal (DIN:00629878), for the second term of 5(five) years as an Independent Director under Regulation 17(1) of SEBI(LODR) Regulations, 2015, Company's contribution to Bonafide and Charitable Funds and Related Party Transactions.
91 st	2021	September 29, 2021	11.30.A.M.	AGM held through Video Conferencing(VC)/ Other Audio Visual Means(OAVM). To approve Company's contribution to Bonafide and Charitable Funds, Related Party Transaction including Material Related Transactions, insertion of new clauses in the Articles of Association and authority to Board of Directors to grant loans/give guarantee(s) or security(ies) and make investment in securities.

18. OTHER DISCLOSURES:-

a) TRANSACTION WITH NON EXECUTIVE DIRECTORS

Non Executive Directors of the company do not have any material pecuniary relationship or transactions vis-à-vis company except sitting fee for attending the Board Meeting.

b) ACCOUNTING STANDARDS/TREATMENT

The company has complied with the applicable Indian Accounting Standards(IND-AS) specified u/s 133 of the Companies Act, 2013 & has elected to continue with the carrying value of all of its Property, Plant and Equipment recognized as at April 1, 2016 measured as per previous GAAP and used that carrying value as the deemed cost of the Property, Plant and Equipment.

The financial statements for the year have been prepared in accordance with and in compliance of Schedule III notified by the Ministry of Corporate Affairs(MCA).

c) NUMBER OF SHARES PENDING FOR TRANSFER:

No shares were pending for transfer as on March 31, 2022.

d) AFFIRMATION AND DISCLOSURES

The Company has complied with all mandatory requirements as stipulated in Schedule V(c) of the Listing Regulations. The disclosure of the compliance of Corporate requirements specified in Regulation 17 to 27 of the Listing Regulations, have been made in the Corporate Governance Report.

MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

Skills/Expertise/Competence of the Board of Directors:

The Board has identified the following core skills/expertise/competencies as required in the context of the company's business for it to function effectively and are currently available with the Board:

Skill/ Competency		
Business knowledge and Experience	Accounting & Financial Skill	Strategic thinking and decision making
Knowledge of Real Estate and knowledge of Regulatory bodies.	Accounting, Finance, Law, Public Relations, Risk Management systems, Human Resources Management.	Sound, Judgment, Integrity and High Ethical Standard, Inter personal relations and Understanding of effective Decision making processes

On the basis of the above mentioned skill matrix, the skills which are currently available with the Board are as under:-

Name of the Director	Business Knowledge and experience	Accounting & Financial Skill	Strategic thinking and decision making
Sh. Rajiv Gupta	✓	✓	✓
Smt. Arti Gupta	✓	✓	✓
Sh. Arun Mitter	✓	✓	✓
Sh. Bharat Kumar	✓	✓	✓
Sh. Onkar Nath Aggarwal	✓	✓	✓
Sh. Karun Pratap Hoon	✓	✓	✓

- The eligibility of a person to be appointed as a Director of the company depends on whether the person possesses the requisite skill as stated above.

- All the Directors of the company possess the above requisite skills, expertise and Competencies as identified by the Board.

e) ADDITIONAL DISCLOSURES

In accordance with the recent amendments made in Rule 8(5)(xi) of Companies(Accounts) Rules, 2014 this is to confirm that during the year under review and as on March 31,2022, no application against the company has been made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016. Also during the year under review there was no instance of one time settlement with banks or financial institutions. Further this is to confirm that during the year under review there were no changes in the nature of business carried on by the company.

f) DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The company does not have any shares in the demat suspense account or unclaimed suspense account.

g) DETAILS OF CAPITAL MARKET NON COMPLIANCES, IF ANY,

There was no non compliance by the company of any legal requirements, nor has there has been any penalty/stricture imposed on the company by any Stock Exchanges, SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

- h) DISCLOSURE TO THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED.**
- 1. THE BOARD**
The Chairman of the Company at present is Executive Director and the company has adequate facility at its Registered Office to maintain an office for the Chairman.
 - 2. SHAREHOLDER'S RIGHTS**
The quarterly and year to date financial statements are disseminated through Stock Exchanges, published in newspapers and also uploaded on company's website www.mgf ltd.com.
 - 3. MODIFIED OPINION(S) IN AUDIT REPORT**
The Statutory Auditors of the company have issued an unqualified Audit Report on the Standalone Financial Results & Statements of the company for the year ended March 31,2022. Also, in the case of Consolidated Financial Results, there is no qualified audit report and which has been fully explained in the Director's Report.
 - 4. SEPARATE POST OF CHAIRMAN & CEO**
The company, at present, has the same person as Chairman & CEO.
 - 5. REPORTING OF INTERNAL AUDITOR**
The Internal Auditor submits his report directly to the Audit Committee
- i) DETAILS OF COMPLIANCES WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON MANDATORY REQUIREMENTS**
- i) MANDATORY REQUIREMENTS**
The company has complied with all the mandatory requirements of SEBI(LODR) Regulations,2015.
 - ii) NON-MANDATORY REQUIREMENTS**
Adoption of non mandatory requirements in compliance of Regulation 27(1) of SEBI(LODR) Regulations,2015 is being reviewed by the Board from time to time.
- j) POLICY FOR DETERMINING MATERIAL SUBSIDIARIES'**
The company has formulated a policy to determine Material Subsidiary. However, there is no material subsidiary.
- k) COMPLIANCE CERTIFICATE**
The CEO & CFO have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations,2015.
- l) RELATED PARTY TRANSACTIONS(RPTS)**
The company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act,2013 in its ordinary course of business and on an arm's length basis. All the RPTs are undertaken in compliances with the provisions set out in Companies Act,2013 and Regulation 23 of SEBI(LODR) Regulationns,2015. The Audit Committee and the Board of Directors of the company have formulated the policy on dealing with RPTs and a policy on materiality of RPTs which is uploaded on the website of the company. A statement in summary form of transactions with related parties in the ordinary course of business and on an arm's length basis is periodically placed before the Audit Committee for its review. The company has in place a Policy on dealing with Related Party Transactions which has been revised & posted on the website of the company at www.mgf ltd.com.
- m) RISK MANAGEMENT**
Business risk evaluation and management is an on going process within the company. The assessment is periodically examined by the Board.
- n) DISCLOSURE OF ACCOUNTING TREATMENT**
There is no deviation in following the treatment prescribed in any Indian Accounting Standards (Ind-AS) in the preparation of financial statements of the company. Adoption of no mandatory requirements in compliance of Regulation 27(1) of SEBI(LODR) Regulations, 2015 is being reviewed by the Board from time to time.
- o) MANAGEMENT**
Management Discussions and Analysis Report
The company has provided a detailed Management Discussion and Analysis Report in **Annexure 'B'** forming part of the Director's Report.

RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

The Company Secretary records the minutes of the proceedings of each Board and Committee meetings. Draft minutes are circulated to all the members of the Board/Committee for their comments well in advance. The minutes are entered in the Minutes Book invariably within the prescribed period.

OTHER DISCLOSURES

- There were no qualifications, reservations, observations or adverse remarks made by the Secretarial Auditor in their report.
- The company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15th November, 2018 is not applicable.
- There were no instances of raising of funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.
- A certificate from M/s Anjali Yadav & Associates, Company Secretaries, as to be Directors of the company not being debarred or disqualified is annexed herewith as per Annexure 'E'.
- During the year 2021-2022, the total fees for all services paid by the company to Statutory Auditors, M/s Jagdish Chand & Co, Chartered Accountants was Rs. 7,44,500/-

WHISTLE BLOWER POLICY/VIGIL MECHANISM

In compliance of Regulation 22 of SEBI(LODR) Regulations, 2015, Whistle Blower Policy is available on the company's website viz www.mgf ltd.com.

The company believes in the conduct of affairs in a fair and transparent manner adopting highest standards of professionalism, honesty, integrity and it is committed to developing a culture where every employee is safe to raise concerns about any poor or unacceptable practice and any event of misconduct.

- a) Regulation 22(2) of SEBI(LODR) Regulations,2015 has established the Whistle Blower Policy for Directors and employees to report concerns about unethical behaviour actual or suspected fraud or violation of any law or company's conduct of mismanagement, gross waste or misappropriation of company's funds.
- b) Where violation does not affect an individual directly but is detrimental to the organization interest and also where individuals hesitate to report such violation out of fear and indifference, the Whistle Blower Policy provides a way for an individual to report violation without fear of victimization.
- c) Whistle Blower is protected from any kind of discrimination, harassment, victimization or any other unfair employment practice.
- d) The Audit Committee has been authorized to decide the case and recommend action to the Chairman of the Audit Committee which is deemed fit considering the gravity of the matter after completion of investigating proceedings within four weeks.
- e) Any two members of the Audit Committee will report to the Chairman of the action to be taken.
- f) The Director in all cases and employees in appropriate or exceptional cases shall have direct access with the Chairman of the Audit Committee.
- g) The company has complied with the requirements of Corporate Governance Report as mentioned in sub-para(2) to(10) of Schedule V of the SEBI(LODR) Regulations,2015. The company has complied with all the mandatory requirements of Listing Regulations in respect of Corporate Governance which includes Mandatory and Non-Mandatory requirements.

MGF'S CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In accordance with the SEBI(Prohibition of Insider Trading) Regulations,2015), as amended, from time to time, the Board of Directors of the company has adopted, MGF Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices "Insider trading Code".

As per SEBI(Prohibition of Insider Trading) Regulations,2015, the company is maintaining Structural Digital Database containing the names of such persons for entity as the case may be with whom the information is shared under this Regulation. A separate e-mail ID viz mgf.pit1930@gmail.com has been created which exclusively is being used for the information of UPSI.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors of the company has adopted a Code of Conduct for Directors and Senior Management and the same is available on the website of the company viz www.mgf ltd.com.

19. POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace which is in line with the provisions of the Sexual Harassment of Women of Work Place (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the company has not received any complaint.

20. MEMBERS HOLDING SHARES IN PHYSICAL FORM

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRS-RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.mgf ltd.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, e-mail ids, nomination and power of attorney should be given to the Company's RTA i.e. M/s Alankit Assignments Limited.

Members may please note that SEBI vide its Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; endorsement; sub-division/spitting of securities certificate; Consolidation of Securities certificate/ folios; Transmission and Transposition. (Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.mgf ltd.com). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition request shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form, Members can contact the Company or RTA, for assistance in this regard.

As per the provisions of Regulation 40(1) of the SEBI Listing Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

Stakeholders Relationship Committee comprising of members of the Board meets to consider the requests for transmission or transposition of shares.

SEBI vide its Circular No. SEBI/HO/MIRSD/RTA/AMP/PCIR/2022/65 dated May 18, 2022 have come out with the procedure and standardization of format of document for transmission of securities.

21. NOMINATION FACILITY

Provisions of Section 72 of the Companies Act, 2013 read with the rule 19(1) of the rules made thereunder extends nomination facility to individuals holding shares in the physical form. To help the legal heirs/successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particulars of their nomination in the prescribed Nomination Form No. SH-13. In case, any of the members wish to avail facility, they are requested to send the duly completed form to the Registrars and/or at the Registered Office of the company. Member(s) holding shares in dematerialized form are requested to register their nominations directly with their respective depository.

22. CONSOLIDATION AND DEMATERIALIZATION OF SECURITIES

Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account, MCR Code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Alankit Assignments Limited in case the shares are held by them in physical form.

Members, who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to write to the Registrar and Share Transfer Agents indicating the folio number for consolidation of similar holding under one folio and also dematerialization of their securities.

23. MEANS OF COMMUNICATION

Quarterly/Half Yearly Financial Results of the company are forwarded to BSE Limited and NSE Limited and published in Financial Express and Jansata newspapers. Half yearly report is not sent to each household of members as the results of the company are published in the newspapers. In addition to the above, the results are also available on the company's website : <http://www.mgf ltd.com> for the information of all the members. The company has not made any presentation to any Institution Investors/Analyst during the year. The company has its own website and all the vital information relating to the company is displayed on the website. Address of the website is <http://www.mgf ltd.com>.

24. GENERAL SHAREHOLDERS INFORMATION :

Compliance Officer	Mr. M.K. Madan
Registered Office(address for correspondence)	MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002
Annual General Meeting(Date, time and venue)	The company is conducting meeting through VC/OAVM pursuant to the MCA Circular dated May 5, 2020 and as such, there is no requirement to have a venue for the AGM.
Financial Year	The Financial Year of the company ends on 31 st March each year.
Book Closure Date	Wednesday, the September 21, 2022 to Wednesday, the September 28, 2022 (both days inclusive)
Listing of Stock Exchanges	<ol style="list-style-type: none"> 1. BSE Limited P.J Towers, Dalal Street, Mumbai-400001. 2. The National Stock Exchange of India Ltd, Bandra Kurla Complex, Mumbai-400051 <p>Listing fees for the year 2022-23 has been paid in time by the Company to Stock Exchanges viz BSE & NSE.</p>
Stock Code	BSE: 501343 NSE: MOTOGENFIN
ISIN	INE861B01023
Demat of Shares	Available on National Securities Depository Ltd(NSDL) and Central Depository Services(India) Limited(CDSL). 95.10 % of the company's shares are in dematerialized mode. Annual Custodial charges have been paid upto 31 st March, 2023.

25. FINANCIAL CALENDAR (TENTATIVE SCHEDULE)	
Financial reporting for the quarter ended June 30, 2022	Within 45 days of the close of the quarter.
Financial reporting for the quarter and half ended September 30, 2022	Within 45 days of the close of the quarter.
Financial reporting for the quarter ended December 31, 2022	Within 45 days of the close of the quarter.
Financial reporting for the quarter and year ended March 31, 2023	Within 60 days of the close of the quarter.

26. SHAREHOLDER'S INFORMATION

i) Annual General Meeting :	Wednesday, the September 28, 2022 at 11.30 a.m.
ii) Date of Book Closure :	Wednesday, the September 21, 2022 to Wednesday, the September 28, 2022 (both days inclusive)

27. DEMATERIALIZATION OF SHARES

95.10 % of the equity shares of the company have been dematerialized as on March 31,2022. The company's shares can be traded only in dematerialization form as per SEBI notification. The company has entered into an agreement with NSDL and CDSL whereby shareholders have the option to dematerialize their shares with either of the depositories. The company's shares are regularly traded on BSE and NSE.

28. SHARE TRANSFER SYSTEM

All the requests received from shareholders for transmission, etc are processed by the Share Transfer Agent of the company within the stipulated time as prescribed in the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended or in any other applicable law.

29. REGISTRAR AND SHARE TRANSFER AGENTS :

In compliance with SEBI directive M/s Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055. Tel No.011-42541234/23541234 are carrying on assignment of transmission process. However, keeping in view the convenience of members, documents relating to the shares are continued to be received by the company at its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, Telephone No.011-23272216-18 & 23276872

30. PERMANENT ACCOUNT NUMBER (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the member(s), surviving joint holder(s)/legal heir(s) be furnished to the company while obtaining the services of transposition and transmission of shares.

31. CREDIT RATING

Credit rating from an approved Rating Agency is not applicable.

32. COMPLIANCE OFFICER:

Sh. M. K. Madan
Vice President & Company Secretary & CFO
Phone No.011-23272216-18 & 23276872
Mobile No.7428906969

33. COMPANY SECRETARY:

Mr. M.K.Madan
Vice President & Company Secretary & CFO
Membership No. ACS-2951

34. ADDRESS FOR CORRESPONDENCE:**Registered Office:**

The Motor & General Finance Limited
MGF House, 4/17B,
Asaf Ali Road, New Delhi – 110002
Phone No.011-23272216-18 & 23276872
E-mail : mgfld@hotmial.com
Website : www.mgfld.com
CIN No. L74899DL1930PLC000208
GST No. 07AAACT2356D2ZN

35. NAME AND ADDRESS OF EACH STOCK EXCHANGE(S) AT WHICH THE COMPANY'S SECURITIES ARE LISTED AND A CONFIRMATION ABOUT THE PAYMENT OF ANNUAL LISTING FEE TO EACH SUCH STOCK EXCHANGE(S)

BSE Limited,

Phiroz Jee Jee Bhoy Towers,
Dalal Street, Mumbai – 400001
Ph : 022-22721234/33
Fax : 91-22-22721278/1557/3354/3577



National Stock Exchange of India Limited

Exchange Plaza,
Plot No.C/1 G Block 5th Floor,
Bandra Kurla Complex,
Bandra, Mumbai-400051.
Phone No. 022-26598235/36
Fax : 022-66418124, 66418125, 66418126



Annual Listing Fee for the Financial Year 2022-23 has been paid on time by the company to Stock Exchanges viz: BSE & NSE

36. STOCK CODE OF THE COMPANY:

BSE Limited (BSE), Mumbai

Electronic Mode : **INE861B01023**
Scrip Name : **The Motor & General Finance Ltd**
Scrip Code : **501343**

National Stock Exchange of India Ltd (NSE)

Electronic Mode : **INE861B01023**
Scrip Name : **The Motor & General Finance Ltd**
Scrip Code : **Motogenfin**

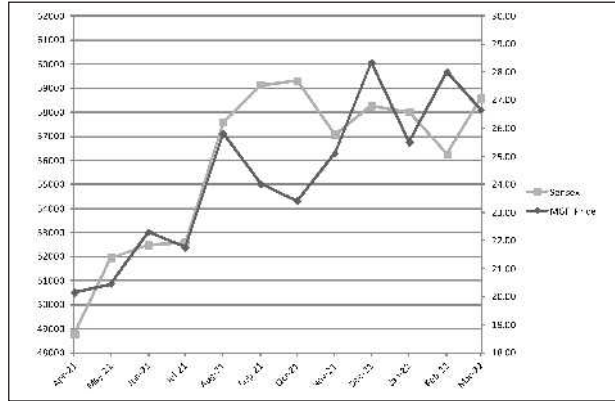
Equity shares in Demat Form : INE861B01023

Depository Connectivity : NSDL and CDSL

37. MARKET PRICE DATA: (AS OBTAINED FROM BSE & NSE)

Month & Year	(BSE)		(NSE)	
	High	Low	High	Low
April, 2021	24.65	18.70	25.75	18.70
May, 2021	21.80	19.35	21.85	19.25
June, 2021	24.60	19.25	24.25	19.45
July, 2021	24.15	20.80	24.00	21.30
Aug, 2021	30.40	21.15	30.95	21.10
Sept, 2021	29.50	23.75	28.80	23.05
Oct, 2021	26.45	23.35	27.20	23.20
Nov, 2021	26.20	22.10	27.20	21.30
Dec, 2021	39.20	24.55	38.95	24.50
Jan, 2022	31.90	24.90	-	-
Feb, 2022	29.05	24.70	-	-
Mar, 2022	30.00	26.00	27.85	26.00

PERFORMANCE IN COMPARISON TO BROAD BASED INDICES SUCH AS BSE SENSEX CRISIL INDEX, ETC.



CATEGORY OF SHAREHOLDING AS ON MARCH 31, 2022

S.No	Category	No. of Equity Shares of the face value of Rs. 5/- each held	% of Shareholding
A	Promoters *	26739717	69.047%
B	Non Promoter Holding	-	-
	Mutual Funds and UTI	-	-
	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non Government Institutions)	2088	0.005%
C	Others		
	Private Corporate Bodies	219672	0.567%
	Indian Public	8876371	22.920%
	NRIs/OCBs/FIIs/Trust/Custodian	2889342	7.461%
	Total	38727190	100.00%

38. DISTRIBUTION OF COMPANY'S SHAREHOLDING AS ON MARCH 31, 2022:

Category	Shareholders			No. of Shares (₹ 5/- per share)			Percentage(%)		
	Physical	Demat	Total	Physical	Demat	Total	Physical	Demat	Total
1-500	2295	4089	6384	394808	492765	887573	1.02%	1.27%	2.29%
501-1000	195	447	642	149540	366682	516222	0.39%	0.95%	1.33%
1001-2000	110	262	372	158118	413482	571600	0.41%	1.07%	1.48%
2001-3000	29	90	119	71290	233383	304673	0.18%	0.60%	0.79%
3001-4000	16	56	72	57348	205260	262608	0.15%	0.53%	0.68%
4001-5000	7	28	35	30592	129441	160033	0.08%	0.33%	0.41%
5000-10000	29	67	96	202518	478225	680743	0.52%	1.23%	1.76%
10001 - above	28	100	128	833154	34510584	35343738	2.15%	89.11%	91.26%
Total	2709	5139	7848	1897368	36829822	38727190	4.90%	95.10%	100.00%

39(a) IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTOR'S REPORT SHALL EXPLAIN THE REASON OF:-

Not Applicable

40. DETAILS OF TOTAL FEES PAID TO STATUTORY AUDITORS

The details of total fees for all services paid by the company on consolidated basis, to the statutory auditors and all entities in the network entity of which statutory auditors is a part, are as follows:-

(Amount in ₹)

Particulars	For the financial year ended March 31, 2022	For the financial year ended March 31, 2021
Audit Fee	3,25,000	3,25,000
Tax Audit	75,000	75,000
Other Services	3,14,000	3,30,000
Out of Pocket Expenses	30,500	32,500
Total	7,44,500	7,62,500

41. CERTIFICATION OF FINANCIAL REPORTING AND INTERNAL CONTROLS/(CEO/CFO CERTIFICATE)

In accordance with Regulation 18(3) of SEBI(LODR) Regulations,2015, Sh.Rajiv Gupta, Chairman & Managing Director & CEO and Sh. M.K. Madan, VP,CS & Compliance Officer & CFO of the company, have inter-alia, certified and confirmed to the Board about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee.

42. GOING CONCERN

The directors are satisfied that the company had adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the Going Concern basis in preparing the financial statements.

43. OUTSTANDING GDRS/ADRS/WARRANTS/OPTIONS OR ANY CONVERTIBLE INSTRUMENT, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

As on March 31, 2022- NIL

44. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

As on March 31, 2022-NIL

45. DIVIDEND PAYMENT

No dividend has been declared for the year 2021-22

46. COMPLIANCE:

A certificate has been obtained from the Statutory Auditors of the company regarding compliance of conditions of Corporate Governance and is attached to this report.

By Order of the Board
for **THE MOTOR & GENERAL FINANCE LIMITED**

Place: New Delhi
Date: August 10, 2022

Rajiv Gupta
Chairman & Managing Director
& Chief Executive Officer(CEO)
DIN:00022964

Arti Gupta
Joint Managing Director
DIN:00023237

COMPLIANCE CERTIFICATE BY THE STATUTORY AUDITORS PURSUANT TO CLAUSE E OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members of

The Motor & General Finance Limited

1. The Corporate Governance Report prepared by **The Motor & General Finance Limited** (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2022. This report is required by the Company for annual submission to the stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the company and obtained necessary representations and declarations from directors including independent directors of the company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 1 above.

Other Matters and Restriction on Use

10. This Certificate is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This Certificate is addressed to and provided to the members of the company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

for **JAGDISH CHAND & CO.**

Firm Registration Number: 000129N

Chartered Accountants

(Santosh Kumar Jha)

Partner

Membership Number: 532638

UDIN:22532638APVLBS7350

Date: August 10, 2022

Place of Signature: New Delhi

ANNEXURE 'B' TO THE DIRECTOR'S REPORT**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's discussion and Analysis Report for the year under review, as stipulated under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations) is presented below forming part of this Annual Report. The industry structure, performance, threats. Outlook, risk and concerns, internal control systems have been discussed in the paragraphs to follow.

Industry Structure, Performance & Development

The company is continuing its business on Renting and Leasing of property. The Covid-19 pandemic and the events that followed affected the business operations. The company had to agree to concession/ relief/moratorium which resulted in less receipt of rentals and consequently the company's profitability.

Opportunity, Risks, Concerns & Threat

The company is focusing its attention in seeking prospective buyer for the sale /total lease of the project at Shalimar Bagh, New Delhi. The management is hopeful that financial performance will improve.

The company has developed & implemented a Risk Management Policy which identifies major risks that may threaten the existence of the company. This has been adopted by the Board and is subject to review periodically. Risk mitigation process & measures have been formulated and clearly explained in the said policy. It is also reviewed by the Audit Committee from time to time. The procedures are also periodically reviewed to ensure that management control risk through means of properly defined frame work. Further the company is functioning under the dynamic leadership and guidance of the experienced CEO and hence the risk is fully minimised.

Considering the size and nature of business the company has appointed an Internal Auditor for the company to ensure proper and adequate systems and procedures commensurate with its size and nature of its business. Internal Auditors continue to monitor the operations and administration of the company.

Internal Control & their Adequacy

Your company has adequate Internal Financial Control Systems in all areas of operation. Your Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures. Internal Audit Report is discussed with the operational heads by the CFO, Chairman & Managing Director & CEO and Executive Director of the company, and thereafter, placed before the Meetings of the Audit Committee of the Board of Directors. Representatives of the Statutory Auditors, Internal Auditor are also invited at the meetings of the Audit Committee as and when required. Corrective measures suggested at the Audit Committees are duly implemented.

All the transactions are properly authorized, recorded and reported to the management. The company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

Human Sources

The company has completed 92 years of its operations and through friendly work environment, the company has been able to tackle the issues and emerged successfully with sheer determination and passion of its dedicated employees who are the most valuable asset of the organization. The company has cordial relation with employees and hence there is mutual respect and admiration for each other. Directors wish to record their appreciation for the cooperation received from all employees.

Disclaimer

Certain Statements in the Management Discussions and Analysis describing the company's reviews about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments, etc may further influence in company's operations or performance.

COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF SEBI(LODR) REGULATIONS, 2015

- A. We have reviewed Standalone and Consolidated Financial Statements and the Cash Flow Statements for the year and that to the best of our knowledge and believe that :-
1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are to the best of their knowledge and belief, no transactions entered into by the listed entity during the year ended March 31, 2022 which are fraudulent, illegal or in violation of the company's code of conduct.
- C. We accepted responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, in which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee
- (1) Significant changes in internal controls over financial reporting during the year
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the entity's internal control systems over financial reporting.

for THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER(CEO)
DIN:00022964

Place: New Delhi
Date: August 10, 2022

for THE MOTOR & GENERAL FINANCE LTD

(M.K. MADAN)
VICE PRESIDENT & CO.SECRETARY
& CHIEF FINANCIAL OFFICER (CFO)
(ACS-2951)

DECLARATION

As provided under Regulation 34(3) and 54(f) and read with Para D of Schedule V of SEBI(LODR) Regulations,2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2022.

For THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER (CEO)
DIN:00022964

Place : New Delhi
Date : August 10, 2022

(Annexure 'B 1')

FORM NO. AOC 1

Statement containing salient features of financial statement of Subsidiaries/Associate companies/Joint Ventures (Pursuant to First Proviso to sub section (3) of Section 129 read with Rules 5 of the Companies (Accounts) Rules, 2014)

Part 'A' : Subsidiaries:Not - Applicable**Part 'B' : Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

(All amounts ₹ in lakhs unless stated otherwise)

Name of Associate Company	India Lease Development Ltd	Jayabharat Credit Ltd
1. Latest Audited Balance Sheet Date	March 31, 2022	March 31, 2022
2. Date on which the Associates or Joint Venture was associated or acquired	November 6, 1994	April 1, 2002
3. Shares of Associate companies held by the company on the year end	31.35%	43.45%
a) Number	46,08,840	21,72,300
b) Amount of Investment in Associates (net of impairment) (fair market value)	582.10	Nil
c) Extent of Share in Profit / Loss	31.35%	43.45%
4. Description of how there is significant influence	Associate Company & Share in Profit / Loss more than 20%	
5. Reason why the Associates is not consolidated	Not applicable	Due to Impairment in Value of Investment not consolidated
6. Net worth attributable to shareholding as per latest audited Balance Sheet	335.05	(2489.41)
7. Profit/(loss) for the year		
(i) Considered in consolidation	3.09	-
(ii) Not considered in consolidation*	-	(37.88)

* Since carrying value of investment in Jayabharat Credit Limited an associate of the company is already reduces to Nil in earlier years, no further loss is considered under Equity method.

Form No.AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not on an arm's length basis.

All the transactions entered into by the company during the year with related parties were on an arm's length basis.

2. Details of material contracts or arrangements or transactions on an arm's length basis.

The transactions entered into by the company during the year with related parties were on an arm's length basis and were not material in nature.

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR & CEO
DIN:00022964

Place :New Delhi

Date : August 10, 2022

Form No. MR-3

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st March, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

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

We, Anjali Yadav, Proprietor of Anjali Yadav & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Motor & General Finance Limited (CIN: L74899DL1930PLC000208) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (as amended) ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (as amended) and the Rules made thereunder;
- (iii) The Depositories Act, 1996(as amended) and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **-Not applicable to the Company during the audit period**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time)
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and ¹Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (as amended);

- f) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended); **Not applicable to the Company during the audit period**
- g) ²The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- h) ³The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended) **(Not applicable to the Company during the audit period)**
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended) **(Not applicable to the Company during the audit period)**
- j) 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)
- k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as amended) - **Not applicable to the Company during the audit period**
- l) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended) - **Not applicable to the Company during the audit period**
- m) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (as amended)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standard- 1 (Meetings of Board of Directors) issued by The Institute of Company Secretaries of India.
- (ii) Secretarial Standard- 2 (General Meetings) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit as the same has been subject to review by the Statutory Auditors and others designated professionals.

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further, there are no changes that took place in the composition of the Board of Directors during the financial year.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance to all the Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that:

Based on the review of the compliance reports and the certificates of the Company Executive taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

We further report that:

1. The company has altered its article of association by inserting a new clause in it and which was approved by the members of the company by way of passing special resolution at the 91st Annual General Meeting of the company held on September 29, 2021.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

**For Anjali Yadav & Associates
Company Secretaries**

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Place: New Delhi
Date: May 09, 2022

PR:629/2019
UDIN:F006628D000287546

Footnotes:

1. *The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and (Share Based Employee Benefits) Regulations, 2014; (as amended) have been merged into The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended), provided at point (v) (f) to the report.*
- 2.&3. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended) have been merged into Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended) provided at point (v) (i) to the report.*

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

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records, cost records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company..

**For Anjali Yadav & Associates
Company Secretaries**

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Place: New Delhi
Date: May 09, 2022

PR:629/2019
UDIN:F006628D000287546

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**

We 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 us 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 our opinion and to the best of our 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 us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 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	Shri. Arun Mitter	00022941	02/01/2002
2	Shri. Rajiv Gupta	00022964	14/04/1988
3	Smt. Arti Gupta	00023237	22/06/2006
4	Shri. Onkar Nath Aggarwal	00629878	31/12/2005
5	Shri. Bharat Kumar	01090141	19/03/2002
6	Shri. 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. Our responsibility is to express an opinion on these based on our 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

Company Secretaries

Anjali Yadav
 Proprietor
 FCS No. 6628
 C P No. 7257

Place: Delhi
 Date: May 09, 2022

PR: 629/2019
 UDIN:F006628D000288107

To,

The Board of Directors

The Motor & General Finance Limited

MGF House 4/17-B, Asaf Ali Road

New Delhi 110002

Dear Sir(s),

Secretarial Compliance Report for the financial year ended March 31, 2022

We have been engaged by The Motor & General Finance Limited 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.

Our 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 Secretaries of India "ICSI". Secretarial Compliance Report is enclosed herewith.

**For Anjali Yadav & Associates
Company Secretaries**

Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257

Place : Delhi

Date : May 09, 2022

PR: 629/2019

UDIN:F006628D000287557

Secretarial Compliance Report of THE MOTOR & GENERAL FINANCE LIMITED for the financial year ended March 31, 2022

We have examined:

- (a) all the documents and records made available to us 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, 2022 ("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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
- (b) **Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**(as amended from time to time)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended from time to time)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(as amended);**[Not applicable during the period under Review]**;
- (e) ¹The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and (Share Based Employee Benefits) Regulations, 2014; (as amended);**[Not applicable during the period under Review]**
- (f) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended); **[Not applicable during the period under Review]**

- (g) ²The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (as amended); **[Not applicable during the period under Review];**
- (h) ³The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended) **[Not applicable during the period under Review];**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended); **[Not applicable during the period under Review];**
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and based on the above examination, we submit our report as under:
- (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 any
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
Company Secretaries**

Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257

Place : Delhi
Date : May 09, 2022

PR: 629/2019
UDIN:F006628D000287557

Footnotes:

- ^{1.} The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and (Share Based Employee Benefits) Regulations, 2014; (as amended) have been merged into The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended), provided at point (e) to the report.
- ^{2.&3.} The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended) have been merged into Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended) provided at point (i) to the report.

Annexure 'G'

Corporate Social Responsibility (CSR)

[Pursuant to clause 3(o) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

- A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web link to the CSR Policy and projects or programmes. The Board of Directors have adopted the CSR policy to undertake school development activities so that it is in a position to promote education to young children and conservation and renovation of school building and class rooms differently,
- The CSR Committee comprises of four Directors, namely Sh, Arun Mitter, Sh. Onkar Nath Aggarwal Sh. Bharat Kumar and Sh, Karun Pratap Hoon. Out of four Directors, three Directors are Non Executive Independent Directors.
- Sh. Onkar Nath Aggarwal, Non Executive Independent Director, is the Chairman of the Corporate Social Responsibility Committee.
- Average net profits of the company for last three financial years
- Prescribed CSR Expenditure (two per cent of the amount as)
- Details of CSR spent during the financial year
 - Total amount to be spent for the financial year - Nil
 - Amount unspent, if any; - Nil
- We state that the implementation and monitoring of the CSR policy, is in compliance with CSR objectives and policy of the company..

} Not Applicable
[Refer Page 9 of the Director's Report
under the heading Corporate Social
Responsibility (CSR)]

Sd/-
CHAIRMAN OF CSR COMMITTEE

INDEPENDENT AUDITOR'S REPORTTo The Members of **THE MOTOR & GENERAL FINANCE LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **The Motor & General Finance Limited** (“the Company”), which comprise the Standalone Balance Sheet as at 31st March 2022, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows, the Standalone Statement of Changes in Equity for the year then ended, notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and its loss, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matters	Auditor's Response
1.	Recoverability of carrying amounts of investments in associates and other entities	Audit Procedure Applied
	<p>Refer to note no. 5 to the standalone financial statements. The Company has investments in Associates and other entities which are listed on Stock Exchange in India. These investments are valued at fair value based on market information.</p> <p>Therefore, the valuation of the investments has a significant impact on the financial results of Company.</p> <p>Management performed assessment at the end of each reporting period whether there is any indication that investments in associates and other entities may be impaired.</p> <p>Should indication of impairment exist, an impairment assessment will be performed accordingly. The recoverable amounts of investments in associates are assessed by current market price of the listed entity on stock exchange.</p>	<p>We obtained an understanding on the Company's policies and procedures to identify impairment indicators on investments in associates and other entities, and performed the following procedures in relation to management's impairment assessment:</p> <ul style="list-style-type: none"> evaluated the internal sources and external sources of information to identify impairment indications, if any; Recalculation of amounts recognised as impairment, on the basis of latest available information from stock exchanges. Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment.

	<p>Management has concluded that there is a reversal of impairment in respect of investments in associates as at 31st March 2022.</p> <p>This area is significant to our audit because of the significance of the carrying amounts of the investment and results of impairment assessment and the significant management judgement involved in determining the value of investment.</p>	
2.	Company's Investment in Investment Property	Audit Procedure Applied
	<p>Investment Properties is significant to our audit due to their magnitude and their value. Refer to note no. 4 to the standalone financial statements.</p>	<p>We obtained an understanding on the Company's policies and procedures to identify investments of company in investment properties.</p> <ul style="list-style-type: none"> • verified accurate and complete initial recognition of the investment property portfolio by agreeing the recorded amounts to external documents and impact of covid19 pandemic on the revenue. • Verification of lease deed executed for lease out of properties for earning rental income and addendums. • Verified whether the transactions were recorded as required by the applicable accounting principles. • Assessed the appropriateness of the disclosures relating to the assumptions, as we consider them likely to be important to users of the financial statements. <p>Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment.</p>

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the standalone financial statements and our auditor's report thereon.

The Director's Report, Management Discussion and Analysis and Corporate Governance Report are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statement, our responsibility is to read the other information identified above, when it becomes available, and, in doing so consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Director's Report, Management Discussion and Analysis and Corporate Governance Report, if we conclude, that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments

and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern, basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give in **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income) the Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid/provided by the Company to its directors during the years is in accordance with the provisions of section 197 of the Act. The remuneration paid to any directors is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197 (16) of the Act, which are required to be commented upon by us.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements –Refer Note No- 30 of standalone financial statements.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March 2022.
 - III. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2022.
 - IV. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- V. The Company has not paid or declared dividend during the year and until the date of this report.

For **JAGDISH CHAND & CO**
Chartered Accountants
ICAI Firm Registration Number: 000129N

Santosh Kumar Jha
Partner
Membership Number: 532638
UDIN: 22532638AKMPOD9428

Place of signature: New Delhi
Date: May 27, 2022

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of The Motor & General Finance Limited on the Standalone Financial Statements as of and for the year ended March 31, 2022

To the best of our information and according to the explanation provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

- i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment and relevant details of right of use assets.
- (B) The Company has no intangible assets. Accordingly clause 3(i) (a) (B) of the Order is not applicable.
- (b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment and right of use assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in the standalone financial statements are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) or intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii) (a) The physical verification of inventory comprising of stock in trade of commercial project has been conducted at reasonable intervals by the Management during the year. No discrepancies were noticed on physical verification of inventory as compared to book records.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks on the basis of security of current assets. Hence, clause 3(ii) (b) of the Order is not applicable.
- iii) During the year the Company has not made investments in, provided any guarantee or security or granted any loans or

advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, clause3 (iii) (a) and clause3 (iii) (b) are not applicable.

- (a) The Company has not granted any loans and advances in the nature of loans, hence, clause3 (iii) (c), clause3 (iii) (d), clause3 (iii) (e) and clause3 (iii) (f) of the Order are not applicable.
- iv) The Company has not given any loans and made investments and given any security and guarantees, hence, clause 3(iv) of the Order is not applicable.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposit from the public. Hence, clause 3(v) of the Order is not applicable.
- vi) The company is not carrying any activities which require the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products/services of the company.
- vii) a) According to the records of the Company and information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing the undisputed statutory dues including goods and service tax, provident fund, employees state insurance, income tax, sale tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March 2022 for a period of more than six months from the date they became payable.

- b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of the Statute	Nature of the Due	₹ (In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Employees State Insurance Act	Employees State Insurance	74.60	1989-90 to 2012-2013	Hon'ble High Court, Delhi
NDMC Act	Property Tax	162.15	1999-00 to 2016-17	Hon'ble High Court, Delhi
DMC Act	Property Tax	62.78	2004-05 to 2009-10	Hon'ble Municipal Taxation Tribunal

- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix) a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) According to the records of the Company examined by us and the information and explanation given to us no term loans have been taken by the company, hence, clause 3(ix) (c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary, associate or Joint venture.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiary, joint venture or associate company.
- x) a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- xi) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) No whistle blower complaints were received by the Company during the year (and up to the date of this report) and hence reporting under clause 3(xi) (c) of the Order is not applicable.
- xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order are not applicable. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- xvii) The Company has incurred cash losses of ₹ 116.00 lakhs in financial year 2021-22 and ₹ 289.43 lakhs in the immediately preceding financial year 2020-21.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) In View of continuing losses, the company is not required to spend money towards Corporate Social Responsibility (CSR) under section 135 of the Act. Hence, 3(xx) of the Order is not applicable for the year.

For **JAGDISH CHAND & CO**
Chartered Accountants
ICAI Firm Registration Number: 000129N

Santosh Kumar Jha
Partner

Membership Number: 532638
UDIN: 22532638AKMPOD9428

Place of signature: New Delhi
Date: May 27, 2022

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph 2(f) of the Independent Auditors’ Report of even date to the members of The Motor & General Finance Limited on the standalone financial statements for the year ended March 31, 2022

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of The Motor & General Finance Limited (“the Company”) as of 31st March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **JAGDISH CHAND & CO**
Chartered Accountants
ICAI Firm Registration Number: 000129N

Place of signature: New Delhi
Date: May 27, 2022

Santosh Kumar Jha
Partner
Membership Number: 532638
UDIN: 22532638AKMPOD9428

STANDALONE BALANCE SHEET AS AT MARCH 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	2568.51	2595.42
(b) Investment Property	4	2854.68	2976.54
(c) Financial Assets			
(i) Investments	5	728.72	651.74
(ii) Other Financial Assets	6	39.32	35.25
(d) Deferred Tax Asset (Net)	7	335.51	335.51
		<u>6526.74</u>	<u>6594.46</u>
Current Assets			
(a) Inventories	8	11356.16	11356.16
(b) Financial Assets			
(i) Trade Receivables	9	56.69	59.17
(ii) Cash and Cash Equivalents	10	4.99	5.25
(iii) Bank Balances other than (ii) above	11	18.66	17.47
(iv) Other Financial Assets	12	0.94	1.12
(c) Current Tax Assets (Net)	13	83.82	125.78
(d) Other Current Assets	14	9.25	7.97
		<u>11530.51</u>	<u>11572.92</u>
TOTAL ASSETS		<u>18057.25</u>	<u>18167.38</u>
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	15	1936.36	1936.36
(b) Other Equity	16	5921.69	6067.24
Total equity		<u>7858.05</u>	<u>8003.60</u>
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	-	-
(ii) Other Financial Liabilities	18	190.34	170.69
(b) Provisions	20	130.20	97.07
(c) Other non Current Liabilities	19	3586.33	3604.47
		<u>3906.87</u>	<u>3872.23</u>
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	288.93	383.11
(ii) Trade Payables			
(A) Total outstanding dues of Micro Enterprises and Small Enterprises		-	-
(B) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		-	-
(iii) Other Financial Liabilities	18	5955.94	5814.43
(b) Other Current Liabilities	19	14.44	11.78
(c) Provisions	20	33.02	82.23
		<u>6292.33</u>	<u>6291.55</u>
TOTAL EQUITY & LIABILITIES		<u>18057.25</u>	<u>18167.38</u>

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 45

RAJIV GUPTA

Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Santosh Kumar Jha)

Partner

Membership No. 532638

Place: New Delhi

Date: May 27, 2022

ARTI GUPTA

Joint Managing Director
DIN : 00023237

BHARAT KUMAR

Non Executive Independent
Director
DIN: 01090141

ARUN MITTER

Executive Director
DIN : 00022941

M.K. MADAN

Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	Note No.	For the year ended on March 31, 2022	For the year ended on March 31, 2021
I Income			
Sale of Services	21	417.51	211.38
II Other Income	22	208.98	278.47
III Total Income (I + II)		626.49	489.85
IV Expenses:			
Employee Benefits Expense	23	243.96	252.74
Finance Costs	24	47.98	62.33
Depreciation and Amortization Expense	25	141.32	128.36
Other Expenses	26	370.79	152.18
Total Expenses (IV)		804.05	595.61
V Profit/ (Loss) before Exceptional Items and Tax (III-IV)		(177.56)	(105.76)
VI Exceptional Items		-	-
VII Profit/ (Loss) before Tax (V - VI)		(177.56)	(105.76)
VIII Tax Expense:	27		
(1) Current Tax		-	-
(2) Deferred Tax		-	-
(3) Taxation in respect of Earlier Years		-	-
Total Taxes		-	-
IX Profit / (Loss) for the Year (VII-VIII)		177.56	(105.76)
X Other Comprehensive Income			
A (i) Items that will not be reclassified into Profit & Loss	28	32.01	9.28
(ii) Income tax relating to items that will not be reclassified to profit/loss		-	-
B (i) Items that will be reclassified into Profit & Loss		-	-
(ii) Income tax relating to items that will be reclassified to Profit & Loss		-	-
Other Comprehensive Income		32.01	9.28
XI Total Comprehensive Income for the period (IX+X)		(145.55)	(96.48)
XII Earnings per Share (Par value of ₹ 5/- per Equity Share)	29		
(1) Basic (in ₹)		(0.46)	(0.27)
(2) Diluted (in ₹)		(0.46)	(0.27)

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 45

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

As per our Report of even date attached
For **JAGDISH CHAND & CO.**
Chartered Accountants
(ICAI Firm Reg. No: 000129N)
(Santosh Kumar Jha)
Partner
Membership No. 532638

Place: New Delhi
Date: May 27, 2022

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

ARUN MITTER
Executive Director
DIN : 00022941

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

Standalone Statement of Changes in Equity for the year ended on March 31, 2022**A Equity Share Capital**

For the year from April 1, 2021 to March 31, 2022

Particulars	Balance at the beginning of April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of April 1, 2021	Changes in equity share capital during the current year	Balance at the end of March 31, 2022
Equity Shares (in Numbers)	3,87,27,190	-	3,87,27,190	-	3,87,27,190
₹ in lakhs	1,936.36	-	1,936.36	-	1,936.36

For the year from April 1, 2020 to March 31, 2021

Particulars	Balance at the beginning of April 1, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of April 1, 2020	Changes in equity share capital during the current year	Balance at the end of March 31, 2021
Equity Shares (in Numbers)	1,93,63,595	-	1,93,63,595	1,93,63,595	3,87,27,190
₹ in lakhs	1,936.36	-	1,936.36	-	1,936.36

B Other Equity

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	RESERVES AND SURPLUS					OTHER COMPREHENSIVE INCOME (OCI)		TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	REVALUATION RESERVE	GENERAL RESERVE	RETAINED EARNINGS	REMEASUREMENT OF DEFINED BENEFIT PLANS	EQUITY INSTRUMENTS THROUGH OCI	
Balance as at April 01, 2020	6.10	888.41	2595.38	4887.28	(2233.34)	20.67	(0.78)	6163.72
Profit/ (Loss) for the year	-	-	-	-	(105.76)	-	-	(105.76)
Transfer to Reserve and Surplus	-	-	-	-	20.67	(20.67)	-	-
OCI on Remeasurement of DBO	-	-	-	-	8.01	-	1.27	9.28
Balance as at March 31, 2021	6.10	888.41	2595.38	4887.28	(2310.42)	-	0.49	6067.24
Profit/ (Loss) for the year	-	-	-	-	(177.56)	-	-	(177.56)
Transfer to Reserve and Surplus	-	-	-	-	-	-	-	-
OCI on Remeasurement of DBO	-	-	-	-	29.16	-	2.85	32.01
Balance as at March 31, 2022	6.10	888.41	2595.38	4887.28	(2458.82)	-	3.34	5921.69

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 45**RAJIV GUPTA**Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964**ARTI GUPTA**Joint Managing Director
DIN : 00023237**ARUN MITTER**Executive Director
DIN : 00022941As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Santosh Kumar Jha)

Partner

Membership No. 532638

BHARAT KUMARNon Executive Independent
Director
DIN: 01090141**M.K. MADAN**Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

Place: New Delhi

Date: May 27, 2022

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED ON MARCH 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)		
PARTICULARS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/ (Loss) before tax and Extraordinary items	(177.56)	(105.76)
Adjustment for:		
Provision for Impairment of Investments	(79.76)	(312.01)
Depreciation of Property, Plant & Equipment & Investment Property	141.32	128.36
Bad Debts Written off	-	1.33
Property, Plant and Equipment written off	7.76	6.79
Loss on sale of Property, Plant and Equipment	-	0.48
Credit Balances written back	-	(114.47)
Interest Expenses	28.33	35.80
Interest on deposits from Bank & others	(2.69)	(17.58)
Operating Profit before Working Capital Changes	(82.60)	(377.06)
Movements in working capital:		
Decrease/(Increase) in Other Financial Assets	0.18	0.15
Decrease/(Increase) in Other financial assets (non current)	(4.07)	-
Decrease/(Increase) in Inventories	-	(2059.50)
Decrease/(Increase) in Trade receivables	2.48	64.31
Decrease/(Increase) in Other Current Assets	(1.28)	10.37
(Decrease)/ Increase in Provisions	13.08	(1.68)
(Decrease)/Increase in Other Financial Liabilities	156.58	2793.39
(Decrease)/Increase in Other Liabilities	(15.48)	69.94
Cash generated from Operations before Extra Ordinary Items	68.89	499.92
Direct Taxes Paid	(41.96)	(140.25)
Net cash flows from operating activities (A)	110.85	640.17
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment & Investment Properties	(0.31)	(570.53)
Sale of Property, Plant & Equipment	-	2.00
Sale of Investments	5.63	-
Decrease/(Increase) in Other Bank Balance	(1.19)	(0.94)
Interest Received (Net of Tax Deducted at Source)	2.69	17.58
Net cash flows from/(used in) investing activities (B)	6.82	(551.89)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Non Current Borrowing	-	-
Increase/(Decrease) in Current Borrowing	(94.18)	(55.82)
Interest Expenses	(28.33)	(35.80)
Net cash flows from/(used in) financing activities (C)	(122.51)	(91.62)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(4.84)	(3.34)
Cash and Cash Equivalents - Opening	(6.86)	(3.52)
Cash and Cash Equivalents - Closing	(11.70)	(6.86)
i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".		
ii) Cash and Cash Equivalents Includes:		
a) Cash in Hand	0.07	0.22
b) Balances with Banks	4.89	4.65
c) Flexi Deposits up to 3 months Original Maturity	0.03	0.38
d) Less: Bank Overdraft	(16.69)	(12.11)
TOTAL	(11.70)	(6.86)
iii) Reconciliation of Liabilities from Financing Activities		
Particulars	Borrowings including Long Term and Short Term Borrowings	
As at 1 April 2020	438.93	
Proceeds	984.58	
Repayment	(1040.40)	
Fair Value Changes	-	
As at 31 March 2021	383.11	
Proceeds	654.53	
Repayment	(748.71)	
Fair Value Changes	-	
As at 31 March 2022	288.93	
iv) Amounts in brackets represent Cash Outflow.		

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 45

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

As per our Report of even date attached
For **JAGDISH CHAND & CO.**
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Santosh Kumar Jha)
Partner
Membership No. 532638

Place: New Delhi
Date: May 27, 2022

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

ARUN MITTER
Executive Director
DIN : 00022941

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

Notes to the Standalone Financial Statements for the year ended March 31, 2022**NOTE – 1****SIGNIFICANT ACCOUNTING POLICIES****1.1 COMPANY OVERVIEW**

The Motor & General Finance Limited (referred to as “MGF” or “the Company” (CIN:L74899DL1930PLC000208) was incorporated under the laws of the Republic of India with its registered office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, is the flagship company of MGF Group. Incorporated in 1930, MGF was one of the oldest finance companies of India. The Company is engaged in the single primary business of “ Rental/ leasing of Immovable Property”, and has only one reportable segment.

1.2 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH INDAS

The Company is headquartered in New Delhi, India. The shares of the Company are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (INDAS) notified under Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- I. Certain Financial Assets and Financial Liabilities and Contingent Consideration that are measured at fair value
- II. Assets held for sale measured at lower of cost or fair value less cost to sell
- III. Defined benefit plan assets measured at fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the date of respective transactions.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts disclosed in the financial statement and notes have been rounded off to the nearest ₹ in lacs up to two decimals unless otherwise stated.

The Standalone Financial Statements for the year ended March 31, 2022 were authorized and approved for issue by the Board of Directors on May 27, 2022.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Standalone Financial Statements have been prepared using the Accounting Policies and measurement basis summarized below.

2.1 PROPERTY, PLANT AND EQUIPMENT**2.1.1 RECOGNITION**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, less accumulated depreciation/amortized and impairments, if any. Historical cost includes taxes, duties, freight and other incidental expenses related to acquisition & installation.

2.1.2 SUBSEQUENT MEASUREMENT

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

All other repairs & maintenance are charged to profit or loss.

