

CIN: L74899DL1930PLC000208**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****GSTIN:07AAACT2356D2ZN****NOTICE**

NOTICE is hereby given that 94th Annual General Meeting of the members of The Motor and General Finance Limited will be held on Thursday, the September 26, 2024 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:
 - a) To receive, consider and adopt the Standalone Audited Financial Statements of the company for the financial year ended March 31, 2024 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, 2024 together with the Report of the Auditors thereon.
2. To re-appoint a Director in the place of Sh. Arun Mitter (DIN:00022941), Executive Director who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers himself for re-appointment.
3. To authorize the Board to fix the remuneration of Statutory Auditors, in terms of provisions of Section 142 of the Companies Act, 2013 for the financial year ending March 31, 2025.

SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification the following Resolutions

4. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTION, IF ANY, BETWEEN THE COMPANY AND M/S RAM PRAKASH & CO PRIVATE 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 and also Regulation 23(4) of SEBI (LODR) 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 Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.90 Crores for the period ending September 30, 2025, which were/are in the ordinary course of business and at arms length basis with respect to entering into the transaction including repetitive transactions 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 for the period ending September 30, 2025 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 transaction(s) with the aforesaid party and to 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 are 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".

5 As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTION, IF ANY, 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, and also Regulation 23(4) of SEBI(LODR) 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 Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the period ending September 30,2025, which are to be in the ordinary course of business and at arms length basis with respect to entering into the repetitive 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 for the period ending September 30,2025, 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 transaction(s) with the aforesaid party and to 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 are 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".

6. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTION, IF ANY, TO BE ENTERED INTO BETWEEN THE COMPANY AND M/S. BAHUBALI SERVICES PRIVATE 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 and also Regulation 23(4) of SEBI(LODR) 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 Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the period ending September 30,2025, which are to be in the ordinary course of business and at arms length basis with respect to entering into the repetitive 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 for the period ending September 30,2025 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 transaction(s) with the aforesaid party and to 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 are 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".

7. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTION, IF ANY, TO BE ENTERED INTO BETWEEN THE COMPANY AND M/S 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 and also

Regulation 23(4) of SEBI(LODR) 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 Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the period ending September 30,2025, which are to be in the ordinary course of business and at arms length basis with respect to entering into the repetitive 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 for the period ending September 30,2025, 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 transaction(s) with the aforesaid party and to 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 are 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".

8. 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 AND GENERAL FINANCE LIMITED

Place: New Delhi
Date: August 12, 2024

(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
Website: <http://www.mgf ltd.com>, Email-mgf ltd@hotmail.com
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

NOTES:

1. Pursuant to the General Circular No.09/2023 dated 25th September,2023 issued by Ministry of Corporate Affairs("MCA") read together with previous circulars issued by the MCA in this regard(collectively to be referred to as "MCA Circulars" and Circular No. CFD-POD-2/P/CIR/2023/167 dated 0th October, 2023 issued by the Securities and Exchange Board of India("SEBI") read together with other Circular issued by SEBI in in regard (collectively to be referred to as "SEBI circulars"). Companies are allowed to hold Annual General Meeting("The AGM") through Video Conferencing ("VC") or Other Audio –Visual Mean("OAVM") without the physical presence of Members at a common venue till 30 September, 2024, hence, the compliance with the said circulars and provisions of the companies Act,2013(the "ACT") and SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the AGM of the companies is being held through VC/OAVM.

The deemed venue for the AGM shall be the registered office of the company.
2. The company has engaged the services of Central Depository Services Ltd(CDSL) as the Agency for providing e-voting facility(Remote e-voting and voting during AGM) to the shareholders of the company in order to cast their votes electronically in terms of the aforesaid MCA Circulars.

