

NOTICE

NOTICE is hereby given that the Ninety Fifth (95th) Annual General Meeting of the members of The Motor & General Finance Limited will be held on **Thursday, the September 25, 2025 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. a) To receive, consider and adopt the Standalone Audited Financial Statements of the company for the financial year ended March 31, 2025, 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, 2025, together with the Report of the Auditors thereon.
2. To appoint a Director in the place of Smt. Arti Gupta, (DIN: 00023237), Joint Managing Director, who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers herself for re-appointment.
3. To authorize the Board to fix the remuneration of M/s Jagdish Chand & Co, Chartered Accountants (Firm Registration No.000129N), Statutory Auditors, in terms of provisions of Section 142 of the Companies Act, 2013 for the financial year ending March 31, 2026.

SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification the following resolutions:-

4. **As a Special Resolution:**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (Including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, subject to such other provisions and on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the company, consent of the Members be and is hereby accorded to the re-appointment of Sh. Rajiv Gupta (DIN:00022964) as the Chairman & Managing Director and CEO, Promoter of the company, on the terms & conditions including remuneration for a further period of 3(three) consecutive years with effect from August 13, 2025 to August 12, 2028 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association and the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as "remuneration") as are set out in the Draft of the Agreement entered into between the company and Sh. Rajiv Gupta, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Sh. Rajiv Gupta will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Sh. Rajiv Gupta;"

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any Committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

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

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

5. As a Special Resolution

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (Including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, subject to such other provisions and on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the company, consent of the Members be and is hereby accorded to the re-appointment of Smt. Arti Gupta (DIN:00023237) as Joint Managing Director, Promoter of the company on the terms & conditions including remuneration for a further period of 3(three) consecutive years with effect from August 13, 2025 to August 12, 2028 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association and the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as “remuneration”) as are set out in the Draft of the Agreement entered into between the company and Smt. Arti Gupta, (as a mark of identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Smt. Arti Gupta will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Smt. Arti Gupta.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any Committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

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

6. As a Special Resolution

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (Including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, subject to such other provisions and on the recommendations of the Nomination & Remuneration Committee of the Board of Directors of the company, consent of the Members be and is hereby accorded to the re-appointment of Sh. Arun Mitter (DIN: 00022941), Promoter of the company on the terms & conditions including remuneration for a further period of 3(three) Consecutive years with effect from August 13, 2025 to August 12, 2028 (both days inclusive), whose period of office is liable to retirement by rotation as per Article 60(e) of the Articles of Association and the approval under Regulation 17(6) (e) of SEBI (LODR) Regulations, 2015 for the payment of salary and perquisites (hereinafter referred as “remuneration”) as are set out in the Draft of the Agreement entered into between the company and Shi. Arun Mitter, (as a mark of

identification, signed by the Company Secretary) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting. Shri Arun Mitter will be paid minimum remuneration in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliance as provided in the said schedule & read with within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Sh. Arun Mitter;”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any Committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

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

7. APPOINTMENT OF M/S ANJALI YADAV & ASSOCIATES, COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR.

AS AN ORDINARY RESOLUTION

Appointment of M/s Anjali Yadav & Associates, Company Secretaries (M No.FCS-6628,COP No.7257 & Peer Review Firm No.6384/2025) as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive years from the financial year i.e. April 1, 2025 to March 31,2030.

To consider and, it thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Anjali Yadav & Associates, Company Secretaries a Peer Review Firm (6384/2025), Board on the recommendations of Audit Committee, be and is hereby appointed as Secretarial Auditor of the Company, for a term of 5 (Five) consecutive years, to hold office of the Secretarial Auditor from the financial year i.e. April 1, 2025 to March 31,2030 (both days inclusive), on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

8. As a Special Resolution

TO APPROVE THE SITTING FEES TO NON EXECUTIVE INDEPENDENT DIRECTORS FOR ATTENDING THE COMMITTEE MEETING(S)

RESOLVED THAT with effect from October 1,2025, on the recommendations of Nomination & Remuneration Committee and Audit Committee, Independent Directors of the company other than Whole Time or Managing Director in accordance with the provisions of Section 197(5) of the Companies Act,2013 and/or any other provisions of the Act, shall be paid out of funds of the company by way of remuneration for their services i.e. for attending the meeting(s) of the Board of Directors and all the Committees @ Rs. 5000/- per meeting.

9. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS(S) TO BE ENTERED INTO WITH RAM PRAKASH & COPVT LTD

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended 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 Members 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, 2026 may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time”.

“RESOLVED FURTHER THAT the Board of Directors(including its Audit 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”.

10. As an Ordinary Resolution

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended 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 Members be and is hereby accorded to the Board of Directors of the Company 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 30,2026, which are in the ordinary course of business and at arm’s 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 30,2026 may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations as applicable from time to time.

“RESOLVED FURTHER THAT the Board of Directors(including its Audit 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”.

11. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND 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 Members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/transactions with M/s Bahubali Services Pvt Ltd, 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 30,2026, which are in the ordinary course of business and at arm’s 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 30,2026 may exceed the prescribed thresholds as per provisions of the SEBI(Listing Regulations as applicable from time to time.

“RESOLVED FURTHER THAT the Board of Directors(including its Audit 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”.

