

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

Phone Nos.: 011-23272216-18, 011-23276872 Fax: 011-23274606

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

CIN: L74899DL1930PLC000208 GSTIN:07AAACT2356D2ZN

NOTICE

Further to the Notice dated August 13, 2020 approved by the Board convening 90th Annual General Meeting of the company on Monday, the September 28, 2020 at 11.30 A.M. at the Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 and due to continuing adverse impact of COVID 19 pandemic and also restrictions on movement and congregation of persons, the 90th AGM will now be conducted through Video Conference(VC) /("OAVM") on Thursday, the November 19, 2020 as per detailed Notice given hereunder which will be in compliance with the General Circular Nos 14/2020, 17/2020 and 20/2020 dated April 8,2020, April 13,2020 and May 6, 2020 respectively issued by Ministry of Corporate Affairs. Accordingly, members of the company are requested to note that physical AGM at aforesaid venue will not be held.

Pursuant to the provisions of Section 96(1) of the Companies Act,2013 read with Rule 12(2) of the Companies(The Registration Offices and Fees) Rules,2014("the Rules") and other applicable provisions of the Act and Rules made there under including any amendments thereto for the time being in force, the company considering the difficulty to hold Annual General Meeting within the stipulated period i.e. upto September 30, 2020, moved an application to the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs, New Delhi for seeking extension of time for holding AGM for the financial year ended March 31, 2020 by three months i.e. upto December 31,2020.

Registrar of Companies vide their letter dated September 2, 2020 granted the extension under Section 96(1) of the Companies Act, 2013 allowing the company to hold AGM by 30th November, 2020. Stock Exchanges were informed of the postponement of holding of AGM. Subsequent to grant of extension of two months to hold AGM, the date for closure of Register of Members and Share Transfer Books, as informed vide letter dated August 13, 2020 was cancelled.

In view of the aforesaid, the Notice convening 90th AGM of the company dated August 13, 2020 shall stand modified as under:-

NOTICE is hereby given that the 90th (Ninetieth) Annual General Meeting of the members of The Motor & General Finance Limited will be held on Thursday, the November 19, 2020 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

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;
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,
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.
4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-**
"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."

SPECIAL BUSINESS

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

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**

"Resolved That pursuant to provisions of Section 149,152 and any other applicable provisions of the Companies Act,2013 (hereinafter referred to as "the Act") the Rules made there under read with Schedule IV to the Act and the applicable provisions of SEBI(LODR) Regulations,2015 (hereinafter referred to as the SEBI Listing Regulations) and the amendments thereto(including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the company Sh.Onkar Nath Aggarwal (DIN: 00629878) who was appointed as an Independent Director of the company for a term of five years upto March 30,2020 and is eligible for being re-appointed as an Independent Director not liable to retire by rotation and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation be and is hereby re-appointed as an Independent Director on the Board of the company for a second term of five consecutive years effective from March 31, 2020 to March 30, 2025".

"Resolved Further That pursuant to Regulation 17(IA) of SEBI(LODR) Regulations, 2015, approval of the members for continuation of directorship of Sh. Onkar Nath Aggarwal who has already attained the age of 75 years his appointment as a Non Executive Independent Director of the company, not liable to retire by rotation, be and is hereby accorded".

"Resolved Further That pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and the Rules made there under, Sh. Onkar Nath Aggarwal be paid such Sitting Fees(remuneration) as the Board may approve from time to time and subject to such limits as may be prescribed from time to time".

6. **Company's contribution to Bonafide and Charitable Funds, etc**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**

“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 ₹ 3 Crores (Rupees Three Crores only) in any one financial year”.

7. **Related Party Transaction including Material Related Party Transactions**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**

“Resolved That pursuant to the provisions of Section 185, 186 & 188, and all other applicable provisions, if any, of the Companies Act,2013(the Act) read with Rule 15 of the Companies(Meetings of Board and its Powers)Rules, 2014, as amended, till date and also read with Regulation 23(4) of SEBI(LODR) Regulations,2015 and the company's policy on Related Party Transaction(s) and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the undernoted related parties as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's & appointment to an office or place of profit in the company or reimbursement of any transaction or any other transaction of whatever nature with related parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties and the company hereby approves, ratifies and confirms the said agreements entered into or to be entered into with the related parties with the total amount of related parties transactions not to exceed ₹ 300 Crores”.