3. The Statement as required under Section 102 of the Companies Act, 2013, relating to the Special Business at item No. 4 to 8 to be transacted at the Annual General Meeting (AGM) is annexed hereto.
4. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the poll instead of himself and the proxy need to be a member of the company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. As the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
6. Institutional/Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting, institutional/Corporate Members are requested to send a scanned copy of pdf/jpg format of the Board Resolution/Power of Attorney authorizing its representatives to attend and vote at the AGM pursuant to Section 113 of the Act, E-mail at mgfild@hotmail.com and evoting@cdisl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc) can also upload their Board Resolution/Power of Attorney/Authority Letter etc by clicking on 'Upload Board Resolution/Authority letter' displayed under e-voting tab in login.
7. The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(1) of the Act, in respect of Directors seeking appointment/re-appointment at the AGM are also annexed herewith.
8. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Register of Members and Share Transfer Books of the company will remain closed **from Friday, the September 20, 2024 to Thursday, the September 26, 2024 (both days inclusive)**.
11. The Members can join the 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 a first come first served 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 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.
12. 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/MIRSD/MIRSD_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.mgfild.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; claim from Unclaimed Suspense Account; Renewal/Exchange of 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.mgfild.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.
13. The company has appointed Ms. Anjali Yadav, (**Membership No.FCS No.6628 & CP No.7257**) Practicing Company Secretary as the Scrutinizer for scrutinizing the Remote e-voting and e-voting process during the AGM to ensure that the process is carried out in a fair and transparent manner.
14. Voting right(s) shall be reckoned on the paid-up value of shares registered in the name of Members/Beneficial Owner(s) maintained by the Depositories as on the **cut-off-date i.e Thursday, the September 19, 2024**.

15. A person who is not Member as on the **cut-off date i.e. Thursday, the September 19, 2024** should treat this Notice for information purpose only.
16. Shareholders, whose shares are in physical form and wish to make/change a nomination in respect of their shares in the company, as permitted under Section 72 of the Act, may submit to RTA the prescribed Form SH-13/SH-14. Further shareholders who want to opt out of the nomination, may submit Form ISR-3, after cancelling his existing nomination, if any, though Form SH-14. The Nomination Form can be downloaded from the company's website i.e. **www.mgfild.com** under section 'Investor downloads'.

17. Inspection of documents:

The Audited financial statements of the associate companies and/or other documents, like agreement with the Directors for their re-appointments 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.

Voting Results:

- i. 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.
- ii. Based on the Scrutinizer's Report, the company will submit within two working days 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.
- iii. The result declared along with Scrutinizer's Report will be placed on the website of the company at **www.mgfild.com** and on the website of CDSL at **www.evotingindia.com**.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on **Monday, the September 23, 2024 at 9 a.m. and ends on Wednesday, the September 25, 2024 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. Thursday, the September 19, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholder's resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-Voting facility provided by Listed Companies, individual shareholders holding securities in Demat mode 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 the above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL 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 users to login to East/Easiest are to visit www.cdslindia.com and click on Login & select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the 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 virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the 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 and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service 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.nsdl.com either on a Personal Computer or on mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'he 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 the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the 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 virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <p>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 virtual meeting & voting during the meeting.</p> |

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. 18002109911 |
| 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.: 022-48867000 and 022-24997000 |

Step-2 Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website **www.evotingindia.com**.
 - 2) Click on the "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) 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.
 - 6) 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). <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth(DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on the "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the '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, 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 the email address viz; **mgfldt@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 94TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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. 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 atleast by **Thursday, the September 19, 2024** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **mgfldt@hotmail.com** . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by **Thursday, the September 19, 2024** prior to meeting mentioning their name, demat account number/folio number email id, mobile number at company email at **mgfldt@hotmail.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mgfild@hotmail.com / rta@alankit.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 21 09911**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. **1800 21 09911**.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES TO BE ENTERED INTO AT THE AGM AS SET OUT IN THE NOTICE IS ANNEXED HERETO:-

Context for Item Nos. 4 to 7

In terms of Regulation 23 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015(SEBI Listing Regulations),as amended and as already explained in the Resolution any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during the financial year exceeds Rs.1,000 Crores or 10% of annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower, and all require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and are at arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as(ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. It is in the above context that Resolution No. 4 to 7 are placed for approval of the Members of the company.

Item No.4

M/s Ram Prakash & Co Private Limited, is a related party as defined under Section 2(76) of the Companies Act, 2013 read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations,2015.

