

MGF

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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:2020

March 30, 2020

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

Stock Code: 501343

Stock Code: Motogenfin

Dear Sir/Madan,

Re: Result of Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform that the Company through postal ballot notice February 13, 2020 has conducted the postal ballot process for seeking approval of the members for the following items of business:

1. Sub-division of Equity Shares of the Company having a face value of Rs. 10 each to 2 Equity Shares of face value of Rs. 5 each.
2. Alteration of Capital Clause of the Memorandum of Association of the Company, and
3. Alteration of Capital Clause of Articles of Association of the Company.

The resolutions' have been duly approved by the members with requisite majority. These resolutions shall be deemed to have been passed on March 28, 2020 i.e. the last date for e-voting and receipt of postal ballot forms.

In this regard, we have enclosed the following documents:

1. Voting Results pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and
2. Report of the Scrutinizer dated March 30, 2020.

Please further note due to restricted movement consequent upon implementation of lockdown the report of the scrutinizers is not available on the company's website. However, as and when there is normalcy and restrictions withdrawn the same will be made available on the company website.

This is submitted for your kind information and records.

Yours faithfully,

For THE MOTOR & GENERAL FINANCE LIMITED



(M.K. MADAN)

VP & CS & COMPLIANCE OFFICER

REF: AYA/2019-20/MAR/01

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies
(Management and Administration) Rules, 2014)

To,
The Chairman,
Board of Directors
The Motor & General Finance Limited,
CIN: L74899DL1930PLC000208
MGF House, 4/17-B, Asaf Ali Road,
New Delhi- 110002.

Dear Sir/Madam,

I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (Membership No. FCS 6628, C.P. No. 7257), appointed as Scrutinizer by the Board of Directors of The Motor and General Finance Limited ("the Company") for the purpose of scrutinizing the Postal Ballot process in a fair and transparent manner in respect of the resolution(s) stated in the Notice of the Postal Ballot dated 13th February, 2020 proposed to be passed by the Equity shareholders of the company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and Rules made there under relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.



2. In accordance with the Notice of the Postal Ballot dated 13th February, 2020, dispatched to the shareholders by prescribed mode(s) by 27th February, 2019 and the 'Advertisement' published pursuant to the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on 28th February, 2020, the voting commenced on 28th February, 2020 (at 9.00 A.M.) and ended on 28th March, 2020 (at 5.00 P.M.) for physical ballots and as well as for e-voting. The e-voting facility was provided by the Central Depository Services (India) Limited. The votes were unblocked at 5:07 P.M. on 28th March, 2020 and the e-voting summary statement was downloaded from e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
3. The Equity Shareholders holding shares as on 21st February, 2020, "cut-off date" were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the record maintained by the Company/R&TA and the authorizations/power or attorney etc. lodged thereof. The votes are also scrutinized for the purpose of eliminating the duplicate vote which were rejected on the ground of duplicate voting i.e. one in e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Alankit Assignments Limited, the Registrar & Share transfer Agents of the Company.
5. My reports on the results of the voting is based on the data downloaded from the Central Depository Services (India) Limited and the votes cast through physical ballot forms received respectively in respect of the resolutions in the Notice of the Postal Ballot.
6. The result of the voting is as under:



A. Resolution 1 (Special Resolution)

Sub-division of Equity Shares of the company having a face value of INR 10 (Ten) each into 2 (Two) equity shares of face value of INR 5 (Five) each.

(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
E-voting:	48	14409503	99.92
Ballot:	58	11684	0.08
Total:	106	14421187	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	0	0	0
Total:	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	111



B. Resolution 2 (Special Resolution)

Alteration of the Capital Clause of the Memorandum of Association ("MOA") of the Company.

(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
E-voting:	48	14409503	99.92
Ballot:	57	11295	0.08
Total:	105	14420798	100

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	1	389	0
Total:	1	389	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	111



C. Resolution 3 (Special Resolution)

Alteration of Share Capital & Variation of Rights Clause-Article 2(a) & (b) of the Articles of Association ("AOA") of the company.

(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
E-voting:	48	14409503	99.92
Ballot:	56	10945	0.07
Total:	104	14420448	99.99

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

	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
E-voting:	0	0	0
Ballot:	2	739	0.01
Total:	2	739	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of invalid votes
2	111



7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman consider, approves and signs the minutes of Postal Ballot and the same shall be handed over thereafter to the Chairman/person authorized by him for safe keeping.

Thanking You

Yours Faithfully



CS Anjali Yadav

(Scrutinizer)

C.P. No. 7257

Membership No. FCS 6628

UDIN: F006628A000627490



Place: New Delhi

Date: March 30, 2020

CHAIRMAN COMMENTS:

Results declared on the Basis of Scrutinizer's report, interalia, all resolutions through Postal ballot passed which may also be considered as Minutes of the passing of the Postal Ballot.

For The Motor and General Limited

Sd/-

Rajiv Gupta

Chairman & Managing Director & CEO

DIN: 00022964

Place: New Delhi

Date: March 30, 2020

THE MOTOR AND GENERAL FINANCE LIMITED

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
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1. Sub-division of Equity Shares of the company having a face value of INR 10 (Ten) each into 2 (Two) equity shares of face value of INR 5 (Five) each.

Special Resolution

Promoter and Promoter Group	E-Voting	12983653	12983653	100	12983653	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12983653	12983653	100	12983653	0	100
Public – Institutional holders	E-Voting	843762	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		843762	0	0	0	0	0
Public-Others (Non- Institutional)	E-Voting	5536180	1425850	25.76	1425850	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		11684	0.21	11684	0	100	0
	Total		5536180	1437534	25.97	1437534	0	100
GRAND TOTAL		19363595	14421187	74.48	14421187	0	100.00	0.00

2. Alteration of the Capital Clause of the Memorandum of Association (“MOA”) of the Company.

Special Resolution

Promoter and Promoter Group	E-Voting	12983653	12983653	100	12983653	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		12983653	12983653	100	12983653	0	100
Public – Institutional holders	E-Voting	843762	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		843762	0	0	0	0	0
Public-Others (Non- Institutional)	E-Voting	5536180	1425850	25.76	1425850	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		11684	0.21	11295	389	96.67	3.33
	Total		5536180	1437534	25.97	1437145	389	99.97
GRAND TOTAL		19363595	14421187	74.48	14420798	389	100.00	0.00

3. Alteration of Share Capital & Variation of Rights Clause-Article 2(a) & (b) of the Articles of Association (“AOA”) of the company.

Special Resolution

Promoter and Promoter Group	E-Voting	12983653	12983653	100	12983653	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		12983653	12983653	100	12983653	0	100
Public – Institutional holders	E-Voting	843762	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		843762	0	0	0	0	0
Public-Others (Non- Institutional)	E-Voting	5536180	1425850	25.76	1425850	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		11684	0.21	10945	739	93.68	6.32
	Total		5536180	1437534	25.97	1436795	739	99.95
GRAND TOTAL		19363595	14421187	74.48	14420448	739	99.99	0.01