SI No.	Name of Related Party	Period of Contract	Particulars of Contract	Value (₹ In Crores)
1.	India Lease Development Ltd	1 st October, 2019 to 30 th September, 2021	Selling or otherwise disposing of, or buying/leasing of property of any kind and availing or rendering of any services or appointment to an office or place of profit ICDs taking/giving, etc	10
2.	Jayabharat Credit Ltd	-do-	-do-	20
3.	Bahubali Services Pvt Ltd	-do-	-do-	30
4.	MGF Estates Pvt Ltd	-do-	-do-	10
5.	MGF Securities Pvt Ltd	-do-	-do-	10
6.	Cards Services India Pvt Ltd	-do-	-do-	10
7.	Associated Traders & Engineers Pvt Ltd	-do-	-do-	10
8.	Ram Prakash & Co Pvt Ltd	-do-	-do-	90
9.	Grosvenor Estates Pvt Ltd	-do-	-do-	25
10.	Gee Gee Holdings Pvt Ltd	-do-	-do-	25
11.	In additions to the above related parties i.e. from SI No. 1 to 10 any other related party/parties which may be included or defined under the Act	-do-	-do-	60
	Total			300

“Resolved Further That approval of the members be and is hereby accorded to the Board of Directors (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the company to approve transactions and the terms and conditions with any of the aforesaid related party/ies, and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board/Audit Committee may in their absolute discretion deem fit, without being required to seek any further consent or approvals of the members otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority for the purpose of giving effect to this Resolution”.

Also Resolved that pursuant to provisions of Regulation 23 of SEBI (LODR) Regulation, 2015 and considering that the Company does not have 'Material Related Party Transactions', as an abundant caution, approval of the members of the company be and is hereby obtained by way of Special Resolution.”

“Further Resolved that the Audit Committee & Board of Directors before finalizing the transaction shall review the major terms and conditions.”

“Also Resolved that as per Rule 15 of the Companies (Meeting of Board & its Powers) Rules, 2014, where any Director is interested in any

contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the Resolution relating to such contract or arrangement.”

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

Place: New Delhi
Date: October 8, 2020

(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.mgfltd.com>, Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as “MCA Circular”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the AGM”) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members (also referred to as “Shareholders”) at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular (amended from time to time), the Annual General Meeting of the Company is being held through VC/OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM.

For this purpose, necessary arrangements have been made by the Company with **Central Depository Services (India) Limited (“CDSL”)/ Alankit Assignments Limited** and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/OAVM is forming part of this Notice.
2. The Statement as required under Section 102 of the Act relating to the Special Businesses from Item No.5 to 7 to be transacted at the AGM is annexed hereto. Further, the Explanatory Statement relating to Ordinary Business in item no.4 to be transacted at the AGM is also annexed hereto.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those members whose name appear in the Register of Members/Beneficial Owner maintained by the Depositories as on benepos date i.e. **November 11, 2020** and whose email addresses are registered with the company/Depositories. Members may note that the Notice and Annual Report for Financial. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company i.e. www.mgfltd.com website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL at www.evotingindia.com.
4. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID/password for E-voting is annexed to this Notice.
5. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002
6. The Company has appointed Ms. Anjali Yadav, Practising Company Secretary as the Scrutinizer for scrutinizing the Remote e-voting and e-voting process to ensure that the process is carried out in a fair and transparent manner.
7. The Member whose name appears on the Register of Members/Beneficial Owners maintained by the Depositories as on **cut-off date i.e. Wednesday, the November 11, 2020** will only be considered for the purpose of Remote e-voting and E-voting.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members/Beneficial Owners maintained by the Depositories as on the **cut-off date i.e. Wednesday, the November 11, 2020**.
9. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM for all business specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.
11. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the **cut-off date, i.e. Wednesday, the November 11, 2020**, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or www.mgfltd@hotmail.com. However, if a Member is already registered with CDSL for Remote e-voting then existing User ID and Password can be used for casting vote.
12. A person who is not Member as on the **cut-off date i.e. Wednesday, the November 11, 2020** should treat this Notice for information purpose only.

13. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Alankit Assignments Limited. Further, members desirous of cancelling/varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH.14 to RTA of the Company. These forms will be made available on request.
14. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per the Listing Regulations. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
15. SEBI has mandated the registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, advised to send duly signed letter including Folio No., Bank Account Details (account number, 9 digit MICR code and 11 digit IFSC), e-mail IDs and mobile number along with self-attested copy of PAN Card and original cancelled cheque to RTA/Company through e-mail at **M/s Alankit Assignments Limited**. The Original cancelled cheque should bear the name of the Member. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
16. Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

Voting Results:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the chairman of the AGM or to any other person authorized by the Chairman of the company.
2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at www.mgfild@hotmail.com and on the website of CDSL at www.evotingindia.com.

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM

I. INSTRUCTIONS FOR REMOTE E-VOTING:

The detailed process, instructions and manner for availing Remote e-voting facility is provided herein below:

- (i) The Remote e-voting period commences on **Monday, the November 16, 2020 at 9.00 a.m.** and ends on **Wednesday, the November 18, 2020 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 i.e. Wednesday, the November 11, 2020** may cast their vote electronically. The Remote e-voting module shall be disabled by the CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the AGM date would not be entitled to vote at the AGM.
- (iii) The equity shareholders should log on to the E-voting website www.evotingindia.com.
- (iv) Click on "shareholders/Members" tab to cast your votes.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding Shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Equity Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both i.e. for equity shareholders holding shares in Demat Form and Physical Form) <ul style="list-style-type: none"> - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence No. is printed on the Proxy Form. - In case the sequence number is less than 8 digits enter the applicable number of 0' before the number after the first two characters of the name in Capital Letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, equity shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are requested 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, provided that 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.

- (xi) For equity shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (“EVSN”) for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xviii) If demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the System.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on you mobile.
- (xx) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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 and to the Company at **MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002**, if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

- 17. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL. Members are requested to keep the same updated.
- 18. To receive faster communication of all members, including annual reports, the members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.
- 19. The entire Annual Report is also available at the company’s website www.mgftd.com

II. INSTRUCTIONS FOR E-VOTING DURING THE AGM:

- 1. The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2. Only those Members, who are present in the AGM through VC/OAVM 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 available during the AGM.
- 3. 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.

Instructions for attending AGM through VC/OAVM:

- 1. Member will be provided with a facility to attend the AGM through VC/OAVM through the E-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders / members login tab by using the Remote e-voting credentials. The link for VC/OAVM will be available 15 minutes before the scheduled time of AGM in shareholder / members login tab where the EVSN of Company will be displayed.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM 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 served basis.
This will not include large shareholder (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Members are encouraged to join the AGM through Laptops/IPads for better experience.
5. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
6. Please note that Participants connecting from Mobile Devices 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.
7. The Members who would like to express their views/ask questions during the AGM my register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at **mgfltd@hotmail.com** up to **Wednesday, the November 11, 2020**. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at **mgfltd@hotmail.com** up to **Wednesday, the November 11, 2020**. These queries will be replied by the Company appropriately during the AGM. Alternatively, members can also put question on the Q&A box available at the time of AGM.
9. Members who need technical assistance before or during the AGM can send an email to **helpdesk.evoting@cdslindia.com** or call 1800225533.

Instructions for Shareholders for Registration of E-Mail Address

I. Temporary Registration of Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the Company by sending the mail to the Company at **mgfltd@hotmail.com**. The Members are requested to provide details such as Name, DP ID, Client ID/PAN, mobile number and e-mail id.

II. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect to demat holding with the respective Depository Participant ("DP") by following the procedure prescribed by in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

III. Registration for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail address registered with RTA of the Company i.e. M/s Alankit Assignments Limited by sending the request at **mgfltd@hotmail.com** or at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and the image of share certificate in PDF or JPEG format. (up to 1 MB).

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

Place: New Delhi
Date: October 8, 2020

(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.mgfltd.com>, **Email:** mgfltd@hotmail.com
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (The Act, 2013) in respect of the Special Business to be transacted at the AGM, as set out in the Notice is annexed hereto:-

Item No.4

In terms of the provisions of Section 152 of the Companies Act, 2013 ("the Act") and in accordance with the Articles of Association of the Company, the two third of the total number of Directors, excluding Independent Directors, shall be eligible to retire by rotation, out of which, one-third shall retire. The Directors who are liable to retire by rotation would be those who have been longest in office since their initial appointment.

