MGF

THE MOTOR & GENERAL FINANCE LIMITED

Registered Office: MGF HOUSE, 4/17-B, Asaf Ali Road, New Delhi-110002
Phone Nos.: 011-23272216-18, 011-23278001-02 Fax: 011-23274606
Website: http://www.mgfltd.com Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208

NOTICE

NOTICE is hereby given that the Eighty Seventh (87th) Annual General Meeting of the members of The Motor & General Finance Limited will be held as scheduled below to transact the following business: -

Date	**September 26, 2017**
Day	**Tuesday**
Time	**12.30 P.M.**
Place	**The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030**

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a. The Audited Financial Statements of the company for the Financial Year ended March 31,2017 and the Reports of the Directors and the Auditors thereon;

   b. The Audited Consolidated Financial Statements of the company for the Financial Year ended March 31,2017 together with the Reports of the Auditors thereon,

2. To appoint a Director in the place of Smt. Arti Gupta (DIN:00023237), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint a Director in the place of Sh. Arun Mitter (DIN:00022941), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 142, 143(8) and other applicable provisions, if any, of the Companies Act,2013 and the Companies (Audit and Auditors) Rules, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, M/s. Jagdish Chand & Co, Chartered Accountants (Firm Regd No.000129N), be and are hereby appointed as Statutory Auditors of the company in place of M/s S.N. Dhawan & Co, LLP, Chartered Accountants ((Firm Regd No.000050N), the retiring Auditors, on completion of their term under Section 139(2) of the Companies Act,2013 and to hold office for the term of five years from the conclusion of 87th Annual General Meeting until the conclusion of the 92nd Annual General Meeting of the company,(subject to ratification of the appointment by the members at every subsequent Annual General Meeting or as may be prescribed), on such remuneration to be decided by the Board of Directors in consultation with the said Auditors plus GST, as applicable.

   RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised, for and on behalf of the company, to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS

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

Re-appointment of M/s. PCK & Associates, Cost Auditors

"Resolved that pursuant to section 148 and other applicable provisions of the Companies Act,2013 and the Companies (Audit and Auditors) Rules,2014, including any statutory modification or re-enactment thereof for the time being in force, M/s PCK & Associates, Cost Accountants(Firm Regd No.000514) being the Cost Auditors appointed by the Board of Directors of the company to conduct the cost audit for the financial year ending March 31, 2018 and be paid the remuneration of ₹ 40,000 (apart from GST, as applicable). The action of the Board in the appointment & remuneration payable to M/s. PCK & Associates, Cost Accountants, be and is hereby ratified."

6. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

Related Party Transaction

"Resolved that pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies(Meetings of Board and its Powers) Rules, 2014 and read with Regulation 23 of SEBI (LODR) Regulations, 2015 entered into with Stock Exchanges and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the following Related Parties and its associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's with the following Related Parties and its associates on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties and the company hereby approves, ratifies and confirms the said agreements entered into or to be entered into with the related parties with the total amount of related parties transactions not to exceed ₹ 300 Crores:-

Sl No.	Name of Related Party	Period of Contract	Particulars of Contract	Value (₹ In Crores)
1.	India Lease Development Ltd	**1st October, 2017 to 30th September, 2020**	Selling or otherwise disposing of, or buying/leasing of property of any kind and availing or rendering of any services or appointment to an office or place of profit ICDs taken/given, etc	20
2.	Jayabharat Credit Ltd	-do-	-do-	20
3.	Bahubali Services Ltd	-do-	-do-	60
4.	MGF Estates Pvt Ltd	-do-	-do-	10
5.	MGF Securities Pvt Ltd	-do-	-do-	10
6.	Cards Services India Pvt Ltd	-do-	-do-	10
7.	Associated Traders & Engineers Pvt Ltd	-do-	-do-	10
8.	Local Goods Carriers Pvt Ltd	-do-	-do-	10
9.	Ram Prakash & Co Pvt Ltd	-do-	-do-	20
10.	Grosvenor Estates Pvt Ltd	-do-	-do-	40
11.	Gee Gee Holdings Pvt Ltd	-do-	-do-	40
12.	Any other related party/ies not mentioned hereinabove and as defined under the Act	-do-	-do-	50

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

7. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

Modification in the remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director & CEO by the company

"Resolved that in partial modification of the resolution passed by the shareholders in their meeting held on September 28,2016, approving the remuneration of Sh. Rajiv Gupta, Chairman & Managing Director &CEO on monthly basis, the same shall instead be calculated on yearly basis in terms of Schedule V of the Companies Act, 2013 and accordingly, his gross salary including perks shall be ₹ 30 lacs per year, instead of ₹ 2.50 lacs per month".

8. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

Modification in the remuneration payable to Smt. Arti Gupta, Joint Managing Director by the company

"Resolved that in partial modification of the resolution passed by the shareholders in their meeting held on September 28,2016, approving the remuneration of Smt. Arti Gupta, Joint Managing Director on monthly basis, the same shall instead be calculated on yearly basis in terms of Schedule V of the Companies Act, 2013 and accordingly, his gross salary including perks shall be ₹ 30 lacs per year, instead of ₹ 2.50 lacs per month".

9. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

Modification in the remuneration payable to Sh. Arun Mitter, Executive Director by the company

"Resolved that in partial modification of the resolution passed by the shareholders in their meeting held on September 28,2016, approving the remuneration of Sh. Arun Mitter, Executive Director on monthly basis, the same shall instead be calculated on yearly basis in terms of Schedule V of the Companies Act,2013 and accordingly, his gross salary including perks shall be ₹ 30 lacs per year, instead of ₹ 2.50 lacs per month".

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

Place: New Delhi
Date: August 17,2017

(M.K. MADAN)
VICE PRESIDENT& COMPANY SECRETARY &CFO
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.011-23272216-18, 011-23278001-02, Fax No011-2374606
Website: http:/www.mgfltd.com, Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER(S) UPTO AND NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT(10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING. A PROXY FORM(FORM NO.MGT-11) IS ANNEXED TO THIS REPORT.

2. Explanatory Statement pursuant to section 102 of the Companies Act,2013 forms part of this notice.

3. Brief details of the retiring directors, who are being re-appointed are annexed hereto as per the requirements of Regulation 36(3) of SEBI(LODR) Regulations, 2015.

4. Pursuant to the provisions of section 91 of the Companies Act,2013, the Register of Members and Share Transfer Books will remain closed from **Thursday, the September 21,2017 to Tuesday, the September 26,2017 (both days inclusive).**

5. The Securities and Exchange Board of India(SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN direct to the company or M/s Alankit Assignments Limited (RTA).

a) Pursuant to Section 108 of the Companies Act, 2013, read Companies (Management and Administration)Rules, 2014, and Regulation 44 of SEBI (LODR) Regulations,2015, the company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means. The members may cast their vote(s) using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The company has arranged this facility in the CDSL platform.

b) The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.

c) Members who have acquired shares after the despatch of Annual Report and before the book closure may approach the company for issuance of User ID and Password for excercising their votes by electronic means.

d) The e-voting period will commence on Saturday, the September 23, 2017 at 9.00.a.m. and will end on Monday, the September 25, 2017 at 5.00.p.m. The company has appointed M/s Anjali Yadav & Associates, Practicing Company Secretary (FCS No.6628 CP No.7257), B-6/32, Sector 15, Rohini, Delhi-110089 as Scrutinizer to scrutinize e-voting and Insta Poll process in a fair and transparent manner. The firm has communicated their willingness to be appointed and will be available for the said purpose.

e) Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

f) The facility for voting through ballot papers shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

g) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.

Shareholders holding shares in physical form are requested to inform the company and those holding shares in demat form to inform the Depository Participant about any changes in their mailing address and also to quote Folio Numbers/Client ID/DPID, in all their correspondence with the company/depository participant.

h) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner(in case of electronic shareholding) as on the cut off date i.e Tuesday, the September 19, 2017.

6. Transfer of Unclaimed/Unpaid Dividends to the Investor Education and Protection Fund(IEPF)

As provided under the Companies Act,2013, dividend remaining unclaimed for a period of seven years shall be transferred by the company to the IE&P Fund. In the interest of the investors, the company is in the practice of sending reminders to the investors concerned, before transfer of unclaimed dividend to the IE & P Fund. Unclaimed/ un-encashed dividends upto the year (2008-09) has been transferred to the IE&P Fund.

6(a) Those members who have so far not encashed their dividend warrants for the financial years 2009-10 and 2010-11, may claim or approach the company for the payment thereof, as the same will be credited to DEMAT Account of the Investor Education and Protection Fund Authority("IEPFA") pursuant to Section 124(6) of the Companies Act, 2013 ("Act") read with Rule 6 of the Investor Education and Protection Fund Authority(Accounting Audit, Transfer and Refund) Rules, 2016 (as amended from time to time ("Rules") and Regulation 39(4) of SEBI (LODR) Regulations, 2015.

In accordance with the procedure laid down in the rules, if a member does not claim the dividend amount for a consecutive period of seven years or more, then the shares held by him/her shall be transferred to the DEMAT Account of IEPFA. The details of the Members whose shares are liable to be transferred are also posted on the website of the company i.e. **www.mgfltd.com**. The unclaimed or unpaid dividend which have already been transferred or the shares which are due to be transferred, if any, can be claimed back by the members from IEPFA by following the procedure given on its website i.e. **http://iepf.gov.in./IEPFA/refund.html**.

7. Documents referred to in the Notice and the explanatory statement shall be opened for inspection by the members at the Registered Office of the company on all working days(Monday to Friday) from 10.00 a.m. to 1.00. p.m. except holidays, upto the date of the meeting.

8. Pursuant to section 72 of the Companies Act,2013, members holding shares in physical form are advised to file nomination in the prescribed **Form SH 13** (a copy of which is available on the website of the company) with the company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

9. Corporate members are requested to send in advance duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote at the Annual General Meeting.

10. Members/Proxies are requested to bring the copies of annual reports to the meeting.

11. Please note that for security reasons, no article /baggage will be allowed at the venue of the meeting.

SHAREHOLDING INSTRUCTIONS FOR E-VOTING

12. The instructions for shareholders voting electronically are as under:-

i) The e-voting period begins on Saturday, the September 23,2017 from 9.00.a.m. and ends on Monday, the September 25,2017 at 5.00.p.m. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e Tuesday, the September 19,2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) The shareholders should log on to the e-voting website www.evotingindia.com

iv) Click on "Shareholders"

v) Now Enter your User ID

a. for CDSL: 16 digits beneficiary ID

b. for NSDL: 8 Character DPID followed by 8 Digit Client ID

c. Members holding shares in physical Form should enter Folio Number registered with the company.

vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are first time user follow the steps given below:

For Members holding shares in Demat form and in Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence No. is printed on the Proxy Form. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital Letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction(v)

(ix) After entering these details appropriately, click on "Submit" tab

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(xi) For Members holding shares in physical form, details can be used only for e-voting on the resolutions continued in this notice.

(xii) Click on the EVSN for the relevant < Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

(xiv) Click on the " RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forget Password and enter the details as promoted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as promoted by the mobile app while voting on your mobile.

(xx) Note for Non individual Shareholders and Custodians

- Non individual shareholders(i.e. other than individuals, HUF, NRI etc) and Custodian are required to log on to **https://www.evotingindia.com** and register themselves as corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a Compliance User should be created using the admin login and password. The compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpsesk.evoting@cdslindia** and on approval of the accounts they would be able to cast their vote.
- a scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions("FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

13. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of Share Transfer Agent of the company (i.e. M/s Alankit Assignments Limited). Members are requested to keep the same updated.

14. To receive faster communication of all shareholders, including annual reports, the shareholders are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with company's Registrar and Share Transfer Agents i.e. M/s Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055.

15. The entire Annual Report is also available at the company's website **www.mgfltd.com**

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

Place: New Delhi
Date: August 17,2017

(M.K. MADAN)
VICE PRESIDENT& COMPANY SECRETARY &CFO
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.011-23272216-18, 011-23278001-02, Fax No011-2374606
Website: http:/www.mgfltd.com, Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,2013.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated August 17,2017.

Item No.5

The Board, on the recommendation of the Audit Committee, has approved the re-appointment of M/s PCK & Associates, Cost Accountants, as Cost Auditors for audit of the cost accounts for the year 2017-18 on the gross remuneration of ₹ 40,000 apart from GST, as applicable.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies(Audit & Auditors) Rules, 2014, the re-appointment and remuneration payable to the Cost Auditors has to be confirmed by the members of the company.

The Board recommends the Resolution at Item No.5. for approval of the shareholders.

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

Item No.6

Pursuant to Section 188 and other applicable provisions of the Companies Act,2013 and Rules made thereunder, the company can enter into transactions(s) or contract(s)etc, with related party/ies, which are not in ordinary course of business and/or not at arm's length basis, only with the approval of members accorded by way of Special Resolution. The said section, read with the Companies(Meetings of Board and its Powers) Rules,2014, provides that the company having paid up share capital of ₹10 Crores or more proposing to enter into such transactions which are not in the ordinary course of business shall obtain consent of the company by way of Special Resolution. The Audit Committee and the Board of Directors of the company in their meetings held on August 17, 2017 have approved the transactions given in Item No.6 of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of members by passing a **Special Resolution.**

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

Sl No.	Name of the related party	Nature of interest or concern
1.	India Lease Development Ltd(ILD)	It is an associate company of MGF Ltd which holds 31.33% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, while Sh. Arun Mitter, Executive Director, is also Director in both the companies.
2.	Jayabharat Credit Limited(JBC)	It is an associate company of MGF Ltd which holds 43.5% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, while Sh. Arun Mitter, Executive Director is Director in both the companies. Sh M.K. Madan, KMP of MGF is also Director in the related party.
3.	Bahubali Services Limited(BSL)	It is an associate company of MGF Ltd in which related party holds 21.15% shares. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies. Sh. Arun Mitter is Director in both the Companies. Sh M.K. Madan, KMP of MGF Ltd is also Director in the related party.
4.	MGF Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter Executive Director of MGF Ltd are also directors in the related party.
5.	Grosvenor Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter, Executive Director, are also Directors in the related party.
6.	Gee Gee Holdings Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director are Directors in the related party.
7.	MGF Securities Pvt Ltd	Sh. Rajiv Gupta, CMD Sh. Arun Mitter, Executive Director and Sh. M.K. Madan, KMP of MGF Ltd are also Directors in the related party
8.	Cards Services India Pvt Ltd	Sh. Rajiv Gupta, CMD and Sh. Arun Mitter, Executive Director are Directors in related party
9.	Associated Traders & Engineers Pvt Ltd	Sh. Rajiv Gupta,CMD and Smt. Arti Gupta, JMD are Directors in the related party
10.	Local Goods Carriers Pvt Ltd	Sh. Rajiv Gupta,CMD and Smt. Arti Gupta,JMD are the Directors in related party.
11.	Ram Prakash & Co Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta and Sh. Arun Mitter, Executive Director are the Directors in related party.

Save and except Sh. Rajiv Gupta, Smt. Arti Gupta, Sh. Arun Mitter, Directors and Sh. M.K. Madan, KMP wherever interested as mentioned in Sl No.1 to 11 and their relatives, to the extent of their shareholding interest, if any, in the company/ies, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested financial or otherwise in these transactions.

The draft contracts and/or agreements or arrangements have been approved by the Audit Committee and Board in their meeting held on August 17, 2017 and are available for inspection during the business hours at the Registered Office of the company.

The Board recommends the Resolution at Item No.6. for approval of the members.

Item No.7 to 9

In the last Annual General Meeting held on September 28, 2016, the shareholders had considered and approved the reappointment and remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director &CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director their remuneration was approved on monthly basis instead of on yearly basis. Excepting this, there is no change in the terms and conditions of their re-appointment and remuneration as approved by the shareholders.

Sh. Rajiv Gupta and Smt. Arti Gupta, being related to each other and Sh. Arun Mitter, Directors may be deemed to be concerned or interested in the above resolution to the extent of their shareholding interest, if any, in the company. None of the other Directors, Key Managerial Personnel and relative thereof are in any way concerned or interested financial or otherwise in the above Resolution No. 7 to 9.

The Board recommends the Resolution at Item No.7 to 9 for approval of the members.

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

Place: New Delhi
Date: August 17,2017

(M.K. MADAN)
VICE PRESIDENT& COMPANY SECRETARY &CFO
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.011-23272216-18, 011-23278001-02, Fax No011-2374606
Website: http:/www.mgfltd.com, Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36 OF SEBI(LODR) REGULATIONS,2015 READ WITH THE PROVISIONS OF THE SECRETARIAL STANDARD ON GENERAL MEETING(SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING THE DIRECTORS PROPOSED TO BE RE-APPOINTED BY ROTATION.

1) Director being re-appointed by rotation (Resolution at item No.2)

Name	**:**	**Smt. Arti Gupta(DIN:00023237)**
Age & Date of Birth	**:**	**64 years(5.11.1953)**
Qualification	**:**	**B.A.**

Experience in specific functional area

She is a graduate and has gained sufficient experience in business which is useful for the company.

Other Directorship:

Bahubali Services Ltd, MGF Estates Pvt Ltd, Ram Prakash & Co Pvt Ltd, Gee Gee Holdings Pvt Ltd, Grosvenor Estates Pvt Ltd, Associated Traders & Engineers Pvt Ltd and Local Goods Carriers Pvt Ltd.

Committee Memberships:

Stakeholder Relationship Committee

Mrs. Arti Gupta holds 981000 shares i.e 5.066 % of the total Paid Up Capital

2). Director being re-appointed by rotation (Resolution at Item No.3)

Name	**:**	**Sh. Arun Mitter (DIN:00022941)**
Age & Date of Birth	**:**	**55 Years(27.11.1962)**
Qualification	**:**	**B.Com, ACA**

Experience in specific functional area

Sh. Arun Mitter, is a qualified Chartered Accountant. He has extensive business experience in general and financial management of corporate bodies. His continued association with the company is considered necessary in the interest of the company.

