

MGF

PHONE : 011-23272216, 23272217
: 011-23272218, 23276872

Website : <http://www.mgf ltd.com>
E-mail : mgf ltd@hotmail.com
CIN No. : L74899DL1930PLC000208
GSTIN : 07AAACT2356D2ZN

THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,

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

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS HELD ON THURSDAY, THE FEBRUARY 05, 2026

Regulatory Framework

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Entity shall familiarise business, Independent Directors with Company's business model, nature of industry, governance philosophy, practices, procedures, systems, their roles, rights, responsibilities etc. As per Schedule IV of the Companies Act, 2013, Independent Directors undertake appropriate induction and regularly update & refresh their skills, knowledge and familiarity with the Company.

As per Regulation 46(2)(i) of Listing Regulations, the Listed Entity disclose the details on the website of the Company regarding familiarization programs imparted to independent directors including the following areas.

- i) Number of programs attended by Independent Directors (during the year and on a cumulative basis till date)
- ii) Number of hours spent by Independent Directors in such programs (during the year and on a cumulative basis till date) and
- iii) Other relevant details.

Purpose

Presence of Independent Director on the Board leads to greater transparency and better corporate governance practices in Entity's dealings. The purpose is to ensure Independent Directors' ability to discharge their duties efficiently and effectively. Accordingly, the Entity has conducted a Familiarisation Programme for the Independent Directors covering the following areas:

- Areas in which the Entity operates;
- Corporate Governance Philosophy of the Entity;
- Policies, Procedures, code of conduct etc. adopted by the Company;
- Roles, functions and duties of the Directors;

Independent Directors are provided reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board's Committee Meetings, on business and performance updates of the Entity, business strategy and risks involved. Quarterly Statutory changes and landmark judicial pronouncements encompassing important laws are regularly communicated to the Directors.



THE MOTOR & GENERAL FINANCE LIMITED
CIN : L74899DL1930PLC000208

: :2: :

Each director of the Company has complete access to any information relating to the Company. They are given relevant documents for enabling them to have a good insight of the Company's operations.

During Financial Year 2025-2026

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

During the financial year 2025-2026 one familization programme was organised by the Company and the purpose of the programme is as under:-

1. Update on Industry and Business of the Company.
2. Related Party Transaction Framework at The Motor & General Finance Ltd
3. Portfolio update for financial year 2025-2026.
4. Update regarding significant changes/ amendments notified under SEBI Regulations and particularly under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and updates from Ministry of Corporate Affairs.

The salient features regulatory changes / amendments/ updates under the Companies Act, 2013 and applicable SEBI Regulations are as follows:

1. **SEBI vide its notification No. SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024** amended LODR Regulations through SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024. The substantial amendments which are applicable to the entity are listed below:



THE MOTOR & GENERAL FINANCE LIMITED
CIN : L74899DL1930PLC000208

:3 :

i. Related Party Transactions –

- a. Ratification of Related Party Transactions by Audit Committee within 3 months, subject to certain conditions, including a maximum limit of Rs. 1 Cr.
- b. Approval of Audit Committee and Disclosure on Stock Exchange not required for remuneration and sitting fees paid to Directors & KMPs (other than Promoters), unless above materiality thresholds (*i.e. lower of Rs 1,000 crore or 10% of consolidated turnover*)

ii. Secretarial Auditor –

- a. As against yearly appointments, Secretarial Auditor will now be appointed for a fix term of five year and if it is a Firm, it can be re-appointed for additional term of five years.
- b. Secretarial Auditors shall now be appointed in Annual General Meeting.
- c. Approval of Board is required for availing any services other than Audit from Secretarial Auditors.
- d. Disqualifications of Secretarial Auditors is prescribed.