In pursuance to clause 60(e) of the Articles of Association, Sh. Rajiv Gupta, Chairman & Managing Director, Smt. Arti Gupta, Joint Managing

Director and Sh. Arun Mitter, Executive Director (Non Independent Directors) are eligible to retire by rotation. However, such retirement shall not be deemed as break in service. Since, Sh. Rajiv Gupta was appointed on April 14, 1988 and he being longest in the office since his initial appointment, as per mutual agreement, Sh. Rajiv Gupta will retire by rotation and would be eligible for re-appointment in this Annual General Meeting.

Sh. Rajiv Gupta is a Bachelor in Engineering from IIT, Delhi. He, since 1969, has been actively associated with Leasing & Hire Purchase business during the period when the company was carrying on NBFC activities,. He has worked in various capacities. He was inducted on the Board on April 14, 1988 & since then, he has remained at the helm of affairs of the company. He has been associated as its Chairman & Managing Director since 2005. He has extensive business experience and all around knowledge on issues concerning hire purchase, leasing, corporate finance, real estate, administration, etc. His continued association with the company is concerned absolutely necessary. He heads the MGF Group of companies.

Accordingly, the Board recommends the Ordinary Resolution set out in Item No.4 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the company except Sh. Rajiv Gupta and Smt. Arti Gupta, being husband & wife, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the company. None of other Directors or Key Managerial Personnel directly or indirectly are interested in the above resolution.

Item No.5

Sh.Onkar Nath Aggarwal is presently Non Executive Independent Director ("NEID") of the company was appointed for a period of 5(five) years starting from March 31, 2015 to March 30,2020 at the 85th Annual General Meeting held on September 29, 2015.

As per Section 149(1) of the Companies Act,2013 ("Act") a NEID shall hold office for a term of upto five consecutive years but shall be eligible for re-appointment on passing a Special Resolution by the company for another(second) term of 5(five) consecutive years on the Board of the company, not liable to retire by rotation.

Based on the recommendation of Nomination and Remuneration Committee("NRC") and taking into consideration his performance evaluation done by the Board, the Board at its meeting held on March 19,2020 re-appointed Sh.Onkar Nath Aggarwal as Non Executive Independent Director not liable to retire by rotation pursuant of provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Act and SEBI(LODR) Regulations,2015 ("Listing Regulations"), for second term of 5(five) years commencing from March 31,2020 to March 30,2025 subject to approval of members.

The company has received notice in writing from a member under Section 160 of the Act proposing candidature of the above director for the office of the Non Executive Independent Director of the company. Further as per first proviso of Section 160(1) of the Companies Act,2013, deposit of Rs. 1(one) Lakh amount is not required for his appointment as it is recommended by the Nomination and Remuneration Committee.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director

The company has also received declarations from him that he meets the criteria of Independence as prescribed both, under sub section (6) of Section 149 of the Act and under Listing Regulations and he is Independent from the management. In the opinion of the Board, Sh.Onkar Nath Aggarwal fulfills the conditions specified under the Companies Act,2013, Rules made there under and the Listing Regulations, for continuation for second term as Non Executive Independent Director of the company.

As per Regulation 17(1A) of the SEBI(LODR) Regulations,2015, no listed company shall appoint or continue the directorship of a Non Executive Independent Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment/re-appointment. Sh. Onkar Nath Aggarwal had already attained the age of 75 years and to comply with SEBI(LODR) Requirements, Special Resolution was passed in the AGM held on September 28,2018 for continuing his appointment as a Non Executive Independent Director. As the Board has already considered the re-appointment, Special Resolution is required to be passed for the re-appointment of Sh. Onkar Nath Aggarwal for a further period of 5(five) years including complying with Regulation 17(1A) which, inter-alia, states that after attaining the age of 75 years, Special Resolution is required to be passed for continuation of Non Executive Independent Director.

Brief profile of Sh.Onkar Nath Aggarwal giving details of his skill, expertise and competencies in functional area, directorships and committee positions held by him in other companies are annexed to this Notice.

Sh.Onkar Nath Aggarwal has been recommended for re-appointment as a Non Executive Independent Director by the Nomination & Remuneration Committee of the Board of Directors in terms of section 178(2) of the Companies Act,2013 and also in terms of Regulation 17(1A) of SEBI(LODR) Regulations,2015 and in the opinion of the Board, he is a person of integrity and possesses relevant expertise & experience and the Committee was satisfied with the appropriate mix of skills, experience and his competency. as such, requires to be re-appointed.