2.1.3 DEPRECIATION

Depreciation on Property, Plant and Equipment is charged on straight line method on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

The following useful lives are applied:

Asset category	Estimated useful life (in years)
Land	
- Lease Hold (Finance Lease)	Over the Lease period
- Perpetual Lease	Treated as free hold land due to perpetuity
Buildings	
- Building	55 – 80 Years
Leasehold Building	Over the Lease Period
Furniture and Fittings	10 Years
Motor Vehicles	
- Hire Purchase & Owned	08 - 10 Years
Office Equipment & Electrical Installations	05 - 15 Years
Computers	
- End user devices viz. desktops, laptops, etc.	03 Years

Leasehold land is amortised on a straight line basis over the unexpired period of their respective lease. Leasehold improvements are depreciated on straight line basis over their initial agreement period. Premium paid on land where lease agreements have been executed for specified period are written off over the period of lease proportionately.

Property, Plant and Equipment individually costing upto ₹ 10,000 are fully depreciated in the year of acquisition.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.1.4 DE-RECOGNITION

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss account when the asset is derecognised.

2.2 INVESTMENT PROPERTIES

2.2.1 RECOGNITION

Property (land or a building-or part of a building-or both) that is held (by the owner or by the lessee under a finance lease) for long term rental yields or for capital appreciation or both is recognized as Investment Property, except

- i. Use in the production or supply of goods or services or for administrative purposes; or
- ii. Sale in the ordinary course of business:

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

2.2.2 SUBSEQUENT MEASUREMENT

Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.2.3 DEPRECIATION

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with depreciation on Property Plant & Equipment above. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes.

2.2.4 DE-RECOGNITION

An investment property is derecognised (eliminated from the balance sheet) on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

An investment property is also derecognised when property is transferred to owner-occupied property; or commencement of development with a view to sale, or transfer to inventories.

2.3 IMPAIRMENT OF NON FINANCIAL ASSETS

Carrying amount of assets is reviewed at each reporting date where there is any indication of impairment based on internal/ external indicators. An impairment loss is recognised in the Statement of Profit and Loss where carrying amount exceeds recoverable amount of assets. Impairment loss is reversed, if, there is change in recoverable amount and such loss either no longer exists or has decreased or indication on which impairment was recognised no longer exists.

2.4 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

2.4.1 FINANCIAL ASSETS

2.4.1.1 INITIAL RECOGNITION AND MEASUREMENT

Financial Assets are recognised when the Company becomes a party to the contractual provisions of the Financial Instrument and are measured initially at fair value adjusted for transaction costs that are attributable to the acquisition of the financial asset.

2.4.1.2 SUBSEQUENT MEASUREMENT

Debt Instruments at Amortised Cost– A ‘debt instrument’ is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such Financial Assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. All other debt instruments are measured at Fair Value through Other Comprehensive Income (FVOCI) or Fair value through Profit and Loss (FVTPL) based on Company’s business model.

- **Equity Investments** – All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value through Profit and Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) on an instrument to instrument basis.

- **Other Investments** – All Other Investments in scope of Ind-AS 109 are measured at Fair Value through Profit and Loss (FVTPL).

2.4.1.3 IMPAIRMENT OF FINANCIAL ASSETS

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. The application of simplified recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

- **Financial Assets measured as at amortised cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the OCI. The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

2.4.1.4 DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either
 - (a) The Company has transferred substantially all the risks and rewards of the asset, or
 - (b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2.4.2 FINANCIAL LIABILITIES

2.4.2.1 INITIAL RECOGNITION AND MEASUREMENT

Financial liabilities are classified at initial recognition as financial liabilities at fair value through Profit or Loss, Loans and Borrowings, and Payables, net of directly attributable transaction costs. The Company's financial liabilities include Loans and Borrowings including Bank Overdraft, Security Deposit received against lease of building including investment properties and Other Payables.

All Financial Liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the Financial Liabilities is also adjusted. Financial Liabilities are classified as amortised cost.

The measurement of financial liabilities depends on their classification, as described below:

- i. **Financial liabilities at Fair Value Through Statement of Profit and Loss** - Financial liabilities at Fair Value through statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value through statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.
- ii. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All other changes in fair value of such liability are recognised in the statement of profit and loss.
- iii. **Loans and Borrowings** - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. Gains and Losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as Finance Costs in the statement of profit and loss.
- iv. **Security Deposit** - After initial recognition, interest free security deposits are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. The difference between carrying amount of the deposits and fair value is transferred as deferred income. The EIR amortisation is included as Finance Income in the statement of profit and loss.
- v. **Other Payables** - These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.4.2.2 SUBSEQUENT MEASUREMENT

Subsequent to initial recognition, these liabilities are measured at Amortised Cost using the Effective Interest Rate (EIR) method.

2.4.2.3 DE-RECOGNITION OF FINANCIAL LIABILITIES

A Financial Liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. Consequently, write back of unsettled credit balances is done on the previous experience of Management and actual facts of each case and recognised in Other Income. When an existing Financial Liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

2.4.3 OFFSETTING OF FINANCIAL INSTRUMENTS

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.5 INVESTMENTS IN ASSOCIATES

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not in control or joint control over those policies.

Investments in associates are carried at cost as per Ind AS 28 less impairment recognised. The cost comprises price paid to acquire investment and directly attributable cost.

2.6 INVENTORIES

2.6.1 BASIS OF VALUATION

- i. **Stock in Trade - Project** are valued at lower of cost or net realisable value.

2.6.2 METHOD OF VALUATION

- i. Stock in Trade Project includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

2.7 TRADE RECEIVABLES

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2.8 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash in hand, Balances in Bank Account, Remittance in Transit, Cheques in hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9 TAXES

2.9.1 CURRENT INCOME TAX

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside Profit or Loss is recognised outside profit or loss (either in Other Comprehensive Income or in Equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.9.2 DEFERRED TAX

Deferred Income Taxes are calculated using Balance Sheet Approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax expense for the year comprises of current tax and deferred tax.

2.9.3 INDIRECT TAX

Expenses and assets are recognised net of the amount of GST/ Service Tax paid, except:

- i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- ii. When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.10 EQUITY AND RESERVES

- i. **Share Capital** represents the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from retained earnings, net of any related income tax benefits.
- ii. **Other Components of Equity** includes Other Comprehensive Income (OCI) arising from actuarial gain or loss on re-measurement of defined benefit liability and return on plan assets
- iii. and Net (loss)/gain on FVTOCI equity securities. The balance in OCI may be transferred from OCI to retained earnings when the asset is retired from use or disposed by the company.
- iv. **Retained Earnings** include all current and prior period retained profits.
- v. **Revaluation Reserve:** When the value of fixed assets is written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets. The balance in Revaluation Reserve will be transferred to retained earnings when the asset is retired from use or disposed by the company.

2.11 DIVIDEND PAYMENTS

Annual dividend distribution to shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on Dividend Distribution is recognised directly in equity.

2.12 REVENUE RECOGNITION

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, incentive schemes, if any, as per contracts with customers. Taxes collected from customers on behalf of Government are not treated as Revenue.

2.12.1 RENTAL INCOME

Rental income arising from lease on investment properties is accounted for on straight line basis over the period for which the investment property is given on rent.

2.13 INCOME RECOGNITION

2.13.1 INTEREST INCOME

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross

carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all contractual terms of the financial instrument but does not consider the expected credit losses.

2.13.2 DIVIDEND INCOME

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.13.3 OTHER INCOME

Other claims including interest on outstanding are accounted for when there is virtual certainty of ultimate collection.

2.14 EXPENDITURE

Expenses are accounted on accrual basis.

2.15 EMPLOYEE BENEFIT SCHEMES

2.15.1 SHORT-TERM EMPLOYEE BENEFITS

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

2.15.2 COMPENSATED ABSENCES

Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each Balance Sheet date on the basis of an independent actuarial valuation.

2.15.3 GRATUITY

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method. Gratuity is unfunded.

Actuarial gains and losses arising from changes in actuarial assumptions are recognized in Other Comprehensive Income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

2.15.4 PROVIDENT FUND

Eligible employees of the Company receive benefits from a Provident Fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

2.16 FUNCTIONAL AND PRESENTATION CURRENCY

The Standalone Financial Statements are presented in Indian Rupee ('₹'), which is Company's functional Currency and presentation currency.

2.17 LEASES

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no material changes are required to lease period relating to the existing lease contracts.

2.17.1 COMPANY AS A LESSEE

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

SHORT-TERM LEASES AND LEASES OF LOW-VALUE ASSETS

The company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.17.2 COMPANY AS A LESSOR

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

2.18 EARNINGS PER SHARE

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares.

- i. **Basic EPS** is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

- ii. **Diluted EPS** is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

2.19 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

2.19.1 PROVISIONS

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost.

2.19.2 CONTINGENT LIABILITIES

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management of the Company has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

2.19.3 CONTINGENT ASSETS

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

2.20 CASH FLOW STATEMENT

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.21 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Company.

2.22 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

- i. An asset is classified as current when it is:
 - a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
 - b) Held primarily for the purpose of trading,
 - c) Expected to be realised within twelve months after the reporting period, or

- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- ii. All other assets are classified as non-current.
- iii. A liability is classified as current when it is:
 - a) Expected to be settled in normal operating cycle,
 - b) Held primarily for the purpose of trading,
 - c) Due to be settled within twelve months after the reporting period, or
 - d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- iv. All other liabilities are classified as non-current.
- v. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.
- vi. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.23 FAIR VALUE MEASUREMENT

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

Other Fair Value related disclosures are given in the relevant notes.

2.24 EXCEPTIONAL ITEMS

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/ write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

2.25 SIGNIFICANT MANAGEMENT JUDGEMENT IN APPLYING ACCOUNTING POLICIES AND ESTIMATION UNCERTAINTY

The preparation of Standalone Financial Statements requires management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income & expenses during the periods. Although these estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying financial statements. Any revision to accounting estimates is recognized prospectively from the period in which results are known/ materialise in accordance with applicable Indian accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.26 SIGNIFICANT MANAGEMENT JUDGEMENTS

The following are Significant Management Judgements in applying the Accounting Policies of the Company that have the most significant effect on the Financial Statements.

2.26.1 EVALUATION OF INDICATORS FOR IMPAIRMENT OF ASSETS

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

2.26.2 EVALUATION OF LEASE OF LAND AS FINANCE LEASE OR OPERATING LEASE

One important consideration for evaluating lease of land is that land has an indefinite economic life and it is expected that the value of land generally appreciates. Where in substance there is no transfer of risks and rewards, it should be considered as an operating lease. Some of the indicators to consider in the overall context of whether there is transfer of risks and rewards incidental to ownership include the lessee's ability to renew lease for another term at substantially below market rent, lessee's option to purchase at price significantly below fair value etc.

Accordingly, classification as operating or finance lease requires exercise of judgement based on evaluation of facts and circumstances in each case, while considering the indicators envisaged as above.

2.27 ESTIMATION UNCERTAINTY

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.27.1 REVENUE RECOGNITION

Where revenue contracts include deferred payment terms, the management of Company determines the fair value of consideration receivable using the expected collection period and interest rate applicable to similar instruments with a similar credit rating prevailing at the date of transaction.

2.27.2 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as Liquidity Risk, Credit Risk and Volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.27.3 IMPAIRMENT OF FINANCIAL ASSETS

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.27.4 RECOVERABILITY OF ADVANCES/ RECEIVABLES

The Company from time to time review the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

2.27.5 INCOME TAXES

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

2.27.6 PROVISIONS AND CONTINGENCIES

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

2.27.7 DEFINED BENEFIT OBLIGATION (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the DBO amount and the annual defined benefit expenses.

2.27.8 ESTIMATION OF UNCERTAINTIES RELATING TO THE GLOBAL HEALTH PANDEMIC FROM COVID-19

In view of the unprecedented COVID-19 pandemic and economic forecasts, the Management has evaluated the impact on its financial results for the current quarter and made appropriate adjustment to revenue, debtors provisioning and actuarial assumptions. In assessing the recoverability of its assets including receivables and inventories, the Company has considered internal and external information up to the date of approval of these financial statements including economic forecasts. The Company has performed analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

2.27.9 RECENT POUNCEMENT

- On 23rd March, 2022, the Ministry of Corporate Affairs ("MCA") through a notification, amended the existing standards under Companies (Indian Accounting Standards) Rules as below:
- Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its standalone financial statements.
- Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Notes to Standalone Financial Statements

Note -03

Property, Plant and Equipment

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Leasehold Land	Freehold Land	Freehold Land & Buildings	Leasehold Land & Buildings	Vehicles	Furniture and fixtures	Computers	Office Equipment	Lifts	Electric installation	Total
Gross Carrying Amount											
Balance as at April 01, 2020	1114.43	1312.05	63.88	52.22	106.68	2.60	4.86	7.83	14.65	67.93	2747.03
Additions/Adjustments	-	-	-	-	19.51	-	0.96	-	-	-	20.47
Elimination on disposals of assets	-	-	-	-	11.88	2.05	1.13	2.49	-	1.39	18.94
Balance as at March 31, 2021	1114.43	1312.05	63.88	52.22	114.21	0.55	4.69	5.34	14.65	66.54	2748.56
Additions/Adjustments	-	-	-	-	-	-	0.31	-	-	-	0.31
Elimination on disposals of assets	-	-	-	-	2.70	-	2.26	-	1.81	5.45	12.22
Balance as at March 31, 2022	1114.43	1312.05	63.88	52.22	111.51	0.55	2.74	5.34	12.84	61.09	2736.65
Accumulated depreciation											
Balance as at April 01, 2020	-	-	5.74	10.50	71.14	1.72	3.32	3.84	4.65	39.02	139.93
Depreciation expense	-	-	1.35	2.28	12.87	0.06	0.85	0.73	1.46	3.30	22.90
Elimination on disposals of assets	-	-	-	-	7.16	1.37	0.35	0.12	-	0.69	9.69
Balance as at March 31, 2021	-	-	7.09	12.78	76.85	0.41	3.82	4.45	6.11	41.63	153.14
Depreciation expense	-	-	1.32	2.15	11.35	0.04	0.62	0.40	1.19	2.39	19.46
Elimination on disposals of assets	-	-	-	-	1.89	-	2.15	-	0.08	0.34	4.46
Balance as at March 31, 2022	-	-	8.41	14.93	86.31	0.45	2.29	4.85	7.22	43.68	168.14
Net carrying amount											
Balance as at March 31, 2022	1114.43	1312.05	55.47	37.29	25.20	0.10	0.45	0.49	5.62	17.41	2,568.51
Balance as at March 31, 2021	1114.43	1312.05	56.79	39.44	37.36	0.14	0.87	0.89	8.54	24.91	2,595.42

(i) **Transition to Ind AS:** On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Property, Plant and Equipment recognised as at April 1, 2016 measured as per the previous GAAP and used that carrying value as the deemed cost of the Property, Plant and Equipment.

Notes to Standalone Financial Statements

Note -04

Investment Property (At Cost)

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Freehold Land & Buildings	Leasehold Land & Buildings	Total
Gross Carrying Amount			
Balance as at April 01, 2020	247.17	2641.24	2888.41
Transfer to Freehold *	-	(2234.41)	(2234.41)
Transfer from lease hold *	2234.41	-	2234.41
Additions during the year	550.07	-	550.07
Disposals	-	-	-
Balance as at March 31, 2021	3031.65	406.83	3438.48
Additions during the year	-	-	-
Disposals	-	-	-
Balance as at March 31, 2022	3031.65	406.83	3438.48
Accumulated depreciation			
Balance as at April 01, 2020	50.30	306.18	356.48
Transfer to Freehold *	-	(190.95)	(190.95)
Transfer from lease hold *	190.95	-	190.95
Depreciation expense	82.16	23.30	105.46
Elimination on disposals of assets	-	-	-
Balance as at March 31, 2021	323.41	138.53	461.94
Transfer to Freehold	-	-	-
Transfer from lease hold	-	-	-
Depreciation expense	100.42	21.44	121.86
Elimination on disposals of assets	-	-	-
Balance as at March 31, 2022	423.83	159.97	583.80
Net Carrying Amount			
Balance as at March 31, 2022	2607.82	246.86	2854.68
Balance as at March 31, 2021	2708.24	268.30	2976.54

4.1 * Upon conversion from leasehold to freehold during the year.

Note -04 A

Amounts recognised in Profit & Loss for Investment Properties:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Rental Income	417.51	211.38
Direct Operating Expenses for property generating Rental Income (including Repair and Maintenance)	72.52	70.65
Profit from Investment Properties before depreciation	344.99	140.73
Depreciation	121.86	105.46
Profit from Investment Properties	223.13	35.27

Notes to Standalone Financial Statements

Note -04 B

Leasing Arrangements

Certain Investment Properties are leased to tenants under long-term operating leases with rentals receivable monthly. Future minimum lease payments receivable under long-term operating leases of Investment Properties in the aggregate is ₹ 3680.27 lakhs (Previous Year ₹ 3398.09 lakhs) and for each of the following period:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Within one year	548.29	419.82
Later than one year but not later than 5 years	3006.89	2421.65
Later than 5 years	125.09	556.62

Note -04 C

Fair value

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Fair Value Hierarchy	As at March 31, 2022	As at March 31, 2021
Buildings	Level 3	7333.33	10180.16

Description of Valuation Techniques used and key inputs to Valuation on Investment Properties:

Valuation Approach - Rental or Capitalisation Method:

Rental method of valuation consists in capitalising the Net Annual Rental Income (NARI) at an appropriate rate of interest or rate of capitalisation. Net annual rent income equals to Gross Annual Rental Income (GARI) minus outgoings like Property Tax, Repairs, Maintenance, Service Charges, Insurance Premium, Rent Collection and Management Charges etc. The fair value by this method has been calculated by the Management.

Note -05

(All amounts ₹ in lakhs unless stated otherwise)

INVESTMENTS - NON CURRENT	As at March 31, 2022	As at March 31, 2021
INVESTMENT IN EQUITY INSTRUMENTS :		
Investments at Fair Value Through OCI		
- Investments in Others Companies	-	2.78
INVESTMENTS IN ASSOCIATES		
Investments at Cost		
- Investments in Associates Companies	905.05	905.05
Gross Investments	905.05	907.83
Aggregate amount of impairment in value of investments		
- Impairment in value of Investments	176.33	256.09
Net Investments	728.72	651.74

Note -05 A

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Aggregate Amount of Quoted Investments - Cost	905.06	909.65
(b) Aggregate Amount of Quoted Investments - Market Value	728.72	651.74
(c) Aggregate Amount of Unquoted Investments	-	-
(d) Aggregate Amount of Impairment in Value of Investments	176.33	256.09

Notes to Standalone Financial Statements

Note -05 B Details of Investment in Equity Shares (Quoted)

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	As at March 31, 2022	As at March 31, 2021
Investment in Equity Shares of Company		
Method of Valuation: Fair Value through OCI		
i) Metal Box of India Limited - 1,200 equity shares of ₹ 10 each, fully paid up (* ₹ 1/-)	*-	*-
ii) Rajasthan Breweries Limited - 4,700 equity shares of ₹ 10 each, fully paid up (* ₹ 1/-)	*-	*-
iii) Sri Ramakrishna Mills (CBE) Limited - 15,000 equity shares of ₹ 10 each, fully paid up	-	2.63
iv) MTZ (India) Limited - 10,000 equity shares of ₹ 10 each, fully paid up (* ₹ 1/-)	*-	*-
v) Mawana Sugars Limited - 450 equity shares of ₹ 10 each, fully paid up	-	0.15
Total	-	2.78

Note -05 C Details of Investments in Associates (Quoted)

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	As at March 31, 2022	As at March 31, 2021
Investment in Equity Shares of Company		
Method of Valuation: At Cost		
Companies under the same management		
i) Jayabharat Credit Limited - 21,72,300 equity shares of ₹ 10 each, fully paid up	293.16	293.16
ii) India Lease Development Limited - 46,08,840 equity shares of ₹ 10 each, fully paid up	611.89	611.89
Total At Cost	905.05	905.05
Less: Impairment in value of Investments	176.33	256.09
Total Investment in Associates	728.72	648.96

Note -5 D Details of Transactions with companies struck off under section 248 of the companies Act , 2013 or section 560 of companies Act , 1956

(All amounts ₹ in lakhs unless stated otherwise)

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as at 31st March, 2022	Relationship with the struck off company, if any, to be disclosed	Balance outstanding as at 31st March, 2021	Relationship with the struck off company, if any, to be disclosed
Metal Box of India Limited (* ₹ 1/-)	Investment in equity shares	*-	Investment in shares	*-	Investment in shares

Note -5 E The company has not entered with any Scheme(s) of arrangement in terms of section 230 to 237 of the Companies Act, 2013.

Note -06 OTHER FINANCIAL ASSETS (NON CURRENT)

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	As at March 31, 2022	As at March 31, 2021
-Security Deposits	39.32	35.25
Total	39.32	35.25

Notes to Standalone Financial Statements

Note -07

Deferred Tax Asset/ (Liabilities)

The balance comprises temporary differences attributable to :

The Company has recognized Deferred Tax Assets in earlier years amounting to ₹ 335.51 lakhs. In the current year, the company has continued to carry this balance of Net Deferred Tax Assets and no further amounts have been recognized as a matter of prudence. The details of the same are as given below:

(All amounts ₹ in lakhs unless stated otherwise)

DEFERRED TAX ASSET/ (LIABILITIES)	As at March 31, 2022	As at March 31, 2021
Deferred Tax Liability :		
- Due to Depreciation on PPE	1.44	2.43
- Other timing differences	4.23	21.15
Total Deferred Tax Liabilities	5.67	23.58
Deferred Tax Asset :		
- Due to Depreciation on Investment Properties	150.33	118.95
- Liabilities / provisions that are deducted for tax purposes when paid	42.03	46.17
- Business Loss	103.41	128.02
- Impairment of Investment	45.41	65.95
- Other timing differences	-	-
Total Deferred Tax Assets	341.18	359.09
Net Deferred Tax Assets/ (Liabilities)	335.51	335.51

Note -07 A

Movement in Deferred Tax Assets

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	IMPAIRMENT OF INVESTMENTS	LIABILITIES / PROVISIONS THAT ARE DEDUCTED FOR TAX PURPOSES WHEN PAID	CARRIED FORWARD BUSINESS LOSS
Balance as at April 1, 2020	146.30	48.66	61.46
Recognised in :			
Profit and Loss	(80.35)	(2.49)	66.56
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2021	65.95	46.17	128.02
Recognised in :			
Profit and Loss	(20.54)	(4.14)	(24.61)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2022	45.41	42.03	103.41

Notes to Standalone Financial Statements

contd..