12. As an Ordinary Resolution

TO APPROVE THE RELATED PARTY TRANSACTION INCLUDING MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BETWEEN THE COMPANY AND M/S. 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 Members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/transactions with M/s Jayabharat Credit Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding Rs.20 Crores for the period ending September 30,2026, which 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 30,2026 may exceed the prescribed thresholds as per provisions of the SEBI(Listing Regulations as applicable from time to time.

“RESOLVED FURTHER THAT the Board of Directors(including its Audit 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”.

13. As a Special Resolution

COMPANY’S CONTRIBUTION TO BONAFIDE AND CHARITABLE FUNDS, ETC

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

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

Place: New Delhi
Date: August 11, 2025

(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. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) of Other Audit Visual Means (OAVM) and dispensed the personal presence of the members of the meeting. According, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and latest being 09/2024 dated September 19, 2024 ('MCA Circulars') and Circular No. SEBI/HO/CFD/CM01/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P2021/11 dated January 15, 2021, Circular No. SEBI/HO/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 95th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participated in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per the instructions mentioned here under in the Notice.
2. The attendance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM,
3. The Company has engaged the services of Central Depository Security Limited ("CDSL") as the Agency for providing e-voting facility (Remote e-Voting and voting during AGM) to the members of the Company in order to cast their votes electronically in terms of the aforesaid MCACirculars.
4. The Explanatory Statement as required under Section 102 of the Companies Act 2013, relating to the Special Business at Item No. 4 to 13 to be transacted at the Annual General Meeting (AGM) is annexed hereto.
5. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of 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.
6. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the RTA of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
7. In terms of Section 72 of the Act, nomination facility is available to individual members holding shares in the physical form. The members, who are desirous of availing this facility, may kindly write to Company's RTA for nomination form by quoting their folio number.
8. Pursuant to regulation 44(6) of the SEBI Listing Regulations, as amended, the Company is providing VC/OAVM facility to its members to attend the AGM.
9. As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. 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 in 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 Company's Act, e-mail at mgfltd@hotmail.com and helpdesk.evoting@cDSL.com Institutional members (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.
11. 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(10) of the Act, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed herewith.
12. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
13. 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.

14. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the September 19, 2025 to Thursday, the September 25, 2025 (both days inclusive)**.
15. 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 Members (Members 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 served basis.
16. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRS_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company www.mgf ltd.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. Members 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; Renewal/Exchange of securities certificate; Endorsement; sub-division/spitting of securities certificate; Consolidation of Securities certificate/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.mgf ltd.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition request shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form, Members can contact the Company or RTA, for assistance in this regard.
17. The Company has appointed Ms. Anjali Yadav, Practicing Company Secretary (M No.FCS-6628,COP No.7257 & Peer Review Firm No.6384/2025) 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.
18. 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 18, 2025**.
19. A person who is not Member as on the **cut-off date i.e. Thursday, the September 18, 2025** should treat this Notice for information purpose only
20. Members, 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 **Forms SH-13/SH-14**. Further, members who want to opt out of the nomination, may submit Form ISR-3, after cancelling his existing nomination, if any, through **Form SH-14**. The Nomination Form can be downloaded from the Company's website i.e. <https://www.mgf ltd.com> **under the section 'Investor Downloads'**.
21. **Inspection of documents**

The audited financial statements, and other documents, like agreements 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 Saturday, Sundays & Holidays up to 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 Exchange, 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.mgf ltd.com and on the website of CDSL at www.evotingindia.com.

THE INSTRUCTIONS OF MEMBERS FOR REMOTE E-VOTING:

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

- (i) The voting period begins on **Monday, September 22, 2025 at 9.00 AM** and ends on **Wednesday, September 24, 2025 at 5.00 P.M.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Thursday, the September 18, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members 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 member, in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional members/retail members 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 members.

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 members 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 e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their Mobile/Phone Number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:-

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	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 CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Members holding securities in demat mode with NSDL Depository	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 a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on The Motor & General Finance Ltd or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining 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 NSDL Depository site wherein you can see e-Voting page. Click on India The Motor & General Finance Limited 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 Members (holding securities in demat mode) login through their Depository Participants (DP)	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 The Motor & General Finance Limited 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.

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Members 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 .: 022-4886 7000 and 022-2499 7000

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

(v) Login method for Remote e-Voting 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 “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) 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. 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 "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 '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 <India Lease Development 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 MEMBERS ATTENDING THE 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. Members 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/EGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further members 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. Members 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, September 18, 2025** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **mgfltd.@hotmail.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by **Thursday, September 18, 2025** days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **mgfltd.@hotmail.com..** These queries will be replied to by the company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those members, 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 members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members may be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

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

1. For Physical members- please provide necessary details like Folio No., Name of member, 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 **mgfltd.@hotmail.com /rta@alankit.com** /RTA email id.
2. For Demat members - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat members – 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 at toll free no. **1800 21 09911**.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE ENTERED INTO AT THE AGMAS SET OUT IN THE NOTICE SS ANNEXED HERETO:

Item No.4

Sh. Rajiv Gupta, (DIN: 00022964.) on the recommendation of Nomination & Remuneration Committee, was re-appointed as Chairman & Managing Director & CEO, Promoter for a period of 3 (three) years with effect from August 13,2022 to August 12,2025 (both days inclusive) and the said re-appointment was approved by the members in the Annual General Meeting held on September 28,2022. Term as Chairman & Managing Director & CEO expires on August 12,2025.