He does not hold any equity shares of the company.

None of the Directors or Key Managerial Personnel of the company or their respective relatives, except Sh.Onkar Nath Aggarwal to whom the resolution relates, is in any way concerned or interested, financially or otherwise in this resolution.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI(LODR) Regulations,2015 are annexed to the notice.

The Board recommends the Resolution at Item no. 5 of the accompanying Notice for approval of the members of the company.

Item No.6

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 ₹. 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.6 for approval of the members of the company.

Item No.7.

Pursuant to Section 188 read with Section 185 and other applicable provisions of the Companies Act,2013 and Rules made there under, the company can enter into transactions(s) or contract(s)etc, with related party/ies, which are not in ordinary course of business and/or not at arm's length basis, only with the approval of members accorded by way of Special Resolution. The said Section, read with the Companies(Meetings of Board and its Powers) Rules,2014, states that the contracts or arrangements with respect to sale, purchase or supply of any goods or material, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services directly or through appointment of agent amounting to ten percent or more of the turnover of the company or rupees one hundred crores, whichever is lower or for appointment of any office or place of profit in the company or associate company monthly remuneration exceeding two and a half lakh rupees provides that the company having paid up share capital of ₹10 Crores or more proposing to enter into such transactions which are not in the ordinary course of business shall obtain consent of the company by way of Special Resolution. The Audit Committee and the Board of Directors of the company in their meetings held on August 13,2020 have approved the transactions given in Item No.7 of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of the members by way of Special Resolution.

Nature of interest of Related Parties in the company is given below:--.

SI No.	Name of the related party	Nature of interest or concern of Directors, KMPs and others
1.	India Lease Development Ltd(ILD)	It is an Associate Company of MGF Ltd which holds 31.35% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, while Sh. Arun Mitter, Executive Director, is also Director in both the companies.
2.	Jayabharat Credit Limited(JBC)	It is an Associate Company of MGF Ltd which holds 43.45% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both Companies, while Sh. Arun Mitter, Executive Director is Director in both the companies. Sh.M.K. Madan, KMP of MGF is also Director in the related party.
3.	Bahubali Services Pvt Ltd(BSL)	It holds 21.15% shares in MGF. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, Smt. Arti Gupta, Sh. Arun Mitter are Director in both the Companies.
4.	MGF Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter Executive Director of MGF Ltd are also directors in the related party.
5.	MGF Securities Pvt Ltd	Sh. Rajiv Gupta, CMD Sh. Arun Mitter, Executive Director and Sh. M.K. Madan, KMP of MGF Ltd are also Directors in the related party
6.	Cards Services India Pvt Ltd	Sh. Rajiv Gupta, CMD and Sh. Arun Mitter, Executive Director of MGF Ltd are Directors in related party
7.	Associated Traders & Engineers Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are Directors in the related party
8.	Ram Prakash & Co Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are the Directors in related party.
9.	Grosvenor Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter, Executive Director of MGF Ltd, are also Directors in the related party.
10.	Gee Gee Holdings Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director of MGF Ltd are Directors in the related party.

Save and except Sh. Rajiv Gupta, Smt. Arti Gupta, inter-se, related to each other being husband & wife, Sh. Arun Mitter, Director and Sh. M.K. Madan, KMP wherever interested as mentioned in SI No. 1 to 10 and their relatives, to the extent of their shareholding interest, if any, in the company/ies, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested financial or otherwise in transactions.

Pursuant to provisions of Regulation 23 of the SEBI(LODR) Regulations,2015, all Material Related Party Transactions although requires approval of the members through an Ordinary Resolution yet as an abundant caution, it is being passed through a Special Resolution.

Although the company does not have 'Material Related Party Transactions' yet as an abundant caution and keeping in view the provisions of Regulation 23 of SEBI(LODR) Regulations,2015 approval of the members of the company is being obtained by way of Special Resolution. The Audit Committee and Board of Directors before finalizing the transaction(s) shall review the major terms & conditions, if any. As per Rule 15 of the Companies(Meetings of Board and its Powers) Rules, 14, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement.

The draft contracts and/or agreements or arrangements have been approved by the Audit Committee and Board in their meetings held on the same date i.e. August 13,2020 and are available for inspection during the business hours at the Registered Office of the company.