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	DEPRECIATION ON INVESTMENT PROPERTIES	OTHER ITEMS	TOTAL DEFERRED TAX ASSETS
Balance as at April 1, 2020	88.55	0.07	345.04
Recognised in :			
Profit and Loss	30.40	(0.07)	14.05
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2021	118.95	-	359.09
Recognised in :			
Profit and Loss	31.38	-	(17.91)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2022	150.33	-	341.18

Note -07 B

Movement in Deferred Tax Liabilities

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	DEPRECIATION ON PPE	OTHER ITEMS	TOTAL DEFERRED TAX LIABILITIES
Balance as at April 1, 2020	3.11	6.41	9.53
Recognised in :			
Profit and Loss	(0.68)	14.74	14.05
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2021	2.43	21.15	23.58
Recognised in :			
Profit and Loss	(0.99)	(16.92)	(17.91)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2022	1.44	4.23	5.67

Note -07 C

Unused Tax Losses & Credit not Recognised in Deferred Tax

(All amounts ₹ in lakhs unless stated otherwise)

Unused Tax Losses & Tax Credit not Recognised	As at March 31, 2022	As at March 31, 2021
Long Term Capital Loss not recognised	22.00	46.63
Expiry Year	Up to FY 2026-27	Up to FY 2026-27
MAT Credit not Recognised	862.62	862.62
Expiry Year	Up to FY 2024-25	Up to FY 2024-25

Note -08

(All amounts ₹ in lakhs unless stated otherwise)

INVENTORIES	As at March 31, 2022	As at March 31, 2021
Opening stock in trade (Commercial Real Estate)	11356.16	9296.66
Additions during the year	-	2059.50
Closing Stock in trade (Commercial Real Estate)	11356.16	11356.16

Notes to Standalone Financial Statements

Note -09

(All amounts ₹ in lakhs unless stated otherwise)

TRADE RECEIVABLES	As at March 31, 2022	As at March 31, 2021
Considered Good - Secured	-	-
Considered Good - Unsecured:	56.69	59.17
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Gross Trade Receivables	56.69	59.17
Impairment Allowance :		
- Unsecured, Considered Good	-	-
Total Impairment Allowance	-	-
Net Trade Receivables	56.69	59.17

- a) No trade or other receivable are due from directors or officers of company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivables (Current) Ageing Schedule as at March 31, 2022:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	56.69	-	-	-	-	56.69
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	56.69	-	-	-	-	56.69
Less: Allowance for Expected Credit Loss (ECL)	-	-	-	-	-	-	-
Less: Allowance for significant increase in credit risk	-	-	-	-	-	-	-
Total Trade Receivables	-	56.69	-	-	-	-	56.69

Trade Receivables (Current) Ageing Schedule as at March 31, 2021:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	13.77	-	45.40	-	-	59.17
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	13.77	-	45.40	-	-	59.17
Less: Allowance for Expected Credit Loss (ECL)	-	-	-	-	-	-	-
Less: Allowance for significant increase in credit risk	-	-	-	-	-	-	-
Total Trade Receivables	-	13.77	-	45.40	-	-	59.17

Notes to Standalone Financial Statements

Note -10

(All amounts ₹ in lakhs unless stated otherwise)

CASH & CASH EQUIVALENTS	As at March 31, 2022	As at March 31, 2021
Cash in Hand		
- Cash in Hand	0.07	0.22
Bank Balances		
- Balances with Banks in Current Account	4.89	4.65
- Flexi Deposits up to 3 months Original Maturity *	0.03	0.38
Total	4.99	5.25
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	-	0.35

Note -11

(All amounts ₹ in lakhs unless stated otherwise)

BANK BALANCE OTHER THAN ABOVE	As at March 31, 2022	As at March 31, 2021
Other Bank Balances		
- Fixed Deposits having Original Maturity more than 3 months. *	18.66	17.47
Total	18.66	17.47
* Includes Fixed Deposits with Banks under Lien against bank guarantees issued.	18.66	17.47

Note -12

(All amounts ₹ in lakhs unless stated otherwise)

OTHER FINANCIAL ASSETS	As at March 31, 2022	As at March 31, 2021
Accrued Interest on		
- Electricity Security Deposit	0.46	0.53
- Bank Deposits	0.48	0.59
Total	0.94	1.12

Note -13

(All amounts ₹ in lakhs unless stated otherwise)

CURRENT TAX ASSETS (NET)	As at March 31, 2022	As at March 31, 2021
Advance Income Tax (Net of Provision)	83.82	125.78
Total	83.82	125.78

Note -14

(All amounts ₹ in lakhs unless stated otherwise)

OTHER CURRENT ASSETS	As at March 31, 2022	As at March 31, 2021
Advance to Employees	1.68	2.95
Other Advances & Recoverable	4.43	0.79
Prepaid Expenses	3.14	4.23
Total	9.25	7.97

Notes to Standalone Financial Statements

Note -15

(All amounts ₹ in lakhs unless stated otherwise)

EQUITY SHARE CAPITAL	As at March 31, 2022		As at March 31, 2021	
	NUMBER	(₹)	NUMBER	(₹)
Authorised:				
Equity Shares of ₹ 5/- each	10,00,00,000	5,000.00	10,00,00,000	5,000.00
Issued, subscribed and paid up:				
Fully paid up Equity Shares of ₹5/- each	3,87,27,190	1,936.36	3,87,27,190	1,936.36
Total	3,87,27,190	1,936.36	3,87,27,190	1,936.36

Note -15 A

EQUITY SHARE CAPITAL	As at March 31, 2022		As at March 31, 2021	
	NUMBER	(₹)	NUMBER	(₹)
Shares outstanding at the beginning of the year	3,87,27,190	1,936.36	1,93,63,595	1,936.36
Add : Equity Shares arising on shares split from ₹ 10/- to ₹ 5/- per Share during the year.	-	-	1,93,63,595	-
Shares outstanding at the end of the year	3,87,27,190	1,936.36	3,87,27,190	1,936.36

Note -15 B Shareholders holding more than 5% of fully paid-up equity shares:

NAME	As at March 31, 2022		As at March 31, 2021	
	NO. OF SHARES	%	NO. OF SHARES	%
Equity shares of ₹ 5/- each fully paid up				
Bahubali Services Private Limited	81,89,600	21.15	81,89,600	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	45,43,730	11.73	45,43,730	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	19,62,000	5.07	19,62,000	5.07

Note -15 C Promoter's Shareholding as at March 31, 2022 and percentage change in shareholding during the year as compared to previous year is as follows:

Name	Category (Promoter or Promoter Group)	Number of Shares As at 31.03.2022	% of total shares	% change during the year	Number of Shares As at 31.03.2021
Ishan Verma	Promoter	2,00,000	0.516	-	2,00,000
Arti Gupta	Promoter	19,62,000	5.066	-	19,62,000
Anjali Gupta	Promoter	14,68,974	3.793	-	14,68,974
Shradha Gupta	Promoter	2,00,000	0.516	-	2,00,000
Arun Mitter	Promoter	31,464	0.081	-	31,464
Ved Prakash Gupta HUF	Promoter	4,00,696	1.035	-	4,00,696
Sumana Verma	Promoter	10,00,000	2.582	-	10,00,000
Shravan Gupta	Promoter	2,62,178	0.677	-	2,62,178
Siddharth Gupta	Promoter	2,74,778	0.710	-	2,74,778
Saiesha Gupta	Promoter	2,00,000	0.516	-	2,00,000

Notes to Standalone Financial Statements

Rajiv Gupta	Promoter	45,43,730	11.733	-	45,43,730
Krishnav Verma	Promoter	2,00,000	0.516	-	2,00,000
Neeru Aggarwal	Promoters Group	2,80,168	0.723	-	2,80,168
Uma Aggarwal	Promoters Group	89,906	0.232	-	89,906
Punam Aggarwal	Promoters Group	22,254	0.057	-	22,254
Sharad Aggarwal HUF	Promoters Group	2,66,240	0.687	-	2,66,240
Associated Traders And Engineers Private Limited	Promoters Group	6,96,020	1.797	-	6,96,020
Grosvenor Estates Private Limited	Promoters Group	4,40,000	1.136	-	4,40,000
MGF Estates Pvt Ltd	Promoters Group	8,26,746	2.135	-	8,26,746
Ram Prakash & Co Pvt Limited	Promoters Group	22,37,383	5.777	1.36	17,08,993
Gee Gee Holdings Pvt Ltd	Promoters Group	18,67,580	4.822	-	18,67,580
India Lease Development Limited	Promoters Group	10,80,000	2.789	-	10,80,000
Bahubali Services Private Ltd	Promoters Group	81,89,600	21.147	-	81,89,600
Total :		2,67,39,717	69.05	1.36	2,62,11,327

Note -15 D

- (i) The Company has one class of equity shares having a par value of ₹ 5 per Share (previous year ₹ 5). Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend (if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
- (ii) The Company has not issued any fresh equity shares in last 5 years.

Note -16

Reserves and Surplus

(All amounts ₹ in lakhs unless stated otherwise)

OTHER EQUITY	As at March 31, 2022	As at March 31, 2021
Capital Reserve	6.10	6.10
Securities Premium	888.41	888.41
Revaluation Reserve	2595.38	2595.38
General Reserve	4887.28	4887.28
Retained Earnings	(2458.82)	(2310.42)
Other Comprehensive Income	3.34	0.49
Total	5921.69	6067.24

Note -16A

Nature and purpose of Other Reserves

CAPITAL RESERVE

The reserve was created on merger of companies under common control.

SECURITIES PREMIUM

The amount received in excess of Par Value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve.

Notes to Standalone Financial Statements**REVALUATION RESERVE**

When the value of fixed assets is written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets.

GENERAL RESERVE

General Reserve represents the Statutory Reserve, this is in accordance with Corporate law wherein a portion of profit is apportioned to General Reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declare dividend, however under Companies Act, 2013 transfer of any amount to General Reserve is at the discretion of the Company.

RETAINED EARNINGS

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

OTHER COMPREHENSIVE INCOME

Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income.

Note -17

(All amounts ₹ in lakhs unless stated otherwise)

Financial Liabilities	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Borrowings				
Unsecured :				
From Bank				
Bank overdraft *	-	288.93	-	383.11
Total	-	288.93	-	383.11
Current Maturities of Long Term Borrowings	-	-	-	-
Total	-	288.93	-	383.11

Note -17 A

* Two directors of the company have pledged units of mutual funds in their personal name for overdraft facility availed by the company. This Bank Overdraft is repayable on demand and carry the rate of interest of 8.10 % per annum.

Note -17 B Funds raised on short term basis have not been utilised for long term purposes and spent for the purpose it were obtained.

Note -18

(All amounts ₹ in lakhs unless stated otherwise)

OTHER FINANCIAL LIABILITIES	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Security Deposits	190.34	18.50	170.69	18.50
Bank book overdraft	-	16.69	-	12.11
Advances from Others	-	27.24	-	27.29
Advances from related parties*	-	5696.70	-	5557.00
Other liabilities	-	196.81	-	199.53
Total	190.34	5955.94	170.69	5814.43
* For Advances from Related Parties refer Note No. 33				

Notes to Standalone Financial Statements

Note -19

(All amounts ₹ in lakhs unless stated otherwise)

OTHER LIABILITIES	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Statutory dues	-	14.44	-	11.78
Advance against sale of property	3510.00	-	3510.00	-
Advance Revenue on Security Deposit	76.33	-	94.47	-
Total	3586.33	14.44	3604.47	11.78

Note -20

(All amounts in ₹ unless stated otherwise)

PROVISIONS	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Provisions for Employee Benefits :				
Compensated Absences	8.67	2.87	8.64	3.29
Gratuity	121.53	30.15	88.43	78.94
Total	130.20	33.02	97.07	82.23

For movements in each class of Provision during the Financial Year (Refer Note 20A & 20B)

Disclosure under Ind AS -37 on "Provisions, Contingent Liabilities and Contingent Assets":

Movement in Provisions

Note - 20 A

Movements in each class (Current & Non Current) of provision during the financial year, are set out below:

(All amounts ₹ in lakhs unless stated otherwise)

Particular	Compensated Absences	Gratuity
As at March 31, 2021	11.93	167.37
Provision made during the year	(0.39)	(15.69)
Less : Paid during the year	-	-
As at March 31, 2022	11.54	151.68

Note - 20 B

Disclosure Required under Indian Accounting Standard (Ind AS) - 19 on Employee Benefits :

Defined Contribution Plan

(All amounts ₹ in lakhs unless stated otherwise)

Particular	As at March 31, 2022	As at March 31, 2021
Contribution to Employee's Provident Fund and Employee's Pension Scheme	17.18	16.92

Defined Benefit Plan

Gratuity (Unfunded)

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to get gratuity on superannuation, resignation, termination, disablement or on death in accordance with Gratuity Act 1972. The liability for the same is recognised on the basis of actuarial valuation.

Notes to Standalone Financial Statements

a) The amounts recognized in the Balance Sheet is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Present value of obligations as at the end of year	151.68	167.37
Funded status	-	-
Net Assets/(Liability) recognized in balance sheet	151.68	167.37

b) Expense recognized in Statement of Profit and Loss is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Current Service Cost	4.93	5.68
Interest Cost on Defined Benefit Obligation	8.54	9.31
Expenses recognized in Statement of Profit and Loss	13.47	14.99

c) Expenses recognized in Other Comprehensive Income is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Actuarial (Gains)/Loss on Defined Benefit Obligation	(29.16)	(8.01)
Unrecognized actuarial (Gain)/Loss recognized in Other Comprehensive Income	(29.16)	(8.01)

d) Reconciliation of Opening and Closing balances of Defined Benefit Obligation is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Present Value of Obligations as at beginning of year	167.37	175.75
Interest Cost	8.54	9.31
Current Service Cost	4.93	5.68
Actuarial (Gains)/Losses arising from changes in Demographic Assumptions	(18.95)	-
Changes in Financial Assumptions	(6.12)	0.71
Experience Adjustments	(4.09)	(8.72)
Past Service Cost	-	-
Benefits Paid	-	(15.36)
Present value of obligations as at end of year	151.68	167.37

Notes to Standalone Financial Statements

e) Actuarial Assumptions are as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Discount Rate	6.10%	5.10%
Expected rate of Future Salary Increase	4.00%	4.00%
Mortality rates	IALM (2012-14) ULT	IALM (2012-14) ULT
Retirement Age	Various	60
Ages	Withdrawal Rate	
Up to 30 Years	5%	5%
From 31 to 44 years	5%	5%
Above 44 years	5%	5%

Risks Associated with Plan Provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow:

Salary Risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
Interest Risk (Discount Rate risk)	A decrease in the bond interest rate (discount rate) will increase the plan liability
Mortality Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-14) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

f) Maturity Profile of Defined Benefit Obligation is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
(i) Weighted Average duration of the defined benefit obligation	5 yrs	3 yrs
(ii) Duration of defined benefit obligation		
Duration (Years)		
1	30.14	78.94
2	28.39	37.55
3	18.62	10.63
4	11.07	7.06
5	33.63	6.41
Above 5	29.83	26.78
Total	151.68	167.37

Notes to Standalone Financial Statements

(iii) Duration of defined benefit payments

Duration (Years)

(All amounts ₹ in lakhs unless stated otherwise)

1	31.06	80.93
2	31.02	40.46
3	21.59	12.04
4	13.62	8.40
5	43.90	8.01
Above 5	57.31	39.56
Total	198.50	189.40

g) **Summary of Membership Data:**

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Number of Employees	19	19
Qualifying Monthly Salary for Gratuity in ₹	11.93	11.93
Average Past Service (Years)	32.21	31.21
Average Age (Years)	59.84	58.84
Average Outstanding Service of Employees up to Retirement (Years)	3.05	1.16

h) **Major Categories of Plan Assets (as percentage of total plan assets) is as under:**

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Fund Managed by Insurer	-	-

i) **Sensitivity analysis is as under:****Impact of the Change in Discount Rate:**

(All amounts in ₹ unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Impact due to Increase of 1%	6.12	3.70
Impact due to Decrease of 1%	5.66	3.46

Impact of the Change in Salary Increase*:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Impact due to Increase of 1%	3.31	3.37
Impact due to Decrease of 1%	3.26	3.20

*Changes in Defined Benefit Obligation due to 1% Increase/Decrease in Mortality Rate, if all other assumptions remain constant is negligible.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Notes to Standalone Financial Statements**Note -21**

(All amounts ₹ in lakhs unless stated otherwise)

INCOME	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Value of Services		
Rent from Immovable Properties	417.51	211.38
Total	417.51	211.38

Note -21 A

Disclosure as required under IND AS 115 “ Revenue from contract with Customers” are given below:

Disaggregation of Revenue

Since the company operates in single segment of leasing and development of premises all reported revenue is for that segment only.

Trade Receivables from Contracts are separately shown in Note No. 09

There is no difference in recognition of Revenue due to Variable Considerations.

Note -22

(All amounts ₹ in lakhs unless stated otherwise)

OTHER INCOME	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Dividend Income	0.01	-
Interest Received (Gross)		
- Fixed deposits with banks	1.04	1.16
- Others	1.65	16.42
Interest income on Unwinding of Financial Instruments	18.14	19.57
Miscellaneous income	167.14	120.50
Credit balances written back	-	114.47
Compensation Received	-	6.35
Old interest claim received upon settlement	21.00	-
Total	208.98	278.47

Note -23

(All amounts ₹ in lakhs unless stated otherwise)

EMPLOYEE BENEFITS EXPENSE	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Salaries and Incentives (see note 23A below)	211.34	219.76
Contributions to Provident and Other Fund	17.60	17.36
Staff Welfare Expenses	15.02	15.62
Total	243.96	252.74

Notes to Standalone Financial Statements

Note -23 A The Remuneration of Key Managerial Personnel's including Chairman-cum-Managing Director, Functional Directors and Company Secretary included in various schedules to Statement of Profit & Loss is as under:-

(All amounts ₹ in lakhs unless stated otherwise)

REMUNERATION OF KEY MANAGERIAL PERSONNELS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Salaries and Incentives	97.85	98.59
Director's Meeting Fees	0.95	1.05
Contribution to provident and other funds	8.90	8.53
Total	107.70	108.17

For Related Party Disclosures refer Note No. 33

Note -24

(All amounts ₹ in lakhs unless stated otherwise)

FINANCE COSTS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Interest Others	28.33	35.80
Interest Expenses on Unwinding of Financial Instruments	19.65	26.53
Total	47.98	62.33

Note -25

(All amounts ₹ in lakhs unless stated otherwise)

DEPRECIATION AND AMORTISATION EXPENSE	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Depreciation on PPE	19.46	22.90
Depreciation on Investment Properties	121.86	105.46
Total	141.32	128.36

Note -26

(All amounts ₹ in lakhs unless stated otherwise)

OTHER EXPENSES	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Rent	42.58	40.89
Legal and professional charges	90.63	73.01
Power and fuel	38.17	42.85
Travelling and conveyance	46.31	38.81
Communication	5.32	4.92
Printing & stationary	1.42	2.49
Bank charges	0.16	0.74
General expenses	34.90	43.87
Donation	-	0.20
Payments to auditors (see note 26A below)	7.45	7.63
Repair and maintenance - Building	2.99	4.81
Repair and maintenance - Others	53.79	62.92
Insurance	6.88	6.89
Rates and taxes	100.11	107.57
Bad Debts Written off	-	1.33
Property, Plant and Equipment written off	7.76	6.79
Loss on sale of Property, Plant and Equipment	-	0.48
Impairment in Investment	(79.76)	(312.03)
Miscellaneous expenses	12.08	18.01
Total	370.79	152.18

Notes to Standalone Financial Statements

Note -26 A

(All amounts ₹ in lakhs unless stated otherwise)

PAYMENT TO AUDITORS (Net of GST)	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Audit fee	3.25	3.25
Tax Audit	0.75	0.75
Other Services	3.14	3.30
Out of Pocket Expenses	0.31	0.33
Total	7.45	7.63

Note -27

(All amounts ₹ in lakhs unless stated otherwise)

TAX EXPENSES	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Tax expense comprises of:		
Current Income Tax	-	-
Deferred Tax	-	-
Taxation in Respect of Earlier Year	-	-
Total	-	-

Note -27 A The major components of Income Tax Expense and the reconciliation of Expected Tax Expense based on the Domestic Effective Tax Rate of the Company and the reported Tax Expense in Profit or Loss are as follows:

(All amounts ₹ in lakhs unless stated otherwise)

TAX RECONCILIATION	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Accounting Profit before Tax from Continuing Operations		
India Statutory Income Tax Rate	25.75%	25.75%
Accounting Profit before Income Tax	(177.56)	(105.76)
Expenses not deductible (allowable) in calculating taxable income	93.66	(10.74)
Income Chargeable under Other Income Heads	(417.51)	(211.38)
Expenses allowed under Income Tax	57.60	(63.91)
Income from House Property (Net)	249.03	103.69
Adjustment in Long Term Capital Gain/ (Loss)		
Net Taxable Income *	(194.78)	(288.10)
Income Tax at Taxable Income	-	-
Tax in respect of Earlier Years	-	-
Deferred Tax (Asset)/ Liability	-	-
Tax Expense	-	-
Effective Income Tax Rate applicable	NIL	NIL

* Net Taxable Income for current year is calculated on the basis of draft Income Tax Computation, which may change at the time of final submission of Income Tax Return at a later date.

Notes to Standalone Financial Statements

Note -28

(All amounts ₹ in lakhs unless stated otherwise)

OTHER COMPREHENSIVE INCOME	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Items that will not be reclassified to profit or loss :		
Re-measurement gains/ (losses) on defined benefit plans	29.16	8.01
Net (loss)/gain on FVTOCI equity securities	2.85	1.27
Income tax effect of the above	-	-
Items that will be reclassified to profit or loss:		
Exchange differences on translation of foreign operations	-	-
Income tax effect	-	-
Total	32.01	9.28

Note -29

(All amounts ₹ in lakhs unless stated otherwise)

EARNINGS PER EQUITY SHARE	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Profit attributable to Equity Share Holders for basic Earnings	(177.56)	(105.76)
Profit attributable to Equity Share Holders adjusted for the effect of dilution	(177.56)	(105.76)
Earnings per Equity Share (for continuing operation):		
(1) Basic (in ₹)	(0.46)	(0.27)
(2) Diluted (in ₹)	(0.46)	(0.27)

Note -29 A

WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED AS DENOMINATOR	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Number of Equity shares at the beginning of the year	3,87,27,190	1,93,63,595
Add: Weighted average number of equity shares issued during the year on split from ₹ 10/- to ₹ 5/- per share	-	1,93,63,595
Weighted average number of Equity shares for Basic EPS (₹)	3,87,27,190	3,87,27,190
Weighted average number of Equity shares for Basic EPS (₹) after split of shares	3,87,27,190	3,87,27,190
Add: Adjustments	-	-
Weighted average number of equity shares for Diluted EPS (₹)	3,87,27,190	3,87,27,190
Par Value per Equity Share (₹)	5	5

Notes to Standalone Financial Statements

Note -30

(All amounts in ₹ unless stated otherwise)

CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at March 31, 2022	As at March 31, 2021
(I) (a) Claims against Company not acknowledged as debt		
- Employee's State Insurance Corporation	74.76	74.76
- Disputed demands related to Property Tax	224.93	224.93
(b) Guarantees excluding financial guarantees		
- To Sale Tax & Others	3.04	3.04
(c) Other money for which Company is contingently liable	-	-
(II) Commitments shall be classified as		
- Other Commitments	-	-
Total	302.73	302.73

Note -31

DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD (IND AS) 108 "OPERATING SEGMENTS"

The Company's business activities predominantly relate to Rental/ Leasing of premises. Accordingly revenue from the Rental/ leasing of Immovable Property comprises the primary basis of segmental reporting.

Geographical Information

The operations of the Company are mainly carried out within the country and therefore, geographical segments are not disclosed.

Information about major customers

Four Customers of Company (previous Year Four Customers) accounted for 10% or more of revenue during financial year ending 31st March 2022 and 31st March 2021.

Revenue from these customers contribute 98.88 % of total revenue (Previous Year 98.03% of total revenue) of Company.

Note -32

LEASES

COMPANY AS LESSEE

Disclosure as required as per Ind AS 116

(All amounts ₹ in lakhs unless stated otherwise)

AMOUNTS RECOGNISED IN PROFIT AND LOSS ACCOUNT	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Lease payments not recognised as a liability		
- Variable lease payments not included in the measurement of lease liabilities	-	-
- Expenses relating to short-term leases	38.11	36.43
- Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	4.47	4.46
Total	42.58	40.89

(All amounts ₹ in lakhs unless stated otherwise)

AMOUNTS RECOGNISED IN THE STATEMENT OF CASH FLOWS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Total cash outflow for leases	42.58	40.89

Notes to Standalone Financial Statements**FUTURE LEASE COMMITMENTS**

The Total Future cash outflow for leases that had not yet commenced: ₹ Nil

COMPANY AS LESSOR

The Company has entered into operating leases on its Investment Property, Portfolio consisting of certain office and manufacturing buildings. These leases have terms of between five and 20 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.

For future minimum rentals receivable under non-cancellable operating leases as at 31st March, 2022 refer Note 4B

(All amounts ₹ in lakhs unless stated otherwise)

INCOME RECOGNISED IN PROFIT AND LOSS ACCOUNT	For the year ended on March 31, 2022	For the year ended on March 31, 2021
- Variable Lease payments that do not depend on an index or a rate	-	-
- Lease Income from Operating Lease	417.51	211.38
Total	417.51	211.38

Note -33**The Related party disclosures as per Ind AS - 24 "Related Party Disclosures" :**

a) Name of Related Parties: Under Common Control Bahubali Services Private Limited MGF Estates Private Limited Ram Prakash & Co. Private Limited Grosvenor Estates Private Limited GEE GEE Holdings Private Limited MGF Securities Private Limited Associated Traders & Engineers Private Limited Cards Services India Private Limited	Key Managerial Personnel's (KMP) Shri Rajiv Gupta (Chairman & Managing Director & Chief Executive Officer) Smt Arti Gupta (Joint Managing Director) Shri Arun Mitter (Executive Director) Shri M.K. Madan (Vice President & Company Secretary) Shri O.N. Aggarwal ((Non executive Independent Director) Shri Bharat Kumar ((Non executive Independent Director) Shri Karun Pratap Hoon ((Non executive Independent Director)
Post employee benefit plan for the benefitted employees The Motor & General Finance Limited Staff Provident Fund Trust	
Associate Companies India Lease Development Limited (Holding 31.35% Equity Shares) Jayabharat Credit Limited (Holding 43.45% Equity Shares)	Enterprises over which KMP are able to exercise significant influence Nil

b) Transactions with related parties for the year ended March 31, 2022:

(All amounts ₹ in lakhs unless stated otherwise)

NATURE OF TRANSACTION	March 31, 2022	March 31, 2021
Nature of Transaction : Advance received during the year Under common control Gee Gee Holdings Private Limited Ram Prakash & Co Private Limited	- 201.20 201.20	195.00 3023.25 3218.25

Notes to Standalone Financial Statements

Advance Received earlier Repaid during the year		
Under Common Control		
Gee Gee Holdings Private Limited	-	195.00
Ram Prakash & Co Private Limited	61.50	38.25
	61.50	233.25
Advances Received outstanding balance as on the year end		
Under Common Control		
Gee Gee Holdings Private Limited	-	-
Ram Prakash & Co Private Limited	5696.70	5557.00
	5696.70	5557.00
Inter corporate Deposits Received during the year		
An Associate Company		
India Lease Development Limited	350.00	-
Inter corporate Deposits repaid during the year		
An Associate Company		
India Lease Development Limited	350.00	-
Interest paid on Inter Corporate Deposits		
An Associate Company		
India Lease Development Limited	17.11	-
Sale of Shares		
Ram Prakash & Co Private Limited	5.63	-
Directors Sitting Fees		
Shri Bharat Kumar	0.35	0.40
Shri O.N. Aggarwal	0.30	0.30
Shri Karun Pratap Hoon	0.30	0.35
	0.95	1.05
Defined Benefit Obligation for Compensated Absences for Key Managerial Personnel		
Shri M. K. Madan	1.26	1.26
Defined Benefit Obligation for Gratuity Benefit for Key Managerial Personnel		
Shri Rajiv Gupta	15.89	20.00
Smt. Arti Gupta	12.90	15.00
Shri Arun Mitter	11.33	18.22
Shri M. K. Madan	12.27	12.36
	52.39	65.58
Post employee benefit plan for the benefitted employees		
The Motor & General Finance Limited Staff Provident Fund Trust	15.67	15.04
Remuneration		
Key Managerial Personnel		
Shri Rajiv Gupta	30.57	31.00
Smt. Arti Gupta	28.68	28.74
Shri Arun Mitter	32.08	32.00
Shri M. K. Madan	15.42	15.38
	106.75	107.12

Non Financial Transactions

- (i) Shri Rajiv Gupta and Smt Arti Gupta have pledged units of mutual funds in their personal name for overdraft facility availed by the company.

Other Information

- (i) Disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed.
- (ii) Transport, Travelling and Motor Car Expenses include ₹ 0.45 lakh (Previous Year ₹ Nil) for Directors Travelling.
- (iii) All outstanding balances pertaining to loans and security deposits with related parties are at fair value.
- (iv) As the amount for gratuity and Leave encashment are provided on actuarial basis for the company as a whole, the amount pertaining to the KMP and relatives of KMP are not included in their remuneration.
- (v) Transactions with Related parties are made on terms equivalent to those that prevail in arms' length transactions.