iii. "Material subsidiary" shall mean a subsidiary, whose **Turnover** or net worth exceeds ten percent of the consolidated **Turnover** or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

iv. Disclosures as per Regulation 30 –

Events have been specified in Para A of Part A of Schedule III of the SEBI LODR Regulations, are required to be disclosed to the Stock exchanges without any application of the guidelines for materiality, as specified in Regulation 30(4) of the SEBI (LODR) Regulations, 2015.

v. Website Disclosures –

- a. Memorandum and Articles of Association, and (b) Brief profile of board of directors including directorship and full-time positions in body corporates also to be hosted on the website of the Company
- b. Video Recordings – to be hosted within 48 hours, for atleast two years

vi. The Company shall publish an advertisement in Newspaper, within 48 hours of conclusion of Board of Directors at which financial results were approved, containing a Quick Response code (QR Code).

Outcome of Board Meeting may now be filed within 3 hours of conclusion of the Board Meeting, if the meeting concludes after the trading hours but before atleast three trading hours of next trading day.



THE MOTOR & GENERAL FINANCE LIMITED
CIN : L74899DL1930PLC000208

: 4 :

2. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2024/215 dated 4th December, 2024 amended LODR Regulations through SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024, as follows:
 - (i) Definition of Connected Person has been substituted as follows:

Any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Definition of 'Deemed to be Connected Person' shall now also include (a) a firm or its partner or its employee in which a connected person as per (i) above is also a partner; (b) a person sharing household or residence with a connected person as per (i) above.
 - (iii) Term "Relative" is now defined, which shall now include:
 - i. spouse of the person;
 - ii. parent of the person and their spouse;
 - iii. sibling of the person and their spouse;
 - iv. child of the person and their spouse;
 - v. spouse of the person listed at (iii) and (iv)
3. Similarly, SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 vide its amendment requires sending Annual Report to shareholders who have not registered their email addresses. And accordingly, companies must send a physical letter containing the web link directing shareholders to the digital version of the annual report. The Company dispatched the said letters containing weblink along with QR Code to the shareholders on September 03, 2025.
4. SEBI vide its Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025 instructed the listed entities to open a special window for re-lodgement of transfer deeds, which were lodged prior to 1st April, 2019 and rejected/ returned/not attended due to deficiency in the documents/process or otherwise and could not be re-lodged up to 31st March, 2021. The special window to remain open for a period of six months from **07th July, 2025 till 06th January, 2026**. During this period, share re-lodged for transfer will be processed only in dematerialised (Demat) form.
5. SEBI vide its Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 approved the proposal for relaxation in minimum information to be provided to the Audit Committee and shareholders for the approval of RPTs.



THE MOTOR & GENERAL FINANCE LIMITED
CIN : L74899DL1930PLC000208

: 5 :

Transactions up to ₹1 crore are largely exempt from specific disclosure requirements. For "moderate value RPTs" (below the lower of 1% of consolidated turnover or ₹10 crore, but exceeding ₹1 crore), simpler "minimum information" as per Annexure-13A is sufficient for Audit Committee and shareholder approval. For "other RPTs" above this threshold, the comprehensive Industry Standards apply.

- 6. Insider Trading (PIT) Regulations:** The automated trading window closure mechanism has been extended to include the **immediate relatives** of designated persons (DPs). Implementation was phased, with top 500 companies starting July 1, 2025, and all others by October 1, 2025.
- 7. Compliance Officer Role:** The Compliance Officer must be an officer in whole-time employment, designated as a Key Managerial Personnel (KMP), and not more than one level below the board of directors, thereby strengthening their authority.
- 8. Materiality of Events:** SEBI mandated that listed entities follow industry standards for determining and disclosing material events or information under Regulation 30 of the LODR Regulations.

A detailed strategic business opportunity with the risk factors involved for 2025-26 of the Company was also presented and discussed with all the Board members and their feedback and inputs were taken and implemented.

Such discussions on business plans provides Directors (including Independent Directors) a deep understanding on the environment in which the Company operates, industry scenario, challenges and opportunities, competition, Company's thought process, major initiatives and risks involved such as internal risk, external risk, industrial risk and cyber risk and financial and statutory updates are regularly presented to the Directors in the quarterly Board Meetings.