The Board recommends the Resolution at Item No.7 for approval of the members of the company.

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

Place: New Delhi
Date: October 8, 2020

(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

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36 OF SEBI(LODR) REGULATIONS,2015 READ WITH THE PROVISIONS OF THE SECRETARIAL STANDARD ON GENERAL MEETING(SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING THE DIRECTORS PROPOSED TO BE RE-APPOINTED BY ROTATION or REAPPOINTED AS INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS

1) Director being re-appointed by rotation (Resolution at item No.4)

Name : Sh. Rajiv Gupta(DIN:00022964)
Age & Date of Birth : 74 years (13-8-1946)
Qualification : B.E.(IIT, Delhi)

Experience in specific functional area

Sh. Rajiv Gupta is a Bachelor in Engineering from IIT, Delhi. During the period when the company was carrying on NBFC activities, he since 1969 has been actively associated with Leasing & Hire Purchase business. He has worked in various capacities. He was inducted on the Board on April 14,1988 & since then, he has remained at the helm of affairs of the company. He has been associated as its Chairman & Managing Director since 2005 .He has extensive business experience and all around knowledge on issues concerning hire purchase, leasing, corporate finance, real estate, administration, etc. His continued association with the company as its helmsman is concerned absolutely necessary. He heads the MGF Group of companies.

Sh. Rajiv Gupta, is on the Board and the Committees of the following companies

Board Membership:

Jayabharat Credit Limited, India Lease Development Limited, Bahubali Services Private Limited, Associated Traders & Engg Private Limited, MGF Securities Private Limited, Grosvenor Estates Private Limited, Gee Gee Holdings Private Limited, Ram Prakash & Co Private Limited, MGF Estates Private Limited, Cards Services India Private Limited and MGF Market Place Managements, LLP.

Committee Membership

The Motor & General Finance Limited

Nomination & Remuneration Committee

Stakeholders Relationship Committee

Share Transfer Committee

India Lease Development Ltd

Audit Committee

Stakeholder Relationship Committee

Nomination & Remuneration Committee

Jayabharat Credit Ltd

Audit Committee

Stakeholder Relationship Committee(Chairman)

Nomination & Remuneration Committee

Risk Management Committee(Chairman)

CSR Management Committee(Chairman)

He is holding 22,71,865* shares of Rs. 10/-per share in the company. Excepting his wife, Smt. Arti Gupta, Joint Managing Director he does not have inter-se relationship with any other Directors and KMPs of the company.

*Subsequent to sub-division of shares from the face value of Rs. 10/-each to Rs. 5/-per share , the shareholding is 45,43,730 shares.

Disclosure of his relationship inter-se with other directors and on the number of Board Meetings attended by him are given in the Corporate Governance Report.

None of the directors or key managerial personnel of the company except Sh. Rajiv Gupta and Smt. Arti Gupta, being husband & wife are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the company.

2) Director being re-appointed as Non Executive Independent Director not liable to retire by rotation (Resolution No.5)

Name : **Sh. Onkar Nath Aggarwal (DIN:00629878)**

Age & Date of Birth : **85 years(27.10.1935)**

Qualification : **DLCT(Hons) England**

BE Mechanical Engineering

Experience in specific Financial Area

He is a qualified engineer. Considering his experience and competence, the appointment as a Non Executive Independent Director will be in the interest of the company

Other Directorship:

Knit Foulds Private Limited, Sondhi Polyamide Private Limited, Oaykay Forgings Private Limited, Makro Lease Private Limited and Jay Vee Leatherite Private Limited,

Committee Memberships:

The Motor & General Finance Limited

Audit Committee

Stakeholders Relationship Committee(Chairman)

Nomination & Remuneration Committee

CSR Committee(Chairman)

Sh. Onkar Nath holds NIL shares in the company

Disclosure of his relationship inter-se with other directors and on the number of Board Meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the Directors or Key Managerial Personnel of the company, None of the Directors or Key Managerial Personnel of the company are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any , in the company.

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
Fax No.	:	011-23274606
Date of Annual General Meeting	:	Thursday, the November 19, 2020
Time	:	11.30 A.M
Day	:	Thursday,
Mode of Meeting	:	VC/OAVM MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002
Day and Date of Book Closure	:	Thursday, November 12, 2020 to Thursday November 19, 2020 (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 2020-21