Other Directorship:

MGF Developments Ltd, Jayabharat Credit Ltd, India Lease Development Ltd, Bahubali Services Ltd, Upper India Hire Purchase Co Association Ltd, Technofab Engineering Ltd, Ram Prakash & Co Pvt Ltd, Discovery Holdings Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, MGF Securities Pvt Ltd, North Delhi Metro Mall Pvt Ltd, Cards Services India Pvt Ltd, MGF Promotions & Events Pvt Ltd, MGF Estates Management Pvt Ltd, Metroplex Construction Pvt Ltd, Vishnu Apartments Pvt Ltd and MGF Market Place Mall Managements Pvt Ltd.

Committee Membership

The Motor & General Finance Limited

Audit Committee

Stakeholders Relationship Committee

Share Transfer Committee

Risk Management Committee

Corporate Social Responsibility Committee

India Lease Development Ltd

Audit Committee

Nomination & Remuneration Committee

Risk Management Committee

Jayabharat Credit Ltd

Audit Committee

Stakeholder Relationship Committee

Nomination & Remuneration Committee

Technofab Engineering Ltd

Audit Committee

Stakeholder Relationship Committee

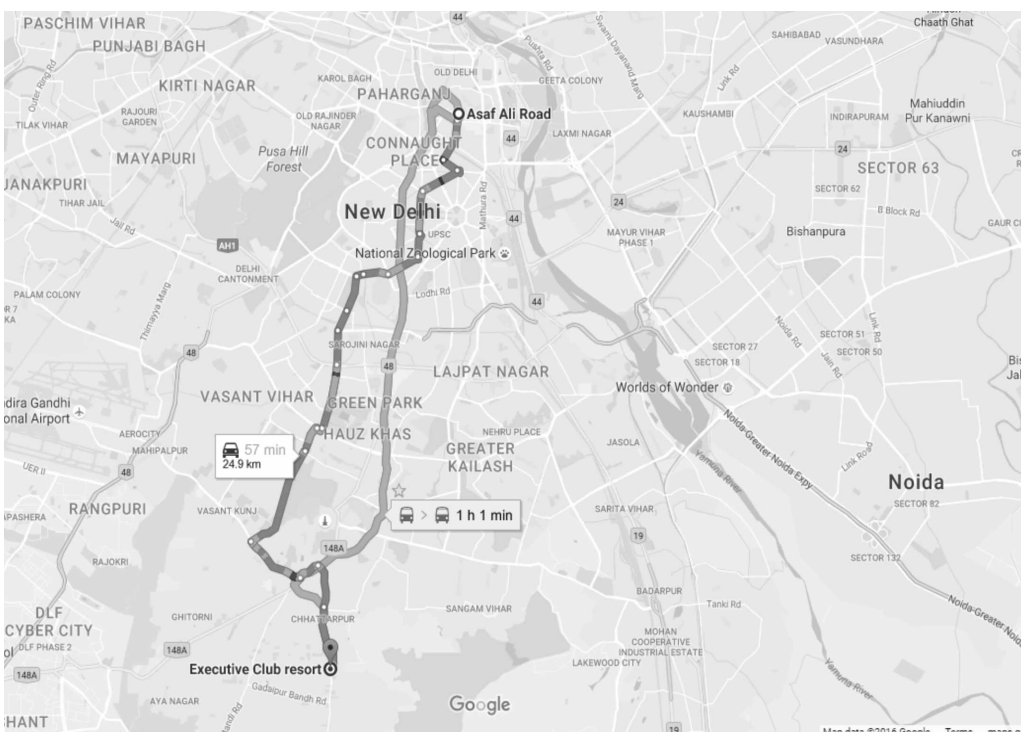
Nomination & Remuneration Committee

Mr. Arun Mitter holds 10606 shares i.e. 0.055% of the total paid up capital of the company

SHAREHOLDERS INFORMATION

Head Office & Registered Office	:	MGF HOUSE 4/17-B, Asaf Ali Road, New Delhi-110002
Internet Facility	:	
E-mail	:	mgfltd@hotmail.com
Company website	:	www.mgfltd.com
Telephone No.	:	011- 23272216-18,011-3278001-02
Fax No.	:	011-23274606
Date of Annual General Meeting	:	September 26, 2017
Time	:	12.30 P.M
Day	:	Tuesday
Venue	:	The Executive Club 439, Village Shahoorpur P.O. Fatehpur Beri New Delhi-110030
Day and Date of Book Closure	:	Thursday, the September 21, 2017 to Tuesday, the September 26, 2017 (both days inclusive)
Shares listed at	:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
		National Stock Exchange of India Ltd Exchange Plaza, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai - 400051

The company confirms that it has paid the Annual Listing Fees to the above Stock Exchanges for the year 2017-18



Route Map for AGM

MGF

87th Annual Report 2016-2017

THE MOTOR & GENERAL FINANCE LIMITED



Shri Ved Prakash Gupta

(15th August, 1915 - 20th August 2005)

A True Karmayogi.

Your integrity, values and vision will continue to guide and inspire us for all our activities and future growth.

THE MOTOR & GENERAL FINANCE LIMITED

MANAGEMENT

BOARD OF DIRECTORS

SHRI RAJIV GUPTA, CHAIRMAN & MANAGING DIRECTOR & CEO
SMT. ARTI GUPTA, JOINT MANAGING DIRECTOR
SHRI ARUN MITTER, EXECUTIVE DIRECTOR
SHRI ONKAR NATH AGGARWAL, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI BHARAT KUMAR, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI ABHIRAM SETH, NON EXECUTIVE INDEPENDENT DIRECTOR

VICE PRESIDENT & COMPANY SECRETARY & CFO

SHRI M.K. MADAN

BANKERS

BANK OF INDIA,
KOTAK MAHINDRA BANK LIMITED
KOTAK MAHINDRA PRIME LIMITED
KOTAK MAHINDRA INVESTMENTS LIMITED
UNION BANK OF INDIA
CENTRAL BANK OF INDIA

AUDITORS

M/s. S.N. DHAWAN & CO LLP,
CHARTERED ACCOUNTANTS
410, ANSAL BHAWAN,
16, KASTURBA GANDHI MARG
NEW DELHI-110001

REGISTRAR & SHARE TRANSFER AGENTS

M/S ALANKIT ASSIGNMENTS LIMITED
ALANKIT HEIGHTS, 1E/13,
JHANDEWALAN EXTENSION,
NEW DELHI-110055
PHONE: 011-42541953/63

REGISTERED OFFICE

MGF HOUSE
4/17-B, ASAF ALI ROAD,
NEW DEHI-110002
PHONE : 011-23272216-18,
011-23278001-02
FAX NO. 011-23274606
E-mail: mgfltd@hotmail.com
Website: www. mgfltd.com
CIN: L74899DL1930PLC000208
GST No. : 07AAACT2356D2ZN

INDEX

	From - To
Management & Lending Institutions	1
Directors' Report including Corporate Governance	2 - 34
Secretarial Audit Report	35 - 36
Report on Corporate Social Responsibility	37
Standalone	
Auditor's Report	38 - 41
Balance Sheet	42
Statement of Profit & Loss	43
Cash Flow Statement	44
Statement of Significant Accounting Policies & Notes forming part of the Financial Statements	45 - 61
Consolidated	
Auditor's Report	62 - 65
Balance Sheet	66
Statement of Profit & Loss	67
Cash Flow Statement	68
Statement and Significant Accounting Policies & Notes forming part of the Financial Statements	69 - 86

DIRECTOR'S REPORT

Your Directors take pleasure in presenting their 87th Report on the business and operations of the company and the accounts for the financial year ended March 31, 2017

Financial Summary

The Board's Report is prepared based on the Standalone Financial Statements of the company. The company's Standalone Financial Performance for the year under review along with previous year figures are given hereunder:-

(₹ in lacs)

Financial Results	Year ended March 31, 2017	Year ended March 31, 2016
Gross Profit before depreciation, finance cost and provisioning	**572.73**	938.22
Less: Finance Cost	**(481.96)**	(550.10)
Less: Depreciation including impairment and property reserves	**(125.15)**	(99.74)
Profit /(Loss) before provisions, exceptional items and tax	**(34.38)**	288.38
Less :Provision for diminution in value of investments	**(34.75)**	(94.40)
Profit /(Loss) before exceptional items and tax	**(69.13)**	193.98
Provision for tax	**(15.00)**	(75.00)
Deferred tax	**50.06**	20.82
Excess/(short)provision of tax of earlier years	**-**	1.50
Net Profit(/Loss) for the year	**(34.07)**	141.30

Revenue from operations on Standalone basis is rent from investments which is ₹ 1321.85 lacs as on March 31, 2017. The company has made provision as on March 31, 2017 for diminution in value of long term investments amounting to ₹ 34.75 lacs . There are no material changes and commitments affecting the financial position of your company which have occurred between the end of the financial year 2016-17 and the date of this report.

Indian Accounting Standards

The Ministry of Corporate Affairs (MCA) vide notification dated February 16,2015, published in the Official Gazette notified Indian Accounting Standards(Ind AS) which are applicable to the company w.e.f. April 01, 2017. Accordingly, the Financial Statements for the year 2017-18 will be prepared in compliance with Ind AS and the comparative information of the previous years will be provided as per the prescribed requirements.

Dividend

The Board of Directors have taken a conscious decision not to recommend any dividend for this year.

Share Capital

The paid up Equity Share capital as on March 31, 2017 stood ₹ 1936.35 lacs. During the year, there is no increase in the Share Capital.

During the year under review, no equity shares have been issued with differential voting rights. Hence, no disclosure is required in terms of Rule 4(4) of the Companies(Share Capital and Debentures) Rules, 2014.

Finance and Accounts

Your company prepared its financial statements in compliance with the requirements of the Companies Act, 2013 and have

prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on prudent basis so as to reflect a true and fair manner.

Consolidated Financial Statements

The Consolidated Financial Statements of your company for the financial year 2016-17 are prepared in compliance with provisions of Section 129(3) of the Companies Act,2013 read with the Companies(Accounts)Rules,2014 issued thereunder, applicable Accounting Standards and the provisions of SEBI(LODR) Regulations, 2015(hereunder referred to as the "Listing Regulations")

Transfer to Reserves

During the year, your company has transferred the amount lying in Property Reserves to General Reserves.

Corporate Governance

In compliance with Regulation 34 of SEBI(LODR) Regulations,2015, a separate report on Corporate Governance together with Management Discussions & Analysis Report along with a certificate from the Auditors on its compliance, forms an integral part of this report.

Extract of Annual Return

The details forming part of the extract of Annual Return as on March 31,2017 is available in Form MGT 9 which is in accordance with the Section 92 of the Companies Act,2013 read with the Companies(Management and Administration) Rules, 2014 included in this report as Annexure 'C' and forms an integral part of this report.

Policy on Directors' appointment and Remuneration and other details

The Board has, in terms of Section 178(3) of the Companies Act,2013, on the recommendation of the Nomination & Remuneration Committee, laid down a Nomination & Remuneration policy for selection and appointment of the Directors, Key Managerial Personnel and Senior Management and their remuneration. The company's policy on directors' appointment and remuneration is stated in the Corporate Governance Report.

Director's Responsibility Statement

Pursuant to Section 134(3)(c)/134(5) of the Companies Act,2013(including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your company confirm that:-

i) In the preparation of the annual accounts for the financial year ended March 31,2017, applicable Accounting Standards and Schedule III of the Companies Act,2013(including any statutory modification(s) or en-enactment(s) for the time being in force), have been followed and there are no material departures from the same;

ii) The Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company as at March 31,2017 and of the loss of the company for the financial year ended March 31,2017;

iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013(including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv) The annual accounts have been prepared on a 'Going Concern' basis;

v) Proper internal financial controls laid down by the Directors were followed by your company and that such internal financial controls are adequate and operating effectively; and

vi) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their reports.

There was no qualification, reservation or adverse remark made by the Auditors in their report.

Directors retiring by rotation

In accordance with the provisions of Section 152 of the Companies Act,2013 and Clause 60(e) of the company's Articles of Association, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director retire by rotation in the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Key Managerial Personnel

During the year under review, the company has identified following persons as Key Managerial Personnel

Sl No.	Name of the Person	Designation
1.	Sh. Rajiv Gupta	Chairman & Managing Director & CEO
2.	Smt. Arti Gupta	Joint Managing Director
3.	Sh. Arun Mitter	Whole Time Director
4.	Sh.M.K. Madan	Vice President & Company Secretary & CFO

Board Evaluation

In compliance with the Companies Act, 2013 and SEBI(LODR) Regulations, 2015, performance evaluation was carried out of the Board, its Committees and individual Directors, including the Chairman of the Board.

Nomination & Remuneration Committee reviewed the evaluation criteria for the Board, its Committees, Executive and Non-Executive Directors and Chairman of the company, considering qualification, expertise, attributes and various parameters based on which evaluation of the Board had to be carried out by the company.

A separate meeting of the Independent Directors was convened which reviewed the performance of the Board(as a whole), Committees of the Board, the Non Independent Directors and the Chairman.

The evaluation of Independent Directors was carried out by the entire Board.

Separate exercise was carried out to evaluate the performance of individual directors including Board's Chairman who were evaluated on the parameters such as contribution at the meeting, independent judgment, etc and was found to be satisfactory.

Number of Meetings of the Board

Details of the number of meetings of the Board and the Committees held during the financial year 2016-17, forms part of the Corporate Governance Report. The Board meets at least once in every quarter to review the quarterly results and other items of the Agenda and if necessary, additional meetings are held. The gap between two Board Meetings does not exceed 120 days.

Further, a separate meeting of the Independent Directors was also held. For further details, please refer to the Report on Corporate Governance to this Annual Report.

Particulars of Loans, Guarantees or Investments by the company

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act,2013 read with the Companies(Meetings of Board and its Powers) Rules,2014 as on March 31,2017 are set out in Note No.25(xii)(a)&(b) to the Standalone Financial Statements forming an integral part of this report.

Disclosures

There was no material changes or commitments, if any, effecting the financial position of the company from the end of the financial year till the date of this report.

Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act, 2013

The company has zero tolerance for sexual harassment at workplace. A policy has been adopted in line with the Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act, 2013 and rules framed therein. During the year, no complaint pertaining to sexual harassment was received.

Vigil Mechanism Policy

The company has established a Whistle Blower /Vigil Mechanism in terms of the Listing Agreement/SEBI(LODR) Regulations,2015 through which its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviors, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The said mechanism provided for adequate safeguards against victimization and also direct access to the higher levels of supervisors. In appropriate and exceptional cases, concerns may be raised directly to the Chairperson of the Audit Committee. The Vigil Mechanism Policy which incorporates Whistle Blower Policy may be accessed on the company's website at the link: **http://www.mgfltd.com.**

Listing Agreement

The listing fee for the year 2017-18 has already been paid to the credit of both the stock exchanges.

Related Party Transactions

The Company has formulated a Related Transactions Policy which has been uploaded on its website at http:// **www.mgfltd.com.** It is the endeavour of the company to enter into related party transaction on commercial and arms length basis with a view to optimize the overall resources of the group.

All transactions as defined under Section 2(76) of the Companies Act,2013 read with the Companies(Specification of Definition Details)Rules,2014 entered into with related parties during the year were in the ordinary course of business of the company and at arm's length basis. The company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on the materiality of related party transactions.

All transactions with related parties were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act,2013 read with the Rules issued thereunder and the SEBI(LODR) Regulations,2015. The details of the related parties transactions as per Accounting Standard 18 are set out in Note No.25(a & b) to the Standalone Financial Statements forming part of this report.

Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act,2013 read with Rule 8(2) of the Companies (Accounts) Rules,2014 is set out as **Annexure "B1".**

Board

The Company Secretary, in consultation with the Chairman, prepares the agenda of the Board Meeting which is intimated 7 (seven) days in advance in writing to the members prior to the meeting in order to permit adequate review. The Company Secretary records minutes of each meeting and draft minutes are circulated to all members of the Board will in advance.

Statutory Auditors

The Current Statutory Auditors, viz, M/s S.N. Dhawan & Co LLP, Chartered Accountants(firm Regd No.000050N) were last re-appointed by the members at their Annual General Meeting held on September 28,2016 to hold office of the auditor from the conclusion of the 86th Annual General Meeting till the conclusion of this 87th Annual General Meeting.

As per the provisions of Section 139 of the Companies Act,2013, no listed company shall appoint an audit firm as auditor for more than two terms of five consecutive years. The Act also provided for an additional transition period of three years from the commencement of the Act i.e. April 1, 2014. The current Statutory Auditors had completed a period of ten years at the commencement of the said Act, hence on their completing the additional transition period of three years provided under the Act, the term of the current Statutory Auditors expires at the conclusion of the ensuing Annual General Meeting.

The Board at its meeting held on August 17, 2017, based on the recommendation of the Audit Committee has recommended the appointment of M/s Jagdish Chand & Co, Chartered Accountants(Firm Regd No. 000129N), as the Statutory Auditors of the company to hold office for a term of five consecutive years from the conclusion of 87th Annual General Meeting until the conclusion of 92nd Annual General Meeting subject to ratification of their appointment by the members at every subsequent Annual General Meeting or as may be prescribed, at such remuneration to be decided by the Board on the recommendation of the Audit Committee, in consultation with the said Auditors.

M/s Jagdish Chand & Co, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditors in terms of Section 143 of the Act.

Cost Auditors

Pursuant to the provisions of Section 141 read with Section 148 of the Companies Act, 2013 and Rules made thereunder M/s PCK & Associates, Cost Accountants(Firm Regd No.00514) on the recommendations of the Audit Committee, were appointed as the Cost Auditors of the company for the financial year ending 2017-18 at a remuneration of ₹ 40,000 plus GST, as applicable. As required under the Companies Act,2013, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the Notice.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act,2013 and the Companies(Appointment and Remuneration of Managerial Personnel)Rules,2014 made thereunder, the Board has re-appointed M/s Anjali Yadav & Associates,(FCS No.6628 & CP No.7257) as the Secretarial Auditor to conduct and audit the secretarial records for the financial year 2017-18.