Based on the performance evaluation, the Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on August 11,2025, have recommended the re-appointment of Sh. Rajiv Gupta as the Chairman & Managing Director & CEO for a further period of 3 (three) years viz, from August 13,2025 to August 12,2028(both days inclusive) on the terms & conditions including remuneration as contained in the explanatory statement.

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act,2013 & Regulation 17(6)(e) of SEBI(LODR) Regulations,2015 , members' approval by way of Special Resolution is sought for the payment of remuneration within the limit prescribed under the said section read with said Schedule.

For details pertaining to brief resume of Sh. Rajiv Gupta and the relevant details & disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided for Item No.4 of this Notice forming part of the Annual Report.

Sh. Rajiv Gupta, satisfy all the conditions set out in Part -I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Chairman & Managing Director & CEO in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.

Information about the Appointee

1. Background details

Sh. Rajiv Gupta is a Bachelor of IIT Delhi. During the period, company's carrying on NBFC activities, he has been actively associated with Leasing & Hire Purchase business. He has worked as Managing Director. In recognition of his contributions and in the best interest of the company, he was inducted on the Board on April 14,1988 and since then he has remained at the helm of affairs of the company. He has been associated as Managing Director & Chairman with effect from 31st July,2004 and 1st September,2005 respectively. He has extensive experience, expertise and valuable insight & have been instrumental in driving the company's efforts towards transformation. Further he has all around knowledge on issues concerning Hire Purchase, Leasing, Corporate Financing, Real Estate, Administration, etc. The Board of Directors recommends to retain him in his current role as Chairman & Managing Director & CEO. His continued association with the company as its helmsman is concerned absolutely necessary.

2. Job Profile & his suitability

As Chairman & Managing Director & CEO, Sh. Rajiv Gupta's role is to plan, organize, lead and control the company's finances. His expertise lies in the areas of business planning, Corporate Finance, accounting and Working Capital Management.

The Board of Directors in their meeting held on Monday, August 11, 2025 on the recommendation of Remuneration & Nomination Committee considered and passed the resolution for the re-appointment of Sh. Rajiv Gupta as Chairman & Managing Director & CEO for a further period of 3(three) years with effect from August 13,2025 to August 12,2028(both days inclusive) on the following terms & conditions.

TERMS & CONDITIONS OF RE-APPOINTMENT

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

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

PERIOD OF AGREEMENT

Sh. Rajiv Gupta, has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13, 2025 to August 12, 2028 (both days inclusive) in terms of Clause 60(e) of the Articles of Association, he shall retire by rotation.

a) SALARY

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

b) PERQUISITES

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

Category 'A'**Housing (I)**

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

OR

Housing (II)

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

OR

Housing (III)

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

Gas, Electricity, Water & Furnishings

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

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

Other Perquisites

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

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

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

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

Explanation:

Family shall mean the spouse, dependent children of the "appointee".

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

Category 'B'

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

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

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

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

Category "C"

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

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

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

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

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

In view of the applicability of Regulation 17(IC) of SEBI(LODR) Listing Regulations, the company is required to obtain approval of

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

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

MINIMUM REMUNERATION

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

INTEREST OF DIRECTOR

Save and except Sh. Rajiv Gupta and Smt. Arti Gupta, being related to each other as husband & wife and their relatives to the extent of their shareholding interest, if any, may be deemed to be concerned or interested in the passing of the above resolution. None of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in Resolution No.4.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. This may also be regarded as disclosure under applicable provisions of the Listing Regulations.

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

Item No.5

Smt. Arti Gupta (DIN: 00023237) on the recommendation of Nomination & Remuneration Committee, was re-appointed as Joint Managing Director, Promoter for a period of 3 (three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive) and the said re-appointment was approved by the members in the Annual General Meeting held on September 28, 2022. Term as Joint Managing Director expires on August 12, 2025.

Based on the performance evaluation, the Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on August 11, 2025, considered and approved the resolution for the re-appointment of Smt. Arti Gupta as the Joint Managing Director for a further period of 3 (three) years from August 13, 2025 to August 12, 2028 (both days inclusive) based on the terms & conditions including remuneration as contained in the Special Resolution to be passed by the members in the Annual General Meeting.

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 & Regulation 17(6)(e) of SEBI(LODR) Regulations, 2015, members' approval by way of Special Resolution is sought for the payment of remuneration within the limit prescribed under the said section read with said Schedule.

For details pertaining to brief resume of Smt. Arti Gupta, and the relevant details & disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided for Item No.5 of this Notice forming part of the Annual Report.

Smt. Arti Gupta, satisfy all the conditions set out in Part -I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is neither disqualified from being appointed as Joint Managing Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.

Information about the Appointee

1. Background details

Smt. Arti Gupta is a graduate and has gained sufficient experience in business which is useful for the company. She has been associated as Woman Director since 2006 and has been designated as Joint Managing Director in 2014. Her continued association with the company as its helmsman is concerned absolutely necessary.

2 Job Profile & her suitability

Smt. Arti Gupta as Joint Managing Director and her role is to plan, organize, lead and manage to deliver expected results in the areas of strategic directions to business.