Notes to Standalone Financial Statements

Note -34

FAIR VALUE MEASUREMENTS

The carrying amounts of Financial Assets and Financial Liabilities in each category are as follows:

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	NOTE REFERENCE	March 31, 2022				March 31, 2021			
		FVPL	FVOCI	AMORTIZED COST	FAIR VALUE	FVPL	FVOCI	AMORTIZED COST	FAIR VALUE
Financial Assets									
Investments	05	728.72	-	-	728.72	648.96	2.78	-	651.74
Security deposits Paid	06	-	-	39.32	39.32	-	-	35.25	35.25
Trade receivables	09	-	-	56.69	56.69	-	-	59.17	59.17
Cash and Bank Balances	10	-	-	4.99	4.99	-	-	5.25	5.25
Other Bank Balances	11	-	-	18.66	18.66	-	-	17.47	17.47
Other Financial Assets	12	-	-	0.94	0.94	-	-	1.12	1.12
Total financial assets		728.72	-	120.60	849.32	648.96	2.78	118.26	770.00
Financial Liabilities									
Borrowings	17	288.93	-	-	288.93	383.11	-	-	383.11
Security Deposits & Advance Revenue on Security Deposits	18 & 19	-	-	285.17	242.83	-	-	265.16	275.82
Other Financial Liabilities	18	-	-	5955.94	5955.94	-	-	5814.43	5814.43
Total financial liabilities		288.93	-	6241.11	6487.70	383.11	-	6079.59	6473.36

The carrying amount of Trade Receivables, Cash & Cash Equivalent, Security Deposits Paid, Other Bank Balances, Other Financial Liabilities & Other Financial Assets are considered to be the same as their Fair Values due to their short term nature.

The carrying amount of the Financial Assets and Liabilities carried Amortised Cost is considered a reasonable approximation of Fair Value.

Notes to Standalone Financial Statements

Note -35

FAIR VALUE HIERARCHY

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(All amounts ₹ in lakhs unless stated otherwise)

Financial assets and liabilities measured at fair value - recurring fair value measurements as on March 31, 2022	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	728.72	-	-	728.72
Investments property	4C	-	-	7333.33	7333.33

(All amounts ₹ in lakhs unless stated otherwise)

Financial assets and liabilities measured at fair value - recurring fair value measurements as on March 31, 2021	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	651.74	-	-	651.74
Investments property	4C	-	-	10180.16	10180.16

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: The fair value of Financial Instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Company's policy is to recognize transfers into and transfer out of fair value hierarchy levels as at the end of the reporting period.

Note -36

FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices, act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

36.1 MARKET RISK

The Company's size and operations result in its being exposed to the following market risks that arise from its use of financial instruments:

Price Risk;

Interest Rate Risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

36.1.1.PRICE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the price risk due to its investment in Equity Shares & Mutual Funds. The price risk arises due to uncertainties about the future market values of these investments.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in Equity Shares & Mutual Funds.

The majority of investments of the Company are publicly traded and listed in BSE Index. Carrying amounts of the Company's investment in Equity Shares at the end of the reporting period are given in Note No. 5.

Notes to Standalone Financial Statements

36.1.2. PRICE RISK - SENSITIVITY TO RISK

The following tables demonstrate the sensitivity to a reasonably possible change in equity index where investments of the Company are listed. The impact on the company profit before tax is due to changes in the BSE Index.

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	IMPACT ON PROFIT AFTER TAX		IMPACT ON OTHER COMPONENTS OF EQUITY AFTER TAX	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
BSE Index Increase by 5%	36.44	32.45	-	0.14
BSE Index Decrease by 5%	(36.44)	(32.45)	-	(0.14)

36.1.3. INTEREST RATE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the interest rate risk due to its investment in term deposits with banks. The Company invests in term deposits for a period of up to one year. Considering the short-term nature, there is no significant interest rate risk pertaining to these deposits.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and term deposits. The Company's fixed rate borrowings and deposits are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate of borrowings.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings	288.93	383.11
Fixed rate borrowings	-	-
Total borrowings	288.93	383.11

36.1.4. INTEREST RATE RISK – SENSITIVITY

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	IMPACT ON PROFIT AFTER TAX ON INCREASE		IMPACT ON PROFIT AFTER TAX ON DECREASE	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Interest Rate – Increase/ Decrease by 50 basis point (50 bps)	0.14	0.18	(0.14)	(0.18)

36.2. CREDIT RISK

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities (primarily trade receivables and also from its investing activities including deposits with banks and cash and cash equivalents).

In respect of its investments, the Company aims to minimize its financial credit risk through the application of risk management policies. Credit limits are set based on a counterparty value. The methodology used to set the list of counterparty limits includes, counterparty Credit Ratings (CR) and sector exposure. Evolution of counterparties is monitored regularly, taking into consideration CR and sector exposure evolution. As a result of this review, changes on credit limits and risk allocation are carried out.

For financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by international credit-rating agencies. Defined limits are in place for exposure to individual counterparties in case of mutual funds schemes and bonds. The carrying value of the financial assets other than cash represents the maximum credit exposure.

Notes to Standalone Financial Statements

None of the Company's cash equivalents, including flexi deposits with banks, are past due or impaired.

Trade receivables are subject to credit limits, controls & approval processes. These terms and conditions are determined on a case to case basis with reference to the customer's credit quality and prevailing market conditions. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. Due to large geographical base & number of customers, the Company is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances & the historical experience of the group. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The Company assesses and manages credit risk of Financial Assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of Financial Assets.

A: Low Credit Risk

B: Moderate Credit Risk

C: High Credit Risk

The Company provides for Expected Credit Loss based on the following:

ASSET GROUP	BASIS OF CATEGORISATION	PROVISION FOR EXPENSES CREDIT LOSS
Low Credit Risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	12 month expected credit loss
Moderate Credit Risk	Trade Receivables	Life time expected credit loss
High Credit Risk	Trade Receivables and other Financial Assets	Life time expected credit loss or fully provided for

(All amounts ₹ in lakhs unless stated otherwise)

CREDIT RATING	PARTICULARS	As at March 31, 2022	As at March 31, 2021
A: Low credit risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	23.65	22.72
B: Moderate credit risk	Trade Receivables	56.69	59.16
C: High credit risk	-	-	-

A: Low Credit Risk

As at March 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	4.99	-	4.99
Other Bank Balances	11	18.66	-	18.66

As at March 31, 2021

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	5.25	-	5.25
Other Bank Balances	11	17.47	-	17.47

Notes to Standalone Financial Statements

B: Moderate Credit Risk

As at March 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

AGEING	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Trade Receivable	9	56.69	-	56.69
Other Financial Assets	6 & 12	40.26	-	40.26

As at March 31, 2021

(All amounts ₹ in lakhs unless stated otherwise)

AGEING	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Trade Receivable	9	59.17	-	59.17
Other Financial Assets	6 & 12	36.37	-	36.37

C: High Credit Risk : NIL

36.3. LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2022 and 31st March, 2021.

Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

(All amounts ₹ in lakhs unless stated otherwise)

As at March 31, 2022	UNDISCOUNTED AMOUNT			
	CARRYING AMOUNT	PAYABLE WITHIN 1 YEAR	MORE THAN 1 YEARS	TOTAL
Borrowings	288.93	288.93	-	288.93
Other current financial liabilities	5955.94	5955.94	-	5955.94
Other non current financial liabilities	190.34	-	190.34	190.34

(All amounts ₹ in lakhs unless stated otherwise)

As at March 31, 2021	UNDISCOUNTED AMOUNT			
	CARRYING AMOUNT	PAYABLE WITHIN 1 YEAR	MORE THAN 1 YEARS	TOTAL
Borrowings	383.11	383.11	-	383.11
Other current financial liabilities	5814.43	5814.43	-	5814.43
Other non current financial liabilities	170.69	-	170.69	170.69

Notes to Standalone Financial Statements**36.3.1.CURRENT & LIQUID RATIO**

The following table shows the Ratio analysis of the Company for respective periods.

PERIOD	CURRENT RATIO	LIQUID RATIO
As at March 31, 2022	1.83	0.01
As at March 31, 2021	1.84	0.01

36.3.2.COLLATERAL

The company has not given any collateral for the borrowings. Two directors of the company have pledged units of mutual funds in their personal name for overdraft facility availed by the company.

Note -37**CAPITAL MANAGEMENT****37.1. RISK MANAGEMENT**

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short term investments.

The Company monitors capital using gearing ratio, which is net debt divided by total capital. The Company's policy is to keep the Gearing Ratio within 30%.

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Debt @	288.93	383.11
Cash and bank balances	23.65	22.72
NET DEBT	265.28	360.39
Equity Share Capital	1936.36	1,936.36
Other Equity	5921.69	6,067.24
TOTAL EQUITY	7858.05	8,003.60
GEARING RATIO (NET DEBT TO EQUITY RATIO)	3.38%	4.50%

@ Debt is defined as long-term and short-term borrowings (excluding derivative and contingent consideration).

Note -38**Disclosure relating to dues outstanding to Micro and Small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006**

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 and the Companies Act, 2013, the outstanding Interest due thereon interest paid etc to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In absence of information about registration of the enterprises under the above Act, the required information could not be furnished.

Note -39**Corporate Social Responsibility (CSR)**

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year.

Note -40**Investment in Associates**

Disclosure in accordance with IND AS-27 " Separate Financial Statements".

Notes to Standalone Financial Statements

Company's investment in Associates are as under:

Particulars	Portion of ownership interest	
	As at March 31, 2022	As at March 31, 2021
i) Jayabharat Credit Limited Country of incorporation: India Method used to account for the investment: At Cost	43.45%	43.45%
ii) India Lease Development Limited Country of incorporation: India Method used to account for the investment: At Cost	31.35%	31.35%

Note -41

Disclosure of Ratios

The following are analytical ratios for the year ended March 31, 2022 and March 31, 2021

S. No.	Ratio	Numerator	Denominator	March 31, 2022	March 31, 2021	% Variance	Reasons for change in ratio by more than 25% as compared to the previous year
(a)	Current Ratio	Current Assets	Current Liabilities	1.83	1.84	-0.54	-
(b)	Debt-Equity Ratio	Total Debts	Shareholder's Equity	3.38	4.50	-24.89	-
(c)	Debt Service Coverage Ratio	Earnings available for Debt Service	Debt Service	-2.70	-0.70	285.71	Reversal of impairment in investments in 2020-21
(d)	Return on Equity Ratio	Net Profit after Tax	Average Shareholders' Equity	-0.02	-0.01	100.00	Reversal of impairment in investments in 2020-21
(e)	Inventory turnover ratio	Revenue from Operations	Average Inventory	0.06	0.05	20.00	-
(f)	Trade Receivables turnover ratio	Revenue from Operations	Average Accounts Receivables	10.81	5.33	102.81	Increase in revenue during 2021-22
(g)	Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	NA	NA	NA	There is no trade payable
(h)	Net capital turnover ratio	Revenue from Operations	Working Capital	0.12	0.09	33.33	Increase in revenue during 2021-22
(i)	Net profit ratio	Net Profit after Tax	Net Sales	-0.28	-0.22	27.27	Increase in revenue during 2021-22
(j)	Return on Capital employed	Earnings before Interest and Taxes	Capital Employed	-0.01	-0.01	-	-
(k)	Return on investment	Net Profit After Interest and Taxes	Shareholders' Funds	-0.02	-0.01	-100.00	increase in loss during 2021-22

Note -42

Other Significant Events

The company has assessed the potential impact of COVID-19 on the carrying value of property, plant & equipment, investments and other current assets.

For recognition of revenue for the year ended March 31, 2022, management has considered certain concessions/relief/moratorium on rentals extended to its tenants/licensees considering the extended impact of the pandemic. Such concessions are determined based on various discussions concluded with tenants/licensees on case to case basis. Based on current estimates, management expects to recover the carrying amounts of the assets. The company will continue to closely monitor uncertainties arising of material changes to the future economic conditions.

Note -43

Other Significant Matter

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Notes to Standalone Financial Statements**Note -44****Additional regulatory information required by Schedule III****(i) Details of Benami Property held**

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Willful Defaulter

Company has not been declared Willful defaulter by any bank or financial institution or government or any government authority.

(iii) Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

(iv) Compliance with approved scheme(s) of arrangements

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(v) Utilization of borrowed funds and share premium

A. The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

B. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(vi) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(vii) Details of Crypto currency or Virtual currency

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(viii) Valuation of Property, Plant and Equipment, intangible asset and investment property

The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(ix) Registration of charges or satisfaction with Registrar of Companies:

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(x) Utilization of borrowings availed from banks and financial institutions:

The borrowings availed during the year by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

(xi) The Company has not declared or paid dividend during the year 2021-2022.

Note -45

Previous year figures have been regrouped/rearranged wherever, considered necessary.

RAJIV GUPTA

Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

**As per our Report of even date attached
For JAGDISH CHAND & CO.**

**Chartered Accountants
(ICAI Firm Reg. No: 000129N)**

(Santosh Kumar Jha)

Partner

Membership No. 532638

Place: New Delhi

Date: May 27, 2022

ARTI GUPTA

Joint Managing Director
DIN : 00023237

BHARAT KUMAR

Non Executive Independent
Director
DIN: 01090141

ARUN MITTER

Executive Director
DIN : 00022941

M.K. MADAN

Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

INDEPENDENT AUDITOR'S REPORT**To The Members of The Motor & General Finance Limited****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying Consolidated financial statements of **The Motor & General Finance Limited ("the Company")** which includes Company's share of loss in its Associates, which comprise the Consolidated Balance Sheet as at 31st March 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity for the year then ended, notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the Consolidated financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and its consolidated loss, consolidated total comprehensive income, its consolidated cash flows and consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other Auditor in terms of their report referred to in the sub-paragraph (a) of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated financial statements.

Emphasis of Matter included in Auditors Report of an associate

We draw attention to the following Emphasis of matter to the audit opinion of the financial statements of India Lease Development Limited, an associate of the Company, vide our report dated 27.05.2022, reproduced as under:

- During the year there was non-compliance of Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 with regard to
 - i) Maintenance of Credit Concentration/ Investment norms in respect of lending to one of the Company where these are exceeding the limits and at the year end these limits are not exceeded.

Our opinion on the Consolidated Financial Statements is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matters	Auditor's Response
1.	Recoverability of carrying amounts of investments in associates and other entities	Audit Procedure Applied
	Refer to note no. 5 to the Consolidated financial statements. The Company has investments in Associates and other entities which are listed on Stock Exchange in India. These investments are valued at fair value based on market information. Therefore, the valuation of the investments has a significant impact on the financial results of Company. Management performed assessment at the end of each	We obtained an understanding on the Company's policies and procedures to identify impairment indicators on investments in associates and other entities, and performed the following procedures in relation to management's impairment assessment: <ul style="list-style-type: none"> • evaluated the internal sources and external sources of information to identify impairment indications, if any; • Recalculation of amounts recognised as impairment, on the basis of latest available information from stock exchanges.

	<p>reporting period whether there is any indication that investments in associates and other entities may be impaired.</p> <p>Should indication of impairment exist, an impairment assessment will be performed accordingly. The recoverable amounts of investments in associates are assessed by current market price of the listed entity on stock exchange.</p> <p>This area is significant to our audit because of the significance of the carrying amounts of the investment and results of impairment assessment and the significant management judgement involved in determining the value of investment.</p>	<ul style="list-style-type: none"> Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment.
2.	Company's Investment in Investment Property	Audit Procedure Applied
	<p>Investment Properties is significant to our audit due to their magnitude and their value. Refer to note no. 4 to the Consolidated financial statements.</p>	<p>We obtained an understanding on the Company's policies and procedures to identify investments of company in investment properties.</p> <ul style="list-style-type: none"> verified accurate and complete initial recognition of the investment property portfolio by agreeing the recorded amounts to external documents and impact of covid19 pandemic on the revenue Verification of lease deed executed for lease out of properties for earning rental income and addendums. Verified whether the transactions were recorded as required by the applicable accounting principles. Assessed the appropriateness of the disclosures relating to the assumptions, as we consider them likely to be important to users of the financial statements Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the Consolidated financial statements and our auditor's report thereon.

The Director's Report, Management Discussion and Analysis and Corporate Governance Report are expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statement, our responsibility is to read the other information identified above, when it becomes available, and, in doing so consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Director's Report, Management Discussion and Analysis and Corporate Governance Report, if we conclude, that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Company including its Associates in accordance with the Ind AS and other accounting principles generally accepted in India. The

respective Board of Directors of the company and of its Associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, its Associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the Company, its Associates are responsible for assessing the ability of the Company, its Associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and its Associates are responsible for overseeing the financial reporting process of the Company and its Associates.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability and its Associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its Associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Company and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by the other auditor, such other auditor remains responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

- (a) The Consolidated Financial Statements also include the Company's share of net loss of ₹ NIL for the year ended 31st March, 2022, as considered in the Consolidated Financial Statements, in respect of an associate, whose financial statements / financial information have not been audited by us. This financial statements / financial information have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of subsection (3) of section 143 of the Act, insofar as it relates to the aforesaid associate is based solely on the report of other auditor.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of subsection (11) of Section 143 of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements/ financial information of an associate referred to in the Other Matter.
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and returns and the report of the other auditor.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors of the Company as on 31st March, 2022 taken on record by the Board of Directors of the Company, none of the directors of the Company and its associate companies is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**", which is based on the auditors' reports of the Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of Company, for the reasons stated therein.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid/provided by the Company to its directors during the years is in accordance with the provisions of section 197 of the Act. The remuneration paid to any directors is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197 (16) of the Act, which are required to be commented upon by us.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Company and its Associates – Refer Note No. -30 to the Consolidated Financial Statements.
 - ii. The Company and its associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March 2022.

- iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company or associates during the year ended 31st March, 2022.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company and its Associates have not paid or declared dividend during the year and until the date of this report.

For **JAGDISH CHAND & CO**
Chartered Accountants
ICAI Firm Registration Number: 000129N

Santosh Kumar Jha
Partner

Membership Number: 532638
UDIN:22532638AKMPXJ6424

Place of signature: New Delhi
Date: May 27, 2022

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of The Motor & General Finance Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2022

In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020(CARO):

Sr. No.	Name & Relationship	CIN	Clause number of the CARO report which is unfavourable or qualified or adverse
1	The Motor & General Finance Limited (Parent Company)	L74899DL1930PLC000208	Clause xvii
2	Jayabharat Credit Limited (Associate Company)	L66000MH1943PLC003899	Clause vi(a) and Clause xvii
3	India Lease Development Limited (Associate Company)	L74899DL1984PLC019218	Clause xvii

For **JAGDISH CHAND & CO**
Chartered Accountants
ICAI Firm Registration Number: 000129N

Santosh Kumar Jha
Partner

Membership Number: 532638
UDIN:22532638AKMPXJ6424

Place of signature: New Delhi
Date: May 27, 2022

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March, 2022, we have audited the internal financial controls over financial reporting of The Motor & General Finance Limited (hereinafter referred to as "Company") and its associate companies as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company, associate companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company and associate companies internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its associate companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 2 associate companies, is based on the corresponding reports of the auditors of such companies. Our opinion is not qualified in respect of this matter.

For **JAGDISH CHAND & CO**
Chartered Accountants
ICAI Firm Registration Number: 000129N

Santosh Kumar Jha
Partner

Membership Number: 532638
UDIN:22532638AKMPXJ6424

Place of signature: New Delhi
Date: May 27, 2022

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	2,568.51	2,595.42
(b) Investment Property	4	2,854.68	2,976.54
(c) Financial Assets			
(i) Investments	5	582.10	565.82
(ii) Other Financial Assets	6	39.32	35.25
(d) Deferred Tax Asset (Net)	7	237.42	237.42
		<u>6,282.03</u>	<u>6,410.45</u>
Current Assets			
(a) Inventories	8	11,356.16	11,356.16
(b) Financial Assets			
(i) Trade Receivables	9	56.69	59.17
(ii) Cash and Cash Equivalents	10	4.99	5.25
(iii) Bank Balances other than (ii) above	11	18.66	17.47
(iv) Other Financial Assets	12	0.94	1.12
(c) Current Tax Assets (Net)	13	83.82	125.78
(d) Other Current Assets	14	9.25	7.97
		<u>11,530.51</u>	<u>11,572.92</u>
TOTAL ASSETS		<u>17,812.54</u>	<u>17,983.37</u>
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	15	1,936.36	1,936.36
(b) Other Equity	16	5,676.98	5,883.23
Total Equity		<u>7,613.34</u>	<u>7,819.59</u>
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	-	-
(ii) Other Financial Liabilities	18	190.34	170.69
(b) Provisions	20	130.20	97.07
(c) Other non Current Liabilities	19	3,586.33	3,604.47
		<u>3,906.87</u>	<u>3,872.23</u>
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	288.93	383.11
(ii) Trade Payables			
(A) Total outstanding dues of Micro Enterprises and Small Enterprises		-	-
(B) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		-	-
(iii) Other Financial Liabilities	18	5,955.94	5,814.43
(b) Other Current Liabilities	19	14.44	11.78
(c) Provisions	20	33.02	82.23
		<u>6,292.33</u>	<u>6,291.55</u>
TOTAL EQUITY & LIABILITIES		<u>17,812.54</u>	<u>17,983.37</u>

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 46

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Santosh Kumar Jha)
Partner
Membership No. 532638

Place: New Delhi
Date: May 27, 2022

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

ARUN MITTER
Executive Director
DIN : 00022941

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	Note No.	For the year ended on March 31, 2022	For the year ended on March 31, 2021
I Income			
Sale of Services	21	417.51	211.38
II Other Income	22	208.98	278.47
III Total Income (I + II)		626.49	489.85
IV Expenses:			
Employee Benefits Expense	23	243.96	252.74
Finance Costs	24	47.98	62.33
Depreciation and Amortization Expense	25	141.32	128.36
Other Expenses	26	434.58	233.12
Total Expenses (IV)		867.84	676.55
V Profit/ (Loss) before Share of Profit/(Loss) of Associates, Exceptional Items and Tax (IV-III)		(241.35)	(186.70)
VI Share of profit/(loss) of associates (net of tax)		(4.31)	(0.67)
VII Profit/ (Loss) before Exceptional Items and Tax (V+VI)		(245.66)	(187.37)
VIII Exceptional Items		-	-
IX Profit/ (Loss) before Tax (VII - VIII)		(245.66)	(187.37)
X Tax Expense:	27		
(1) Current Tax		-	-
(2) Deferred Tax		-	-
(3) Taxation in respect of Earlier Years		-	-
Total Taxes		-	-
XI Profit / (Loss) for the Year (VII-VIII)		(245.66)	(187.37)
XII Other Comprehensive Income			
A (i) Items that will not be reclassified into Profit & Loss	28	32.01	9.28
(ii) Income tax relating to items that will not be reclassified to profit/loss		-	-
(iii) Share of Other Comprehensive Income of associates accounted for using Equity Method		7.40	41.44
Other Comprehensive Income		39.41	50.72
XIII Total Comprehensive Income for the period (XI+XII)		(206.25)	(136.65)
XIV Profit/(Loss) attributable to			
Owners of the Parent		(245.66)	(187.37)
Non Controlling Interests		-	-
XV Other Comprehensive Income attributable to			
Owners of the Parent		39.41	50.72
Non Controlling Interests		-	-
XVI Total Comprehensive Income attributable to			
Owners of the Parent		(206.25)	(136.65)
Non Controlling Interests		-	-
XVII Earnings per Share (Par value of ₹ 5/- per Equity Share)	29		
(1) Basic (in ₹)		(0.63)	(0.49)
(2) Diluted (in ₹)		(0.63)	(0.49)

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 46

RAJIV GUPTAChairman & Managing Director &
Chief Executive Officer
DIN : 00022964As per our Report of even date attached
For **JAGDISH CHAND & CO.**
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Santosh Kumar Jha)

Partner

Membership No. 532638

Place: New Delhi

Date: May 27, 2022

ARTI GUPTAJoint Managing Director
DIN : 00023237**BHARAT KUMAR**Non Executive Independent
Director
DIN: 01090141**ARUN MITTER**Executive Director
DIN : 00022941**M.K. MADAN**Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

Consolidated Statement of Changes in Equity for the Year Ended on March 31, 2022**A Equity Share Capital**

For the year from April 1, 2021 to March 31, 2022

Particulars	Balance at the beginning of April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of April 1, 2021	Changes in equity share capital during the current year	Balance at the end of March 31, 2022
Equity Shares (in Numbers)	3,87,27,190	-	3,87,27,190	-	3,87,27,190
₹ in lakhs	1,936.36	-	1,936.36	-	1,936.36

For the year from April 1, 2020 to March 31, 2021

Particulars	Balance at the beginning of April 1, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of April 1, 2020	Changes in equity share capital during the current year	Balance at the end of March 31, 2021
Equity Shares (in Numbers)	1,93,63,595	-	1,93,63,595	1,93,63,595	3,87,27,190
₹ in lakhs	1,936.36	-	1,936.36	-	1,936.36

B Other Equity

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	RESERVES AND SURPLUS					OTHER COMPREHENSIVE INCOME (OCI)		TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	REVALUATION RESERVE	GENERAL RESERVE	RETAINED EARNINGS	REMEASUREMENT OF DEFINED BENEFIT PLANS	EQUITY INSTRUMENTS THROUGH OCI	
Balance as at April 01, 2020	6.10	888.41	2,595.38	4,887.27	(2,337.72)	20.67	(40.24)	6,019.87
Profit/ (Loss) for the year	-	-	-	-	(145.92)	-	-	(145.92)
Transfer to Reserve and Surplus	-	-	-	-	20.67	(20.67)	-	-
OCI on Remeasurement of DBO	-	-	-	-	8.01	-	1.27	9.28
Balance as at March 31, 2021	6.10	888.41	2,595.38	4,887.27	(2,454.96)	-	(38.97)	5,883.23
Profit/ (Loss) for the year	-	-	-	-	(245.66)	-	-	(245.66)
Transfer to Reserve and Surplus	-	-	-	-	-	-	-	-
OCI on Remeasurement of DBO	-	-	-	-	29.13	-	10.28	39.41
Balance as at March 31, 2022	6.10	888.41	2,595.38	4,887.27	(2,671.49)	-	(28.69)	5,676.98

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 46**RAJIV GUPTA**Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Santosh Kumar Jha)

Partner

Membership No. 532638

Place: New Delhi

Date: May 27, 2022

ARTI GUPTAJoint Managing Director
DIN : 00023237**BHARAT KUMAR**Non Executive Independent
Director
DIN: 01090141**ARUN MITTER**Executive Director
DIN : 00022941**M.K. MADAN**Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED ON MARCH 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/ (Loss) before tax and Extraordinary items	(245.66)	(187.37)
Adjustment for:		
Share of profit/(loss) of associates (net of tax)	4.31	0.67
Provision for Impairment of Investments	(15.97)	(231.08)
Depreciation of Property, Plant & Equipment & Investment Property	141.32	128.36
Bad Debts Written off	-	1.33
Property, Plant and Equipment written off	7.76	6.79
Loss on sale of Property, Plant and Equipment	-	0.48
Credit Balances written back	-	(114.47)
Interest Expenses	28.33	35.80
Interest on deposits from Bank & others	(2.69)	(17.58)
Operating Profit before Working Capital Changes	(82.60)	(377.07)
Movements in working capital:		
Decrease /(Increase) in Other Financial Assets	0.18	0.15
Decrease /(Increase) in Loans	(4.07)	-
Decrease/(Increase) in Inventories	-	(2059.50)
Decrease/(Increase) in Trade receivables	2.48	64.31
Decrease/(Increase) in Other Current Assets	(1.28)	10.37
(Decrease)/ Increase in Provisions	13.08	(1.68)
(Decrease) /Increase in Other Financial Liabilities	156.58	2793.39
(Decrease) /Increase in Other Liabilities	(15.48)	69.94
Cash generated from Operations before Extra Ordinary Items	68.89	499.91
Direct Taxes Paid	(41.96)	(140.25)
Net cash flows from operating activities (A)	110.85	640.16
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment & Investment Properties	(0.31)	(570.53)
Sale of Property, Plant & Equipment	-	2.00
Sale of Investments	5.63	-
Decrease /(Increase) in Other Bank Balance	(1.19)	(0.94)
Interest Received (Net of Tax Deducted at Source)	2.69	17.59
Net cash flows from/(used in) investing activities (B)	6.82	(551.88)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Non Current Borrowing	-	-
Increase/(Decrease) in Current Borrowing	(94.18)	(55.82)
Interest Expenses	(28.33)	(35.80)
Net cash flows from/(used in) financing activities (C)	(122.51)	(91.62)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(4.84)	(3.34)
Cash and Cash Equivalents - Opening	(6.86)	(3.52)
Cash and Cash Equivalents - Closing	(11.70)	(6.86)
i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".		
ii) Cash and Cash Equivalents Includes:		
a) Cash in Hand	0.07	0.22
b) Balances with Banks	4.89	4.65
c) Flexi Deposits up to 3 months Original Maturity	0.03	0.38
d) Less: Bank Overdraft	(16.69)	(12.11)
TOTAL	(11.70)	(6.86)
iii) Reconciliation of Liabilities from Financing Activities		
Particulars	Borrowings including Long Term and Short Term Borrowings	
As at 1 April 2020	438.93	
Proceeds	984.58	
Repayment	(1040.40)	
Fair Value Changes	-	
As at 31 March 2021	383.11	
Proceeds	654.53	
Repayment	(748.71)	
Fair Value Changes	-	
As at 31 March 2022	288.93	
iv) Amounts in brackets represent Cash Outflow.		