Your company has received consent from them. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith as **Annexure 'D"** in Form No. MR-3 and forms an integral part of this report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remarks. M/s Anjali Yadav & Associates, Secretarial Auditor have also been appointed as scrutinizer to scrutinize the e-voting process.

Internal Auditor & Internal Control

The internal audit has been entrusted to Mr. S.K. Aggarwal, a Chartered Accountant. The company has in place adequate and effective internal financial control with reference to the financial statement and is in commensurate with its size, scale and complexities of its operations. With a strong internal control culture in the company, the internal Auditor monitors the compliance with the objective of providing information to the Audit Committee. The Audit Committee periodically reviews the internal control systems with the management, internal auditors and statutory auditors and the adequacy of internal audit function, significant internal audit findings and follow up thereon, if any.

Employee Stock Option

The company does not have any Employee Stock Option Scheme

Risk Management

The Board of Directors has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the Management Discussions and Analysis Report, which forms an integral part of this report.

Board Committees

The Board has the following committees:-

i) Audit Committee

The Audit Committee of the Board of Directors has been reconstituted and as on the date of signing of this report comprises of four(4) Directors, namely, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Sh. Abhiram Seth and Sh. Onkar Nath Aggarwal, three of them being Non Executive Independent Directors. Sh. Bharat Kumar, a Non Executive Independent Director, is the Chairman of the Audit Committee.

The Board accepts recommendations of the Audit Committee

ii) Nomination & Remuneration Committee

Nomination & Remuneration Committee also has been reconstituted and as on the date of signing of this report comprises of four(4) Directors namely, Sh. Rajiv Gupta, Chairman & Managing Director & CEO of the company, Sh. Bharat Kumar, Sh. Abhiram Seth and Sh. Onkar Nath Aggarwal. Out of four Directors, three Directors are Independent Directors. Sh. Abhiram Seth, a Non Executive Independent Director, is the Chairman of the Committee.

The Board accepts recommendations of the committee based on the policy on the Directors' appointment and other details as is required under Section 178(4) of the Act in the matter of appointment/re-appointment of the Directors, Senior Managers and fixation of remuneration, etc.

iii) Stakeholders Relationship Committee

Stakeholders Relationship Committee comprises of five(5) Directors, namely Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar and Sh. Abhiram Seth, Independent Directors. Out of five Directors, two Directors are Independent Directors. Sh. Abhiram Seth, a Non Executive Independent Director, is the Chairman of the Committee.

The Committee looks into and resolves the grievances of the stakeholders. as on the date of this report, there are no issue which remains to be resolved.

iv) Corporate Social Responsibility (CSR) Committee

Corporate Social Responsibility (CSR) Committee comprises of Sh. Abhiram Seth, Non Executive Independent Director, Sh. Arun Mitter, Executive Director and Sh. Onkar Nath Aggarwal, Non Executive Independent Director.

Sh. Abhiram Seth, Non Executive Independent Director is the Chairman of the Committee.

v) Risk Management Committee

Risk Management Committee comprises of three(3) Directors, namely, Sh. Bharat Kumar, Sh. Arun Mitter, Executive Director and Sh. Abhiram Seth, an Independent Director. Out of three Directors, two Directors are Independent Directors. Sh. Bharat Kumar, a Non Executive Independent Director, is the Chairman of the Committee.

Policies

SEBI(LODR) Regulations,2015 mandated the formulation of certain policies for all listed companies. In compliance with the same, the company has formulated the policies. The Corporate Governance Policies viz Policy on Related Party Transactions, Policy on Disclosure of Material Event/information, Code of Fair disclosure, UPSI under SEBI (Prohibition of Insider Trading)Regulations, 2015, Whistle Blower Policy, Policy on Document Preservation, Policy on Board Diversity, Policy on Familiarization Programme for Independent Directors, Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act,2013(POSH) etc are available on our company's website **www.mfgltd.com**

Corporate Social Responsibility(CSR) Policy

As a part of its initiative under the Corporate Social Responsibility (CSR) drive, the company has undertaken projects in the area of promoting education, renovation of school building and running of school and libraries etc. This is in accordance with the Schedule VII of the Companies Act,2013 and the company's CSR policy. As per the provisions of Section 135 of the Companies Act,2013, the company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year.

CSR Policy of the company is available on company's website **www.mgfltd.com**

Business Responsibility Report

As per Regulation 34(2)(f) of SEBI(LODR) Regulations, 2015, the company is not falling in the criteria i.e. top 500 listed companies based on market capitalization and as such, Business Responsibility Report is not applicable.

CEO/CFO Certification

The CEO and the CFO of the company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) of SEBI(LODR) Regulations,2015.

Particulars of Employees

There are no employees in receipt of remuneration which, inter-alia, requires the company to furnish the particulars of Employees as required under Rule 5(2) & 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Unpaid/Unclaimed Dividend

Pursuant to the provisions of Section 124 of the Companies Act, 2013 relevant amounts which remained unpaid or unclaimed for a period of 7(Seven) years have been transferred by the company to the Investor Education and Protection Fund (IEPF).

The company has uploaded the details of unpaid and unclaimed amounts lying with the company as on September 28, 2016(date of last Annual General Meeting) on the website of the company www. **mgfltd.com** as also on the website of the Ministry of Corporate Affairs.

Further Section 124(6) of the Act requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall also be transferred to IEPF. Ministry of Corporate Affairs vide its notification dated 5th September, 2016 and 28th February,2017 has notified the IEPF Authority(Accounting, Audit, Transfer and Refund)Rules, 2016 and the IEPF Authority(Accounting, Audit, Transfer and Refund)Amendments Rules,2017 ("Rules") containing, inter-alia, the provisions for transfer of such shares to IEPF Demat Account".

Accordingly, in due compliance of the provisions of Rule 6(3) of the aforesaid Rules, the company sent individual letters to such shareholders, in respect of whom dividend for a consecutive period of seven 7 (Seven) years had remained unpaid and subsequently, on amendment of the said Rules vide MCA notification dated 28th February, 2017, public notice was released in newspapers on July 18, 2017 giving such shareholders a fresh opportunity to claim the unpaid dividends, upto such date of transfer. The company is accordingly in the process of taking appropriate steps with regard to transfer of such shares in accordance with the amended Rules, in line with the necessary guidelines being issued by the MCA in this regard. All such shareholders are requested to make an application to the Company/Registrar with a request for claiming the unpaid dividend for the year 2009-10 onwards so that the shares are not transferred to the IEPF. Please note that if no reply is received by the company / Registrar by **October 20, 2017**, the company will be compelled to transfer the shares to IEPF without any further notice.

As provided under these Rules, the shareholders shall be allowed to claim such unpaid dividends and shares transferred to IEPF by following the required procedure prescribed under the Rules. For any clarification, all such shareholders are requested to contact the Company/RTA, M/s Alankit Assignments Limited.

The respective due dates of transfer of the unclaimed/ unencashed dividend to the Investors Education & Protection Fund ("IE&PF) of the Central Government are as below.

Financial Year to which dividend relates	Date of Declaration	Due date for transfer to IE&P Fund
2009-2010	29-09-2010	04-11-2017
2010-2011	29-09-2011	04-11-2018

Dematerialization

Members who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their certificate through Depository(s) with whom, they have dematerialized account, to the company's registrar and transfer agents, M/s Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055.

Further, the SEBI has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the company.

Transfer/Transmission/transposition of shares

The Securities and Exchange Board of India(SEBI), vide its Circular No.MRD/DOP/Cir-05/2009 dated 20th May, 2009 and Circular No. MRD/DOP/SE/ RTA/Cir-03/2010 dated 7th January,2010 made it mandatory that a copy of the PAN Card is to be furnished to the company in the following cases:-

- Registration of physical transfer of shares
- Deletion of name of deceased shareholder(s) where shares are held jointly in the name of two or more shareholders
- Transmission of shares to the legal heirs where shares are held solely in the name of deceased shareholder; and
- Transposition of shares where order of names of shareholders are to be changed in the physical shares held jointly by two or more shareholders.

Members(s), therefore, are requested to furnish the self attested copy of PAN CARD, at the time of sending the physical share certificate(s) to the Registrar and Transfer Agent of the company, for effecting any of the above stated requests. Members are also requested to keep record of their specimen signature before lodgment of shares with the company probability mismatch at a later date.

Compliance of the Statutory Authorities

The company has not received any significant or material orders passed by any Regulatory Authority, Courts, or Tribunal which shall impact the going concern status and company's operations in future. However, as on the date of signing of this report, penalty of ₹ 3.99 lacs levied by the Stock Exchange for inadvertently late filing of documents / information has since been paid.

Code of Conduct for Directors and Senior Management

The Board of Directors of the company has a Code of Conduct for directors and senior management and the same is available on the website of the company i.e. **http//www.mgfltd.com**

Public Deposits

During the year under review, your company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). There are no unclaimed deposits.

Conservation of Energy, Technology, Absorption and Foreign Exchange Earnings/Outgo

In terms of the requirements of clause (m) of Sub section (3) of Section 134 of the Companies Act,2013, read with the Companies(Accounts)Rules, 2014, the particulars are given as under:-

a)	Technology	It is not applicable	
b)	Conservation of Energy	-do-	
c)	Transactions in Foreign Currency	**This Year**	**Previous Year**
a)	Expenditure in Foreign Currency	-	-
	i) Repayment of Foreign Currency loan	**-**	-
	ii) Interest on Foreign Currency Loan	**-**	**-**
	iii) Travelling Expenses	₹ **0.91 lacs**	₹ 1.26 lacs
b)	Shares held by Non Resident Shareholders	**169740**	125088
	No. of Shareholders	**36**	30

The company had no earnings in foreign exchange

E-mail ID for Investor's Grievances

In compliance of SEBI(LODR) Regulations, 2015, the company has designated an e-mail address i.e. **mgfcomplaints@yahoo.co.in** for the purpose of registering complaints by investors for redressal of their grievances.

Nomination Facility

Provision of Section 72 of the Companies Act,2013 read with the rule 19(1) of the rules made thereunder extends nomination facility to individuals holding shares in the physical form. To help the legal heirs/successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particulars of their nomination in the prescribed Nomination Form. In case, any of the members wish to avail facility,(Form SH-13), they are requested to send the duly completed form to the Registrars and/or at the Registered Office of the company Member(s) holding shares in Dematerialized form are requested to register their nominations directly with their respective depository.

Consolidation of Folios

Members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to write to the Registrars and Share Transfer Agents indicating the folio numbers for consolidation of similar holdings under one folio.

Acknowledgements

Directors place on record their thanks for the assistance and cooperation received from banks and all other customers for their continued support and patronage.

Your Directors also wish to place on record the dedicated and devoted services rendered by all personnel of the company.

Place: New Delhi
Dated: August 17, 2017

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER
DIN:00022964

(ARTI GUPTA)
JOINT MANAGING DIRECTOR
DIN:00023237

Annexure 'A' to the Directors Report

Pursuant to Regulation 17 to 27 and Clause (b) to (i) of sub Regulation (2) of Regulation 46 and paragraph (C) and (E) of Schedule V of SEBI(LODR) Regulations,2015 entered with the Stock Exchanges.

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Corporate Governance

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the organization. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholder value. Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all. Your company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit.

Corporate Governance represents the value, ethical and moral framework under which business decisions are taken. The investors want to be sure that not only is their capital handled effectively and adds to the creation of wealth, but the business decisions are also taken in a manner which is not illegal or involving moral hazard.

Your company perceives good Corporate Governance practices as a key driver of sustainable corporate growth and long term shareholder value creation. The primary objective is to develop and adhere to a corporate culture of harmonious and transparent functioning, increasing employee and customer satisfaction and enhancing shareholders' wealth by developing capabilities and identifying opportunities that best serve the goal of value creation. All actions and strategic plans are directed towards delivering value to all stakeholders, as well as conform to the highest standards of corporate behaviour.

2. Board of Directors("Board")

The company has a high profile Board with varied management expertise. The Board's roles, functions, responsibilities and accountabilities are known to them due to their vast experience. Notice, Agenda and Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

The composition of the Board of Directors of the company is in conformity with Regulation 17 of SEBI(LODR) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

The present Board of Directors consists of six Directors of which, three are Executive Directors including one Woman Director and three are Non Executive Independent Directors. The company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and view points.

The Board meets at least once in every quarter to review the quarterly results and other items of the agenda and if necessary, additional meetings are held. The gap between two Board Meetings does not exceed 120 days. The Board is apprised and informed of all the important information relating to the business of the company including those listed in Part A of Schedule II to the Regulation 17(7) of the Securities and Exchange Board of India (LODR) Regulations, 2015 ("Listing Regulations") applicable and effective from December 1, 2015. The Chairman of the Board, the Managing Director and the Company Secretary discuss the items to be included in the agenda which is sent in advance to the Directors along with the draft of the relevant documents and explanatory statement wherever required, to enable the Board to discharge its responsibilities effectively and take informed decisions. The company is in compliance with the provisions of the Secretarial Standards to the meetings of the Board of Directors.

None of the Directors on the Board hold directorships in more than 10(ten) public limited companies. Further none of them is a member of more than 10(ten) committees or Chairman of more than 5(five) committees across all the public companies in which he/she is a director. Also none of the Independent Directors has served as an Independent Director in more than (7)seven listed companies. Necessary disclosures regarding committee positions in other public companies as on March 31,2017 have been made by the Directors. None of the Directors excepting Sh. Rajiv Gupta and Smt. Arti Gupta, being husband and wife, are related to each other.

i) Constitution of the Board:

Sl No.	Name of Director	Status
1.	Sh. Rajiv Gupta (DIN:00022964)	Chairman & Managing Director& CEO
2.	Mrs. Arti Gupta (DIN:00023237)	Joint Managing Director
3.	Sh. Arun Mitter (DIN:00022941)	Whole Time Director-Executive Director
4.	Sh. Bharat Kumar (DIN:00990117)	Non Executive- Independent Director
5.	Sh. Onkar Nath Aggarwal (DIN:00629878)	Non Executive -Independent Director
6.	Sh. Abhiram Seth (DIN:00176144)	Non Executive -Independent Director

a. Chairmanship/Membership only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies.

b. No Director is related to any other Director on the Board in terms of the definition of relative under the Companies Act,2013 except Sh. Rajiv Gupta and Smt. Arti Gupta, who are related to each other being husband and wife.

c. Details of Directors retiring or being re-appointed are given in the notice to Annual General Meeting. The brief profile of the Board Members is given in the website of the company **www.mfgltd.com**

(ii) Independent Directors

Independent Directors are Non Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. Letter of appointment to Independent Directors as provided in the Companies Act, 2013 is disclosed on the website of the company **viz. http:/ www.mgfltd.com.**

(iii) Role of independent Directors

Independent Directors bring to the company their wide experience in the field of finance , accountancy and public policy. This wide knowledge of both, their field of expertise and board room practices helps foster varied, unbiased, independent and experienced perspectives.

Independent Directors play an important role in deliberations at the Board and Committee meetings where they have majority of independent directors. Committees function with the defined terms of reference in accordance with the Companies Act,2013, the listing agreements and as approved by the Board from time to time. Board Members ensure that their work in other capacities do not impinge on their fiduciary responsibilities as directors of the company.

All independent Directors of the company, at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence and provided under Section 149(6) of the Companies Act,2013 read with regulation 25 of SEBI(LODR) Regulations, 2015. In the opinion of the Board, each Independent director possesses appropriate balance of skills, experience and knowledge, as required.

(iv) Pecuniary Relationship

Non Independent Executive Directors have no pecuniary relationships or transactions with the company in their personal capacity except for the sitting fees drawn for attending the meetings of the Board. No meeting fee is paid for attending the Committee Meetings.

None of the Directors on the Board is a member of more than 10(ten) committees or Chairman of more than 5(five) committees across all the companies in which he is a Director. None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than 3(three) listed companies.

(v) Details of Board Meetings

Seven Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The said meetings were held on May 28, 2016, August 4, 2016, August 12, 2016, October 26, 2016, November 11, 2016, February 13, 2017 and March 9, 2017. The quorum was present for all the meetings.

a) During the year 2016-17, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

b) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the company.

c) During the year, one meeting of the Independent Directors was held on March 3, 2017. The Independent Directors, inter-alia, reviewed the performance of the Non Independent Directors, Chairman of the company and the Board as a whole.

d) The Board periodically reviews the compliance reports of all laws applicable to the company.

e) The details of the familiarization programme of the independent directors are available on the website of the company **(http://www.mgfltd.com)**

f) The meetings of the Board of Directors are informed well in advance and are held at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi. The notice confirming the minutes of the previous meeting and the detailed agenda for the ensuing meeting is sent invariably at least seven days in advance to all the Directors. In terms of the company's Corporate Governance policy, all significant and material information are placed before the Board to enable them to discharge their responsibilities. As per the directions of the Chairman, the Company Secretary who is also the Compliance Officer, convene the meetings.

Departmental Heads of the company, in case they are required, are invited to attend the Board Meetings, to make presentations and provide clarifications. It is ensured that there are minimum number of four meetings of the Board of Directors every year to review the quarterly performance and financial results of the company.

(vi) Number of Board Meetings:

During the financial year from April 1, 2016 to March 31, 2017, the Board of Directors met seven times on the following dates:-

S.No.	Date of Meeting	Board Strength	No.of Directors present
1.	May 28, 2016	6	6
2.	August 4, 2016	6	6
3.	August 12, 2016	6	5
4.	October 26, 2016	6	6
5.	November 11, 2016	6	6
6.	February 13, 2017	6	5
7.	March 9, 2017	6	5

(vii) Attendance of Directors:

Sl No	Name of the Director	No. of Board Meetings held	No. of Board Meetings Attended	Attendance at the last Annual General Meeting	No. of Directorship*** in other Boards as on March 31, 2017	No. of Memberships in all Committees of the Board as on March 31, 2017
1.	Sh.Rajiv Gupta*	7	7	N.A.*	12	4
2.	Mrs.Arti Gupta	7	7	N.A*	7	1
3.	Sh.Arun Mitter**	7	7	Present	18	4
4.	Sh. Bharat Kumar	7	7	Present	2	1
5.	Sh. Onkar Nath Aggarwal	7	7	N.A*.	10	1
6.	Sh. Abhiram Seth	7	4	N.A*	9	2

N.A* - Not Attended.