Shri Dinesh Agnani on behalf of his colleagues thanked the other members of the Company.

It was informed that details of Familiarization Programmes for Independent Directors is available on the Company's website www.mgf ltd.com

FAMILIARISATION PROGRAMMES ORGANISED BY THE COMPANY DURING THE FINANCIAL YEAR 2025-26.

Particulars	During the Financial Year 2025-2026	Cumulative from April 01, 2016
Number of familiarization programs organized by the Company	1	16
Time spent by the independent directors in such programs in the aggregate	3 Hours	20 Hours





PHONE : 011-23272216, 23272217
: 011-23272218, 23276872

Website : <http://www.mgf ltd.com>
E-mail : mgf ltd@hotmail.com
CIN No. : L74899DL1930PLC000208
GSTIN : 07AAACT2356D2ZN

THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,

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

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS HELD ON WEDNESDAY, THE DECEMBER 4,2024

In terms of Regulation 25(2) and 25(7) of SEBI(LODR) Regulations,2015, Independent Directors have to attend the Orientation Programme which, inter-alia, states, the details of the training and familiarization programme provided in the Corporate Governance Report. The company has been taking steps to familiarize the Independent Directors with the latest development in the company so that they also keep themselves updated.

As per Regulation 46(2)(i) of LODR Regulations, the company is mandatory required to disclose the details, on the website of the company, of familiarization programmes imparted to Independent Directors incorporating the following details:-

- i) Number of Programme attended by each Independent Director (during the year and on a cumulative basis till date).
- ii) Number of hours spent by Independent Director in such programme (during the year and on a cumulative basis) and
- iii) Other relevant details.

In compliance of Regulation 25(7) of SEBI Listing Regulations,2015 read with Schedule IV of the Companies Act,2013 & in continuity of corporate policy, the company last carried out Familiarization Programme for the Independent Directors on January 18,2024.

Purpose

Presence of Independent Directors on the Board leads to greater transparency and better corporate governance practices in company's dealings. Formal on Boarding/refresher programs for new and existing independent directors would be helpful in discharging their duties efficiently and effectively. Accordingly, the Company has conducted a Familiarization Programme for the Independent Directors covering the following areas:-

- Area in which the company operates
- Corporate Governance Philosophy of the company
- Policies, standards, procedures, code of conduct etc, adopted by the Company;
- Roles, functions and duties of the Directors; and
- Changes and other developments in applicable regulatory framework.

Last Meeting

The company to meet SEBI(LODR) Requirements arranged a meeting of the Independent Directors on December 4,2024 to evaluate the performance of the Chairman, Executive Directors and more importantly how far effective is their contribution in the guidance /support to the management as and when required.



THE MOTOR & GENERAL FINANCE LIMITED
CIN : L74899DL1930PLC000208

: 2 :

Appointment of Independent Directors/Change of Management

Sh. Dinesh Agnani and Mrs. Leena Tuteja have been inducted as the Non Executive Independent Directors in place of Sh. Onkar Nath Aggarwal who resigned due to ill health and Sh. Bharat Kumar, who completed his second term of five years as Non Executive Independent Directors.

On the induction of Non Executive Independent Directors, a detailed Appointment Letter was issued which inter-alia was for acceptance & sets out the expectation of the Board from the appointed Directors and also incorporating the role, duties and responsibilities, Code of Conduct and obligations. A well structured induction programme for orientation and training of Independent Directors which included one to one inter-active session with the Executive Directors, Management.

First meeting after their induction was held on December 4, 2024 wherein they were briefed about the company and their inter-action with other members. Independent Directors raised certain queries which were suitably explained by Sh. Arun Mitter, Executive Director of the Company.