The Board of Directors in their meeting held on August 11, 2025 on the recommendation of Remuneration & Nomination Committee considered and passed the resolution for the re-appointment of Smt. Arti Gupta, Joint Managing Director for a further period of 3(three) years with effect from August 13, 2025 to August 12, 2028(both days inclusive) on the following terms & conditions.

TERMS & CONDITIONS OF RE-APPOINTMENT

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

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

PERIOD OF AGREEMENT

Smt. Arti Gupta, has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13, 2025 to August 12, 2028 (both days inclusive) and in terms of Clause 60(e) of the Articles of Association, she shall retire by rotation.

a) SALARY

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

b) PERQUISITES

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

Category 'A'

Gas, Electricity, Water & Furnishings

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

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

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

Other Perquisites

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

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

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

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

Explanation:

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

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

Category 'B'

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

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

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

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

Category "C"

Provision of Free Telephone/Communication/Mobile facilities at the residence for business purposes.

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

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

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

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

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

MINIMUM REMUNERATION

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

Save and except Smt. Arti Gupta and Shri Rajiv Gupta, being related to each other as wife & husband and their relatives to the extent of their shareholding interest, if any, may be deemed to be interested or concerned in the passing of the above resolution. None of the other Directors, Key Managerial Personnel or their relatives thereof is in any way, concerned or interested financially or otherwise in Resolution No.5.

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. This may also be regarded as disclosure under applicable provisions of the Listing Regulations.

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

Item No. 6.

Sh. Arun Mitter (DIN:00022941) on the recommendation of Nomination & Remuneration Committee, was re-appointed as Whole Time Director designated as Executive Director, Promoter for a period of 3 (three) years with effect from August 13, 2022 to August 12, 2025 (both days inclusive) and the said re-appointment was approved by the members in the Annual General Meeting held on September 28, 2022. Term as Whole Time Director expires on August 12, 2025.

Based on the performance evaluation, the Nomination & Remuneration Committee and the Board of Directors at their respective meeting held on August 11, 2025, have recommended the re-appointment of Sh. Arun Mitter as a Whole Time Director designated as Executive Director for a further period of 3 (three) years from August 13, 2025 to August 12, 2028 (both days inclusive) on the terms & conditions including remuneration as contained in the Explanatory Statement.

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 & Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, members' approval by way of Special Resolution is sought for the payment of remuneration within the limit prescribed under the said section read with said Schedule.

For details pertaining to brief resume of Sh. Arun Mitter and the relevant details & disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided for Item No.6 of this Notice forming part of the Annual Report.

Information about Appointee

1. Background details

Sh. Arun Mitter, a Chartered Accountant, has extensive experience in financial management of corporate bodies. During his training period with a leading firm of Chartered Accountants, he did various assignments of multinational and leading listed companies. Auditing of the companies has given him an exposure to varied internal control and accounting systems. He has dealt with matters relating to Company Law, Income Tax, MRTP, FERA, Excise Duty and Sales Tax, etc

2 Job Profile & his suitability

His core expertise lies in the areas of Corporate Finance, Accounting, Working Capital Management and his strong leadership in the areas, he has handled in his career span.

Sh. Arun Mitter, satisfy all the conditions set out in Paragraph A of Section II of Part I & II of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Whole Time Director in terms of Section 164 of the Act nor debarred from holding the office of a Executive Director by virtue of any order of SEBI or any other such Authority.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee at its meeting held on August 11, 2025 have considered and passed the resolution for the re-appointment of Sh. Arun Mitter, Whole Time Director designated as Executive Director for a period of 3(three) years with effect from August 13, 2025 to August 12, 2028 (both days inclusive)

TERMS & CONDITIONS OF RE-APPOINTMENT

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

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

PERIOD OF AGREEMENT

Sh. Arun Mitter has been re-appointed on the existing terms & conditions for a period of 3 (three) years from August 13, 2025 to August 12, 2028 (both days inclusive) and in terms of Clause 60(e) of the Articles of Association, he shall retire by rotation.

a) SALARY

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

b) PERQUISITES

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

Category 'A'

Housing (I)

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

OR

Housing (II)

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

OR

Housing (III)

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

Gas, Electricity, Water & Furnishings

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

Other Perquisites

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

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

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

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

Explanation:

Family shall mean the spouse, dependent children and dependent parents of Sh. Arun Mitter.

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

Category 'B'

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

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

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

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

Category "C"

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

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

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

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

Pursuant to the SEBI(LODR) Amendment, Regulations 2018 applicable w.e.f. April 1, 2019, the fee or compensation payable to

Executive Directors who are promoters or members of the promoter group or if the annual remuneration to such director exceeds 5% of the net profit of the company shall be subject to the approval of the members by Special Resolution in general meeting.

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

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

MINIMUM REMUNERATION

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

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

The Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. This may also be regarded as disclosure under applicable provisions of the Listing Regulations.

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

Item No. 7

In accordance with Section 204 of the Companies Act, 2013, read with the rules framed thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Review Firm Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Subject to the approval of the Members of the company and based on the recommendation of Audit Committee, the Board, at its Meeting held on August 11, 2025 approved the appointment of M/s Anjali Yadav & Associates, Company Secretaries (FCS No. 6628 & CP No.7257 & Peer Review Firm Certificate No.6384/2025) as the Secretarial Auditor of the Company, for a period of five consecutive years commencing from FY i.e. April 1, 2025 to March 31, 2030 (both days inclusive).