* Sh. Rajiv Gupta, resigned from the Audit Committee on August 4, 2016

** Sh. Arun Mitter resigned from Nomination & Remuneration Committee on May 28,2016

- None of the directors holds office as a director, including as alternate director, in more than 20(twenty) companies at the same time. None of them has directorships in more than 10(ten) public companies.
- As per the declarations received, none of the directors serve as an independent director in more than 7(seven) listed companies. Further, the whole time director in the company does not serve as an independent director in more than three listed companies.
- None of the directors was a member in more than 10(ten) committees, nor a Chairman in more than 5(five) committees across all companies in which he was a director.
- Memberships in only Audit Committee and Stakeholders Relationship Committee in Public Limited Companies in accordance with Regulation 26 (1) (a) of SEBI(LODR) Regulations,2015 Membership/Chairmanship only

includes Audit Committee and Stakeholders' Relationship Committee in Indian Public Limited Companies. Members of the Board of the company do not have members of more than ten Board level committees or Chairman of more than five such committees.

The important decisions taken at the committee meetings are communicated to the concerned departments. The Company Secretary attends the committee meetings and advises on compliances with applicable laws and governance.

(viii) Evaluation of Directors and the Board

The Board of Directors has carried out an annual evaluation of its own performance, Board's committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Regulation 17 of SEBI (LODR) Regulations,2015 ("SEBI Listing Regulations")

The performance of the board was evaluated by the end after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meeting, etc.

The Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board , its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

(ix) Meeting Fee to Directors:

Sitting Fee was paid to Non-Executive Directors only for attending Board Meetings and no meeting fee was paid for attending committee meetings. Further, the Executive Directors are not paid any fees for attending Board or Committee Meetings.

3. Governance Codes

(i) **Code of Business Conduct & Ethics**

In compliance of Regulation 17(5)(a) read with Regulation 26(3) of SEBI(LODR) Regulations,2015 has affirmed compliance of the Code of Conduct applicable to the Board of Directors and Senior Management team. The said code is also available on the company's website viz**. www. mgfltd.com**

A declaration from the Chairman & Managing Director & CEO that all the Board Members and Senior Managerial Personnel have affirmed that they have complied with the Code of Conduct for the financial year ended March 31,2017 which forms part of the Annual Report. The duties of the Independent Directors as laid down in the Companies Act,2013 has been suitably explained in the Code of Conduct where necessary.

(**ii) Insider Trading Code**

In accordance with SEBI(Prevention of Insider Trading)Regulations,2015, the company has a code of conduct for Prevention of Insider Trading. All the Directors, employees and Senior Management and other employees who could have access to the Unpublished Price Sensitive Information(UPSI) of the company are governed by this code. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulation.

4**. Board Committees:**

To enable better and more focused attention on the affairs of the company, the Board has delegated responsibility to the Company Secretary to prepare a ground work for decision and report at the subsequent Board Meeting.

The Board is further assisted by various committees, namely, Audit Committee Nomination& Remuneration Committee, Stakeholders Relationship Committee Risk Management Committee and the Corporate Social Responsibility (CSR) Committee.

To comply with the requirements of Regulation 18 to 22 of SEBI(LODR) Regulations, 2015, the composition, broad terms of reference and attendance of director of each committee is given hereunder:-

(i) Audit Committee

As on the date of this report, this Committee is comprising of Sh. Arun Mitter, Sh. Bharat Kumar, Sh. Abhiram Seth and Sh. Onkar Nath Aggarwal.

Chairman:

Sh. Bharat Kumar, Non Executive Independent Director, is the Chairman of the Audit Committee.

Broad Terms of Reference of the Audit Committee

i) To oversee the company's financial reporting process and the disclosure of its financial statements.

ii) Recommending the appointment of statutory auditors, fixation of audit fee and approval for payment. Discussions with Statutory Auditors before the audit commences about the nature and scope of audit as well as post audit discussions to ascertain any area of concern.

iii) Reviewing with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval, with particular reference to:-

a) Matter required to be included in the Directors' Responsibility Statement & to be included in the Board's report in terms of section 134(3) (c) of the Companies Act, 2013.

b) Changes, if any, in accounting policies and practices and reasons for the same.

c) To approve/modify the transactions with the related parties and also review the statement of significant related party transactions submitted by the management.

d) Whether the audit tests are appropriate and scientifically carried out.

iv) Compliance with listing and other legal requirements relating to financial statements.

v) Qualifications in the draft audit report. If any.

vi) Ensuring compliance with regulatory guidelines.

vii) Reviewing with the management the adequacy of Internal Control Systems and ensuring suitable follow up action, where required.

viii) To fix record date/book closure of share transfer book of the company from time to time.

ix) Evaluating the internal financial control and risk management policies/system of the company.

x) To appoint representatives to attend the General Meeting of other companies in which the company is holding shares;

xi) To change the signatories for availment of various facility from bank/financial institutions.

xii) To review whistle blower mechanism of the company as per Whistle Blower Policy.

xiii) To review and scrutinize the loans, investments and guarantees.

xiv) To recommend to the Board the appointment, remuneration and terms of appointment of Cost Auditors and also review the Cost Audit Report.

xv) To recommend to the Board the appointment, remuneration and terms of appointment of Internal Auditor and also review the Internal Audit Report.

xvi) Any other matter referred to by the Board of Directors.

During the year ended March 31, 2017, the Committee met seven times on May 28, 2016, August 4, 2016, August 12, 2016, October 26, 2016, November 11, 2016, February 13, 2017 and March 9, 2017.

Sh,.M.K. Madan, Compliance Officer is the convener of the Audit Committee.

Attendance of the Directors in the Audit Committee Meeting:

SNo.	Name of Director	No. of Audit Committee Meetings held	No. of Meetings attended
1.	Sh. Bharat Kumar	7	7
2.	Sh. Rajiv Gupta*	7	2
3.	Sh. Arun Mitter	7	7
4.	Sh. Abhiram Seth	7	4
5.	Sh. Onkar Nath Aggarwal	7	7

**Sh. Rajiv Gupta resigned from Audit Committee on August 4, 2016.

None of the Directors on the Board is a member of more than 10(ten) committees or Chairman of more than 5(five) committees across all the companies in which he is a Director. None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than 3(three) listed companies.

(ii) Stakeholders Relationship Committee.

This committee comprises of Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Mrs. Arti Gupta, Joint Managing Director, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Non Executive Independent Director and Sh. Abhiram Seth, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Director is the Chairman of the Committee Mr. M.K.Madan, Compliance Officer is the convener of the Committee.

Terms of Reference

The terms of reference of the Committee includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievances of the stakeholders of the company.

Attendance of Directors in the Stakeholders Relationship Committee Meetings:

During the year ended March 31, 2017 the Stakeholders Relationship Committee met four times on July 11, 2016, October 13, 2016, January 19, 2017 and March 31, 2017. The attendance for the meetings is as under :-

S No.	Name of Director	No. of meetings held	No. of meetings attended
1.	Sh. Rajiv Gupta	4	4
2.	Mrs. Arti Gupta	4	4
3.	Sh. Arun Mitter	4	4
4.	Sh. Bharat Kumar	4	4
5.	Sh. Abhiram Seth	4	4

None of the Directors on the Board is a member of more than 10(ten) committees or Chairman of more than 5(five) committees across all the companies in which he is a Director. None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than 3(three) listed companies.

The Board has delegated the powers of Share Transfer/ Transmissions to a Committee. The said committee attends to Share Transfer formalities weekly/ fortnightly.

(iii) Nomination and Remuneration Committee

Membership:

Nomination and Remuneration Committee comprises of Sh. Rajiv Gupta, Chairman & Managing Director &CEO of the company, Sh. Bharat Kumar, Non Executive Independent Director, Sh.Abhiram Seth, Non Executive Independent Director and Sh. Onkar Nath Aggarwal, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Member is the Chairman of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee.

Broad Terms of reference of the Nomination and Remuneration Committee:

i) to deal with matters related to remuneration by way of salary, perquisites, benefits, etc to the Managing Director/Joint Managing Director/ Whole Time Director of the Company.

ii) to set guidelines for the salary and perks payable to senior employees of the company.

During the year ended March 31, 2017, the Nomination and Remuneration Committee met two times i.e. May 28, 2016 and August 4, 2016.

Attendance of the Directors in the Nomination and Remuneration Committee Meeting

S.No.	Name of Director	No. of Meetings held	No. of Meetings attended
1.	Sh. Rajiv Gupta	2	2
2.	Sh. Bharat Kumar	2	2
3.	Sh. Abhiram Seth	2	2
4.	Sh.Onkar Nath Aggarwal	2	1

*Sh. Arun Mitter resigned from Remuneration & Nomination Committee on May 28, 2016 as per clause 19(1) of SEBI(LODR) Regulations, 2015.

None of the Directors on the Board is a member of more than 10(ten) Committees or Chairman of more than 5(five) Committees across all the companies in which he is a Director. None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than 3(three) listed companies.

5. Policy for appointment and remuneration

In terms of section 178(3) of the Companies Act,2013 and Regulation 19 SEBI(LODR) Regulations,2015 and as per the Listing Agreement, entered into by the company with the Stock Exchanges, as amended from time to time, the policy on nomination and remuneration of Directors, Key Managerial Personnel(KMP), Senior Management and other employees of the company has been formulated by the Nomination and Remuneration Committee of the company and approved by the Board of Directors. The relevant extract of the aforesaid policy are given below:-

a. Identify persons who are qualified to become Directors, Key Managerial Personnel (KMP), Senior Management and other employees in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.

b. Carry on the evaluation of every director including Independent Directors, Key Managerial Personnel, Senior Management and other employees performance.

c. Formulate criteria for determining qualifications, positive attributes and independence of a Director.

d. Recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees.

e. Undertake any other matters as the Board may decide from time to time.

The company follows a market linked remuneration policy, which is aimed at enabling the company to attract and retain the best talent. Compensation is also linked to individual and team performance as they support the achievement of corporate goals. The company does not have an Employee Stock Option Policy.

6. Remuneration Paid during the year ended March 31, 2017, are as under:-

EXECUTIVE DIRECTORS & KMP

Name of Director	Basic Salary & Allowances	Perquisites	Contribution to Provident Fund	Total (₹)
Sh.Rajiv Gupta Chairman & Managing Director &CEO	2520000	421874	302400	3244274
Smt. Arti Gupta Joint Managing Director	2400000	16910	288000	2704910
Sh. Arun Mitter Executive Director	2784000	221361	208800	3214161
Sh. M.K. Madan Vice President & Company Secretary & CFO	1113750	204800	86130	1404680
Total	**8817750**	**885330**	**864945**	**10568025**

NON EXECUTIVE INDEPENDENT DIRECTORS

Name of Director	*Sitting fee for attending the Board Meetings during the year ended March 31, 2017 (Amount in ₹)
Sh. Bharat Kumar	35000
Sh. Abhiram Seth	20000
Sh. Onkar Nath Aggarwal	35000
Total	**90000**

* including service tax

No sitting fee for attending any committee meeting was paid.

iv) Risk Management Committee

Membership:

Risk Management Committee comprises of Sh. Bharat Kumar, Non Executive Independent Director, Sh. Arun Mitter, Executive Director and Sh. Abhiram Seth, Non Executive Independent Director.

Chairman:

Sh. Bharat Kumar is the Chairman of Risk Management Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee

Broad Terms of reference of the Risk Management Committee

i) To oversee the responsibility with regard to the identification, evaluation and mitigation of operational strategic and external environment risk.

ii) The Committee shall be responsible for reviewing and approving the risk disclosure statement in any public documents/disclosure.

iii) It will coordinate its activities with the Audit Committee in instances where there is any overlap with the audit activities.

During the year ended March 31, 2017, the Risk Management Committee met four times on July 11, 2016, November 8, 2016, February 15, 2017 and March 20, 2017 .

Attendance of the Directors in the Risk Management Committee

S.No.	Name of Director	No. of Meetings held	No. of Meetings attended
1.	Sh. Bharat Kumar	4	4
2.	Sh. Arun Mitter	4	4
3.	Sh. Abhiram Seth	4	4

None of the Directors on the Board is a member of more than 10(ten) committees or Chairman of more than 5(five) committees across all the companies in which he is a Director. None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than 3(three) listed companies.

v) Corporate Social Responsibility(CSR) Committee

Pursuant to Section 135 of the Companies Act,2013, a Corporate Social Responsibility was formed by the Board of Directors and it consists of three Directors, namely Sh. Abhiram Seth, Non Executive Independent Director, Sh. Arun Mitter, Executive Director and Sh. Onkar Nath Aggarwal, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Director, is the Chairman of the of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee.

Terms of Reference of the Corporate Social Responsibility

i) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013

ii) To recommend the amount of expenditure to be incurred on the activities referred in CSR Policy

iii) To monitor the CSR Policy of the company from time to time etc.

iv) **Corporate Social Responsibility (CSR) Policy**

As a part of its initiative under the "Corporate Social Responsibility"(CSR) drive, the company has undertaken projects in the area of promoting education, renovation of school building and running of school and libraries etc. This is in accordance with Schedule VII of the Companies Act, 2013 and the company's CSR policy. As per the provisions of Section 135 of the Companies Act, 2013, the company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year.

During the year ended March 31, 2017, one meeting of the Corporate Social Responsibility Committee of Board of Directors was held on March 31, 2017 .

Meeting and attendance

Sl No	Name of the Member	No. of meeting held	No of meeting attended
1.	Sh. Abhiram Seth	1	1
2.	Sh. Arun Mitter	1	1
3.	Sh. Onkar Nath Aggarwal	1	1

None of the Directors on the Board is a member of more than 10(ten) committees or Chairman of more than 5(five) committees across all the companies in which he is a Director. None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than 3(three) listed companies.

7. Details of investors complaints received during the year ended March 31, 2017

S.No	Nature of complaints	Received	Resolved	Pending
1.	Non receipt of dividend warrant(s)	1	1	-
2.	Non receipt of share certificates after transfer/exchange/sub-division/ consolidation/merger, etc/issue of duplicate share certificate	2	2	-
3.	Non receipt of Annual Report	2	2	-
	Total	5	5	-

Number of complaints pending with the Company

All the shareholders requests/complaints received during the financial year ended March 31, 2017 by the company and/or their Registrar i.e. M/s Alankit Assignments Limited were replied / resolved to their satisfaction.

Number of shares pending for transfer:

No shares were pending for transfer as on March 31, 2017.

8. **Affirmations and Disclosures**

There was no non compliance by the company of any legal requirements; nor has there been any penalty/stricture imposed on the company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years excepting as on the date of signing of this report, penalty of ₹ 3.99 lacs levied by the Stock Exchange for inadvertently late filing of documents/ information has since been paid.

Compliance Certificate

The CEO and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations, 2015.

Related Party transactions (RPTs)

Your company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Regulation 23 of SEBI(LODR) Regulations, 2015. The Audit Committee and the Board of Directors of the company have formulated the policy on dealing with RPTs and a policy on materiality of RPTs which is uploaded on the website of the company. There were no materially significant transactions with related parties during the financial year.

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules,2014 are given in the notes forming part of the Financial Statement Refer Note No.25(a& b).

a. Whistle Blower Policy

The company has implemented Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.

b. Risk Management

Business risk evaluation and management is an on going process within the company. The assessment is periodically examined by the Board.

c. Disclosure of Accounting Treatment

There is no deviation in following the treatment prescribed in any Accounting Standards(AS) in the preparation of financial statements of the company.

d. Non mandatory requirements

Adoption of non mandatory requirements in compliance of Regulation 27(1) of SEBI(LODR) Regulations,2015 is being reviewed by the Board from time to time.

e. Going Concern

The directors are satisfied that the company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the Going Concern Basis in preparing the financial statements.

9. Management:

(i) Management Discussion and Analysis Report:

The Company has provided a detailed Management Discussion and Analysis Report in **Annexure 'B'** forming part of the Director's Report.

10. Recording Minutes of proceedings at Board and Committee meetings

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the members of the Board/Committee for their comments well in advance. The minutes are entered in the Minutes Book within 30(thirty) days from the conclusion of the meeting.

11. **Particulars of Past three AGMs:**

Last three Annual General Meetings were held at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030 on the following time and dates:-

AGM. No.	Year	Date	Time	Special Resolutions passed required for
84th	2014	September 18, 2014	11.30 A.M.	To continue to hold office of Chairman & Managing Director and Joint Managing Director upto March 31, 2017 and June 4, 2017 respectively under Sections 152, 196 of the Companies Act, 2013 and their office shall henceforth be liable to determination of retirement of Directors by rotation.
85th	2015	September 29, 2015	12.15 P.M.	Appointment of an Independent Director under Sections 149,150, 152 and other applicable provisions of the Companies Act, 2013, variation in terms of Remuneration payable to CMD, JMD and ED under Section 196, 197 and 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, amendment in Articles of Association pursuant to the provisions of section 14 and all other applicable provisions, if any of the Companies Act, 2013 and appointment of Cost Accountant being Cost Auditors under Section 148 of the Companies Act, 2013.
86th	2016	September 28, 2016	12.15 P.M.	Re-appointment of Sh. Rajiv Gupta, CMD, Smt. Arti Gupta and Sh. Arun Mitter and payment of remuneration, under Section 196, 197, 198, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder(including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act,2013,approval of charges for services of documents on the shareholders under Section 20 of the Companies Act,2013, Change of Articles under Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Related parties transactions under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013.