Summary of Significant Accounting Policies and Other Explanatory Information: Note 1 to 46

RAJIV GUPTAChairman & Managing Director &
Chief Executive Officer
DIN : 00022964As per our Report of even date attached
For **JAGDISH CHAND & CO.**
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Santosh Kumar Jha)

Partner

Membership No. 532638

Place: New Delhi

Date: May 27, 2022

ARTI GUPTAJoint Managing Director
DIN : 00023237**BHARAT KUMAR**Non Executive Independent
Director
DIN: 01090141**ARUN MITTER**Executive Director
DIN : 00022941**M.K. MADAN**Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

Notes to Consolidated Financial Statements for the year ended March 31, 2022**NOTE – 1****SIGNIFICANT ACCOUNTING POLICIES****1.1 COMPANY OVERVIEW**

The Motor & General Finance Limited (referred to as “MGF” or “the Company”) was incorporated under the laws of the Republic of India with its registered office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, is the flagship Company of MGF Group, Incorporated in 1930, MGF was one of the oldest finance companies of India. The Company is engaged in the single primary business of “Lease/ Renting of Immovable Property”, and has only one reportable segment.

1.2 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS

The Company is headquartered in New Delhi, India. The shares of the Company are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

The Consolidated Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- I. Certain Financial Assets and Financial Liabilities and Contingent Consideration that are measured at fair value
- II. Assets held for sale measured at lower of cost or fair value less cost to sell
- III. Defined benefit plan assets measured at fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the date of respective transactions.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts are stated in ₹. All amounts disclosed in the financial statement and notes have been rounded off to the nearest ₹, unless otherwise stated.

The Consolidated Financial Statements for the year ended 31st March, 2022 were authorized and approved for issue by the Board of Directors of Company on 27th May, 2022.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Consolidated Financial Statements have been prepared using the Accounting Policies and measurement basis summarized below.

2.1 BASIS OF CONSOLIDATION**2.1.1 BASIS OF ACCOUNTING**

- i. The Financial Statements of the Associates in the consideration are drawn up to the same reporting date as of the Company for the purpose of consolidation.
- ii. The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard (Ind AS) 110 – ‘Consolidated Financial Statements’ and Indian Accounting Standard (Ind AS) 28 – ‘Investments in Associates and Joint Ventures’ specified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

2.1.2 PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements comprise the financial statements of the Company and its Associates as at 31st March, 2022.

An Associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Consolidated Financial Statements have been prepared as per the following principles:

- i. The results, assets and liabilities of associates are incorporated in the consolidated financial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in Associate is initially recognised at cost and adjusted thereafter to recognise the Company’s share of profit or loss and Other Comprehensive Income of the Associate.

- ii. Gain or loss in respect of changes in Other Equity of Associates resulting in dilution of stake in the Associates is recognised in the Statement of Profit and Loss. On acquisition of investment in an Associate, any excess of cost of investment over the fair value of the assets and liabilities of the joint venture, is recognised as goodwill and is included in the carrying value of the investment in the associate. The excess of fair value of assets and liabilities over the investment is recognised directly in equity as capital reserve. The unrealised profits/ losses on transactions with associates are eliminated by reducing the carrying amount of investment.
- iii. The carrying amount of investment in Associates is reduced to recognise impairment, if any, when there is objective evidence of impairment.
- iv. When the Company's share of losses of an associate exceeds the Company's interest in that Associate (which includes any long term interests that, in substance, form part of the Company's net investment in the Associate), the Company discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate.

2.2 PROPERTY, PLANT AND EQUIPMENT

2.2.1 RECOGNITION

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, less accumulated depreciation/amortized and impairments, if any. Historical cost includes taxes, duties, freight and other incidental expenses related to acquisition & installation.

2.2.2 SUBSEQUENT MEASUREMENT

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

All other repairs & maintenance are charged to profit or loss.

2.2.3 DEPRECIATION

Depreciation on Property, Plant and Equipment is charged on straight line method based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

The following useful lives are applied:

Asset category	Estimated useful life (in years)
Land	
- Lease Hold (Finance Lease)	Over the Lease period
- Perpetual Lease	Treated as free hold land due to perpetuity
Buildings	
- Building	55 – 80 Years
- Leasehold Building	Over the Lease Period
Furniture and Fittings	10 Years
Motor Vehicles	
- Hire Purchase & Owned	08 - 10 Years
Office Equipment & Electrical Installations	05 - 15 Years
Computers	
- End user devices viz. desktops, laptops, etc.	03 Years

Leasehold land is amortised on a straight line basis over the unexpired period of their respective lease. Leasehold improvements are depreciated on straight line basis over their initial agreement period. Premium paid on land where lease agreements have been executed for specified period are written off over the period of lease proportionately.

Property, Plant and Equipment individually costing upto 1 10,000 are fully depreciated in the year of acquisition.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.2.4 DE-RECOGNITION

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss account when the asset is derecognised.

2.3 INVESTMENT PROPERTIES**2.3.1 RECOGNITION**

Property (land or a building-or part of a building-or both) that is held (by the owner or by the lessee under a finance lease) for long term rental yields or for capital appreciation or both is recognized as Investment Property, except

- i. Use in the production or supply of goods or services or for administrative purposes; or
- ii. Sale in the ordinary course of business:

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

2.3.2 SUBSEQUENT MEASUREMENT

Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.3.3 DEPRECIATION

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with depreciation on Property Plant & Equipment's as above. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes.

2.3.4 DE-RECOGNITION

An investment property is derecognised (eliminated from the balance sheet) on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

An investment property is also derecognised when property is transferred to owner-occupied property; or commencement of development with a view to sale, or transfer to inventories.

2.4 IMPAIRMENT OF NON FINANCIAL ASSETS

Carrying amount of assets is reviewed at each reporting date where there is any indication of impairment based on internal/ external indicators. An impairment loss is recognised in the Statement of Profit and Loss where carrying amount exceeds recoverable amount of assets. Impairment loss is reversed, if, there is change in recoverable amount and such loss either no longer exists or has decreased or indication on which impairment was recognised no longer exists.

2.5 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

2.5.1 FINANCIAL ASSETS**2.5.1.1 INITIAL RECOGNITION AND MEASUREMENT**

Financial Assets are recognised when the Company becomes a party to the contractual provisions of the Financial Instrument and are measured initially at fair value adjusted for transaction costs that are attributable to the acquisition of the financial asset.

2.5.1.2 SUBSEQUENT MEASUREMENT

Debt Instruments at Amortised Cost– A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such Financial Assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. All other debt instruments are measured at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) based on Company's business model.

- **Equity Investments** – All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value through Profit and Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) on an instrument to instrument basis.
- **Other Investments** – All Other Investments in scope of Ind-AS 109 are measured at Fair Value through Profit and Loss (FVTPL).

2.5.1.3 IMPAIRMENT OF FINANCIAL ASSETS

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. The application of simplified recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

- **Financial Assets measured as at amortised cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the OCI. The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

2.5.1.4 DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of the Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement~ and either
 - The Company has transferred substantially all the risks and rewards of the asset, or
 - The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2.5.2 FINANCIAL LIABILITIES

2.5.2.1 INITIAL RECOGNITION AND MEASUREMENT

Financial liabilities are classified at initial recognition as financial liabilities at fair value through Profit or Loss, Loans and Borrowings, and Payables, net of directly attributable transaction costs. The Company's financial liabilities include Loans and Borrowings including Bank Overdraft, Security Deposit received against lease of building including investment properties and Other Payables.

All Financial Liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the Financial Liabilities is also adjusted. Financial Liabilities are classified as amortised cost.

The measurement of financial liabilities depends on their classification, as described below:

- i. **Financial liabilities at Fair Value Through Statement of Profit And Loss** - Financial liabilities at Fair Value through statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value through statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.
- ii. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All other changes in fair value of such liability are recognised in the statement of profit and loss.
- iii. **Loans and Borrowings** - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. Gains and Losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as Finance Costs in the statement of profit and loss.
- iv. **Security Deposit** - After initial recognition, interest free security deposits are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. The difference between carrying amount of the deposits and fair value is transferred as deferred income. The EIR amortisation is included as Finance Income in the statement of profit and loss.
- v. **Other Payables** - These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.5.2.2 SUBSEQUENT MEASUREMENT

Subsequent to initial recognition, these liabilities are measured at Amortised Cost using the Effective Interest Rate (EIR) method.

2.5.2.3 DE-RECOGNITION OF FINANCIAL LIABILITIES

A Financial Liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. Consequently write back of unsettled credit balances is done on the previous experience of Management and actual facts of each case and recognised in Other Income. When an existing Financial Liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

2.5.3 OFFSETTING OF FINANCIAL INSTRUMENTS

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.6 INVENTORIES

2.6.1 BASIS OF VALUATION

- i. **Stock in Trade - Project** are valued at lower of cost or net realisable value.

2.6.2 METHOD OF VALUATION

- i. Stock in Trade Project includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

2.7 TRADE RECEIVABLES

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2.8 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash in hand, Balances in Bank Account, Remittance in Transit, Cheques in hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9 TAXES

2.9.1 CURRENT INCOME TAX

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside Profit or Loss is recognised outside profit or loss (either in Other Comprehensive Income or in Equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.9.2 DEFERRED TAX

Deferred Income Taxes are calculated using Balance Sheet Approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax expense for the year comprises of current tax and deferred tax.

2.9.3 INDIRECT TAX

Expenses and assets are recognised net of the amount of GST/ Service Tax paid, except:

- i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- ii. When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.10 EQUITY AND RESERVES

- i. **Share Capital** represents the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from retained earnings, net of any related income tax benefits.
- ii. **Other Components of Equity** includes Other Comprehensive Income (OCI) arising from actuarial gain or loss on re-measurement of defined benefit liability and return on plan assets and Net (loss)/gain on FVTOCI equity securities. The balance in OCI may be transferred from OCI to retained earnings when the asset is retired from use or disposed by the company.

- iii. **Retained Earnings** include all current and prior period retained profits.
- iv. **Revaluation Reserve:** When the value of fixed assets is written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets. The balance in Revaluation Reserve will be transferred to retained earnings when the asset is retired from use or disposed by the company.

2.11 DIVIDEND PAYMENTS

Annual dividend distribution to shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on Dividend Distribution is recognised directly in equity.

2.12 REVENUE RECOGNITION

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, incentive schemes, if any, as per contracts with customers. Taxes collected from customers on behalf of Government are not treated as Revenue.

2.12.1 RENTAL INCOME

Rental income arising from lease on investment properties is accounted for on straight line basis over the period for which the investment property is given on rent.

2.13 INCOME RECOGNITION

2.13.1 INTEREST INCOME

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all contractual terms of the financial instrument but does not consider the expected credit losses.

2.13.2 DIVIDEND INCOME

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.13.3 OTHER INCOME

Other claims including interest on outstanding are accounted for when there is virtual certainty of ultimate collection.

2.14 EXPENDITURE

Expenses are accounted on accrual basis.

2.15 EMPLOYEE BENEFIT SCHEMES

2.15.1 SHORT-TERM EMPLOYEE BENEFITS

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

2.15.2 COMPENSATED ABSENCES

Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each Balance Sheet date on the basis of an independent actuarial valuation.

2.15.3 GRATUITY

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method. Gratuity is unfunded.

Actuarial gains and losses arising from changes in actuarial assumptions are recognized in Other Comprehensive Income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

2.15.4 PROVIDENT FUND

Eligible employees of the Company receive benefits from a Provident Fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

2.16 FUNCTIONAL AND PRESENTATION CURRENCY

The Standalone Financial Statements are presented in Indian Rupee ('₹'), which is Company's functional Currency and presentation currency.

2.17 LEASES

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no material changes are required to lease period relating to the existing lease contracts.

2.17.1 COMPANY AS A LESSEE

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

SHORT-TERM LEASES AND LEASES OF LOW-VALUE ASSETS

The company has elected not to recognise right-of-use assets and lease liabilities for short- term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.17.2 COMPANY AS A LESSOR

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

2.18 EARNINGS PER SHARE

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares.

- i. **Basic EPS** is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.
- ii. **Diluted EPS** is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

2.19 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

2.19.1 PROVISIONS

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost.

2.19.2 CONTINGENT LIABILITIES

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management of the Company has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

2.19.3 CONTINGENT ASSETS

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

2.20 CASH FLOW STATEMENT

Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.21 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker “CODM” of the Company.

2.22 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

- i. An asset is classified as current when it is:
 - a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
 - b) Held primarily for the purpose of trading,
 - c) Expected to be realised within twelve months after the reporting period, or
 - d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- ii. All other assets are classified as non-current.

- iii. A liability is classified as current when it is:
 - a) Expected to be settled in normal operating cycle,
 - b) Held primarily for the purpose of trading,
 - c) Due to be settled within twelve months after the reporting period, or
 - d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- iv. All other liabilities are classified as non-current.
- v. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.
- vi. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.23 FAIR VALUE MEASUREMENT

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

Other Fair Value related disclosures are given in the relevant notes.

2.24 EXCEPTIONAL ITEMS

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/ write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

2.25 SIGNIFICANT MANAGEMENT JUDGEMENT IN APPLYING ACCOUNTING POLICIES AND ESTIMATION UNCERTAINTY

The preparation of Standalone Financial Statements requires management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income & expenses during the periods. Although these estimates and assumptions used in accompanying Company's financial statements are based upon management's evaluation of relevant facts and circumstances as of date of financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying Company's financial statements. Any revision to accounting estimates is recognized prospectively from the period in which results are known/ materialise in accordance with applicable Indian accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.26 SIGNIFICANT MANAGEMENT JUDGEMENTS

The following are Significant Management Judgements in applying the Accounting Policies of the Company that have the most significant effect on the Financial Statements.

2.26.1 EVALUATION OF INDICATORS FOR IMPAIRMENT OF ASSETS

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

2.26.2 EVALUATION OF LEASE OF LAND AS FINANCE LEASE OR OPERATING LEASE

One important consideration for evaluating lease of land is that land has an indefinite economic life and it is expected that the value of land generally appreciates. Where in substance there is no transfer of risks and rewards, it should be considered as an operating lease. Some of the indicators to consider in the overall context of whether there is transfer of risks and rewards incidental to ownership include the lessee's ability to renew lease for another term at substantially below market rent, lessee's option to purchase at price significantly below fair value etc.

Accordingly, classification as operating or finance lease requires exercise of judgement based on evaluation of facts and circumstances in each case, while considering the indicators envisaged as above.

2.27 ESTIMATION UNCERTAINTY

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.27.1 REVENUE RECOGNITION

Where revenue contracts include deferred payment terms, the management of Company determines the fair value of consideration receivable using the expected collection period and interest rate applicable to similar instruments with a similar credit rating prevailing at the date of transaction.

2.27.2 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as Liquidity Risk, Credit Risk and Volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.27.3 IMPAIRMENT OF FINANCIAL ASSETS

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.27.4 RECOVERABILITY OF ADVANCES/ RECEIVABLES

The Company from time to time review the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

2.27.5 INCOME TAXES

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

2.27.6 PROVISIONS AND CONTINGENCIES

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

2.27.7 DEFINED BENEFIT OBLIGATION (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the DBO amount and the annual defined benefit expenses.

2.27.8 ESTIMATION OF UNCERTAINTIES RELATING TO THE GLOBAL HEALTH PANDEMIC FROM COVID-19

In view of the unprecedented COVID-19 pandemic and economic forecasts, the Management has evaluated the impact

on its financial results for the current quarter and made appropriate adjustment to revenue, debtors provisioning and actuarial assumptions. In assessing the recoverability of its assets including receivables and inventories, the Company has considered internal and external information up to the date of approval of these financial statements including economic forecasts. The Company has performed analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

2.27.9 STANDARDS AMENDED DURING THE YEAR

The following Accounting Standards have been modified on miscellaneous issues with effect from 24th July 2020. Such changes include clarification/guidance on:

- Ind AS 1 Presentation of Financial Statements – Substitution of the definition of term ‘Material’
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors – In order to maintain consistency with Ind AS 1, the respective changes have been made to Ind AS 8.
- Ind AS 10 Events after the Reporting Period – Clarification on the disclosures requirements to be made in case of a material non- adjusting event.
- Ind AS 34 Interim Financial Reporting – In order to maintain consistency with the amendments made in other Ind AS, respective changes have been made to Ind AS 34.
- Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets – Clarification on the accounting treatment for restructuring plans.
- Ind AS 103 Business Combination – Detailed guidance on term ‘Business’ and ‘Business Combination’ along with providing an Optional test to identify concentration of Fair Value.
- Ind AS 107 Financial Instruments: Disclosures – Clarification on certain disclosures to be made in respect of uncertainty arising from interest rate benchmark reforms.
- Ind AS 109 Financial Instruments – Clarification on temporary exceptions from applying specific hedge accounting requirements along with providing guidance on transition for hedge accounting.

The Company does not have any impact of these amendments on its financial statements for the year.

2.27.10 RECENT PRONOUNCEMENT

On 24th March 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013 to be effective from 1st April 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head duly distinguished as current or non current
- Certain additional disclosures in the statement of changes in equity.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under regulatory such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and
- Advances to Promoters, Directors, Key Managerial Personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head “additional information” in the notes forming part of standalone financial statements.

The amendments are extensive, and the Company will evaluate the same to give effect to them as required by law.

2.27.11 STANDARD ISSUED BUT NOT EFFECTIVE

On 18th June 2021, Ministry of Corporate Affairs (“MCA”) through a notification issued amendments to various IND AS. These amendments will come into force from 1st April 2021. The Company is currently evaluating the requirements of these amendments and the effect of the disclosure on the financial statements is being evaluated.

Notes to Consolidated Financial Statements

Note -03

Property, Plant and Equipment

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Leasehold Land	Freehold Land	Freehold Land & Buildings	Leasehold Land & Buildings	Vehicles	Furniture and fixtures	Computers	Office Equipment	Lifts	Electric installation	Total
Gross Carrying Amount											
Balance as at April 01, 2020	1114.43	1312.05	63.88	52.22	106.58	2.60	4.86	7.83	14.65	67.93	2747.03
Additions/Adjustments	-	-	-	-	19.51	-	0.96	-	-	-	20.47
Elimination on disposals of assets	-	-	-	-	11.88	2.05	1.13	2.49	-	1.39	18.94
Balance as at March 31, 2021	1114.43	1312.05	63.88	52.22	114.21	0.55	4.69	5.34	14.65	66.54	2748.56
Additions/Adjustments	-	-	-	-	-	-	0.31	-	-	-	0.31
Elimination on disposals of assets	-	-	-	-	2.70	-	2.26	-	1.81	5.45	12.22
Balance as at March 31, 2022	1114.43	1312.05	63.88	52.22	111.51	0.55	2.74	5.34	12.84	61.09	2736.65
Accumulated depreciation											
Balance as at April 01, 2020	-	-	5.74	10.50	71.14	1.72	3.32	3.84	4.65	39.02	139.93
Depreciation expense	-	-	1.35	2.28	12.87	0.06	0.85	0.73	1.46	3.30	22.90
Elimination on disposals of assets	-	-	-	-	7.16	1.37	0.35	0.12	-	0.69	9.69
Balance as at March 31, 2021	-	-	7.09	12.78	76.85	0.41	3.82	4.45	6.11	41.63	153.14
Depreciation expense	-	-	1.32	2.15	11.35	0.04	0.62	0.40	1.19	2.39	19.46
Elimination on disposals of assets	-	-	-	-	1.89	-	2.15	-	0.08	0.34	4.46
Balance as at March 31, 2022	-	-	8.41	14.93	86.31	0.45	2.29	4.85	7.22	43.68	168.14
Net carrying amount											
Balance as at March 31, 2022	1114.43	1312.05	55.47	37.29	25.20	0.10	0.45	0.49	5.62	17.41	2,568.51
Balance as at March 31, 2021	1114.43	1312.05	56.79	39.44	37.36	0.14	0.87	0.89	8.54	24.91	2,595.42

(i) Transition to Ind AS: On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Property, Plant and Equipment recognised as at April 1, 2016 measured as per the previous GAAP and used that carrying value as the deemed cost of the Property, Plant and Equipment.

Notes to Consolidated Financial Statements

Note -04

Investment Property (At Cost)

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Freehold Land & Buildings	Leasehold Land & Buildings	Total
Gross Carrying Amount			
Balance as at April 01, 2020	247.17	2641.24	2888.41
Transfer to Freehold *	-	(2234.41)	(2234.41)
Transfer from lease hold *	2234.41	-	2234.41
Additions during the year	550.07	-	550.07
Disposals	-	-	-
Balance as at March 31, 2021	3031.65	406.83	3438.48
Additions during the year	-	-	-
Disposals	-	-	-
Balance as at March 31, 2022	3031.65	406.83	3438.48
Accumulated depreciation			
Balance as at April 01, 2020	50.30	306.18	356.48
Transfer to Freehold *	-	(190.95)	(190.95)
Transfer from lease hold *	190.95	-	190.95
Depreciation expense	82.16	23.30	105.46
Elimination on disposals of assets	-	-	-
Balance as at March 31, 2021	323.41	138.53	461.94
Transfer to Freehold	-	-	-
Transfer from lease hold	-	-	-
Depreciation expense	100.42	21.44	121.86
Elimination on disposals of assets	-	-	-
Balance as at March 31, 2022	423.83	159.97	583.80
Net Carrying Amount			
Balance as at March 31, 2022	2607.82	246.86	2854.68
Balance as at March 31, 2021	2708.24	268.30	2976.54

4.1 * Upon conversion from leasehold to freehold during the year.

Note -04 A

Amounts recognised in Profit & Loss for Investment Properties:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Rental Income	417.51	211.38
Direct Operating Expenses for property generating Rental Income (including Repair and Maintenance)	72.52	70.65
Profit from Investment Properties before depreciation	344.99	140.73
Depreciation	121.86	105.46
Profit from Investment Properties	223.13	35.27

Note -04 B

Leasing Arrangements

Certain Investment Properties are leased to tenants under long-term operating leases with rentals receivable monthly. Future minimum lease payments receivable under long-term operating leases of Investment Properties in the aggregate is ₹ **3680.27 lakhs** (Previous Year ₹ 3398.09 lakhs) and for each of the following period:

Notes to Consolidated Financial Statements

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Within one year	548.29	419.82
Later than one year but not later than 5 years	3006.89	2421.65
Later than 5 years	125.09	556.62

Note -04 C

Fair value

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Fair Value Hierarchy	As at March 31, 2022	As at March 31, 2021
Buildings	Level 3	7333.33	10180.16

Description of Valuation Techniques used and key inputs to Valuation on Investment Properties:

Valuation Approach - Rental or Capitalisation Method:

Rental method of valuation consists in capitalising the Net Annual Rental Income (NARI) at an appropriate rate of interest or rate of capitalisation. Net annual rent income equals to Gross Annual Rental Income (GARI) minus outgoings like Property Tax, Repairs, Maintenance, Service Charges, Insurance Premium, Rent Collection and Management Charges etc.