M/s Anjali Yadav & Associates is a leading Practicing Company Secretaries firm based in Delhi. The firm offers services in the field of Corporate Governance and Secretarial Services. Their expertise includes Representation and Appearance before ROC, Regional Director, RBI etc. Handling Amalgamations, Mergers, Corporate Restructuring. Conduct of Secretarial Audits, Due Diligence Audit, Internal Audit etc.

M/s Anjali Yadav & Associates had consented to their appointment as the Secretarial Auditor of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of Regulation 24A(1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

M/s Anjali Yadav & Associates will be paid such remuneration including out of pocket expenses which is recommended by audit committee and mutually acceptable to both the parties.

None of the Directors of Key Managerial Personnel of the Company and their relatives and concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the approval of the Members for appointment of Secretarial Auditor and passing of the Ordinary Resolution set out at item No. 7 of the Notice.

Item No. 8

Section 197(5) of the Companies Act, 2013 is the governing section for the remuneration by way of fee for attending meetings. The Board of Directors on the recommendation of the Nomination & Remuneration Committee and Audit Committee, in supersession of all the resolutions passed in this regard have decided that effective from 1st October, 2025, Independent Director other than Managing Director, Joint Managing Director and Whole Time Director/Executive Director shall be paid Meeting Fee of Rs. 5000/- per meeting for attending each meeting of the Board as well as Committee Meeting(s). In this regard, Clause 61(iii) of the Articles of Association of the Company, inter-alia, states as follows :-

"(iii) The Directors except Whole Time Director shall be paid sitting fee only for attending the Board Meetings. No meeting fee will be paid for attending the Committee Meetings unless it is authorized by the Board."

Pursuant to this, the Board authorizes payment of a meeting fee of Rs. 5000/- per meeting to each Independent Director for attending the meeting(s) of the Board and Committee Meeting(s).

Interest of Directors

None of the Directors except Non Executive Independent Directors may be deemed or concerned or interested in the passing of the above resolution.

The Board of Directors recommends the Special Resolution at Item No.8 of the Notice for your consideration and approval.

Context for Item Nos. 9 to 12.

In terms of Regulation 23 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015(SEBI Listing Regulations),as amended and as 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 required 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.9 to 12 are placed for approval of the Members of the company.

Item No.9

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

The Company has already entered and may enter into certain business transactions with M/s Ram Prakash & Co Pvt Ltd during the financial year 2025-26. The nature of transactions relates to any giving/taking of loan, Inter Corporate Deposits, advances or investments on such terms & conditions as may deem fit. All transactions to be entered into by the company with Ram Prakash & Co Pvt Ltd 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 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 transaction or not.

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

Particulars of material related party transaction to be entered into between the company and M/s Ram Prakash & Company Private Limited.

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

SI No.	Particulars	Details
1.	Name of the related party	Ram Prakash & Company Private Limited.
2.	Type of transactions	Giving or taking of any loans, Inter Corporate Deposits, Advances or Investments on such terms and conditions as the Board of Directors may deem fit on the recommendations of the Audit Committee. All transactions to be entered will be at arm's length basis and in the ordinary course of business
3.	Material terms and particulars of the proposed transactions	Material terms and conditions are based on the contracts which inter-alia include the rates which are based prevailing industry standards and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the company including nature of its concern or interest(financial or otherwise).	Ram Prakash & Company Pvt Ltd a related party and is promoter group company.
5	Tenure of the proposed transaction	Repetitive & recurring nature , approval obtained will be upto 30.09.2026
6	Value of the proposed transaction(not to exceed)	As given in the Resolution
7.	Value of RPT as no. of times of company's audited annual turnover	Value of RPT 9 times of company's audited annual turnover of Rs.10 Crores of the financial year 2024-2025
8.	If the transactions related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary. i) Details of the source of funds in connection with the proposed transaction;	In lieu of giving of any loans, Inter Corporate Deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, the internal accruals or recovery will be utilized. No financial indebtedness will be incurred for the transactions.

	ii) Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments. -Nature of indebtedness - Cost of funds; and -Tenure. 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 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	Giving or taking of any loans, Inter Corporate Deposits, advances or investments on such terms & conditions as per industry standards and as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowing entity(ies) for its business purposes and financial requirements. Yes, valuation in relation to the proposed transaction would be made available through the registered email address of the shareholders
9.	Justification as to why the RPT is in the interest of the company	The arrangement will be financially beneficial & it will be in the interest of the company.
10.	Copy of the valuation or other internal party report, if any such report has been relied upon.	The related party transactions will be in line with the company's policy on Materiality of and dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the valuation report of an independent valuer, whenever necessary. Arm's Length Basis: The company ensures that the related party transactions are done on arm's length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency. In case of inter corporate fund based/non fund based transaction(s), the interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013
11	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant/important information forms part of this Statement setting out material facts pursuant to section 201(1) of the Companies Act, 2013

The policy on materiality of Related Party Transactions and on dealing with Related Party Transaction was amended in line with SEBI(LODR) Regulations and the 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. 9

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

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

Item No.10

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

The Company may enter into certain business transactions with M/s India Lease Development Ltd during the financial year 2025-26. The nature of transactions relates to any giving/taking of loan, Inter Corporate Deposits, advances or investments on such terms & conditions may deem fit. All transactions to be entered into by the company with M/s India Lease Development Ltd, 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 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”.