12. Whistle Blower Policy/Vigil Mechanism

In compliance of Regulation 22 of SEBI(LODR) Regulations,2015, Whistle Blower Policy is available on the company's website viz, **mgfltd.com.**

i) The Company believes in the conduct of affairs in a fair and transparent manner adopting highest standards of professionalism, honesty, integrity and it is committed to developing a culture where every employee is safe to raise concerns about any poor or unacceptable practice and any event of misconduct.

ii) Regulation 22(2) of SEBI (LODR) Regulations, 2015 has established the Whistle Blower Policy for Directors and employees to report concerns about unethical behavior actual or suspected fraud or violation of any of law or company's conduct, mismanagement, gross waste or misappropriation of company's funds.

iii) Where violation does not affect an individual directly but is detrimental to the organization interest and also where individuals hesitate to report such violation out of fear and indifference, the Whistle Blower Policy provide a way for an individual to report violation without fear of victimization.

iv) Whistle Blower is protected from any kind of discrimination, harassment, victimization or any other unfair employment practice.

v) The Audit Committee has been authorised to decide the case and recommend action which is deemed fit considering the gravity of the matter after completion of investigating proceedings within four weeks to the Chairman of the Audit Committee.

vi) Any two members of the Audit Committee will report to the Chairman of the action to be taken.

vii) The Director in all cases and employee in appropriate or exceptional cases shall have direct access with the Chairman of the Audit Committee.

13. CODE OF CONDUCT FOR DISCLOSURE UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Code of Conduct for Disclosure under SEBI(Prohibition of Insider Trading)Regulations,2015 is available on the company's website **mgfltd.com**

14. Code of Conduct for Directors and Senior Management

The Board of Directors of the company has adopted a Code of Conduct for directors and senior management and the same is available on the company's **www.mgfltd.com.**

15. Shareholder Information :

Annual General Meeting	:	87th Annual General Meeting
Day & Date	:	Tuesday, September 26, 2017
Time	:	12.30 P.M.
Venue	:	The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030

16. Financial Calendar :

(Tentative schedule)

Financial reporting for the quarter ended June 30, 2017	Within 75 days of the close of the quarter i.e. September 14, 2017(Being first year of IND-AS accounting)
Financial reporting for the quarter & half year ended September 30, 2017	Within 45 days of the close of the quarter i.e. November 15, 2017
Financial reporting for the quarter ended December 31, 2017	Within 45 days of the close of the quarter i.e. February 15, 2018
Financial reporting for the quarter & year ended March 31, 2018	Within 60 days of the close of the quarter i.e. May 30, 2018

a. Means of Communication:

Quarterly/Half Yearly Financial Results of the company are forwarded to BSE Limited and NSE Ltd and published in Financial Express and Mahalaxmi newspapers. Half-yearly report is not sent to each household of members as the results of the company is published in the newspapers. In addition to the above, the results are also available on the company's website: **http://www.mgfltd.com** for the information of all the members.

Company has not made any presentation to any Institution/Investors/Analyst during the year.

Company has its own website and all the vital information relating to the company is displayed on the website. Address of the website is **http://www.mgfltd.com**

17. Shareholders' Information

i)	Annual General Meeting	:	**Tuesday, September 26, 2017 at 12.30 P.M.**
ii)	Date of Book Closure	:	**Thursday, September 21, 2017 to Tuesday, September 26, 2017 (both days inclusive)**

18. Registrar and Share Transfer Agents :

In compliance with SEBI directive M/s Alankit Assignments Ltd, 2E/ 21, Alankit House, Jhandewalan Extension, New Delhi-110055. Tel No.011- 42541953/ 63 are carrying on assignment of both physical and demat mode.

However, keeping in view the convenience of members, documents relating to the shares are continued to be received by the company at its Registered Office, at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, Telephone Nos. 23272216-18, 23278001-02.

19. Nomination Facility:

Members are eligible to file their nominations against shareholdings. Nomination Forms are available at the Registered Office i.e.MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. Those interested in getting the facility of nominations may write to the Company Secretary for a copy of the prescribed Nomination Form.

20. Share Transfer System:

If the documents are clear in all respects, completion of transfer of shares in physical mode generally taken is less than 15 days. The Share Transfer Committee has delegated the responsibility of share transfers to an officer of the company to expedite share transfers. Shares under demat and physical mode are transferred by the Registrar and Share Transfer Agent normally within 15 days.

21. Under Demat and Physical Mode:

Alankit Assignments Limited,
Alankit Heights ,1E/13,
Jhandewalan Extension,
New Delhi – 110 055.
Phones: 011-42541953/63

The undernoted officials of the company have been designated for speedy redressal of member's/ investor's requests/queries.

22. Compliance Officer:

Sh. M. K. Madan
Vice President & Company Secretary & CFO
(ACS-2951)
Phone No. 011-23276872

23. Company Secretary:

Sh. M.K.Madan
Vice President & Company Secretary & CFO
(ACS-2951)

24. Address for Correspondence:

Registered Office:
The Motor & General Finance Limited
MGF House,4/17B,
Asaf Ali Road,
New Delhi – 110 002.
Ph: 23272216-18, 23278001-02 Fax: 23274606
E-mail : **mgfltd@hotmail.com**
Website : **www.mgfltd.com**
CIN No.: **L74899DL1930PLC000208**
GST No. : **07AAACT2356D2ZN**

25. Listing on Stock Exchanges:

BSE Limited

Phiroz Jee Jee Bhoy Towers,
Dalal Street, Mumbai – 400 001
Ph : 022-22721234/33
Fax : 91-22-22721278/1557/3354/3577

National Stock Exchange of India Limited

Exchange Plaza,
Plot No.C/1 G Block 5th Floor,
Bandra Kurla Complex,
Bandra, Mumbai - 400051.
Ph : 022-26598235/36
Fax : 022-66418124, 66418125, 66418126

Stock Code of the Company:

BSE Limited (BSE), Mumbai

Electronic Mode	:	**INE 861B01015**
Scrip Name	:	**The Motor & General Finance Ltd**
Scrip Code	:	**501343**

National Stock Exchange of India (NSE)

Electronic Mode	:	**INE 861B01015**
Scrip Name	:	**The Motor & General Finance Ltd**
Scrip Code	:	**Motogenfin**
Equity shares in Demat Form	:	**INE 861B01015**
Depository Connectivity	:	**NSDL and CDSL**

26. Market Price Data: (As obtained from BSE & NSE)

	(BSE)		(NSE)	
Month & Year	High	Low	High	Low
April, 2016	49.30	45.00	43.70	38.60
May, 2016	51.00	42.90	45.00	33.25
June, 2016	42.80	34.90	38.10	36.30
July, 2016	53.40	38.25	47.00	38.50
Aug, 2016	55.00	39.95	50.55	38.50
Sep, 2016	43.65	38.20	38.50	34.90
Oct, 2016	45.20	37.00	45.65	35.40
Nov, 2016	44.95	34.50	45.00	33.75
Dec, 2016	42.30	38.90	40.75	30.75
Jan, 2017	41.70	32.25	35.95	29.85
Feb, 2017	38.85	30.80	35.80	30.60
Mar, 2017	36.95	29.40	35.45	29.90

27. Category of Shareholding as on March 31, 2017

S.No	Category	No. of Shares held	% of Shareholding
A	**Promoters ***	12449390	64.293%
B	**Non Promoter Holding**	-	-
	Mutual Funds and UTI	-	-
	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non Government Institutions)	17143	0.089%
C	**Others**		
	Private Corporate Bodies	390385	2.016%
	Indian Public	5248383	27.104%
	NRIs/OCBs/FIIs/Trust/Custodian	1258294	6.498%
	Total	**19363595**	**100.00%**

* includes persons acting in concert.

28. Distribution of Company's Shareholding as on March 31, 2017:

Category	Shareholders			No. of Shares(₹ 10/- per share)			Percentage(%)		
	Physical	Demat	Total	Physical	Demat	Total	Physical	Demat	Total
Upto 5000	4982	3904	8886	5396490	4394820	9791310	2.79	2.27	5.06
5001 – 10000	202	327	529	1474740	2678650	4153390	0.76	1.38	2.14
10001 – 20000	94	185	279	1325770	2792840	4118610	0.68	1.44	2.13
20001 – 30000	38	69	107	936850	1818300	2755150	0.48	0.94	1.49
30001 – 40000	20	31	51	710050	1120470	1830520	0.37	0.58	0.98
40001 – 50000	10	30	40	454970	1400280	1855250	0.23	0.72	0.95
50001 – 100000	22	55	77	1394840	3943770	5338610	0.72	2.04	2.59
100001 & above	15	66	81	10625400	153167710	163793110	5.49	79.10	84.59
Total	**5383**	**4667**	**10050**	**22319110**	**171316840**	**193635950**	**11.53%**	**88.47%**	**100.00%**

Compliance:

A certificate has been obtained from the Statutory Auditors of the company regarding compliance of conditions of Corporate Governance and is attached to this report.

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

Place: New Delhi
Date: August 17, 2017

Rajiv Gupta
Chairman & Managing Director
& Chief Executive Officer(CEO)
DIN:00022964

Arti Gupta
Joint Managing Director
DIN:00023237

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
The Motor & General Finance Limited

1. We have examined the compliance of conditions of Corporate Governance by **The Motor & General Finance Limited** ("the Company"), for the year ended on March 31, 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2017.

8. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

9. The certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **S.N. Dhawan & Co. LLP**
Chartered Accountants
(Firm's Registration No.:000050N/N500045)

S. K. Khattar
Partner
Membership No.: 084993

Place: New Delhi
Date: August 17, 2017

ANNEXURE 'B' TO THE DIRECTOR'S REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENTS

In respect of project at Shalimar Place, Shalimar Bagh, New Delhi, the company's main focus is to achieve maximum return on the investment.

OPPORTUNITIES & THREATS, RISKS & CONCERNS, PERFORMANCE AND OUTLOOK

FINANCIAL

The financial performance of the company are given as under:-

(₹ in lacs)

Financial Results	**Year ended March 31, 2017**	Year ended March 31, 2016
Gross Profit before depreciation, finance cost and provisioning	**572.73**	938.22
Less: Finance Cost	**(481.96)**	(550.10)
Less: Depreciation including impairment and property reserves	**(125.15)**	(99.74)
Profit /(Loss) before provisions, exceptional items and tax	**(34.38)**	288.38
Less :Provision for diminution in value of investments	**(34.75)**	(94.40)
Profit /(Loss) before, exceptional items and tax	**(69.13)**	193.98
Provision for tax	**15.00**	(75.00)
Deferred tax	**50.06**	20.82
Excess/(short)provision of tax of earlier years	**-**	1.50
Net Profit(/Loss) for the year	**(34.07)**	141.30

RISK & CONCERNS

Your company has implemented a mechanism for risk management and has formulated a Risk Management Policy. The policy provides for identification of risks and mitigation measures. The Audit Committee is informed on the risk assessment and minimization mechanism adopted by the company. The procedures are periodically reviewed to ensure that management control risk through means of property defined frame work.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your company maintains an adequate and effective Internal Controls System commensurate with its size. The Internal Control System provides a reasonable assurance to the effect that the transactions are executed with the authorizations and are recorded in all material respects to permit preparation of financial statements in conformity with the established accounting principles and that the assets are secured and safeguarded any misuse or loss. The internal control system is supplemented through an extensive internal audit programme and periodic review by the Management and Audit Committee. The company has in place adequate internal financial controls and during the year, such controls were tested and no reportable material weakness was observed. Besides, the management has also put in place system for review and monitoring of non performing assets of the company for effective recoveries.

HUMAN RESOURCES

Your company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance.

DISCLAIMER

Certain Statements in the Management Discussions and Analysis describing the company's reviews about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors as such industrial relations and economic developments etc, may further influence in company's operations or performance.

COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF SEBI(LODR) REGULATIONS, 2015

A. They have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are to the best of their knowledge and belief, no transactions entered into by the listed entity during the year ended March 31,2017 which are fraudulent, illegal or in violation of the company's Code of Conduct.

C. They accepted responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, if which they are aware and the steps they have taken or purpose to take to rectify these deficiencies.

D. They have indicated to the auditors and the Audit Committee

(1) significant changes in internal controls over financial reporting during the year.

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the entity's internal control systems over financial reporting.

for THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER(CEO)
DIN:00022964

for THE MOTOR & GENERAL FINANCE LTD

(M.K. MADAN)
VICE PRESIDENT & CO.SECRETARY
& CHIEF FINANCIAL OFFICER
(ACS-2951)

Place: New Delhi
Date: August 17, 2017

D E C L A R A T I O N

As provided under Regulation 34(3) and 53(f) and read with Para D of Schedule V of SEBI(LODR) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2017.

For THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER (CEO)
DIN:00022964

Place : New Delhi
Date : August 17, 2017

Annexure 'B1'

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts)Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section(1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis.
   All the transactions entered into by the company during the year with related parties were on an arm's length basis.
2. Details of material contracts or arrangements or transactions at arm's length basis.
   The transactions entered into by the company during the year with related parties on an arm's length basis were not material in nature.

(RAJIV GUPTA)

Place : New Delhi
Date : August 17, 2017

CHAIRMAN & MANAGING DIRECTOR & CEO
DIN:00022964

Annexure 'C'

Form No.MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on March 31, 2017

(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

i. Registration & Other Details

1.	CIN	:	L74899DL1930PLC000208
2.	Registration Date	:	March 20,1930
3.	Name of the Company	:	The Motor & General Finance Ltd
4.	Category/sub-category of the company	:	Company Limited by Shares/Indian Non Government Company
5.	Address of the Registered Office & contact details	:	MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 Phone No.011-23272216-18/23278001-02, Fax No.23274606

II. **Principal Business Activities of the Company**

(All the business activities contributing 10% or more of the total turnover of the company shall be stated) Leasing & Development of real estate

III. Particulars of Holding, Subsidiary and Associate Companies

Sl No.	Name and address of the company	CIN/GIN	Holding /Subsidiary /Associate	% of shares held	Applicable section
1	Jayabharat Credit Ltd	L66000MG1943PLC003899	Associate	43.45	2(6)
2	India Lease Development Ltd	L74899DL1984PLC019218	Associate	31.35	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share holding

Category Code	Category of Shareholder	No. of Shares held of the beginning of the year (As on April 1, 2016)				No. of Shares held of the beginning of the year (As on April 1, 2017)				% Change during the year
(I)	(II)	(V)		(IV)		(V)		(IV)		
(A)	*Shareholding of Promoter and Promoter Group2									
(1)	Indian									
(a)	Individual / Hindu Undivided Family	5123288	796195	5919483	30.57%	5124026	796837	5920863	30.58%	0.01%
(b)	Central Government / State Government(s)									-
(c)	Bodies Corporate	6516011	0	6516011	33.65%	6528527	0	6528527	33.72%	0.06%
(d)	Financial Institutions / Banks									-
(e)	Any other (specify)									-
	Sub - Total (A) (1)	**11639299**	796195	**12435494**	64.22	**11652553**	796837	**12449390**	64.29	0.07%
(2)	Foreign									
(a)	Individual (Non Resident Individual / Foreign Individual									-
(b)	Bodies Corporate									-
(c)	Institutions									-
(d)	Any other (specify)									-
	Sub -Total (A) (2)									-
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	**11639299**	796195	**12435494**	64.22	**11652553**	**796837**	**12449390**	**64.29**	**0.07%**
(B)	Public Shareholding3									
(1)	Institutions									
(a)	Mutual Funds / UTI									
(b)	Financial Institutions / Banks	5328	1138	6466	0.03%	5828	1138	6966	0.04%	0.00%
(c)	Central Government/ State Government(s)	0	0	0	0.00%	4177	-	4177	0.02%	0.02%
(d)	Venture Capital Funds									
(e)	Insurance Companies									
(f)	Foreign Institutional Investors	514447	0	514447	2.66%	514447	0	514447	2.66%	0.00%
(g)	Foreign Venture Capital Investors									
(h)	Any other (specify)	6000	0	6000	0.03%	6000	0	6000	0.03%	0.00%
	Sub - Total (B) (1)	**525775**	1138	**526913**	2.72%	**530452**	**1138**	**531590**	**2.75%**	**0.05%**
(2)	Non - Institutions									
(a)	Bodies Corporate	332448	41912	374360	1.93%	348473	41912	390385	2.02%	0.38%
(b)	Individual :-									
(i)	Individual shareholders holding nominal share capital upto ₹1 lakh.	1939058	1266515	3205573	16.55	1927003	1227910	3154913	16.29	-0.26%
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh.	1961550	156333	2117883	10.94%	1937137	156333	2093470	10.81%	-0.13%
(c)	Any other (specify)									
(i)	NRI	118107	6981	125088	0.65%	162759	6981	169740	0.88%	0.23%
(ii)	TRUST	573307	0	573307	2.96%	573307	0	573307	2.96%	0.00%
(iii)	CUSTODIAN	0	4977	4977	0.03%	0	800	800	0.00%	-0.03%
	Sub - Total (B) (2)	**4924470**	1476718	**6401188**	33.06%	**4948679**	1433936	**6382615**	32.96%	-0.13%
	Total Public Shareholding (B) = (B) (1) + (B) (2)	**5450245**	1477856	**6928101**	35.78%	**5479131**	1435074	**6914205**	35.71%	-0.07%
	Total (A) + (B)	**17089544**	2274051	**19363595**	100.00%	**17131684**	2231911	**19363595**	100%	0.00%
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
C1	Promoter and Promoter group	0	0	0	0.00%	0	0	0	0.00%	0.00%
C2	Public	0	0	0	0.00%	0	0	0	0.00%	0.00%
	TOTAL C = C1+C2	**0**	0	**0**	0.00%	**0**	0	**0**	0.00%	0.00%
	Grand Total (A)+(B)+(C)	**17089544**	2274051	**19363595**	100%	**17131684**	2231911	**19363595**	100%	0.00%%

