

MGF

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GSTIN : 07AAACT2356D2ZN

THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,

Regd. & H.O. : 4/17-B, ASAF ALI ROAD, NEW DELHI-110 002

DLI:CS:BSE:NSE:20

November 20,2020

The Secretary,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400001
Scrip Code:501343

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

Dear Sir,

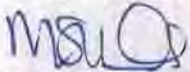
Re: Scrutinizer's Report

Further to our letter No.DLI:CS:BSE:NSE:20 dated November 19,2020, kindly be informed that in terms of Regulation 44(3) of SEBI(LODR) Regulations,2015, we enclose herewith Scrutinizer's Report issued by M/s Anjali Yadav & Associates, Practicing Company Secretaries (FCS No.6628 CP No.7257) in connection with the Electronic voting through Video Conferencing("VC")/Other Audio Visual Means ("OAVM") and remote e-voting process prior to AGM and e-voting during the AGM on the resolutions as detailed in the Notice convening 90th Annual General Meeting of the Company held on Thursday, the November 19,2020 for your information.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For THE MOTOR & GENERAL FINANCE LIMITED



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

CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman,

The Motor & General Finance Limited

MGF House, 4/17-B, Asaf Ali Road,

New Delhi-110002

Sir,

1. I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (Membership No. FCS 6628, C.P. No. 7257) has been appointed as Scrutinizer by the Board of Directors of The Motor & General Finance Limited. (the Company) for the purpose of :-
 - (i) Scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.
 - (ii) I was also appointed to scrutinize the electronic voting during the 90th Annual General Meeting of the Company held on Thursday, 19th November, 2020 at 11:30 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, Circulars issued by MCA and SEBI relating to conducting AGM through VC/OAVM and voting by electronic means for the resolutions contained in the notice of AGM dated 08th October, 2020 relating to remote e-voting prior to and e-voting during the AGM on the resolution(s) contained in the Notice of Annual General Meeting of the members of the Company.
3. My responsibility as a scrutinizer is restricted to prepare a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the said resolution(s) stated in the notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.



4. The AGM Notice dated **08th October, 2020**, convening the AGM, as confirmed by the Company was sent to the Shareholders on 26th October, 2020 through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020.
5. The members of the Company holding shares as on the "cut off" date i.e. **11th November, 2020** were entitled to vote on the resolution(s) as contained in the notice of AGM.
6. The Company had also provided e-voting facility to the shareholders presents at the AGM through VC/OVAM and who had not casted their vote through remote e-voting.
7. The voting period for remote e - voting commenced on Monday, 16th November, 2020 (9.00 a.m.) and ended on Wednesday, 18th November, 2020 (5.00 p.m.)
8. For the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted. Accordingly, Central Depository Services (India) Limited (CDSL), the remote e-voting agency provided us the names, DP ID & Client ID / folios and shareholding of the members who had casted their votes through remote e-voting.
9. After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes-cast under remote e-voting facility prior to the AGM were unblocked at 12:05 P.M. and counted.
10. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
11. Based on the data provided by Central Depository Services (India) Limited (CDSL) e-voting system, the total votes in "favour" or "against" all the resolutions proposed in the notice of AGM are as under:-



Ordinary Businesses:-

Resolution 1:- To receive, consider and adopt

The Standalone Audited Financial Statements of the company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.

(Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	4	796	0.00
Remote E-Voting	146	29082683	100.00
Total:	150	29083479	100.00

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	-	-	-
Remote E-Voting	-	-	-
Total:	-	-	-

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
-	-



Resolution 2:- To receive, consider and adopt

The Consolidated Audited Financial Statements of the company for the Financial Year ended March 31, 2020 together with the Report of the Auditors thereon.

(Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	4	796	0.00
Remote E-Voting	146	29082683	100.00
Total:	150	29083479	100.00

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	-	-	-
Remote E-Voting	-	-	-
Total:	-	-	-

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes.
-	-



Resolution 3:-

To authorize the Board to fix the remuneration of Auditors, in terms of provisions of Section 142 of the Companies Act,2013, for the financial year 2020-21.

(Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	4	796	0.00
Remote E-Voting	145	29082208	100.00
Total:	149	29083004	100.00

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	-	-	-
Remote E-Voting	1	475	0.00
Total:	1	475	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
-	-



Resolution 4:-

To appoint a Director in the place of Sh. Rajiv Gupta (DIN:00022964), Chairman & Managing Director, who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers himself for re-appointment.

(Ordinary Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	4	796	0.00
Remote E-Voting	140	21039522	100.00
Total:	144	21040318	100

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	-	-	-
Remote E-Voting	1	475	0.00
Total:	1	475	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
-	-



Resolution 5:-

Re-appointment of Sh. Onkar Nath Aggarwal (DIN: 00629878) Non Executive Independent Director.

(Special Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	4	796	0.00
Remote E-Voting	141	28270412	100.00
Total:	145	28271208	100.00

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	-	-	-
Remote E-Voting	-	-	-
Total:	-	-	-

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
-	-



Resolution 6:

Company's contribution to Bonafide and Charitable Funds, etc

(Special Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	4	796	0.00
Remote E-Voting	145	29082208	100.00
Total:	149	29083004	100.00

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	-	-	-
Remote E-Voting	1	475	0.00
Total:	1	475	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes
-	-



Resolution 7:

Related Party Transaction including Material Related Party Transactions

(Special Resolution)

(i) Voted in **favour** of the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	4	796	0.01
Remote E-Voting	134	7948756	99.98
Total:	138	7949552	99.99

(ii) Voted **against** the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
Voting through Electronic voting system during the Annual General Meeting	-	-	-
Remote E-Voting	2	477	0.01
Total:	2	477	0.01

(iii) **Invalid Votes:**

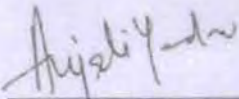
Total number of members whose votes were declared invalid	Total numbers of invalid votes
-	-



12. Related Party abstained from the voting on Resolution No. 4, 5 and 7 of the Notice of the 90th Annual General Meeting of the Company.
13. The electronic data, and all other relevant records relating to Remote e-voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of Annual General Meeting.

Thanking You,

Yours faithfully,



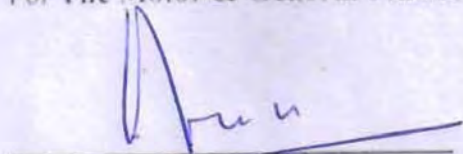
CS Anjali Yadav
(Scrutinizer)
C.P. No. 7257
Membership No. FCS 6628
PR. 629/2019
UDIN: F006628B001264643



Place: New Delhi

Date: November 20, 2020

Counter Signed by
For The Motor & General Finance Limited



(Arun Mitter)
Chairperson
Chairman of the Meeting



THE MOTOR AND GENERAL FINANCE LIMITED AGM 2020

Date of the AGM: 19 th Nov 2020

Total number of shareholders on record date: '7778' No. of Shares: '38727190'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :

Public :

No. of Shares:

No. of Shares:

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

1. To consider and adopt the Standalone Audited Financial Statements for the year ended March 31,2020 and the Report of the Directors and Auditors thereon.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		25710150	100.00	25710150	0	100.00	0.00
	Poll	25710150	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25710150	25710150	100.00	25710150	0	100.00	0.00
Public – Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1297280	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1297280	0	0.00	0	0	0.00	0.00
Public-Others	E-Voting		3372533	28.78	3372533	0	100.00	0.00
	Poll	11719760	796	0.01	796	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11719760	3373329	28.78	3373329	0	100.00	0.00
GRAND TOTAL		38727190	29083479	75.10	29083479	0	100.00	0.00