The Company may enter into/already entered into certain business transactions with M/s. Ram Prakash & Co Private Limited for the period ending September 30,2025. 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 M/s Ram Prakash & Co Private Limited 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 have been/will be obtained from the Audit Committee for all the transactions already entered /to be entered into.

All transactions already entered into with M/s Ram Prakash & Co Private Limited a related party as defined under the Companies Act,2013 and Regulations 23 of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 for the period ending September 30,2025 were in the ordinary course of business and on an arm's length basis and did not attract provisions of Section 188 of the Companies Act,2013. Omnibus approval was obtained for transactions which were repetitive in nature. Transactions entered into pursuant to omnibus approval was placed before the Audit Committee for its review during the year.

Related Party Transactions have been disclosed in **Note No.33** to the Financial Statements. A statement in summary form of transactions with related parties in the Ordinary course of business and are at arm's length basis will be periodically placed before the Audit Committee/Board for its review. The company has Related Party Transaction Policy in place, which has been posted on the website of the company at <https://mgfild.com>

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*”

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

| Sl No. | Particulars | Details |
|--------|--|--|
| 1. | Type, material term and particulars of the proposed transaction entered to be entered into | 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. All transactions to be entered are/will be at arm's length basis and in the ordinary course of business. |
| 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) | M/s. Ram Prakash & Co Private Limited 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 obtained will be upto 30-09-2025 |
| 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 | Giving or taking of any 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 financially 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 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.4**

The members may please note that in terms of the Listing Regulations, no related part(ies) as defined thereunder(whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to the above resolution under **Item No.4** of this Notice.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in **Item No. 4** of the Notice for the approval of the members.

Item No.5

M/s India Lease Development Limited, is a related party as defined under Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI(LODR) Regulations, 2015

The Company may enter into/is proposing to enter into certain business transactions with M/s. India Lease Development Limited for the period ending September 30,2025. 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 entered into/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 and necessary approvals as required in compliances of the provisions under the Act/SEBI(LODR) Regulations,2015 have been/will be obtained from the Audit Committee.

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".

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

| Sl No. | Particulars | Details |
|--------|--|--|
| 1. | Type, material term and particulars of the proposed transaction entered or to be entered into. | 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 are/will be at arm's length basis and in the ordinary course of business. |
| 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 obtained will be upto 30-09-2025 |
| 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 financially beneficial & it is in the interest of the company. Both the companies viz giving or taking of any Loans, Inter Corporate Deposits, Advances or Investments on such terms & conditions as the Board of Directors may deem fit. |
| 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 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.5**.

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.5** of this Notice.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution as set out in **Item No.5** of this notice for the approval of the members.

Item No.6

M/s Bahubali Services Private Limited, is a related party as defined under Section 2(76) of the Companies Act, 2013 read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations, 2015

The Company may enter into/is proposing to enter into certain business transactions with M/s. Bahubali Services Private Limited for the period ending September 30, 2025. 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 entered into/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 and necessary approvals as required in compliances of the provisions under the Act/SEBI(LODR) Regulations, 2015 have been/will be obtained from the Audit Committee.

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*"

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

| Sl 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. All transactions to be entered are/will be at arm's length basis and in the ordinary course of business. |
| 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 obtained will be upto 30-09-2025 |
| 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 financially beneficial & it is in the interest of the company. Both the companies viz giving or taking of any Loans, Inter Corporate Deposits, Advances or Investments on such terms & conditions as the Board of Directors may deem fit.. |
| 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 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 6**.

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 not vote to the above resolution under **Item No.6** of this Notice.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in **Item No.6** of the Notice for the approval of the members.

Item No.7.

M/s Jayabharat Credit Limited, is a related party as defined under Section 2(76) of the Companies Act, 2013 read with Regulation 2(1) (zb) of the SEBI(LODR) Regulations, 2015

The Company already entered/ may enter into/is proposing to enter into certain business transactions with M/s. Jayabharat Credit Limited for the period ending September 30, 2025. 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 entered into/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 and necessary approvals as required in compliances of the provisions under the Act/SEBI(LODR) Regulations, 2015 will be obtained from the Audit Committee.