Particulars of material related party transaction to be entered into between the company and M/s India Lease Development Limited.

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

SI No.	Particulars	Details
1.	Name of the related party	M/s India Lease Development Limited
2.	Type of transactions	Giving or taking of any loans, Inter Corporate Deposits. Advances or Investments on such terms and conditions as the Board of Directors may deem fit on the recommendations of the Audit Committee. All transactions to be entered will be at arm's length basis and in the ordinary course of business.
3.	Material terms and particulars of the proposed transactions	Material terms and conditions are based on the contracts which inter-alia include the rates which are based prevailing industry standards and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the company including nature of its concern or interest(financial or otherwise).	M/s India Lease Development Ltd, a related party and is promoter group company.
5	Tenure of the proposed transaction	Repetitive & recurring nature, approval obtained will be upto 30.09.2026-Not applicable.
6	Value of the proposed transaction(not to exceed)	As given in the Resolution
7.	Value of RPT as no. of times of company's audited annual turnover	Value of RPT as 2 times of company's audited annual turnover of Rs 10 Crores Crores of the financial year 2024-2025
8.	If the transactions related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity 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, intercorporate deposits, advances or investments. -Nature of indebtedness - Cost of funds; and -Tenure. 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 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	In lieu of giving of any loans, Intern Corporate Deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, the internal accruals or recovery will be utilized. No financial indebtedness will be incurred for the transactions. Giving or taking of any loans, Inter Corporate Deposits, advances or investments on such terms & conditions as per industry standards and as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowing entity(ies) for its business purposes and financial requirements. Yes, valuation in relation to the proposed transaction would be made available through the registered email address of the shareholders.
9.	Justification as to why the RPT is in the interest of the company	The arrangement will be financially beneficial & it will be in the interest of the company.

10.	Copy of the valuation or other internal party report, if any such report has been relied upon.	The related party transactions will be in line with the company's policy on Materiality of and dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the valuation report of an independent valuer, whenever necessary. Arm's Length Basis: The company ensures that the related party transactions are done on arm's length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency. In case of inter corporate fund based/non fund based transaction(s), the interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013.
11	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant/important information forms part of this Statement setting out material facts pursuant to section 201(1) of the Companies Act, 2013

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

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

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

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

Item No. 11

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

The Company may enter into certain business transactions with M/s Jayabharat Credit Limited during the financial year 2025-26. The nature of transactions relates to any giving/taking of loan, Inter Corporate Deposits, advances or investments on such terms & conditions may deem fit. All transactions to be entered into by the company with M/s Jayabharat Credit Limited will be in the ordinary course of business and will be at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/SEBI (LODR) Regulations, 2015 will be obtained from the Audit Committee.

Further, all Material Related 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".

Particulars of material related party transaction to be entered into between the company and M/s Jayabharat Credit Limited.

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

SI No.	Particulars	Details
1.	Name of the related party	M/s Jayabharat Credit Limited
2.	Type of transactions	Giving or taking of any loans, Inter Corporate Deposits. Advances or Investments on such terms and conditions as the Board of Directors may deem fit on the recommendations of the Audit Committee. All transactions to be entered will be at arm's length basis and in the ordinary course of business
3.	Material terms and particulars of the proposed transactions	Material terms and conditions are based on the contracts which inter-alia include the rates which are based prevailing industry standards and commercial terms as on the date of entering into the contract(s)

4.	Nature of Relationship with the company including nature of its concern or interest(financial or otherwise).	M/s Jayabharat Credit Limited, a related party and is promoter group company.
5	Tenure of the proposed transaction	Repetitive & recurring nature , approval obtained will be upto 30.09.2026-Not applicable
6	Value of the proposed transaction(not to .exceed)	As given in the Resolution
7.	Value of RPT as no. of times of company's audited annual turnover	Value of RPT as 2 times of company's audited annual turnover of Rs 10 Crores Crores of the financial year 2024-2025
8.	If the transactions related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity 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, intercorporate deposits, advances or investments. -Nature of indebtedness - Cost of funds; and -Tenure. 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 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	In lieu of giving of any loans, Intern Corporate Deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, the internal accruals or recovery will be utilized. No financial indebtedness will be incurred for the transactions. Giving or taking of any loans, Inter Corporate Deposits, advances or investments on such terms & conditions as per industry standards and as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowing entity(ies) for its business purposes and financial requirements. Yes, valuation in relation to the proposed transaction would be made available through the registered email address of the shareholders.
9.	Justification as to why the RPT is in the interest of the company	The arrangement will be financially beneficial & it will be in the interest of the company.
10.	Copy of the valuation or other internal party report, if any such report has been relied upon.	The related party transactions will be in line with the company's policy on Materiality of and dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the valuation report of an independent valuer, whenever necessary. Arm's Length Basis: The company ensures that the related party transactions are done on arm's length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency. In case of inter corporate fund based/non fund based transaction(s), the interest charged will be in compliance with the provisions of section 186 of the Companies Act,2013
11	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant/important information forms part of this Statement setting out material facts pursuant to section 201(1) of the Companies Act,2013

The policy on materiality of Related Party Transactions and on dealing with Related Party Transaction was amended in line with SEBI(LODR) Regulations and the 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.11.