The fair value by this method has been calculated by the management.

Note -05

(All amounts ₹ in lakhs unless stated otherwise)

INVESTMENTS - NON CURRENT	As at March 31, 2022	As at March 31, 2021
INVESTMENTS IN EQUITY INSTRUMENTS :		
Investments at Fair Value Through OCI		
- Investments in Others Companies	-	2.79
INVESTMENTS IN ASSOCIATES		
Investments at Cost		
- Investments in Associate Companies	905.05	905.05
Gross Investments	905.05	907.84
Aggregate amount of impairment in value of investments		
- Impairment in value of Investments	322.95	342.02
Net Investments	582.10	565.82

Note -05 A

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
(a) Aggregate Amount of Quoted Investments - Cost	905.05	909.65
(b) Aggregate Amount of Quoted Investments - Market Value	728.72	651.74
(c) Aggregate Amount of Unquoted Investments	-	-
(d) Aggregate Amount of Impairment in Value of Investments	322.95	342.02

Notes to Consolidated Financial Statements

Note -05 B Details of Investment in Equity Shares (Quoted)

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Investment in Equity Shares of Company		
Method of Valuation: Fair Value through OCI		
i) Metal Box of India Limited - 1,200 equity shares of ₹ 10 each, fully paid up (* ₹ 1/-)	-	-
ii) Rajasthan Breweries Limited - 4,700 equity shares of ₹ 10 each, fully paid up (* ₹ 1/-)	-	-
iii) Sri Ramakrishna Mills (CBE) Limited - 15,000 equity shares of ₹ 10 each, fully paid up	-	2.63
iv) MTZ (India) Limited - 10,000 equity shares of ₹ 10 each, fully paid up (* ₹ 1/-)	-	-
v) Mawana Sugars Limited - 450 equity shares of ₹ 10 each, fully paid up	-	0.16
Total	-	2.79

Note -05 C Detail of Investments in Associates (Quoted)

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Investment in Equity Shares of Company		
Method of Valuation: At Cost		
Companies under the same management		
i) Jayabharat Credit Limited - 21,72,300 equity shares of ₹ 10 each, fully paid up	293.16	293.16
ii) India Lease Development Limited - 46,08,840 equity shares of ₹ 10 each, fully paid up	611.89	611.89
Total At Cost	905.05	905.05
Add: Share of Profit/(Loss) as per Equity Consolidation	3.09	40.78
Less: Impairment in value of Investments	(326.04)	382.80
Total Investment in Associates	582.10	563.03

Note -5 D Details of Transactions with companies struck off under section 248 of the companies Act, 2013 or section 560 of companies Act, 1956

(All amounts ₹ in lakhs unless stated otherwise)

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as at 31st March, 2022	Relationship with the struck off company, if any, to be disclosed	Balance outstanding as at 31st March, 2021	Relationship with the struck off company, if any, to be disclosed
Metal Box of India Limited (* ₹ 1/-)	Investment in equity shares	-	Investment in shares	-	Investment in shares

Note -5 E The company has not entered with any Scheme(s) of arrangement in terms of section 230 to 237 of the Companies Act, 2013.

Note -06 OTHER FINANCIAL ASSETS (NON CURRENT)

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	As at March 31, 2022	As at March 31, 2021
-Security Deposits	39.32	35.25
Total	39.32	35.25

Notes to Consolidated Financial Statements

Note -07

Deferred Tax Asset/ (Liabilities)

The balance comprises temporary differences attributable to :

The Company has recognized Deferred Tax Assets in earlier years amounting to ₹ 237.42 lakhs . In the current year, the company has continued to carry this balance of Net Deferred Tax Assets and no further amounts have been recognized as a matter of prudence. The details of the same are as given below:

(All amounts ₹ in lakhs unless stated otherwise)

DEFERRED TAX ASSET/ (LIABILITIES)	As at March 31, 2022	As at March 31, 2021
Deferred tax liability :		
- Due to Depreciation on PPE	1.44	2.43
- Other timing differences	4.23	21.15
Total Deferred Tax Liabilities	5.67	23.58
Deferred Tax Asset :		
- Due to Depreciation on Investment Properties	150.33	118.95
- Liabilities / provisions that are deducted for tax purposes when paid	42.03	46.17
- Business Loss	-	-
- Impairment of Investment	50.73	95.88
- Other timing differences	-	-
Total Deferred Tax Assets	243.09	261.00
Net Deferred Tax Assets/ (Liabilities)	237.42	237.42

Note -07 A

Movement in Deferred Tax Assets

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	IMPAIRMENT OF INVESTMENTS	LIABILITIES / PROVISIONS THAT ARE DEDUCTED FOR TAX PURPOSES WHEN PAID	CARRIED FORWARD BUSINESS LOSS
Balance as at April 1, 2020	146.29	48.66	61.46
Recognised in :			
Profit and Loss	(50.41)	(2.49)	(61.46)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2021	95.88	46.17	-
Recognised in :			
Profit and Loss	(45.15)	(4.14)	-
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2022	50.73	42.03	-

Notes to Consolidated Financial Statements

contd...

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	DEPRECIATION ON INVESTMENT PROPERTIES	OTHER ITEMS	TOTAL DEFERRED TAX ASSETS
Balance as at April 1, 2020	88.55	0.07	345.03
Recognised in :			
Profit and Loss	30.40	(0.07)	(84.03)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2021	118.95	-	261.00
Recognised in :			
Profit and Loss	31.38	-	(17.91)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2022	150.33	-	243.09

Note -07 B

Movement in Deferred Tax Liabilities

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	DEPRECIATION ON PPE	OTHER ITEMS	TOTAL DEFERRED TAX LIABILITIES
Balance as at April 1, 2020	3.11	6.41	9.53
Recognised in :			
Profit and Loss	(0.68)	14.74	14.05
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2021	2.43	21.15	23.58
Recognised in :			
Profit and Loss	(0.99)	(16.92)	(17.91)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at March 31, 2022	1.44	4.23	5.67

Note -07 C

Unused Tax Losses & Credit not Recognised in Deferred Tax

(All amounts ₹ in lakhs unless stated otherwise)

Unused Tax Losses & Tax Credit not Recognised	As at March 31, 2022	As at March 31, 2021
Long Term Capital Loss not recognised	22.00	46.63
Expiry Year	Up to FY 2026-27	Up to FY 2026-27
MAT Credit not Recognised	862.62	862.62
Expiry Year	Up to FY 2024-25	Up to FY 2024-25

Note -08

(All amounts ₹ in lakhs unless stated otherwise)

INVENTORIES	As at March 31, 2022	As at March 31, 2021
Opening stock in trade (Commercial Real Estate)	11356.16	9296.66
Additions during the year	-	2059.50
Closing Stock in trade (Commercial Real Estate)	11356.16	11356.16

Notes to Consolidated Financial Statements

Note -09

(All amounts ₹ in lakhs unless stated otherwise)

TRADE RECEIVABLES	As at March 31, 2022	As at March 31, 2021
Considered Good - Secured	-	-
Considered Good - Unsecured:	56.69	59.17
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Gross Trade Receivables	56.69	59.17
Impairment Allowance :		
- Unsecured, Considered Good	-	-
Total Impairment Allowance	-	-
Net Trade Receivables	56.69	59.17

- a) No trade or other receivable are due from directors or officers of company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivables (Current) Ageing Schedule as at March 31, 2022:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	56.69	-	-	-	-	56.69
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	56.69	-	-	-	-	56.69
Less: Allowance for Expected Credit Loss (ECL)	-	-	-	-	-	-	-
Less: Allowance for significant increase in credit risk	-	-	-	-	-	-	-
Total Trade Receivables	-	56.69	-	-	-	-	56.69

Trade Receivables (Current) Ageing Schedule as at March 31, 2021:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	13.77	-	45.40	-	-	59.17
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	13.77	-	45.40	-	-	59.17
Less: Allowance for Expected Credit Loss (ECL)	-	-	-	-	-	-	-
Less: Allowance for significant increase in credit risk	-	-	-	-	-	-	-
Total Trade Receivables	-	13.77	-	45.40	-	-	59.17

Notes to Consolidated Financial Statements

Note -10

(All amounts ₹ in lakhs unless stated otherwise)

CASH & CASH EQUIVALENTS	As at March 31, 2022	As at March 31, 2021
Cash in Hand		
- Cash in Hand	0.07	0.22
Bank Balances		
- Balances with Banks in Current Account	4.89	4.65
- Flexi Deposits up to 3 months Original Maturity *	0.03	0.38
Total	4.99	5.25
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	-	0.35

Note -11

(All amounts ₹ in lakhs unless stated otherwise)

BANK BALANCE OTHER THAN ABOVE	As at March 31, 2022	As at March 31, 2021
Other Bank Balances		
- Fixed Deposits having Original Maturity more than 3 months. *	18.66	17.47
Total	18.66	17.47
* Includes Fixed Deposits with Banks under Lien against bank guarantees issued.	18.66	17.47

Note -12

(All amounts ₹ in lakhs unless stated otherwise)

OTHER FINANCIAL ASSETS	As at March 31, 2022	As at March 31, 2021
Accrued Interest on		
- Electricity Security Deposit	0.46	0.53
- Bank Deposits	0.48	0.59
Total	0.94	1.12

Note -13

(All amounts ₹ in lakhs unless stated otherwise)

CURRENT TAX ASSETS (NET)	As at March 31, 2022	As at March 31, 2021
Advance Income Tax (Net of Provision)	83.82	125.78
Total	83.82	125.78

Note -14

(All amounts ₹ in lakhs unless stated otherwise)

OTHER CURRENT ASSETS	As at March 31, 2022	As at March 31, 2021
Advance to Employees	1.68	2.95
Other Advances & Recoverable	4.43	0.79
Prepaid Expenses	3.14	4.23
Total	9.25	7.97

Notes to Consolidated Financial Statements

Note -15

(All amounts ₹ in lakhs unless stated otherwise)

EQUITY SHARE CAPITAL	As at March 31, 2022		As at March 31, 2021	
	NUMBER	(₹)	NUMBER	(₹)
Authorised:				
Equity Shares of ₹ 5/- each	10,00,00,000	5,000.00	10,00,00,000	5,000.00
Issued, subscribed and paid up:				
Fully paid up Equity Shares of ₹5/- each	3,87,27,190	1,936.36	3,87,27,190	1,936.36
Total	3,87,27,190	1,936.36	3,87,27,190	1,936.36

Note -15 A

EQUITY SHARE CAPITAL	As at March 31, 2022		As at March 31, 2021	
	NUMBER	(₹ in lakhs)	NUMBER	(₹ in lakhs)
Shares outstanding at the beginning of the year	3,87,27,190	1,936.36	1,93,63,595	1,936.36
Add : Equity Shares arising on shares split from ₹ 10/- to ₹ 5/- per Share during the year.	-	-	1,93,63,595	-
Shares outstanding at the end of the year	3,87,27,190	1,936.36	3,87,27,190	1,936.36

Note -15 B Shareholders holding more than 5% of fully paid-up equity shares:

NAME	As at March 31, 2022		As at March 31, 2021	
	NO. OF SHARES	%	NO. OF SHARES	%
Equity shares of ₹ 5/- each fully paid up				
Bahubali Services Private Limited	81,89,600	21.15	81,89,600	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	45,43,730	11.73	45,43,730	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	19,62,000	5.07	19,62,000	5.07

Note -15 C Promoter's Shareholding as at March 31, 2022 and percentage change in shareholding during the year as compared to previous year is as follows:

Name	Category (Promoter or Promoter Group)	Number of Shares As at 31.03.2022	% of total shares	% change during the year	Number of Shares As at 31.03.2021
Ishan Verma	Promoter	2,00,000	0.516	-	2,00,000
Arti Gupta	Promoter	19,62,000	5.066	-	19,62,000
Anjali Gupta	Promoter	14,68,974	3.793	-	14,68,974
Shradha Gupta	Promoter	2,00,000	0.516	-	2,00,000
Arun Mitter	Promoter	31,464	0.081	-	31,464
Ved Prakash Gupta HUF	Promoter	4,00,696	1.035	-	4,00,696
Sumana Verma	Promoter	10,00,000	2.582	-	10,00,000
Shravan Gupta	Promoter	2,62,178	0.677	-	2,62,178
Siddharth Gupta	Promoter	2,74,778	0.710	-	2,74,778
Saiesha Gupta	Promoter	2,00,000	0.516	-	2,00,000

Notes to Consolidated Financial Statements

Rajiv Gupta	Promoter	45,43,730	11.733	-	45,43,730
Krishnav Verma	Promoter	2,00,000	0.516	-	2,00,000
Neeru Aggarwal	Promoters Group	2,80,168	0.723	-	2,80,168
Uma Aggarwal	Promoters Group	89,906	0.232	-	89,906
Punam Aggarwal	Promoters Group	22,254	0.057	-	22,254
Sharad Aggarwal HUF	Promoters Group	2,66,240	0.687	-	2,66,240
Associated Traders And Engineers Private Limited	Promoters Group	6,96,020	1.797	-	6,96,020
Grosvenor Estates Private Limited	Promoters Group	4,40,000	1.136	-	4,40,000
MGF Estates Pvt Ltd	Promoters Group	8,26,746	2.135	-	8,26,746
Ram Prakash & Co Pvt Limited	Promoters Group	22,37,383	5.777	1.36	17,08,993
GEE GEE Holdings Pvt Ltd	Promoters Group	18,67,580	4.822	-	18,67,580
India Lease Development Limited	Promoters Group	10,80,000	2.789	-	10,80,000
Bahubali Services Private Ltd	Promoters Group	81,89,600	21.147	-	81,89,600
TOTAL :		2,67,39,717	69.05	1.36	2,62,11,327

Note -15 D

- (i) The Company has one class of equity shares having a par value of ₹ 5 per Share (previous year ₹ 5). Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend(if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
- (ii) The Company has not issued any fresh equity shares in last 5 years.

Note -16

Reserves and Surplus

(All amounts ₹ in lakhs unless stated otherwise)

OTHER EQUITY	As at March 31, 2022	As at March 31, 2021
Capital Reserve	6.10	6.10
Securities Premium	888.41	888.41
Revaluation Reserve	2,595.38	2,595.38
General Reserve	4,887.27	4,887.28
Retained Earnings	(2,671.49)	(2,454.97)
Other Comprehensive Income	(28.69)	(38.97)
Total	5,676.98	5,883.23

Note -16 A

Nature and purpose of Other Reserves

CAPITAL RESERVE

The reserve was created on merger of companies under common control.

SECURITIES PREMIUM

The amount received in excess of Par Value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve.

Notes to Consolidated Financial Statements**REVALUATION RESERVE**

When the value of fixed assets is written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets.

GENERAL RESERVE

General Reserve represents the Statutory Reserve, this is in accordance with Corporate law wherein a portion of profit is apportioned to General Reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declare dividend, however under Companies Act, 2013 transfer of any amount to General Reserve is at the discretion of the Company.

RETAINED EARNINGS

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

OTHER COMPREHENSIVE INCOME

Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income.

Note -17

(All amounts ₹ in lakhs unless stated otherwise)

Financial Liabilities	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Borrowings				
Unsecured :				
From Bank				
Bank overdraft *	-	288.93	-	383.11
Total	-	288.93	-	383.11
Current Maturities of Long Term Borrowings	-	-	-	-
Total	-	288.93	-	383.11

Note -17 A

* Two directors of the company have pledged units of mutual funds in their personal name for overdraft facility availed by the company. This Bank Overdraft is repayable on demand and carry the rate of interest of 8.10 % per annum.

Note -17 B Funds raised on short term basis have not been utilised for long term purposes and spent for the purpose it were obtained.

Note -18

(All amounts ₹ in lakhs unless stated otherwise)

OTHER FINANCIAL LIABILITIES	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Security Deposits	190.34	18.50	170.69	18.50
Bank book overdraft	-	16.69	-	12.11
Advances from Others	-	27.24	-	27.29
Advances from related parties*	-	5,696.70	-	5557.00
Other liabilities	-	196.81	-	199.53
Total	190.34	5,955.94	170.69	5814.43

* For Advances from Related Parties refer Note No. 33

Notes to Consolidated Financial Statements

Note -19

(All amounts ₹ in lakhs unless stated otherwise)

OTHER LIABILITIES	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Statutory dues	-	14.44	-	11.78
Advance against sale of property	3510.00	-	3510.00	-
Advance Revenue on Security Deposit	76.33	-	94.47	-
Total	3586.33	14.44	3604.47	11.78

Note -20

(All amounts ₹ in lakhs unless stated otherwise)

PROVISIONS	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Provisions for Employee Benefits :				
Compensated Absences	8.67	2.87	8.64	3.29
Gratuity	121.53	30.15	88.43	78.94
Total	130.20	33.02	97.07	82.23

For movements in each class of Provision during the Financial Year (Refer Note 20A & 20B)

Disclosure under Ind AS -37 on "Provisions, Contingent Liabilities and Contingent Assets":

Movement in Provisions

Note - 20 A

Movements in each class (Current & Non Current) of provision during the financial year, are set out below:

(All amounts ₹ in lakhs unless stated otherwise)

Particular	Compensated Absences	Gratuity
As at March 31, 2021	11.93	167.37
Provision made during the year	(0.39)	(15.69)
Less : Paid during the year	-	-
As at March 31, 2022	11.54	151.68

Note - 20 B

Disclosure Required under Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Defined Contribution Plan

(All amounts ₹ in lakhs unless stated otherwise)

Particular	As at March 31, 2022	As at March 31, 2021
Contribution to Employee's Provident Fund and Employee's Pension Scheme	17.18	16.92

Defined Benefit Plan

Gratuity (Unfunded)

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to get gratuity on superannuation, resignation, termination, disablement or on death in accordance with Gratuity Act 1972. The liability for the same is recognised on the basis of actuarial valuation.

Notes to Consolidated Financial Statements

a) The amounts recognized in the Balance Sheet is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Present value of obligations as at the end of year	151.68	167.37
Funded status	-	-
Net Assets/(Liability) recognized in balance sheet	151.68	167.37

b) Expense recognized in Statement of Profit and Loss is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Current Service Cost	4.93	5.68
Interest Cost on Defined Benefit Obligation	8.54	9.31
Expenses recognized in Statement of Profit and Loss	13.47	14.99

c) Expenses recognized in Other Comprehensive Income is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Actuarial (Gains)/Loss on Defined Benefit Obligation	(29.16)	(8.01)
Unrecognized actuarial (Gain)/Loss recognized in Other Comprehensive Income	(29.16)	(8.01)

d) Reconciliation of Opening and Closing balances of Defined Benefit Obligation is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Present Value of Obligations as at beginning of year	167.37	175.75
Interest Cost	8.54	9.31
Current Service Cost	4.93	5.68
Actuarial (Gains)/Losses arising from changes in Demographic Assumptions	(18.95)	-
Changes in Financial Assumptions	(6.12)	0.71
Experience Adjustments	(4.09)	(8.72)
Past Service Cost	-	-
Benefits Paid	-	(15.36)
Present value of obligations as at end of year	151.68	167.37

Notes to Consolidated Financial Statements

e) Actuarial Assumptions are as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Discount Rate	6.10%	5.10%
Expected rate of Future Salary Increase	4.00%	4.00%
Mortality rates	IALM (2012-14) ULT	IALM (2012-14) ULT
Retirement Age	Various	60
Ages	Withdrawal Rate	
Up to 30 Years	5%	5%
From 31 to 44 years	5%	5%
Above 44 years	5%	5%

Risks Associated with Plan Provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow:

Salary Risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
Interest Risk (Discount Rate risk)	A decrease in the bond interest rate (discount rate) will increase the plan liability
Mortality Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-14) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

f) Maturity Profile of Defined Benefit Obligation is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
(i) Weighted Average duration of the defined benefit obligation	5 yrs	3 yrs
(ii) Duration of defined benefit obligation		
Duration (Years)		
1	30.14	78.94
2	28.39	37.55
3	18.62	10.63
4	11.07	7.06
5	33.63	6.41
Above 5	29.83	26.78
Total	151.68	167.37

Notes to Consolidated Financial Statements

(iii) Duration of defined benefit payments

Duration (Years)

(All amounts ₹ in lakhs unless stated otherwise)

1	31.06	80.93
2	31.02	40.46
3	21.59	12.04
4	13.62	8.40
5	43.90	8.01
Above 5	57.31	39.56
Total	198.50	189.40

g) Summary of Membership Data:

Particulars	As at March 31, 2022	As at March 31, 2021
Number of Employees	19	19
Qualifying Monthly Salary for Gratuity in ₹	11.93	11.93
Average Past Service (Years)	32.21	31.21
Average Age (Years)	59.84	58.84
Average Outstanding Service of Employees up to Retirement (Years)	3.05	1.16

h) Major Categories of Plan Assets (as percentage of total plan assets) is as under:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Fund Managed by Insurer	-	-

i) Sensitivity analysis is as under:

Impact of the Change in Discount Rate:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Impact due to Increase of 1%	6.12	3.70
Impact due to Decrease of 1%	5.66	3.46

Impact of the Change in Salary Increase *:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Impact due to Increase of 1%	3.31	3.37
Impact due to Decrease of 1%	3.26	3.20

*Changes in Defined Benefit Obligation due to 1% Increase/Decrease in Mortality Rate, if all other assumptions remain constant is negligible.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Notes to Consolidated Financial Statements

Note -21

(All amounts ₹ in lakhs unless stated otherwise)

INCOME	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Value of Services		
Rent from Immovable Properties	417.51	211.38
Total	417.51	211.38

Note -21 A

Disclosure as required under IND AS 115 “ Revenue from contract with Customers” are given below:

Disaggregation of Revenue

Since the company operates in single segment of leasing and development of premises all reported revenue is for that segment only.

Trade Receivables from Contracts are separately shown in Note No. 09

There is no difference in recognition of Revenue due to Variable Considerations

Note -22

(All amounts ₹ in lakhs unless stated otherwise)

OTHER INCOME	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Dividend Income	0.01	-
Interest Received (Gross)		
- Fixed deposits with banks	1.04	1.16
- Others	1.65	16.42
Interest income on Unwinding of Financial Instruments	18.14	17.58
Miscellaneous income	167.14	120.50
Credit balances written back	-	114.47
Compensation Received	-	6.35
Old interest claim received upon settlement	21.00	-
Total	208.98	278.47

Note -23

(All amounts ₹ in lakhs unless stated otherwise)

EMPLOYEE BENEFITS EXPENSE	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Salaries and Incentives (see note 23A below)	211.34	219.76
Contributions to Provident and Other Fund	17.60	17.36
Staff Welfare Expenses	15.02	15.62
Total	243.96	252.74

Note -23 A The Remuneration of Key Managerial Personnel's including Chairman-cum-Managing Director, Functional Directors and Company Secretary included in various schedules to Statement of Profit & Loss is as under:-

(All amounts ₹ in lakhs unless stated otherwise)

REMUNERATION OF KEY MANAGERIAL PERSONNELS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Salaries and Incentives	97.85	98.59
Director's Meeting Fees	0.95	1.05
Contribution to provident and other funds	8.90	8.53
Total	107.70	108.17

For Related Party Disclosures refer Note No. 33

Notes to Consolidated Financial Statements**Note -24**

(All amounts ₹ in lakhs unless stated otherwise)

FINANCE COSTS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Interest Others	28.33	35.80
Interest Expenses on Unwinding of Financial Instruments	19.65	26.53
Total	47.98	62.33

Note -25

(All amounts ₹ in lakhs unless stated otherwise)

DEPRECIATION AND AMORTIZATION EXPENSE	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Depreciation on PPE	19.46	22.90
Depreciation on Investment Properties	121.86	105.46
Total	141.32	128.36

Note -26

(All amounts ₹ in lakhs unless stated otherwise)

OTHER EXPENSES	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Rent	42.58	40.89
Legal and professional charges	90.63	73.01
Power and fuel	38.17	42.85
Travelling and conveyance	46.31	38.81
Communication	5.32	4.92
Printing & stationary	1.42	2.49
Bank charges	0.16	0.74
General expenses	34.90	43.87
Donation	-	0.20
Payments to auditors (see note 26A below)	7.45	7.63
Repair and maintenance - Building	2.99	4.81
Repair and maintenance - Others	53.79	62.92
Insurance	6.88	6.89
Rates and taxes	100.11	107.57
Bad Debts Written off	-	1.33
Property, Plant and Equipment written off	7.76	6.79
Loss on sale of Property, Plant and Equipment	-	0.48
Impairment in Investment	(15.97)	(231.09)
Miscellaneous expenses	12.08	18.01
Total	434.58	233.12

Note -26 A

(All amounts ₹ in lakhs unless stated otherwise)

PAYMENT TO AUDITORS (Net of GST)	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Audit fee	3.25	3.25
Tax Audit	0.75	0.75
Other Services	3.14	3.30
Out of Pocket Expenses	0.31	0.33
Total	7.45	7.63

Note -27

(All amounts ₹ in lakhs unless stated otherwise)

TAX EXPENSES	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Tax expense comprises of:		
Current Income Tax	-	-
Deferred Tax	-	-
Taxation in Respect of Earlier Year	-	-
Total	-	-

Note -27 A The major components of Income Tax Expense and the reconciliation of Expected Tax Expense based on the Domestic Effective Tax Rate of the Company and the reported Tax Expense in Profit or Loss are as follows:

(All amounts ₹ in lakhs unless stated otherwise)

TAX RECONCILIATION	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Accounting Profit before Tax from Continuing Operations		
India Statutory Income Tax Rate	25.75%	25.75%
Accounting Profit before Income Tax	(245.66)	(187.37)
Expenses not deductible (allowable) in calculating taxable income	161.76	70.20
Income Chargeable under Other Income Heads	(417.51)	(211.38)
Expenses allowed under Income Tax	57.60	(63.91)
Income from House Property (Net)	249.03	103.69
Adjustment in Long Term Capital Gain/ (Loss)		
Net Taxable Income *	(194.78)	(288.77)
Income Tax at Taxable Income	-	-
Tax in respect of Earlier Years	-	-
Deferred Tax (Asset)/ Liability	-	-
Tax Expense	-	-
Effective Income Tax Rate applicable	NIL	NIL

* Net Taxable Income for current year is calculated on the basis of draft Income Tax Computation, which may change at the time of final submission of Income Tax Return at a later date.