ii. Shareholding of Promoters :-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in
		No.of shares	% of total shares of the company	% of shares/ pledged/ encumbered to total shares	No.of shares	% of total shares of the co	% of shares pledged/ encumbered total shares	shareholding during the year
1	ANJALI GUPTA / ARTI GUPTA	78106	0.40%	0.00%	78106	0.40%	0.00%	0.00%
2	ARTI GUPTA / RAJIV GUPTA	981000	5.07%	0.00%	981000	5.07%	0.00%	0.00%
3	ARTI GUPTA / RAJIV GUPTA (D/O.LATE RAM PRAKASH)	208774	1.08%	0.00%	208774	1.08%	0.00%	0.00%
4	ARTI GUPTA / ANJALI GUPTA	447607	2.31%	0.00%	447607	2.31%	0.00%	0.00%
5	ARUN MITTER	10606	0.05%	0.00%	10606	0.05%	0.00%	0.00%
6	ISHAN VERMA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
7	KRISHNAV VERMA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
8	RAJIV GUPTA / ARTI GUPTA	2270485	11.73%	0.00%	2271865	11.73%	0.00%	0.00%
9	SAIESHA GUPTA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
10	SHRADHA GUPTA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
11	SHILPA GUPTA	131089	0.68%	0.00%	131089	0.68%	0.00%	0.00%
12	SIDDHARTH GUPTA	137389	0.71%	0.00%	137389	0.71%	0.00%	0.00%
13	SUMANA VERMA	500000	2.58%	0.00%	500000	2.58%	0.00%	0.00%
14	USHA MITTER	1092	0.01%	0.00%	1092	0.01%	0.00%	0.00%
15	VED PRAKASH GUPTA HUF	200348	1.03%	0.00%	200348	1.03%	0.00%	0.00%
16	VISHWA MITTER	2520	0.01%	0.00%	2520	0.01%	0.00%	0.00%
17	VISHWA MITTER HUF	814	0.00%	0.00%	814	0.00%	0.00%	0.00%
18	ABHIRAM SETH	10245	0.05%	0.00%	10245	0.05%	0.00%	0.00%
19	ABHIRAM SETH	53	0.00%	0.00%	53	0.00%	0.00%	0.00%
20	ISHIKA SETH	43431	0.22%	0.00%	43431	0.22%	0.00%	0.00%
21	ISHIKA SETH	3245	0.02%	0.00%	3245	0.02%	0.00%	0.00%
22	NEERU AGGARWAL / SHARAD AGGARWAL	140084	0.72%	0.00%	140084	0.00%	0.00%	0.00%
23	PUNAM AGGARWAL	11127	0.06%	0.00%	11127	0.06%	0.00%	0.00%
24	RADHIKA SETH	147181	0.76%	82.10%	147181	0.76%	82.11%	0.00%
25	RADHIKA SETH / ABHIRAM SETH	6319	0.03%	63.30%	6319	0.03%	63.30%	0.00%
26	SHARAD AGGARWAL	133120	0.69%	0.00%	133120	0.69%	0.00%	0.00%
27	TANMAYE SETH	9895	0.05%	0.00%	9895	0.05%	0.00%	0.00%
28	UMA AGGARWAL	44953	0.23%	0.00%	44953	0.23%	0.00%	0.00%
29	BAHUBALI SERVICES LIMITED	4094800	21.15%	0.00%	4094800	21.15%	0.00%	0.00%
30	GEE GEE HOLDINGS (P) LIMITED	319517	1.65%	0.00%	319517	1.65%	0.00%	0.00%
31	GROSVENOR ESTATES (P) LIMITED	300000	1.55%	0.00%	220000	1.14%	0.00%	-0.41%
32	INDIA LEASE DEVELOPMENT LIMITED	740000	4.13%	0.00%	740000	4.13%	0.00%	0.00%
33	RAM PRAKASH & CO.(P) LTD	648321	3.35%	0.00%	648321	3.35%	0.00%	0.00%
34	MGF ESTATES (P) LIMITED	413373	2.13%	0.00%	413373	2.13%	0.00%	0.00%
34	ASSOCIATED TRADERS & ENGG.(P) LTD	0	0.00%	0.00%	92516	0.48%	0.00%	0.48%
	TOTAL	12435494	64.22%	145.41%	12449390	64.29%	145.41%	0.07%

iii Change in Promoters' Shareholding (please specify, If there is no change)

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	**RAJIV GUPTA / ARTI GUPTA**				
	At the beginning of the year	2270485	**11.73%**	2270485	**11.73%**
	Off/Market purchase during the year	0	**0.00%**	1380	**0.00%**
	At the end of the year	2270485	**11.73%**	2271865	**11.73%**

iv Shareholding Pattern of top ten (10) shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**ASHOK VISWANATHAN**	**605610**	**3.13**	**617499**	**3.19**
2	**DAULAT RAM COLLEGE SOCIETY**	**573307**	**2.96**	**573307**	**2.96**
3	**ATYANT CAPITAL MANAGEMENT LTD**	**514447**	**2.66**	**514447**	**2.66**
4	**VENKATARAMAN S**	**292050**	**1.51**	**300850**	**1.55**
5	**HINDUSTAN COMM. INV. TRUST LTD**	**200000**	**1.03**	**200000**	**1.03**
6	**SUJATA SHARMA**	**125304**	**0.65**	**125304**	**0.65**
7	**SHANTA K MOHAN**	**119338**	**0.62**	**119338**	**0.62**
8	**SIDDHANT AGGARWAL**	**110000**	**0.57**	**110000**	**0.57**
9	**RAJ GUPTA**	**109686**	**0.57**	**109686**	**0.57**
10	**RAGHAV AGGARWAL**	**100000**	**0.52**	**100000**	**0.52**

v Shareholding of Directors and Key Managerial Personnel

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the co
8	**RAJIV GUPTA / ARTI GUPTA**				
	At the beginning of the year	2270485	**11.73%**	2270485	**11.73%**
	Off/Market purchase during the year	0	**0.00%**	1380	**0.00%**
	At the end of the year	2270485	**11.73%**	2271865	**11.73%**

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Secured Loans				
i) **Term loan**	224262350	-	-	
ii) **Working Capital Term Loan**	181233318			
iii) **Vehicle Loan**	5782371	-	-	**411278039**
Unsecured Loans	**-**	**52852000**	**-**	**52852000**
Advances amount outstanding due to related parties	**-**	**-**	**159400000**	**159400000**
Security Deposits Outstanding	**-**	**-**	**50268000**	**50268000**
Total	**411278039**	**52852000**	**209668000**	**46737980399**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director, Whole-time Director and KMP(Company Secretary)

Name of Director	Basic salary & allowance	Perquisites	Contribution to Provident Fund	Total(Rs)
Sh. Rajiv Gupta Chairman & Managing Director & CEO	2520000	421874	302400	3244274
Smt. Arti Gupta Joint Managing Director	2400000	16910	288000	2704910
Sh. Arun Mitter Executive Director	2784000	221361	208800	3214161
Sh. M.K. Madan, Vice President & Company Secretary & CFO	1113750	204800	86130	1404680

Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the company

The company had paid the minimum remuneration to the Managerial Personnel in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 and as such, the same is not comparable with the operations of the company and for the purpose of median remuneration of the employees.

VII. EXECUTIVE DIRECTOR & KMP IN CORPORATE GOVERNANCE REPORT

The ratio of remuneration of Chairman & Managing Director & CEO, Joint Managing Director and Executive Director to the median remuneration of the employees of the company for the financial year ended March 31, 2017 is as below:-

Sl No.	Name of Director	Designation	Ratio	Increase in remuneration over previous Financial year (in %)
1.	Sh. Rajiv Gupta	Chairman & Managing Director &CEO	3.46:1	33.6%
2.	Smt. Arti Gupta	Joint Managing Director	2.88:1	20.39%
3.	Sh. Arun Mitter	Executive Director	3.42:1	13.89%

The percentage increase in the median remuneration of employees in the financial year ended March 31, 2017 : 5.25%

The number of permanent employees on the rolls of company as at March 31, 2017 : 24

Remuneration to employees for the year 2016-17 has not exceeded the remuneration paid to any of the Directors

The remuneration of the Directors, Key Management Personnel and other employees is in accordance with the remuneration policy of the company provided under the section Report on Corporate Governance which forms part of the Report and Accounts.

Annexure 'D'

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
The Motor & General Finance Limited
MGF House, 4/17-B,
Asaf Ali Road,
New Delhi-110002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Motor and General Finance Limited (CIN: L74899DL1930PLC000208)** ("the Company"). Secretarial Audit was conducted in a manner that provides us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the Rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made there under -

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI) **– Not Applicable to the company during the audit period**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999**– Not Applicable to the company during the audit period**

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**– Not Applicable to the company during the audit period**

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **– Not Applicable to the company during the audit period**

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **– Not Applicable to the company during the audit period**

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations;

The Stock Exchange had levied penalty on the company for late filing of a document/intimation. However, as on the date of signing of this report, penalty levied by the Stock Exchange for late filing has been paid by the company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all the directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Board of Directors or Committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For Anjali Yadav & Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No.: 6628
C P No.: 7257

Place: New Delhi
Date: August 12, 2017

This Report is to be read with our letter of even date which is annexed as **Annexure 'A'** and forms an integral part of this Report.

Annexure 'A'

To,
The Members,
The Motor & General Finance Limited
MGF House, 4/17-B,
Asaf Ali Road,
New Delhi-110002

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anjali Yadav& Associates
Practising Company Secretaries.

Anjali Yadav
Proprietor

FCS No. 6628
C P No. 7257

Place : New Delhi
Date : August 12, 2017

Annexure 'E'

Report on Corporate Social Responsibility (CSR)

[Pursuant to clause 3 (o) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs. The Board of Directors have adopted the CSR policy to undertake school development activities so that it is in a position to promote education to young children and conservation and renovation of school building and class rooms differently.

2. The CSR Committee comprises of three directors, namely Sh. Abhiram Seth, Sh. Arun Mitter and Sh. Onkar Nath Aggarwal (appointed as an Independent Director on March 31, 2015). Out of three directors, two directors are independent Directors. Sh. Abhiram Seth, Independent Director, is the chairman of the Corporate Social Responsibility Committee.

3. Average net profits of the company for last three financial years
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

} Not Applicable (Refer Para 28(iv) of Director Report)

5. Details of CSR spent during the financial year

   (a) Total amount to be spent for the financial year - Nil

   (b) Amount unspent, if any; - Nil

6. We state that the implementation and monitoring of the CSR policy, is in compliance with CSR objectives and policy of the company .

.

Sd/-
(ABHIRAM SETH)
CHAIRMAN OF CSR COMMITTEE

INDEPENDENT AUDITOR'S REPORT

To the Members of

The Motor & General Finance Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **The Motor & General Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information,

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure"A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section143(3) of the Act, we report that
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
   c. The standalone financial statements dealt with by this report are in agreement with the books of account.
   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
   e. On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of

Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section164(2) of the Act;

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B"; and

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its standalone financial position in its financial statements - Refer Note 25(i) to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company

iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 25(x).

For **S.N.Dhawan & Co LLP**
(*Formerly S. N. Dhawan& Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
Membership No.:084993

Place: New Delhi
Date: May 29, 2017.

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of The Motor & General Finance Limited on the standalone financial statements as of and for the year ended March 31, 2017).

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The Company has a regular program of physical verification of its Property, Plant and Equipment under which Property, Plant and Equipment are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain Property, Plant and Equipment were verified during the year and according to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us, the title deeds of all the immovable properties (which are included under the head 'Property, Plant and Equipment') are held in the name of the Company.

(ii) According to the information and explanations given to us the inventories comprises of stock in trade of commercial project which have been physically verified by the management at reasonable intervals during the year. The discrepancies noticed on physical verification of inventories as compared to book records were not material and the same have been properly dealt with in the books of account.

(iii) According to the information and explanations given to us, the Company has granted unsecured loans to companies covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion the terms and conditions of grant of such loans are not, *prima facie,* prejudicial to the Company's interest.

(b) The schedule of repayment of the principal has not been stipulated and hence we are unable to comment as to whether repayments of the principal amount. However, interest is being paid regularly;

(c) as stated above no repayment schedule have been specified, therefore there are no amount which is overdue for more than 90 days.

(iv) In our opinion and according to the information and explanations given to us the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the

Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products/services and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable

(b) According to the information and explanations given to us, there are no dues of income-tax, sales-tax or value added tax which have not been deposited on account of any dispute except for the following:-

Name of the statute	Nature of dues	Amount (₹)	Amount paid under Protest (₹)	Period to which the amount relates	Forum where dispute is pending
Finance Act	Service tax	1,03,51,192	-	2008-09	Commissioner of Service Tax

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, banks and government. The Company has not issued any debentures during the year.

(ix) The Company did not raise money by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans obtained during the year have not been utilised by the company.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion and according to the information and explanations given to us,all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause3 (xiv) of the Order are not applicable.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them. Accordingly, provisions of clause3 (xv) of the Order are not applicable.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause3 (xvi) of the Order are not applicable.

For **S.N.Dhawan & Co LLP**
(*Formerly S. N. Dhawan& Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
Membership No.:084993

Place: New Delhi
Date: May 29, 2017.

Annexure - B

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Motor & General Finance Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's managements responsible for establishing and maintaining internal financial controls based on internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.N.Dhawan & Co LLP**
(*Formerly S. N. Dhawan& Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
Membership No.:084993

Place: New Delhi
Date: May 29, 2017.

BALANCE SHEET AS AT MARCH 31, 2017

PARTICULARS	Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
a) Share capital	2	**193,635,950**	193,635,950
b) Reserves and surplus	3	**699,519,422**	702,926,419
		893,155,372	896,562,369
Non-current liabilities			
a) Long-term borrowings	4	**394,097,792**	385,881,506
b) Other long term liabilities	5	**50,268,000**	74,768,000
c) Long-term provisions	6	**7,339,645**	9,460,244
		451,705,437	470,109,750
Current liabilities			
a) Short-term borrowings	7	**52,852,000**	64,300,000
b) Other current liabilities	8	**256,908,002**	247,219,055
c) Short-term provisions	9	**6,374,427**	6,879,256
		316,134,429	318,398,311
TOTAL		**1,660,995,238**	1,685,070,430
ASSETS			
Non-current assets			
a) Property, plant and equipment	10 A	**266,773,428**	270,429,925
b) Investment property	10 B	**207,560,019**	-
c) Non current investments	11	**56,459,828**	275,089,692
d) Deferred tax assets (net)	12	**19,715,396**	14,709,334
e) Other non-current assets	13	**32,246,604**	29,762,677
		582,755,275	589,991,628
Current assets			
a) Stock in trade	14	**897,717,423**	890,228,235
b) Trade receivables	15	**28,206,215**	13,930,905
c) Cash and bank balances	16	**17,249,331**	15,031,095
d) Short -term loans and advances	17	**129,000,000**	165,000,000
e) Other current assets	18	**6,066,994**	10,888,567
		1,078,239,963	1,095,078,802
TOTAL		**1,660,995,238**	1,685,070,430
Summary of significant accounting policies	1		
Other notes to financial statements	25		

The accompanying notes 1 to 25 form an integral part of the financial statements.

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: May 29, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

ONKAR NATH AGGARWAL
Director
DIN : 00629878

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

ABHIRAM SETH
Director
DIN : 00176144

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2017

PARTICULARS	Note No.	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
INCOME			
Revenue from operations	19	**132,185,144**	138,273,671
Other income	20	**22,710,538**	60,550,796
Total (A)		**154,895,682**	198,824,467
EXPENDITURE AND CHARGES			
Finance costs	21	**48,196,232**	55,010,628
Employee benefits expense	22	**27,307,058**	28,636,734
Operating, administrative and other expenses	23	**70,313,836**	76,365,444
Provision for diminution in value of Investments		**3,475,977**	9,439,797
Depreciation and amortization expenses	24	**12,515,638**	9,973,708
Total (B)		**161,808,741**	179,426,311
Profit/(Loss) before tax for the year (A-B)		**(6,913,059)**	19,398,156
Tax Expenses:			
Current Tax		**(1,500,000)**	(7,500,000)
Deferred Tax		**5,006,062**	2,082,450
Excess/(Short) provision of earlier years		**-**	149,565
Profit/(Loss) after tax for the year		**(3,406,997)**	14,130,171
Earnings Per Share (Face Value - ₹ 10 per share)			
Basic		**(0.18)**	0.73
Diluted		**(0.18)**	0.73
Summary of significant accounting policies	1		
Other notes to financial statements	25		

The accompanying notes 1 to 25 form an integral part of the financial statements.