2. To consider and adopt the Consolidated Audited Financial Statements for the year ended March 31,2020 and the Report of the Auditors thereon.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		25710150	100.00	25710150	0	100.00	0.00
	Poll	25710150	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25710150	25710150	100.00	25710150	0	100.00	0.00
Public – Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1297280	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1297280	0	0.00	0	0	0.00	0.00
Public-Others	E-Voting		3372533	28.78	3372533	0	100.00	0.00
	Poll	11719760	796	0.01	796	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11719760	3373329	28.78	3373329	0	100.00	0.00
GRAND TOTAL		38727190	29083479	75.10	29083479	0	100.00	0.00



3. To fix the remuneration of the Auditors in terms of provision of Section 142 of the Companies Act,2013 for F.Y.2020-2021

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		25710150	100.00	25710150	0	100.00	0.00
	Poll	25710150	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25710150	25710150	100.00	25710150	0	100.00	0.00
Public – Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1297280	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1297280	0	0.00	0	0	0.00	0.00
Public-Others	E-Voting		3372533	28.78	3372058	475	99.99	0.01
	Poll	11719760	796	0.01	796	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11719760	3373329	28.78	3372854	475	99.99	0.01
GRAND TOTAL		38727190	29083479	75.10	29083004	475	100.00	0.00

4. To appoint a Director in the place of Sh. Rajiv Gupta (DIN:00022964) who retires by rotation and is eligible for re-appointment.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		17667464	68.72	17667464	0	100.00	0.00
	Poll	25710150	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25710150	17667464	68.72	17667464	0	100.00	0.00
Public – Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1297280	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1297280	0	0.00	0	0	0.00	0.00
Public-Others	E-Voting		3372533	28.78	3372058	475	99.99	0.01
	Poll	11719760	796	0.01	796	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11719760	3373329	28.78	3372854	475	99.99	0.01
GRAND TOTAL		38727190	21040793	54.33	21040318	475	100.00	0.00

5. To re-appoint Sh.Onkar Nath Aggarwal (DIN:00629878), Non Executive Independent Director for a period of five years up to March 30,2025.

Special Resolution								
Promoter and Promoter Group	E-Voting		24897879	96.84	24897879	0	100.00	0.00
	Poll	25710150	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25710150	24897879	96.84	24897879	0	100.00	0.00
Public – Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1297280	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1297280	0	0.00	0	0	0.00	0.00
Public-Others	E-Voting		3372533	28.78	3372533	0	100.00	0.00
	Poll	11719760	796	0.01	796	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11719760	3373329	28.78	3373329	0	100.00	0.00
GRAND TOTAL		38727190	28271208	73.00	28271208	0	100.00	0.00

6. To approve resolution regarding Charity & Donation under Section 181 of the Companies Act,2013.

Special Resolution								
Promoter and Promoter Group	E-Voting		25710150	100.00	25710150	0	100.00	0.00
	Poll	25710150	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25710150	25710150	100.00	25710150	0	100.00	0.00



Public – Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1297280	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1297280	0	0.00	0	0	0.00	0.00
Public-Others	E-Voting		3372533	28.78	3372058	475	99.99	0.01
	Poll	11719760	796	0.01	796	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11719760	3373329	28.78	3372854	475	99.99	0.01
GRAND TOTAL		38727190	29083479	75.10	29083004	475	100.00	0.00
7. To approve resolution regarding Related Party Transactions u/s 188 of the Companies Act,2013								
Special Resolution								
Promoter and Promoter Group	E-Voting		4576700	17.80	4576700	0	100.00	0.00
	Poll	25710150	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25710150	4576700	17.80	4576700	0	100.00	0.00
Public – Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1297280	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1297280	0	0.00	0	0	0.00	0.00
Public-Others	E-Voting		3372533	0.19	3372056	477	99.99	0.01
	Poll	11719760	796	0.00	796	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11719760	3373329	0.19	3372852	477	99.99	0.01
GRAND TOTAL		38727190	7950029	20.53	7949552	477	99.99	0.01