On induction, a meeting was arranged invariably with the Managing Director, Chief Financial Officer and members of the Senior Management to discuss the functioning of the Board and the Company's business activities. The Independent Directors were also familiarized with their roles, rights, responsibilities, obligations & tenure of appointment.

Independent Directors on induction are given a copy of the Annual Report for the last three years. Explained Code of Conduct, Insider Trading Code, details about the company, Memorandum & Articles of Association, Financial Results for the last one year. They were also given the importance of Vigil Policy, CSR Policy and Policy on Related Party Transactions.

Other initiatives to update the Directors on a continuous basis

The Directors are also kept abreast of the company's performance/ operations/updates/ major developments affecting the business by various reports on quarterly basis. Each Director of the company has complete access to any information relating to the company.

These meeting and discussions also facilitate the Directors to provide their inputs and suggestions on various strategic and operational matters;

Detailed updates on relevant statutory and regulatory changes related laws along with their impact and action plan are regularly circulated to the Directors.

The Board is updated on a timely basis about the regulatory changes, major stock exchange announcements, press release etc, impacting the company, if any and its functioning and the roles and responsibilities of the Board members.

Quarterly presentations on operations are made to the Board which includes information on business performance, operations, financial parameters, liquidity management, fund flows, information and senior management changes.



THE MOTOR & GENERAL FINANCE LIMITED
CIN : L74899DL1930PLC000208

: 3 :

Separate meetings of the Independent Directors are also organized to enable them to interact and discuss about the performance of the company and the Board, strategy, leadership strengths and weakness, governance, compliance, board evaluation, enabling them to exchange valuable views and forwarded their suggestion to the Chairman and the other Board Members;

One-to-one meetings with the Statutory Auditors are organized which facilitates discussions on internal audit effectiveness and environment control and also to discuss company's affairs without presence of management.

Continuing Meeting

In the continual Familiarization Programme, the Board Meeting were regularly updated regarding Key development in the company and on any regulatory amendment applicable to the company.

Relevant statutory changes w.r.t Regulatory Updates, SEBI Listing Regulations, Prevention of Insider Trading Regulations and landmark judicial pronouncements encompassing important laws are regularly updated to the Directors

Mr. Praveen Jain, Statutory Auditor, discussed about the digitalization transformation. He explained the benefit of digitalization which included cost cutting and customer's satisfaction.

A detailed strategic business plan for 2024-25 of the company was also presented and discussed with all the Board members and their feedback and inputs were taken and implemented with all the Board members and their feedback and inputs were taken and implemented. Such discussions on business plans provides Directors(including Independent Directors) a deep understanding on the environment in which the company operates, industry scenario, challenges, and opportunities, company's thought process, major initiatives and risks involved such as internal risk, external risk & financial and statutory updates are regularly presented to the Directors in the quarterly Board Meetings.

Mr. Dinesh Agnani, Chairman of the Meeting on behalf of his colleagues thanked the members.

It was informed that Familiarization Programme Policy for Independent Director is already uploaded on the company's website www.mgf ltd.com for stakeholders information.

DETAILS OF FAMILIARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS

During FY 2024-25, the following programme for Independent Directors were conducted.

Sl No.	Subject matter of the Programme	No. of Programme attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Mrs. Leena Tuteja has been inducted as the Non Executive Independent Directors in place of Sh. Bharat Kumar who completed his second term of five years as an Independent Director. Her appointment has been approved by the shareholders through Postal Ballot during the year 2024.	1	1 hour



THE MOTOR & GENERAL FINANCE LIMITED
CIN : L74899DL1930PLC000208

: 4 :

FAMILIARISATION PROGRAMME ORGANISED BY THE COMPANY DURING THE FINANCIAL YEAR 2024-2025

Particulars	During the Financial Year 2024-25	Cumulative from April 1,2016
Number of Familiarization Programme organized by the company	1	15
Time spent by the Independent Directors in such programme in the aggregate	1 hour	17 hours