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

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

Item No.12

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

The Company may enter into certain business transactions with M/s Bahubali Services Private Limited, during the financial year 2025-26. The nature of transactions relates to any giving/taking of loan, Inter Corporate Deposits, advances or investments on such terms & conditions may deem fit. All transactions to be entered into by the company with M/s Bahubali Services Private Limited, will be in the ordinary course of business and will be at arm's length basis 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 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".

The details in line with the SEBI Circular is appended are given below:-

Particulars of material related party transaction to be entered into between the company and M/s Bahubali Services Private Ltd

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

SI No.	Particulars	Details
1.	Name of the related party	M/s Bahubali Services Private Limited,
2.	Type of transactions	Giving or taking of any loans, Inter Corporate Deposits. Advances or Investments on such terms and conditions as the Board of Directors may deem fit. All transactions to be entered will be at arm's length basis and in the ordinary course of business
3.	Material terms and particulars of the proposed transactions	Material terms and conditions are based on the contracts which inter-alia include the rates which are based prevailing industry standards and commercial terms as on the date of entering into the contract(s)
4.	Nature of Relationship with the company including nature of its concern or interest(financial or otherwise).	M/s Bahubali Services Private Limited, a related party and is promoter group company.
5	Tenure of the proposed transaction	Repetitive & recurring nature, approval obtained will be upto 30.09.2026 Not applicable
6	Value of the proposed transaction(not to exceed)	As given in the Resolution.
7.	Value of RPT as no. of times company's audited annual turnover	Value of RPT as 2 times of company's audited annual turnover of Rs. 10 Crores of the financial year 2024-2025
8.	If the transactions related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity 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, intercorporate deposits, advances or investments. -Nature of indebtedness - Cost of funds; and -Tenure.	In lieu of giving of any loans, Intern Corporate Deposits, advances or investments on such terms & conditions as the Board of Directors may deem fit, the internal accruals or recovery will be utilized. No financial indebtedness will be incurred for the transactions. Giving or taking of any loans, Inter Corporate Deposits, advances or investments on such terms & conditions as per industry standards and as the Board of Directors may deem fit. The financial assistance would be utilized by the borrowing entity(ies) for its business purposes and financial requirements.

	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 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	Yes, valuation in relation to the proposed transaction would be made available through the registered email address of the shareholders.
9.	Justification as to why the RPT is in the interest of the company	The arrangement will be financially beneficial & it will be in the interest of the company.
10.	Copy of the valuation or other internal party report, if any such report has been relied upon.	The related party transactions will be in line with the company's policy on Materiality of and dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the valuation report of an independent valuer, whenever necessary. Arm's Length Basis: The company ensures that the related party transactions are done on arm's length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency. In case of inter corporate fund based/non fund based transaction(s), the interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013
11	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant/important information forms part of this Statement setting out material facts pursuant to section 201(1) of the Companies Act, 2013

The policy on materiality of Related Party Transactions and on dealing with Related Party Transaction was amended in line with SEBI (LODR) Regulations and the 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.12

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.12 of this Notice.

Board of Directors on the recommendations of the Audit Committee, recommends the resolution(s) as set out in Item No.12 of the Notice for the approval of the members.

Item No.13

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

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

The Board of Directors recommends the proposed resolution at Item No.13 for approval of the members of the company.

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

Place: New Delhi
Date: August 11, 2025

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

Annexure-1

PURSUANT TO ARTICLE 60(E) OF ARTICLES OF ASSOCIATION READ WITH REGULATION 36(3) OF SEBI(LODR) REGULATION ,2015 AND SECRETARIAL STANDARD(SS-2) ISSUED BY ICSI, THE FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTOR RETIRING BY ROTATION.

Re-appointment of Smt. Arti Gupta, Joint Managing Director retiring by rotation(Resolution No.2) Ordinary Resolution.

Name of the Director	Smt. Arti Gupta
DIN	00023237
Date of Birth	05-11-1953
Date of Initial appointment	22-06-2006
Qualification	Graduate
Experience & Expertise	Gained sufficient business experience since her induction on the Board in the year 2006 as Woman Director. Her role is to plan, organize, lead and manage to deliver expected results in the areas of strategic directions to business. Her continued association with the company as its helmsman is considered absolutely necessary.
Number of Meetings of the Board attended during the year	9 out of 10. Details in the Corporate Governance Report
List of Directors of the Board	Directorship: Private Companies: a) Bahubali Services Pvt b) MGF Estates Pvt Ltd c) Ram Prakash & Co Pvt Ltd d) Gee Gee Holdings Pvt Ltd e) Grosvenor Estates Pvt Ltd f) Associated Traders & Engineers Pvt Ltd g) Ved Shanti Properties Pvt Ltd h) Cards Services India Pvt Ltd
Listed entities from which the person has resigned in the past 3(three) years	NIL
Shareholding in the company	19,62,000 shares of the face value of Rs. 5/-each

Annexure-2

PURSUANT TO REGULATION 36(3) OF SEBI(LODR) REGULATIONS,2015 READ WITH SECRETARIAL STANDARD(SS-2) ISSUED BY ICSI, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED VIDE ITEM NO 4 TO 6 OF THE NOTICE CONVENING THE 95th ANNUAL GENERAL MEETING OF THE COMPANY.