Notes to Consolidated Financial Statements

Note -28

(All amounts ₹ in lakhs unless stated otherwise)

OTHER COMPREHENSIVE INCOME	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Items that will not be reclassified to profit or loss :		
Re-measurement gains/ (losses) on defined benefit plans	29.16	8.01
Net (loss)/gain on FVTOCI equity securities	2.85	1.27
Income tax effect of the above	-	-
Share of other Comprehensive Income of Associates Accounted for using Equity method	7.40	41.44
Items that will be reclassified to profit or loss:		
Exchange differences on translation of foreign operations	-	-
Income tax effect	-	-
Total	39.41	50.72

Note -29

(All amounts ₹ in lakhs unless stated otherwise)

EARNINGS PER EQUITY SHARE	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Profit attributable to Equity Share Holders for basic Earnings	(245.66)	(187.37)
Profit attributable to Equity Share Holders adjusted for the effect of dilution	(245.66)	(187.37)
Earnings per Equity Share (for continuing operation):		
(1) Basic (in ₹)	(0.63)	(0.49)
(2) Diluted (in ₹)	(0.63)	(0.49)

Note -29 A

WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED AS DENOMINATOR	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Number of Equity shares at the beginning of the year	3,87,27,190	1,93,63,595
Add: Weighted average number of equity shares issued during the year on split from ₹ 10/- to ₹ 5/- per share	-	1,93,63,595
Weighted average number of Equity shares for Basic EPS (₹)	3,87,27,190	3,87,27,190
Weighted average number of Equity shares for Basic EPS (₹) after split of shares	3,87,27,190	3,87,27,190
Add/(Less): Adjustments for elimination of shares for Cross Holding between Parent Company and Associates	(3,36,927)	(3,36,927)
Weighted average number of equity shares for Diluted EPS (₹)	3,83,90,263	3,83,90,263
Par Value per Equity Share (₹)	5	5

Notes to Consolidated Financial Statements

Note -30

(All amounts ₹ in lakhs unless stated otherwise)

CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at March 31, 2022	As at March 31, 2021
(I) (a) Claims against Company not acknowledged as debt		
- Employee's State Insurance Corporation	74.76	74.76
- Disputed demands related to Property Tax	224.93	224.93
(b) Guarantees excluding financial guarantees		
- To Sale Tax & Others	3.04	3.04
(c) Other money for which Company is contingently liable	-	-
(II) Commitments shall be classified as		
- Other Commitments	-	-
Total	302.73	302.73

Note -31

DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD (IND AS) 108 "OPERATING SEGMENTS"

The Company's business activities predominantly relate to Rental/ Leasing of premises. Accordingly revenue from the Rental/ leasing of Immovable Property comprises the primary basis of segmental reporting.

Geographical Information

The operations of the Company are mainly carried out within the country and therefore, geographical segments are not disclosed.

Information about major customers

Four Customers of Company (previous Year Four Customers) accounted for 10% or more of revenue during financial year ending 31st March 2022 and 31st March 2021.

Revenue from these customers contribute 98.88 % of total revenue (Previous Year 98.03% of total revenue) of Company.

Note -32

LEASES

COMPANY AS LESSEE

Disclosure as required as per Ind AS 116

(All amounts ₹ in lakhs unless stated otherwise)

AMOUNTS RECOGNISED IN PROFIT AND LOSS ACCOUNT	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Lease payments not recognised as a liability		
- Variable lease payments not included in the measurement of lease liabilities	-	-
- Expenses relating to short-term leases	38.11	36.43
- Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	4.47	4.46
Total	42.58	40.89

(All amounts ₹ in lakhs unless stated otherwise)

AMOUNTS RECOGNISED THE STATEMENT OF CASH FLOWS	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Total cash outflow for leases	42.58	40.89

Notes to Consolidated Financial Statements**FUTURE LEASE COMMITMENTS**

The Total Future cash outflow for leases that had not yet commenced: ₹ Nil

COMPANY AS LESSOR

The Company has entered into operating leases on its Investment Property, Portfolio consisting of certain office and manufacturing buildings. These leases have terms of between five and 20 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.

For future minimum rentals receivable under non-cancellable operating leases as at 31st March, 2022 refer Note 4B

(All amounts ₹ in lakhs unless stated otherwise)

INCOME RECOGNISED IN PROFIT AND LOSS ACCOUNT	For the year ended on March 31, 2022	For the year ended on March 31, 2021
- Variable Lease payments that do not depend on an index or a rate	-	-
- Lease Income from Operating Lease	417.51	211.38
Total	417.51	211.38

Note -33

The Related party disclosures as per Ind AS - 24 "Related Party Disclosures" :

<p>a) Name of Related Parties:</p> <p>Under Common Control Bahubali Services Private Limited MGF Estates Private Limited Ram Prakash & Co. Private Limited Grosvenor Estates Private Limited GEE GEE Holdings Private Limited MGF Securities Private Limited Associated Traders & Engineers Private Limited Cards Services India Private Limited</p> <p>Post employee benefit plan for the benefitted employees The Motor & General Finance Limited Staff Provident Fund Trust</p> <p>Associate Companies India Lease Development Limited (Holding 31.35% Equity Shares) Jayabharat Credit Limited (Holding 43.45% Equity Shares)</p>	<p>Key Managerial Personnels (KMP) Shri Rajiv Gupta (Chairman & Managing Director & Chief Executive Officer) Smt Arti Gupta (Joint Managing Director) Shri Arun Mitter (Executive Director) Shri M.K. Madan (Vice President & Company Secretary) Shri O.N. Aggarwal (Non executive Independent Director) Shri Bharat Kumar (Non executive Independent Director) Shri Karun Pratap Hoon (Non executive Independent Director)</p>
<p>Enterprises over which KMP are able to exercise significant influence Nil</p>	

b) Transactions with related parties for the year ended March 31, 2022:

(All amounts ₹ in lakhs unless stated otherwise)

NATURE OF TRANSACTION	March 31, 2022	March 31, 2021
Nature of Transaction :		
Advance Received during the year		
Under Common Control		
Gee Gee Holdings Private Limited	-	195.00
Ram Prakash & Co Private Limited	201.20	3023.25
	201.20	3218.25

Notes to Consolidated Financial Statements

Advance Received earlier Repaid during the year		
Under Common Control		
Gee Gee Holdings Private Limited	-	195.00
Ram Prakash & Co Private Limited	61.50	38.25
	61.50	233.25
Advances Received outstanding balance as on the year end		
Under Common Control		
Gee Gee Holdings Private Limited	-	-
Ram Prakash & Co Private Limited	5696.70	5557.00
	5696.70	5557.00
Inter corporate Deposits Received during the year		
An Associate Company		
India Lease Development Limited	350.00	-
Inter corporate Deposits repaid during the year		
An Associate Company		
India Lease Development Limited	350.00	-
Interest paid on Inter Corporate Deposits		
An Associate Company		
India Lease Development Limited	17.11	-
Sale of Shares		
Ram Prakash & Co Private Limited	5.63	-
Directors Sitting Fees		
Shri Bharat Kumar	0.35	0.40
Shri O.N. Aggarwal	0.30	0.30
Shri Karun Pratap Hoon	0.30	0.35
	0.95	1.05
Defined Benefit Obligation for Compensated Absences for Key Managerial Personnel		
Shri M. K. Madan	1.26	1.26
Defined Benefit Obligation for Gratuity Benefit for Key Managerial Personnel		
Shri Rajiv Gupta	15.89	20.00
Smt. Arti Gupta	12.19	15.00
Shri Arun Mitter	11.33	18.22
Shri M. K. Madan	12.27	12.36
	51.68	65.58
Post employee benefit plan for the benefitted employees		
The Motor & General Finance Limited Staff Provident Fund Trust	16.67	15.04
Remuneration		
Key Managerial Personnel		
Shri Rajiv Gupta	30.57	31.00
Smt. Arti Gupta	28.68	28.74
Shri Arun Mitter	32.08	32.00
Shri M. K. Madan	15.42	15.38
	106.75	107.12

Non Financial Transactions

- (i) Shri Rajiv Gupta and Smt Arti Gupta have pledged units of mutual funds in their personal name for overdraft facility availed by the company.

Other Information

- (i) Disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed.
- (ii) Transport, Travelling and Motor Car Expenses include ₹ 0.45 lac (Previous Year ₹ Nil) for Directors Travelling.
- (iii) All outstanding balances pertaining to loans and security deposits with related parties are at fair value.
- (iv) As the amount for gratuity and Leave encashment are provided on actuarial basis for the company as a whole, the amount pertaining to the KMP and relatives of KMP are not included in their remuneration.
- (v) Transactions with Related parties are made on terms equivalent to those that prevail in arms' length transactions.

Notes to Consolidated Financial Statements

Note -34

FAIR VALUE MEASUREMENTS

The carrying amounts of Financial Assets and Financial Liabilities in each category are as follows:

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	NOTE REFERENCE	March 31, 2022				March 31, 2021			
		FVPL	FVOCI	AMORTIZED COST	FAIR VALUE	FVPL	FVOCI	AMORTIZED COST	FAIR VALUE
Financial Assets									
Investments	05	582.10	-	-	728.72	648.96	2.78	-	661.74
Security deposits Paid	06	-	-	39.32	39.32	-	-	35.25	35.25
Trade receivables	09	-	-	56.69	56.69	-	-	59.17	59.17
Cash and Bank Balances	10	-	-	4.99	4.99	-	-	5.25	5.25
Other Bank Balances	11	-	-	18.66	18.66	-	-	17.47	17.47
Other Financial Assets	12	-	-	0.94	0.94	-	-	1.12	1.12
Total financial assets		582.10	-	120.60	849.32	648.96	2.78	118.26	770.00
Financial Liabilities									
Borrowings	17	288.93	-	-	288.93	383.11	-	-	383.11
Security Deposits & Advance									
Revenue on Security Deposits	18 & 19	-	-	285.17	242.83	-	-	265.16	275.82
Other Financial Liabilities	18	-	-	5955.94	5955.94	-	-	5814.43	5814.43
Total financial liabilities		288.93	-	6241.11	6487.70	383.11	-	6079.59	6473.36

The carrying amount of Trade Receivables, Cash & Cash Equivalent, Security Deposits Paid, Other Bank Balances, Other Financial Liabilities & Other Financial Assets are considered to be the same as their Fair Values due to their short term nature.

The carrying amount of the Financial Assets and Liabilities carried Amortised Cost is considered a reasonable approximation of Fair Value.

Notes to Consolidated Financial Statements

Note -35

FAIR VALUE HIERARCHY

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(All amounts ₹ in lakhs unless stated otherwise)

Financial assets and liabilities measured at fair value - recurring fair value measurements as on March 31, 2022	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	582.10	-	-	582.10
Investments property	4C	-	-	7333.33	7333.33

(All amounts ₹ in lakhs unless stated otherwise)

Financial assets and liabilities measured at fair value - recurring fair value measurements as on March 31, 2021	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	565.82	-	-	565.82
Investments property	4C	-	-	10180.16	10180.16

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: The fair value of Financial Instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Company's policy is to recognize transfers into and transfer out of fair value hierarchy levels as at the end of the reporting period.

Note -36

FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices, act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

36.1. MARKET RISK

The Company's size and operations result in its being exposed to the following market risks that arise from its use of financial instruments:

- Price Risk;
- Interest Rate Risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

36.1.1. PRICE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the price risk due to its investment in Equity Shares & Mutual Funds. The price risk arises due to uncertainties about the future market values of these investments.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in Equity Shares & Mutual Funds.

The majority of investments of the Company are publicly traded and listed in BSE Index. Carrying amounts of the Company's investment in Equity Shares at the end of the reporting period are given in Note No. 5.

Notes to Consolidated Financial Statements

36.1.2. PRICE RISK - SENSITIVITY TO RISK

The following tables demonstrate the sensitivity to a reasonably possible change in equity index where investments of the Company are listed. The impact on the company profit before tax is due to changes in the BSE Index.

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	IMPACT ON PROFIT AFTER TAX		IMPACT ON OTHER COMPONENTS OF EQUITY AFTER TAX	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
BSE Index Increase by 5%	29.11	28.08	-	0.14
BSE Index Decrease by 5%	(29.11)	(28.08)	-	(0.14)

36.1.3. INTEREST RATE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the interest rate risk due to its investment in term deposits with banks. The Company invests in term deposits for a period of up to one year. Considering the short-term nature, there is no significant interest rate risk pertaining to these deposits.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and term deposits. The Company's fixed rate borrowings and deposits are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate of borrowings.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings	288.93	383.11
Fixed rate borrowings	-	-
Total borrowings	288.93	383.11

36.1.4. INTEREST RATE RISK – SENSITIVITY

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	IMPACT ON PROFIT AFTER TAX ON INCREASE		IMPACT ON PROFIT AFTER TAX ON DECREASE	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Interest Rate – Increase/ Decrease by 50 basis point (50 bps)	0.14	0.18	(0.14)	(0.18)

36.2. CREDIT RISK

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities (primarily trade receivables and also from its investing activities including deposits with banks and cash and cash equivalents).

In respect of its investments, the Company aims to minimize its financial credit risk through the application of risk management policies. Credit limits are set based on a counterparty value. The methodology used to set the list of counterparty limits includes, counterparty Credit Ratings (CR) and sector exposure. Evolution of counterparties is monitored regularly, taking into consideration CR and sector exposure evolution. As a result of this review, changes on credit limits and risk allocation are carried out.

For financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by international credit-rating agencies. Defined limits are in place for exposure to individual counterparties in case of mutual funds schemes and bonds. The carrying value of the financial assets other than cash represents the maximum credit exposure.

Notes to Consolidated Financial Statements

None of the Company's cash equivalents, including flexi deposits with banks, are past due or impaired.

Trade receivables are subject to credit limits, controls & approval processes. These terms and conditions are determined on a case to case basis with reference to the customer's credit quality and prevailing market conditions. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. Due to large geographical base & number of customers, the Company is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances & the historical experience of the group. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The Company assesses and manages credit risk of Financial Assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of Financial Assets.

A: Low Credit Risk

B: Moderate Credit Risk

C: High Credit Risk

The Company provides for Expected Credit Loss based on the following:

ASSET GROUP	BASIS OF CATEGORISATION	PROVISION FOR EXPENSES CREDIT LOSS
Low Credit Risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	12 month expected credit loss
Moderate Credit Risk	Trade Receivables	Life time expected credit loss
High Credit Risk	Trade Receivables and other Financial Assets	Life time expected credit loss or fully provided for

(All amounts ₹ in lakhs unless stated otherwise)

CREDIT RATING	PARTICULARS	As at March 31, 2022	As at March 31, 2021
A: Low credit risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	23.65	22.72
B: Moderate credit risk	Trade Receivables	56.69	59.16
C: High credit risk	-	-	-

A: Low Credit Risk

As at March 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	4.99	-	4.99
Other Bank Balances	11	18.66	-	18.66

As at March 31, 2021

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	5.25	-	5.25
Other Bank Balances	11	17.47	-	17.47

Notes to Consolidated Financial Statements

B: Moderate Credit Risk

As at March 31, 2022

(All amounts ₹ in lakhs unless stated otherwise)

AGEING	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Trade Receivable	9	56.69	-	56.69
Other Financial Assets	6 & 12	40.26	-	40.26

As at March 31, 2021

(All amounts ₹ in lakhs unless stated otherwise)

AGEING	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Trade Receivable	9	59.17	-	59.17
Other Financial Assets	6 & 12	36.37	-	36.37

C: High Credit Risk : NIL

36.3. LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2022 and 31st March, 2021.

Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

(All amounts ₹ in lakhs unless stated otherwise)

As at March 31, 2022	UNDISCOUNTED AMOUNT			
	CARRYING AMOUNT	PAYABLE WITHIN 1 YEAR	MORE THAN 1 YEARS	TOTAL
Borrowings	288.93	288.93	-	288.93
Other current financial liabilities	5955.94	5955.94	-	5955.94
Other non current financial liabilities	190.34	-	190.34	190.34

(All amounts ₹ in lakhs unless stated otherwise)

As at March 31, 2021	UNDISCOUNTED AMOUNT			
	CARRYING AMOUNT	PAYABLE WITHIN 1 YEAR	MORE THAN 1 YEARS	TOTAL
Borrowings	383.11	383.11	-	383.11
Other current financial liabilities	5814.43	5814.43	-	5814.43
Other non current financial liabilities	170.69	-	170.69	170.69

Notes to Consolidated Financial Statements**36.3.1.CURRENT & LIQUID RATIO**

The following table shows the Ratio analysis of the Company for respective periods

PERIOD	CURRENT RATIO	LIQUID RATIO
As at March 31, 2022	1.83	0.01
As at March 31, 2021	1.84	0.01

36.3.2.COLLATERAL

The company has not given any collateral for the borrowings. Two directors of the company have pledged units of mutual funds in their personal name for overdraft facility availed by the company.

Note -37**CAPITAL MANAGEMENT****37.1. RISK MANAGEMENT**

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short term investments.

The Company monitors capital using gearing ratio, which is net debt divided by total capital. The Company's policy is to keep the Gearing Ratio within 30%.

(All amounts ₹ in lakhs unless stated otherwise)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Debt @	288.93	383.11
Cash and bank balances	23.65	22.72
NET DEBT	265.28	360.39
Equity Share Capital	1936.36	1,936.36
Other Equity	5676.98	5883.23
TOTAL EQUITY	7613.34	7,819.59
GEARING RATIO (NET DEBT TO EQUITY RATIO)	3.48%	4.61%

@ Debt is defined as long-term and short-term borrowings (excluding derivative and contingent consideration).

Note - 38**Interest in Other Entities****Associates**

Set out below are the associates of the Company as at 31st March, 2022 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of equity shares, which are held directly by the Company. The country of incorporation and their principal place of business is India, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of Entity	Functional Currency	Ownership Interest held by the Company		Relationship
		As at March 31, 2022	As at March 31, 2021	
India Lease Development Limited	₹	31.35%	31.35%	Associate
Jayabharat Credit Limited	₹	43.45%	43.45%	Associate

Notes to Consolidated Financial Statements

- (a) No Dividend is received from any of the below mentioned entities.
 (b) Summarised Financial Information for Associate's is set out below:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	India Lease Development Limited		Jayabharat Credit Limited	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Non-Current Assets	1,080.60	584.98	97.53	101.44
Current Assets	26.49	782.99	6.27	4.54
Total Assets (A)	1,107.09	1,367.97	103.80	105.98
Non-Current Liabilities	30.12	298.23	5,801.30	5,693.56
Current Liabilities	8.22	10.86	31.86	54.60
Total Liabilities (B)	38.34	309.09	5,833.16	5,748.16
Net Assets C= (A-B)	1,068.75	1,058.88	(5,729.36)	(5,642.18)
Share of Parent Company in %	31.35%	31.35%	43.45%	43.45%
Share of Net Assets	335.05	331.96	(2,489.41)	(2,451.53)
a) Includes Cash and Cash Equivalents	6.59	771.56	-	-
b) Includes Financial Liabilities (excluding Trade and Other Payables and Provisions)	-	-	5,801.30	5,693.56

- (c) Summarised statement of Profit & Loss for Associates is set out below:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	India Lease Development Limited		Jayabharat Credit Limited	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Revenue	334.13	70.23	2.68	30.68
Profit from continuing operations	(13.75)	(2.13)	(87.19)	(77.79)
Other Comprehensive Income	23.61	132.20	-	-
Total Comprehensive Income	9.86	130.07	(87.19)	(77.79)
Dividend received during the year	-	-	-	-
Share of Parent Company	31.35%	31.35%	43.45%	43.45%
Share of Parent Company in Profit from continuing operations	(4.31)	(0.67)	(37.88)	(33.80)
Share of Parent Company in Other Comprehensive Income	7.40	41.44	-	-
Share of Parent Company in Total Comprehensive Income	3.09	40.78	(37.88)	(33.80)

Since Carrying value of Investment of Jayabharat Credit Limited, an associate of the Company, is already reduced to Nil in earlier years, no further loss is considered for consolidation under Equity method.

Notes to Consolidated Financial Statements

(d) Reconciliation of carrying amounts is set out below:

(All amounts ₹ in lakhs unless stated otherwise)

Particulars	India Lease Development Limited	Jayabharat Credit Limited
Closing Net Assets as at March 31, 2020	928.81	(5,564.39)
Capital Introduction	-	-
Total Comprehensive Income/ (Loss) for the year	130.07	(77.79)
Capital Distribution	-	-
Closing Net Assets as at March 31, 2021	1,058.88	(5,642.18)
Capital Introduction	-	-
Total Comprehensive Income/ (Loss) for the year	9.86	(87.19)
Capital Distribution	-	-
Closing Net Assets as at March 31, 2022	1,068.74	(5,729.37)
Share of Parent Company	31.35%	43.45%
Carrying Amount as at March 31, 2022	335.05	(2,489.41)
Fair Market Value of Shares as at March 31, 2022	582.10	146.63
Fair Market Value of Shares as at March 31, 2021	520.80	128.17

Note - 39

Additional Information in pursuant to Schedule III of the Companies Act, 2013

(All amounts ₹ in lakhs unless stated otherwise)

S. No	Name of the Entity	Ownership Interest	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
			As % of Consolidated net Assets	Amount	As % of consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
1	Parent	-	100.00	7,613.34	98.25	(241.35)	81.22	32.01	101.50	(209.34)
2	Subsidiaries	N.A	-	-	-	-	-	-	-	-
3	Non - Controlling Interest in All Subsidiaries	N.A	-	-	-	-	-	-	-	-
4	Associates	-	-	-	-	-	-	-	-	-
	Investments Accounted for using Equity Method	-	-	-	-	-	-	-	-	-
A	Indian									
a.)	India Lease Development Limited	31.35%	-	-	1.75	(4.31)	18.78	7.40	(1.50)	3.09
b.)	Jayabharat Credit Limited	43.45%	-	-	-	-	-	-	-	-
	TOTAL		100.00	7,613.34	100.00	(245.66)	100.00	39.41	100.00	(206.25)

Notes to Consolidated Financial Statements**Note -40****Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

(All amounts ₹ in lakhs unless stated otherwise)

S. No.	Name of Associates	India Lease Development Limited	Jayabharat Credit Limited
1	Latest Audited Balance Sheet Date	March 31, 2022	March 31, 2022
2	Date on which the Associate or Joint Venture was associated or acquired	November 6, 1994	April 1, 2002
3	Shares of Associates held by the Company on the year end	31.35%	43.45%
	Numbers	46,08,840	21,72,300
	Amount of Investment in Associates at face value	460.88	217.23
	Amount of Investment in Associates at cost	611.89	293.16
	Extent of Share in Profit / Loss	31.35%	43.45%
4	Description of how there is significant influence	Associate Company & Share in Profit / Loss more than 20%	
5	Reason why the Associates is not consolidated	N.A.	Due to Impairment in Value of Investment not consolidated
6	Net worth Attributable to Shareholding as per latest audited Balance Sheet	335.05	(2,489.41)
7	Profit / (Loss) for the year		
	(i) Considered in Consolidation	3.09	-
	(ii) Not Considered in Consolidation*	-	(37.88)

* Since Carrying value of Investment of Jayabharat Credit Limited, an associate of the Company, is already reduced to Nil in earlier years, no further loss is considered for consolidation under Equity method.

Name of Joint Ventures which are yet to commence operations:- Nil

Name of Joint Ventures which have been liquidated or sold during the year:- Nil

N.A. = Not Applicable

Note -41**Disclosure relating to dues outstanding to Micro and Small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006**

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 and the Companies Act, 2013, the outstanding Interest due thereon interest paid etc to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In absence of information about registration of the enterprises under the above Act, the required information could not be furnished.

Note -42**Corporate Social Responsibility**

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year.

Note -43**Other Significant Events**

The company has assessed the potential impact of COVID-19 on the carrying value of property, plant & equipment, investments and other current assets.

For recognition of revenue for the year ended March 31, 2022, management has considered certain concessions/relief/moratorium on rentals extended to its tenants/licensees considering the extended impact of the pandemic. Such concessions are determined based on various discussions concluded with tenants/licensees on case to case basis. Based on current estimates, management expects to recover the carrying amounts of the assets. The company will continue to closely monitor uncertainties arising of material changes to the future economic conditions.

Note -44**Other Significant Matter**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential

Notes to Consolidated Financial Statements

assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note -45. Additional regulatory information required by Schedule III**i. Details of Benami Property held**

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii. Willful Defaulter

Company has not been declared Willful defaulter by any bank or financial institution or government or any government authority.

iii. Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

iv. Compliance with approved scheme(s) of arrangements

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

v. Utilization of borrowed funds and share premium

A. The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

B. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

vi. Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

vii. Details of Crypto currency or Virtual currency

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

viii. Valuation of Property, Plant and Equipment, intangible asset and investment property

The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

ix. Registration of charges or satisfaction with Registrar of Companies:

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

x. Utilization of borrowings availed from banks and financial institutions:

The borrowings availed during the year by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

xi. The Company has not declared or paid dividend during the year 2021-2022.

Note -46

Previous year figures have been regrouped/rearranged wherever considered necessary,

RAJIV GUPTA

Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

**As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)**

(Santosh Kumar Jha)

Partner

Membership No. 532638

Place: New Delhi

Date: May 27, 2022

ARTI GUPTA

Joint Managing Director
DIN : 00023237

BHARAT KUMAR

Non Executive Independent
Director
DIN: 01090141

ARUN MITTER

Executive Director
DIN : 00022941

M.K. MADAN

Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

If undelivered, please return to :

The Motor & General Finance Limited

Regd. Off. : 'MGF House', 4/17-B, Asaf Ali Road

New Delhi - 110 002.