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: May 29, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

ONKAR NATH AGGARWAL
Director
DIN : 00629878

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

ABHIRAM SETH
Director
DIN : 00176144

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2017

		Year Ended March 31, 2017 ₹	Year Ended March 31, 2016 ₹
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit Before Tax	**(6,913,059)**	19,398,156
	Adjustments for:		
	Depreciation/Amortisation	**12,515,638**	9,973,708
	Profit on sale of Property, plant and equipment	**(133,946)**	(38,026,065)
	Addition/(Reversal) of Provision for Doubtful Debts and shortfall in Investments	**3,475,977**	9,439,797
	Interest Paid	**48,196,232**	55,010,628
	Interest received	**(12,635,706)**	(13,920,972)
	Provision for Gratuity	**(1,348,403)**	1,025,673
	Provision for Leave Encashment	**(137,949)**	56,384
	Operating Profit Before Working Capital Changes	**43,018,784**	42,957,309
	Increase/(Decrease) in other Long term Liabilities	**(24,500,000)**	(10,925,000)
	Increase/(Decrease) in other Current Liabilities and provisions	**36,857,269**	20,129,045
	(Increase)/Decrease in Trade Receivables	**(12,639,138)**	(11,748,674)
	(Increase)/Decrease in Short Term Loans and Advances	**36,000,000**	8,800,000
	(Increase)/Decrease in Other Non Current Assets	**-**	292,804
	(Increase)/Decrease in Other Current Assets	**64,379**	1,306,243
	(Increase)/Decrease Stock in Trade	**(7,489,188)**	(854,763)
	Net Cash Used in Operations	**71,312,106**	49,956,964
	Income Tax Paid	**(3,983,927)**	(6,361,468)
	Net Cash Flow From Operating Activities	**67,328,179**	43,595,496
B.	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Purchase of Property, plant and equipment	**(1,631,327)**	(37,475)
	Sale of Property, plant and equipment	**500,000**	40,200,000
	Interest Received	**15,756,728**	13,906,257
	Net Cash Flow From Investing Activities	**14,625,401**	54,068,782
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Increase/(Decrease) in Long Term Borrowings	**8,216,286**	(38,770,681)
	Increase/(Decrease) in Short Term Borrowings	**(40,461,720)**	5,669,629
	Interest Paid	**(47,487,978)**	(55,323,621)
	Dividend Paid	**(1,932)**	(1,083,442)
	Net Cash Flow From Financing Activities	**(79,735,344)**	(89,508,115)
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**2,218,236**	8,156,163
	Opening Cash and Cash Equivalents	**15,031,095**	6,874,932
	Closing Cash and Cash Equivalents	**17,249,331**	15,031,095
Note:			
1.	Components of Cash and Cash Equivalents:	**March 31, 2017**	March 31, 2016
	Cash and Cheques in Hand	**45,533**	1,286,987
	Balances with Banks	**17,203,798**	13,744,108
		17,249,331	15,031,095
2	Previous year figures have been re-grouped/re-arranged/re-classified wherever necessary to make them comparable with the current year figures.		

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: May 29, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

ONKAR NATH AGGARWAL
Director
DIN : 00629878

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

ABHIRAM SETH
Director
DIN : 00176144

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial statements for the year ended March 31, 2017)

i) Accounting Conventions

The financial statements are prepared on accrual basis of accounting under the historical cost convention in accordance with Generally Accepted Accounting Principles in India (GAAP), Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Companies Act, 2013 and guidelines issued by Securities and Exchange Board of India, to the extent applicable.

ii) Property, plant and equipment

Property, plant and equipment have been stated at cost less accumulated depreciation and impairment, if any. Cost refers to cost of acquisitions/revalued cost.

iii) Investment Properties

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at cost less accumulated depreciation and accumulated impairment loss, if any.

iv) Investments

Long Terms Investments are valued at cost. Cost refers to actual cost of acquisition / carrying cost. Provision for diminution is made to recognise a decline, other than temporary, in the value of such investments. Cost refers to actual cost of acquisition / carrying cost. Current Investments are valued at lower of cost or market value. Investments in Immovable Properties are valued at cost.

v) Stock in Trade-Projects

Valued at lower of cost or net realizable value. Stock in trade includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

vi) Depreciation

a. Depreciation on Property, plant and equipment is provided on the written down value (WDV) method based on the useful lives and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

   Based on internal assessment and technical evaluation, the management has assessed useful lives of two buildings as 80 years and 75 years, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

b. Depreciation on Investment properties are useful lives and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

c. No amortization is provided in respect of Investment in a building on leasehold land where cost of building and land is not separately available.

d. Depreciation on Land & Buildings is provided on composite cost, where cost of Land is not separately ascertained.

vii) Revenue Recognition

a) Rental income from leased properties, interest income is recognised on accrual basis.

b) Insurance claims are accounted for on receipt basis.

c) Dividend is accounted for on accrual basis when the right to receive dividend is established.

viii) Retirement Benefits

a. Provident fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

b. Gratuity liability is a defined benefit obligation and is provided for based on actuarial valuation made at the end of each financial year based on the projected unit cost method.

c. Long term compensated absences are provided for based on actuarial valuation made at the end of each financial year based on the projected unit cost method.

d. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

ix) Deferred Tax

Deferred Tax is recognised, subject to consideration of prudence, on timing differences, representing the difference between the taxable income/ (loss) and the accounting income/ (loss) that originated in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets and liabilities are measured using tax rates and the tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax assets viz. unabsorbed depreciation and carry forward losses are recognised if there is 'virtual certainty' that sufficient future taxable income will be available against which such deferred tax assets can be realised.

x) Income Tax

The current tax under Indian Income tax relates to Minimum Alternate Tax (MAT) as per the provisions of Section 115JB, if it is expected to be recovered in future years then the same has been recognized as MAT credit entitlement.

xi) Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date to ascertain impairment based on internal/external factors. An impairment loss is recognised when the carrying amount of an asset exceeds its realizable value. The realizable value is greater of the assets net selling price and value in use.

xii) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

a) the Company has a present obligation as a result of past event,

b) a probable outflow of resources is expected to settle the obligation and

c) the amount of obligation can be reliably estimated.

Reimbursements expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in the case of

a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.

b) a possible obligation, of which the probability of outflow of resources is remote.

Contingent Assets are neither, recognised nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

2. SHARE CAPITAL

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Authorised		
50,000,000 (Previous Year 50,000,000) Equity Shares of ₹10/- each	**500,000,000**	500,000,000
Issued, subscribed and paid up		
19,363,595 (Previous year 19,363,595) Equity Shares of ₹10/- each fully paid up	**193,635,950**	193,635,950

a.) The Company has one class of equity shares having a par value of ₹10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend(if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b.) Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31.03.2017		As at 31.03.2016	
	Nos.	₹	Nos.	₹
Equity Shares				
At the beginning of the year	**19,363,595**	**193,635,950**	19,363,595	193,635,950
Add: Issued during the year	**-**	**-**	-	-
Outstanding at the end of the year	**19,363,595**	**193,635,950**	19,363,595	193,635,950

c.) Details of shareholders holding more than 5% shares in the Company

	As at 31.03.2017		As at 31.03.2016	
	Nos.	**% holding**	Nos.	% holding
Equity shares of ₹ 10/- each fully paid up				
Bahubali Services Limited	**4,094,800**	**21.15**	4,094,800	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	**2,271,865**	**11.73**	2,270,485	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	**981,000**	**5.07**	981,000	5.07

3. RESERVES AND SURPLUS

		As at 31.03.2017 ₹	As at 31.03.2016 ₹
3.1	**Capital Reserve**		
	Opening Balance	**610,050**	610,050
	Closing balance (A)	**610,050**	610,050
3.2	**Securities Premium Account**		
	Opening Balance	**88,840,900**	88,840,900
	Closing balance (B)	**88,840,900**	88,840,900
3.3	**Revaluation Reserve**		
	Opening balance	**259,537,826**	259,537,826
	Closing balance (C)	**259,537,826**	259,537,826
3.4	**Property Reserve**		
	Opening balance	**61,887,867**	58,907,207
	Add: Transferred from depreciation & amortization	**-**	2,980,660
		61,887,867	61,887,867
	Less: Transfer to General Reserve	**(61,887,867)**	-
	Closing balance (D)	**-**	61,887,867
3.5	**General Reserve**		
	Opening balance	**426,839,650**	426,839,650
	Add: Transferred from Property Reserve	**61,887,867**	-
	Closing balance (E)	**488,727,517**	426,839,650
3.6	**Surplus/ (deficit) in statement of profit & loss**		
	Opening balance	**(134,789,874)**	(148,920,045)
	Add: profit/(loss) for the year	**(3,406,997)**	14,130,171
	Closing balance (F)	**(138,196,871)**	(134,789,874)
	Total Reserves and Surplus (A+B+C+D+E+F)	**699,519,422**	702,926,419

4. LONG TERM BORROWINGS

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Secured		
Term Loan		
From a Bank (net off current maturity of ₹12,600,000 (previous year ₹ 41,800,000) (refer note no.8)	**210,500,000**	260,200,000
From others	**179,926,754**	119,926,754
Vehicle Loan		
From other (net off current maturity of ₹ 2,083,714 (previous year ₹ 1,897,434) (refer note no.8)	**3,671,038**	5,754,752
Total	**394,097,792**	385,881,506

Notes:-

a) Term Loan from a Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. This term loan is repayable by way of monthly instalments and the rate of interest ranging from 11.50% to 12.5 %. Loan repayable in FY 2017-18 ₹ 12,600,000/- FY 2018-19 ₹ 57,000,000/-, FY 2019-20 ₹ 59,800,000/-, FY 2020-21 ₹ 68,800,000/-, FY 2021-22 ₹ 24,900,000/-

b) Term loan from other is secured against the securities of mutual funds, shares etc. held by the directors and there family members and group entities. This loan is repayable in a lot after sixty months from the date of first of disbursement i.e., January 29, 2014 and the rate of interest is ranging from 09.50% to 11.00%.

c) Vehicle Loan from Kotak Mahindra Prime Limited is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. These loans are repayable by way of monthly instalments and rate of interest is 9.8 %. Loan repayable in FY 2017-18 ₹ 2,083,714/- FY 2018-19 ₹ 2,288,279/-, FY 2019-20 ₹ 1,382,760/- .

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
5. OTHER LONG TERM LIABILITIES		
Security deposits	**50,268,000**	74,768,000
Total	**50,268,000**	74,768,000
6. LONG TERM PROVISIONS		
For gratuity	**6,509,587**	8,585,096
For leave encashment	**830,058**	875,148
Total	**7,339,645**	9,460,244

7.	SHORT TERM BORROWINGS	As at 31.03.2017 ₹	As at 31.03.2016 ₹
	Unsecured		
	Inter corporate deposits from related parties		
	- Bahubali Services Ltd.	**52,852,000**	64,300,000
	Total	**52,852,000**	64,300,000
8.	**OTHER CURRENT LIABILITIES**		
	Current maturities of long term borrowings (refer note no. 4)	**14,683,714**	43,697,434
	Interest accrued but not due on Loans	**2,496,533**	1,788,279
	Advances from related parties	**159,400,000**	125,700,000
	Bank book overdraft	**17,203,519**	3,191,538
	Unclaimed dividend *	**2,377,621**	2,379,553
	Other liabilities	**60,746,615**	70,462,251
	Total	**256,908,002**	247,219,055
	* There are no amount due and outstanding to be credited to Investors Education and Protection Fund		
9.	**SHORT TERM PROVISIONS**		
	For gratuity	**5,989,036**	6,389,904
	For leave encashment	**385,391**	489,352
	Total	**6,374,427**	6,879,256

10 A : PROPERTY, PLANT AND EQUIPMENT

(₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2016	Additions during the year	Deductions	As at 31.03.2017	Up to 01.04.2016	Additions	Deductions	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
Land										
Freehold	131,205,451	-	-	**131,205,451**	-	-	-	-	**131,205,451**	131,205,451
Leasehold	111,443,394	-	-	**111,443,394**	-	-	-	-	**111,443,394**	111,443,394
Land & Buildings										
Freehold	36,412,220	-	-	**36,412,220**	30,023,916	148,932	-	**30,172,848**	**6,239,372**	6,388,304
Leasehold	36,000,000	-	-	**36,000,000**	30,777,626	285,142	-	**31,062,768**	**4,937,232**	5,222,374
Two Wheelers	249,622	-	-	**249,622**	194,362	14,346	-	**208,708**	**40,914**	55,260
Vehicles	23,168,772	1,547,859	2,500,000	**22,216,631**	14,341,314	2,834,199	2,133,946	**15,041,567**	**7,175,064**	8,827,458
Furniture & Fixtures	1,465,032	-	-	**1,465,032**	1,217,774	80,956	-	**1,298,730**	**166,302**	247,258
Office Machines	4,750,178	17,692	-	**4,767,870**	4,500,880	12,860	-	**4,513,740**	**254,130**	249,298
Computer	1,566,630	8,000	-	**1,574,630**	1,461,400	19,865	-	**1,481,265**	**93,365**	105,230
Electric Fittings, Equipment & Fans etc.	23,510,041	-	-	**23,510,041**	19,247,051	1,041,382	-	**20,288,433**	**3,221,608**	4,262,990
Lifts	3,891,729	-	-	**3,891,729**	3,689,026	2,842	-	**3,691,868**	**199,861**	202,703
Air Conditioners & Coolers	15,429,622	57,776	-	**15,487,398**	13,209,417	481,246	-	**13,690,663**	**1,796,735**	2,220,205
Total	**389,092,691**	**1,631,327**	**2,500,000**	**388,224,018**	**118,662,766**	**4,921,770**	**2,133,946**	**121,450,590**	**266,773,428**	270,429,925
Previous year	393,215,316	37,475	4,160,100	389,092,691	113,655,883	6,993,048	1,986,165	118,662,766	270,429,925	

10 B : INVESTMENT PROPERTY

Building										
Building on Freehold	-	23,457,830	-	**23,457,830**	-	1,357,034	-	**1,357,034**	**22,100,796**	-
Building on Leasehold	-	95,062,557	-	**95,062,557**	-	6,236,834	-	**6,236,834**	**88,825,723**	-
Land	-	96,633,500	-	**96,633,500**	-	-	-	-	**96,633,500**	-
Total	**-**	**215,153,887**	**-**	**215,153,887**	**-**	**7,593,868**	**-**	**7,593,868**	**207,560,019**	**-**
Previous year	-	-	-	-	-	-	-	-	-	

* investment properties reclassified from non current investments (refer note no.11.3)

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
10 A : Property, Plant and Equipment		
Gross Block		
Other Assets	**388,224,018**	389,092,691
Less: Depreciation	**121,450,590**	118,662,766
Net Block	**266,773,428**	270,429,925
10 B : Investment property		
Gross Block		
Other Assets	**215,153,887**	-
Less: Depreciation	**7,593,868**	-
Net Block	**207,560,019**	-

11. NON-CURRENT INVESTMENTS

PARTICULARS	VALUE As at 31.03.2017 ₹	As at 31.03.2016 ₹
1. EQUITY SHARES FULLY PAID UP		
NON TRADE- Long Term		
Quoted		
2,172,300 (2,172,300) equity shares of ₹ 10/- each of Jayabharat Credit Limited *	**29,316,380**	29,316,380
4,608,840 (4,608,840) equity shares of ₹ 10/- each of India Lease Development Limited *	**61,189,351**	61,189,351
1,200(1,200) equity shares of ₹ 10/- each of Metal Box India Limited	**17,100**	17,100
4,700 (4,700) equity shares of ₹ 10/- each of Rajasthan Breweries Ltd	**140,836**	140,836
15,000 (15,000) equity shares of ₹ 10/- of Sri Ramakrishna Mills(CBE) Limited	**450,641**	450,641
10,000 (10,000) equity shares of ₹ 10/- each of MTZ (India) Limited	**500,000**	500,000
450 (450) equity shares of ₹ 10/- each of Mawana Sugars Limited	**9,000**	9,000
	91,623,308	91,623,308
Less: Provision for diminution in value of Investments	**35,163,980**	31,688,003
	56,459,328	59,935,305
* Companies under the same management		
Unquoted		
2. SHARES IN COOPERATIVE SOCIETIES		
50 (50) shares of ₹ 10 each in Atlanta Premises Cooperative Society Ltd.	**500**	500
	500	500
3. INVESTMENT IN IMMOVABLE PROPERTIES*		
Building on Leasehold Land	**-**	191,696,057
Building on Freehold Land	**-**	23,457,830
	-	215,153,887
* Transfer to Property, plant and equipments (refer note no.10B)		
TOTAL	**56,459,828**	275,089,692

NOTES:		**Cost**	**Market Value**
i)	Aggregate value of quoted long term investments	**91,623,308**	56,459,328
		(91,623,308)	(59,935,305)
ii)	Aggregate value of Investment in unquoted investments	**500**	-
		(215,154,387)	(-)

iii) Investments are valued at cost

iv) Aggregate provision for diminution in value of investments - ₹ 35,163,980 (previous year ₹ 31,688,003)

		As at 31.03.2017 ₹	As at 31.03.2016 ₹
12.	**DEFERRED TAX ASSETS/ (LIABILITIES) (NET)**		
	Depreciation	**(789,489)**	(1,168,559)
	Provision for leave encashment	**401,827**	451,104
	Provision for gratuity	**4,132,045**	4,950,735
	Provision for diminution in the value of investments	**11,625,212**	10,476,054
	Carried forward business loss	**4,345,801**	-
	Total	**19,715,396**	14,709,334
13.	**OTHER NON CURRENT ASSETS**		
	(Unsecured and considered good unless stated otherwise)		
	Security deposits	**3,090,039**	3,090,039
	Advance tax/tax deducted at source (net of provisions)	**29,156,565**	26,672,638
	Total	**32,246,604**	29,762,677

		As at 31.03.2017 ₹	As at 31.03.2016 ₹
14.	**STOCK IN TRADE**		
	Commercial project	**897,717,423**	890,228,235
	Total	**897,717,423**	890,228,235
15.	**TRADE RECEIVABLES**		
	(Unsecured and considered good unless stated otherwise)		
	- Outstanding for a period exceeding six months from the date they were due for payment	**14,800,909**	2,007,192
	- Other debts	**13,405,306**	11,923,713
	Total	**28,206,215**	13,930,905
16.	**CASH AND BANK BALANCES**		
	Cash & cash equivalents		
	Cash in hand and stamps	**45,533**	1,086,987
	Cheques in hand	**-**	200,000
	With Scheduled Banks in:		
	Current accounts	**4,299,043**	3,738,565
	Other bank balances		
	Fixed deposits having maturities upto twelve months*	**12,904,755**	10,005,543
	Total	**17,249,331**	15,031,095

NOTES:

Balance in current accounts include ₹ **2,377,621/-** (Previous Year ₹ 2,379,553/-) earmarked against unclaimed dividend.

*Include ₹ **303,840/-** (Previous Year ₹ 476,663/-) pledged with bank against bank guarantees to government authorities.