Name of Director	Shri Rajiv Gupta	Smt. Arti Gupta	Shri Arun Mitter
DIN	00022964	00023237	00022941
Date of Birth & Age	13/08/1946 79 Yrs	05/11/1953 72 Yrs	27/11/1962; 63 Yrs
Date of initial appointment	14/04/1988	22/06/2006	11/07/2002
Qualifications	B.E.(IIT, Delhi)	Graduate	B.Com, ACA
Experience & Expertise	Associated with Leasing & Hire purchase business since 1969. His expertise lies in the areas of business planning, Corporate Finance, accounting and Working Capital Management. Remaining at the helm of affairs & has worked in various capacities.	Gained sufficient business experience since her induction on the Board in the year 2006 as Woman Director. Her role is to plan, organize, lead and manage to deliver expected results in the areas of strategic directions to business. Her continued association with the company as its helmsman is considered absolutely necessary	Being a CA has extensive business experience in the Corporate Finance, in general and financial management of corporate bodies. His continued association with the company as its helmsman is considered absolutely necessary
Number of Meetings of the Board attended during the year	10 out of 10. Details in the Corporate Governance Report	9 out of 10. Details in the Corporate Governance Report	10 out of 10. Details in the Corporate Governance Report

List of Directors of the Other Board	Directorship: Public Companies a) Jayabharat Credit Ltd b) India Lease Development Ltd Private Companies: a) Bahubali Services Pvt Ltd b) Associated Traders & Engg Pvt Ltd c) MGF Securities Pvt Ltd d) Grosvenor Estates Pvt Ltd e) Gee Gee Holdings Pvt Ltd f) Ram Prakash & Co Pvt Ltd g) MGF Estates Pvt Ltd h) Cards Services India Pvt Ltd i) Ved Shanti Properties Pvt Ltd	Directorship: Private Companies: a) Bahubali Services Pvt b) MGF Estates Pvt Ltd c) Ram Prakash & Co Pvt Ltd d) Gee Gee Holdings Pvt Ltd e) Grosvenor Estates Pvt Ltd f) Associated Traders & Engineers Pvt Ltd g) Ved Shanti Properties Pvt Ltd h) Cards Services India Pvt Ltd	Directorship: Public Companies: a) Jayabharat Credit Ltd b) Technofab Engineering Ltd Private Companies: a) Bahubali Services Pvt Ltd b) Ram Prakash & Co Pvt Ltd c) Grosvenor Estates Pvt Ltd d) Gee Gee Holdings Pvt Ltd e) MGF Securities Pvt Ltd f) Cards Services India Pvt Ltd g) Associated Traders Engineers Pvt Ltd h) Hyline Mediconz Pvt Ltd
List of Membership/ Chairmanship of Committee of Other Board	Membership: India Lease Development Ltd Audit Committee SRC Committee N&RC Committee Membership: Jayabharat Credit Ltd Audit Committee N&RC Committee Risk Management CST Committee Chairmanship: Jayabharat Credit Ltd SRC Committee Risk Management Committee	-	Jayabharat Credit Ltd Membership: SRC Committee Nomination & Remuneration Committee Risk Management Committee CSR Committee Tecnofab Engineering Ltd Membership: Audit Committee Nomination & Remuneration Committee SRC Committee CSR Committee Chairmanship: Audit Committee
Listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil
Shareholding in the company	45,43,730 equity shares of the face value of Rs.5/-each	19,62,000 equity shares of the face value of Rs.5/-each	31,464 equity shares of the face value of Rs.5/-each
Relationship with other directors, manager and other KMP of the company	Related to Mrs. Arti Gupta, being wife	Related to Mr. Rajiv Gupta, being husband	Not Applicable
Terms and conditions of re-appointment	As given in Item No 4 of the Explanatory Statement	As given in Item No.5 of the Explanatory Statement	As given in Item No.6 of the Explanatory Statement
Details of remuneration last drawn(FY-24-25)	Rs.31,00,198	Rs. 28,74,199	Rs. 32,00,100
Details of remuneration sought to be paid	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice	The details of remuneration sought to be paid is given in Explanatory Statement annexed to this Notice
Justification for choosing the re-appointment(s) of Executive & Independent Director	As given in the Explanatory Statement	As given in the Explanatory Statement	As given in the Explanatory Statement

Annexure-3

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

Other Information

Reasons of loss or inadequate profits

The company's only source of income is premises given on rent. Efforts are on by discovering the ways to improve company's working and thus raise profitability. Further focus is on to identify the areas for improvement within the organization by increasing efficiency, decreasing spending.

Although Covid -19 pandemic has decreased substantially but its effect is still being felt in the smooth working of the business. In respect of Commercial Project at Shalimar Place, Shalimar Bagh, Delhi, sincere steps have/been/are being taken to maximize the return on investment.

MEMBERS INFORMATION

Head Office & Registered Office of the Company	:	MGF HOUSE 4/17-B, Asaf Ali Road, New Delhi-110002
Internet Facility		
E-Mail	:	mgfltd@hotmail.com
Company website	:	www.mgfltd.com
Telephone No.	:	011-23272216-18, 011-23276872
Date of Annual General Meeting	:	September 25, 2025
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 19, 2025 to Thursday, the September 25, 2025 (both days inclusive)
Shares listed at	:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 National Stock Exchange of India Ltd (NSE) 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 for the year 2025-26.