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*”

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. All transactions to be entered are/will be at arm's length basis and in the ordinary course of business. |
| 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) | M/s. Jayabharat Credit Limited, is a related party, an associate company & it falls in the promoter group. |
| 3. | Tenure of the proposed transaction(particular tenure shall be specified) | Repetitive & recurring Nature. Approval obtained will be upto 30-09-2025 |
| 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 financially beneficial & it is in the interest of the company. Both the companies viz giving or taking of any Loans, Inter Corporate Deposits, Advances or Investments on such terms & conditions as the Board of Directors may deem fit. |
| 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 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.7**

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 not vote to the above resolution under **Item No.7** of this Notice.

The Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in **Item no.7** of the Notice for the approval of the members.

Item No.8.

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(1)(c) of the Companies Act, 2013, 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 years, 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.8** for approval of the members of the company.

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

Place: New Delhi
Date: August 12, 2024

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

ANNEXURE TO THE NOTICE:

PURSUANT TO REGULATION 36(3) OF SEBI(LODR) REGULATIONS,2015 READ WITH SECRETARIAL STANDARD (SS-2) ISSUED BY ICSI, THE FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED.

Re-appointment of Sh. Arun Mitter, Executive Director retiring by rotation (Resolution at Item No 2) Ordinary Resolution.

| | |
|---|---|
| Name of the Director | Sh. Arun Mitter |
| DIN | 00022941 |
| Date of Birth | 62 Years (27-11-1962) |
| Date of initial appointment | 11-07-2002 |
| Qualifications | B.Com, ACA |
| Experience & Expertise | Being a Chartered Accountant has extensive business experience in general and financial management of corporate bodies. He is a person of integrity and possesses relevant expertise in his field. His association as Director will be of immense benefit and will be in the best interest of the company. |
| Number of Meetings of the Board attended during the year | All the nine meetings held were attended by him. Details is available in the Corporate Governance Report |
| List of Directors of the Board | Directorship: Public Listed Companies: Jayabharat Credit Limited, India Lease Development Ltd and Technofab Engineering Ltd. Private Companies: Bahubali Services Pvt Ltd, Ram Prakash & Co Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, MGF Securities Pvt Ltd, Cards Services India Pvt Ltd, Associated Traders & Engg. Pvt Ltd and Hyline Mediconz Pvt Ltd. |
| List of Membership/Chairmanship of Committee of Other Board | The Motor and General Finance Ltd Audit Committee Stakeholders Relationship Committee Risk Management Committee(Chairman) Corporate Social Responsibility(CSR) Committee. India Lease Development Ltd Audit Committee(Chairman) Stakeholders Relationship Committee, Nomination & Remuneration Committee(Chairman) Risk Management Committee(Chairman) Jayabharat Credit Limited Stakeholder Relationship Committee Nomination & Remuneration Committee Risk Management Committee Corporate Social Responsibility(CSR) Committee Technofab Engineering Ltd Audit Committee(Chairperson) Stakeholders Relationship Committee Nomination & Remuneration Committee Corporate Social Responsibility (CSR) Committee. |
| No. of shares held in the company as on March 31, 2024 | 31,464 equity shares of Rs. 5 /-each |

SHAREHOLDERS INFORMATION

| | | |
|---|---|--|
| Head Office & Registered Office of the Company | : | MGF HOUSE 4/17-B, Asaf Ali Road, New Delhi-110002 |
| CIN | : | L74899DL1930PLC000208 |
| GST | : | 07AAACT2356D2ZN |
| Internet Facility | | |
| E-mail of the Company | : | mgfltd@hotmail.com |
| E-mail for UPSI information | : | mgf.pit1930@gmail.com |
| Company website | : | www.mgfltd.com |
| Telephone Nos. | : | 011- 23272216-18, 011-23276872 |
| Date of Annual General Meeting | : | September 26, 2024 |
| Time | : | 11.30 A.M |
| Day | : | Thursday |
| 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 | : | Friday, the September 20, 2024 to Thursday, the September 26, 2024 (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 Annual Listing Fees to the Stock Exchanges, NSDL and CDSL for the year 2024-25