17.	**SHORT TERM LOANS AND ADVANCES**		
	(Unsecured and considered good unless stated otherwise)		
	Inter Corporate Deposits with related parties:		
	- Jaya Bharat Credit Limited	**129,000,000**	165,000,000
	Total	**129,000,000**	165,000,000
18.	**OTHER CURRENT ASSETS**		
	(Unsecured and considered good unless stated otherwise)		
	Interest accrued on inter corporate deposits (from a related party)	**2,737,629**	5,858,651
	Interest accrued on fixed deposits	**90,017**	31,055
	Advances recoverable in cash or in kind or for value to be received	**3,239,348**	4,998,861
	Total	**6,066,994**	10,888,567

		Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
19.	**REVENUE FROM OPERATIONS**		
	Rent from investments in immovable properties	**132,185,144**	138,273,671
	Total	**132,185,144**	138,273,671
20.	**OTHER INCOME**		
	Interest received :		
	Fixed deposits with banks	**239,190**	286,167
	Intercorporate deposits	**12,331,536**	13,038,657
	Others	**64,980**	596,148
	Miscellaneous income	**9,040,886**	7,252,759
	Profit on sale of Property, plant and equipment	**133,946**	38,026,065
	Bad debts realised	**900,000**	1,351,000
	Total	**22,710,538**	60,550,796
21.	**FINANCE COSTS**		
	Interest expenses	**48,196,232**	55,010,628
	Total	**48,196,232**	55,010,628
22.	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries, wages, allowances, bonus	**23,063,280**	24,097,759
	Company's contribution to provident fund / other funds	**2,052,185**	1,998,637
	Staff welfare	**2,191,593**	2,540,338
	Total	**27,307,058**	28,636,734

22.1 Liability for Employee's Leave Encashment and Gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Accounting Standard 15 (Revised) and the details are given as under:

		Leave Encashment		Gratuity	
A.	**Assumptions**				
	Particulars	**March 31, 2017**	March 31, 2016	**March 31, 2017**	March 31, 2016
	Discount Rate	**6.70%**	7.60%	**6.70%**	7.60%
	Rate of Return on Plan Assets	**-**	-	**-**	**-**
	Salary Escalation	**5.67%**	5.67%	**5.67%**	5.67%
B.	**Changes in Benefit Obligations**				
	Liability at beginning of the year	**1,364,500**	1,308,117	**13,559,989**	12,502,892
	Interest Cost	**103,702**	102,033	**1,030,559**	975,226
	Current Service Cost	**Nil**	Nil	**516,566**	557,212
	Benefit Paid	**(287,000)**	(65,700)	**(2,409,769)**	(154,039)
	Actuarial(gain)/ Loss on obligation	**34,247**	20,050	**(198,722)**	(321,302)
	Liability at the end of the year	**1,215,449**	1,364,500	**12,498,623**	13,559,989
C.	**Fair Value of Plan Asset**				
	Fair Value of Plan Assets at beginning of the year	**Nil**	Nil	**Nil**	Nil
	Expected Return on Plan Assets	**Nil**	Nil	**Nil**	Nil
	Contributions	**Nil**	Nil	**Nil**	Nil
	Benefits Paid	**Nil**	Nil	**Nil**	Nil
	Actuarial Gain / (Loss) on Plan Assets	**Nil**	Nil	**Nil**	Ni
	Fair value of Plan Assets at the end of the year	**Nil**	Nil	**Nil**	Nil
	Funded Status	**Nil**	Nil	**Nil**	Nil
D.	**Expenses recognised in the Statement of Profit & Loss**				
	Current Service Cost	**-**	-	**516,566**	557,212
	Interest Cost	**103,702**	102,033	**1,030,559**	975,226
	Net Actuarial (Gain)/ Loss for the period	**34,247**	20,050	**(198,722)**	(321,302)
	Expenses Recognised in Statement of Profit & Loss	**137,949**	122,083	**1,348,403**	1,211,136
E.	**Balance Sheet Reconciliation**				
	Opening Net Liability	**1,364,500**	1,308,117	**13,559,989**	12,502,892
	Expenses charged to Statement of Profit & Loss	**137,949**	122,083	**1,348,403**	1,211,136
	Benefit Paid	**(287,000)**	(65,700)	**(2,409,769)**	(154,039)
	Closing Liability as at March 31, 2017	**1,215,449**	1,364,500	**12,498,623**	13,559,989

		Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
23.	**OPERATING, ADMINISTRATIVE AND OTHER EXPENSES**		
	Rent	**423,932**	411,657
	Rates & taxes and ground rent	**25,948,827**	26,509,188
	Auditors remuneration towards :		
	Audit fees	**325,000**	325,000
	Tax audit	**75,000**	75,000
	Certification	**75,000**	75,000
	Service tax	**71,250**	68,875
	Transport, travelling and motor car expenses	**7,747,894**	8,746,932
	Brokerage, commission and service charges	**-**	800,000
	Donations	**354,400**	279,000
	Corporate social responsibility expenses	**-**	1,402,000
	Insurance	**1,012,656**	997,948
	Bank charges	**138,755**	108,697
	General expenses	**9,416,200**	9,911,449
	Electricity expenses	**5,293,662**	6,308,863
	Legal & professional charges	**6,337,122**	7,880,939
	Postage, telegram & telephone expenses	**1,161,795**	1,317,645
	Printing & stationary	**1,862,510**	1,697,235
	Repairs to buildings	**1,240,399**	3,057,281
	Repairs to others	**2,960,040**	2,969,833
	Amount irrecoverable written off	**-**	26,935
	Sundry expenses	**5,869,394**	3,395,967
	Total	**70,313,836**	76,365,444
24.	**DEPRECIATION AND AMORTIZATION EXPENSE**		
	Depreciation	**12,515,638**	6,993,048
	Property reserve	**-**	2,980,660
	Total	**12,515,638**	9,973,708

25. OTHER NOTES TO FINANCIAL STATEMENTS

i) **CONTINGENT LIABILITIES:** **(Amount in ₹)**

Particulars	March 31, 2017	March 31, 2016
a) Guarantees given to Sales Tax and other authorities, on behalf of the Company (against pledge of fixed deposits)	**303,840**	476,663
b) Other disputed demands not acknowledged as debts		
i) Electricity Charges(BSES)	**6,924,304**	6,924,304
ii) Employee's State Insurance Corporation	**7,475,606**	7,475,606
iii) Disputed demands related to Service tax	**10,351,192**	10,351,192

ii) In view of the Company's substantial holding in Jayabharat Credit Limited (JBCL) and to preserve company's reputation and image, the Board of Directors of the Company, on the legal opinion obtained, had taken a conscious decision to give Inter-Corporate Deposit (ICD), at the rate of interest mutually agreed in the financial year 2010-11 to meet the contingency in repayment of public deposits and banks of JBCL. The amount due as on March 31, 2017 is ₹ 12.90 crores (Previous Year ended March 31, 2016 ₹ 16.50 crores). The Company has taken steps to realize the balance outstanding amount at the earliest.

iii) **Deferred Taxation**

In accordance with AS-22 on "Accounting for Taxes on Income", the Company has recognized deferred tax assets on such timing differences based on the future income available so that such deferred tax assets can be reversed. Deferred Tax Assets have been recognized on account of timing difference arising between book depreciation and tax depreciation, provision for leave encashment, gratuity, diminution in the value of investments and carry forward of business losses.

iv) **Current Taxation:-**

a) Provision for income tax (MAT) for the year has been made after considering relief available under the Income Tax Act, 1961.

b) Income tax assessments up to the financial year 2012-13 (Assessment Year 2013-14) have been completed and there are no pending demands against the Company.

v) **Segment information**:-

The Company's business activities predominantly relate to leasing and development of premises. Accordingly revenue from the leasing of premises comprises the primary basis of segmental reporting. Hence segmental reporting as defined in Accounting Standard – 17 is not applicable.

vi) Balance in parties accounts whether in debit or credit are subject to confirmation.

vii) Disclosure of details pertaining to related party transactions entered into during the year in terms of Accounting Standard -18 "Related Party Disclosures" are given below:

a) List of Related Parties

i) Under Common Control

India Lease Development Limited, Jayabharat Credit Limited, Bahubali Services Limited, MGF Estate Private Limited, MGF Securities Private Limited, Cards Services India Private Limited, Associated Traders & Engineers Private Limited ,Local Goods Carriers Private Limited, Ram Prakash & Co. Private Limited, Grosvenor Estates Private Limited and GEE GEE Holdings Private Limited.

ii) Enterprises over which the key management personnel are able to exercise significant influence. Nil

iii) Key Management Personnel

Shri Rajiv Gupta (Chairman & Managing Director & Chief Executive Officer)

Smt Arti Gupta (Joint Managing Director)

Shri Arun Mitter (Executive Director)

Shri M.K. Madan (Vice President & Company Secretary & Chief Financial Officer)

b) Details of transactions entered into with related parties:

(Amount in ₹)

Particulars	Under Common Control	Enterprises over which the key management personnel is able to exercise significant influence	Key Management Personnel
ICD taken	**1,325,000**	-	-
	(5,100,000)		
ICD Repaid	**12,773,000**	**-**	-
	(3,800,000)		
ICD given	**Nil**	**-**	-
	(9,440,000)		
ICD given received back	**36,000,000**	-	-
	(18,240,000)		
Interest Received on ICD	**12,331,536**	-	-
	(13,038,657)		
Interest paid on ICDs	**Nil**	**-**	-
	(Nil)		
Advances taken	**67,475,000**	-	**-**
	(48,050,000)		
Advances repaid	**33,775,000**	-	**-**
	(37,550,000)		
Remuneration	-	-	**10,568,025**
			(8,838,000)
Outstanding Balance as on 31-3-2017			
ICD receivable from Jayabharat Credit Limited (including interest)	**131,737,629**	-	-
	(170,858,651)		
ICD payable to Bahubali Services Limited (including interest)	**52,852,000**	-	-
	(64,300,000)		
Advances payable	**159,400,000**	-	-
	(125,700,000)		

(Previous year's figures are given in bracket)

viii) **Details of Remuneration to Key Management Personnel:**

i) **Remuneration** **(Amount in ₹)**

	2016-17	2015-16
Salary, Wages allowance & Bonus	**8,817,750**	6,871,000
Contribution to Provident Fund	**885,330**	777,000
Perquisites	**864,945**	1,190,000
Total	**10,568,025**	8,838,000

ii) **Directors Sitting Fees**

Sundry Expenses include ₹ **103,450/-** (Previous Year ₹ 100,225/-) paid towards Directors' Sitting Fees for attending Board Meetings. No Meeting Fee was paid for attending Committee Meetings.

iii) **Directors Travelling**

Transport, Travelling and Motor Car Expenses include ₹ **90,951/-** (Previous Year ₹ 1,26,155/-) for Directors Travelling.

ix) **Earnings /(Loss) Per Share (E.P.S)**

		2016-17	2015-16
a)	Net Profit/(Loss) for the year attributable to Equity Shareholders (amount in ₹)	**(3,406,997)**	**14,130,171**
	Weight Average Number of Equity Shares (nos.)	**19,363,595**	**19,363,595**
	Basic Earnings per Share	**(0.18)**	**0.73**
	Diluted Earnings per Share	**(0.18)**	**0.73**
	Nominal value per Share	**10.00**	**10.00**

x) Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016 is as under :-

Particulars	**SBNs***	**Other Denomination Notes**	**Total**
Closing cash in hand as on 08 November 2016	67,000	500	67,500
Add : Permitted receipts	-	18,500	18,500
Less : Permitted payments	-	-	-
Less : Amount deposited in banks	67,000	500	67,500
Closing cash in hand as on 30 December 2016	**-**	**18,500**	**18,500**

* Specified Bank Notes are as defined in the notification of the Government of India, Ministry of Finance, Department of Economic Affairs No. S.O. 3407(E), dated 08th November 2016.

xi) **Corporate Social Responsibility**

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. The company has incurred ₹ **NIL** (Previous Year ₹ 1,402,000) on promoting of education.

xii) **Disclosure required under section 186(4) of the Companies Act 2013 :-**

(Amount in ₹)

a) Particulars of loan given

S. No.	**Name**	**Outstanding Principal Balance as on March 31, 2017***
1	Jayabharat Credit Limited	**129,000,000**
	*refer note no 25 (ii).	

b) Particulars of Investment Made **(Amount in ₹)**

Name of entity	No. of equity shares of ₹10/-each	Amount as at March 31, 2017
Jayabharat Credit Ltd	2,172,300	29,316,380
India Lease Development Ltd	4,608,840	61,189,351
Metal Box India Ltd	1,200	17,100
Rajasthan Breweries Ltd	4,700	140,836
Sri Ramakrishna Mills(CBE) Ltd	15,000	450,641
MTZ (India) Ltd	10,000	500,000
Mawana Sugars Ltd	450	9,000

xiii) During the year, in accordance with compliance the Companies (Accounting Standards) Amendment Rules 2016 as notified by the Ministry of Corporate Affairs dated 30th March 2016, Accounting Standard 13 (Accounting for Investments) stands modified which inter-alia, states that an investment property has to be accounted for in accordance with the cost model as prescribed in Accounting Standard 10 (Property, Plant & Equipment). Accordingly, the management with effect from 01 April 2016, has reclassified Investments in Building on Lands from Non-Current Investments to Property, Plant and Equipment and started providing depreciation on same in its remaining useful lives, as assessed by the management. If the Company had continued with the previous classification, amount of depreciation for the year ended March 31, 2017 would have been lower by ₹ 4,762,242 and loss would have been lower by same amount.

xiv) There is no amount due to the Micro Small and Medium Enterprises in terms of "The Micro Small and Medium Enterprises Development Act, 2006"

xv) The assets and liabilities are classified between current and non current considering 12 months period as operating cycle.

xvi) Previous year figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: May 29, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

ONKAR NATH AGGARWAL
Director
DIN : 00629878

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

ABHIRAM SETH
Director
DIN : 00176144

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

INDEPENDENT AUDITOR'S REPORT

To the Members of

The Motor & General Finance Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **The Motor & General Finance Limited**, ("the Company") and its associates, comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement, for the year then ended, and a summary of the significant accounting policies and other explanatory information ("the consolidated financial statements")

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The respective Board of Directors of the companies included in the Company and of its associates which are incorporated in India are responsible for maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and its associates for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and, give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associates at March 31, 2017, and their consolidated loss, and their consolidated cash flows for the year ended on that date.

Other Matter(s)

The consolidated financial statements include the Company's share of net loss of ₹ Nil for the year ended March 31, 2017, as considered in the consolidated financial statements, in respect of one associate, whose financial statements has not been audited by us. These financial statements has been audited by other auditor whose report has been furnished to us by the Management

and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditor.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act and based on the auditor's report and other financial information of an associate, as noted in the 'Other matter' paragraph, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

   c) The consolidated financial statements dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014(as amended);

   e) On the basis of the written representations received from the directors of the Company as on 31st March 2017 taken on record by the Board of Directors of the Company and the reports of the other statutory auditor of its associate incorporated in India, none of the other is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the company and its associates incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and its associates, Refer Note 25(ii) to the consolidated financial statements;

      ii. The Company and its associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associates incorporated in India during the year ended March 31, 2017.

      iv. The Company and its associates incorporated in India have provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and its associates incorporated in India and as produced to us by the Management Refer Note 25(x).

For **S. N. Dhawan & Co LLP**
(*Formerly S. N. Dhawan& Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
Membership No.:084993

Place: New Delhi
Date: June 16, 2017

Annexure "A"

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of The Motor & General Finance Limited (hereinafter referred to as "the Company") and its associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the respective company's policies, the safeguarding of the Company's assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its associate companies as aforesaid, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting of the Company and its associate companies as aforesaid.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company and its associate companies, which are companies incorporated in India, have, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one associate, which is a company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For **S. N. Dhawan & Co LLP**
(*Formerly S. N. Dhawan& Co.*)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
Membership No.:084993

Place: New Delhi
Date: June 16, 2017

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017

PARTICULARS	Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
EQUITY AND LIABILITIES			
Shareholder's Funds			
a) Share capital	2	**193,635,950**	193,635,950
b) Reserves and surplus	3	**646,030,212**	679,148,945
		839,666,162	872,784,895
Non-current liabilities			
a) Long-term borrowings	4	**394,097,792**	385,881,506
b) Other long term liabilities	5	**50,268,000**	74,768,000
c) Long-term provisions	6	**7,339,645**	9,460,244
		451,705,437	470,109,750
Current liabilities			
a) Short-term borrowings	7	**52,852,000**	64,300,000
b) Other current liabilities	8	**256,908,002**	247,219,055
c) Short-term provisions	9	**6,374,427**	6,879,256
		316,134,429	318,398,311
TOTAL		**1,607,506,028**	1,661,292,956
ASSETS			
Non-current assets			
a) Property, plant and equipment	10 A	**266,773,428**	270,429,925
b) Investment property	10 B	**207,560,019**	-
c) Non current investments	11	**2,970,618**	251,312,218
d) Deferred tax assets (net)	12	**19,715,396**	14,709,334
e) Other non-current assets	14	**32,246,604**	29,762,677
		529,266,065	566,214,154
Current assets			
a) Stock in trade	15	**897,717,423**	890,228,235
b) Trade receivables	16	**28,206,215**	13,930,905
c) Cash and bank balances	17	**17,249,331**	15,031,095
d) Short -term loans and advances	18	**129,000,000**	165,000,000
e) Other current assets	19	**6,066,994**	10,888,567
		1,078,239,963	1,095,078,802
TOTAL		**1,607,506,028**	1,661,292,956
Summary of significant accounting policies	1		
Other notes to financial statements	25		

The accompanying notes 1 to 25 form an integral part of the financial statements.

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: June 16, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2017

PARTICULARS	Note No.	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
INCOME			
Revenue from operations	19	**132,185,144**	138,273,671
Other income	20	**22,710,538**	60,550,796
Total (A)		**154,895,682**	198,824,467
EXPENDITURE AND CHARGES			
Finance costs	21	**48,196,232**	55,010,628
Employee benefits expense	22	**27,307,058**	28,636,734
Operating, administrative and other expenses	23	**70,313,836**	76,365,444
Provision for diminution in value of Investments		**3,475,977**	9,439,797
Depreciation and amortization expense	24	**12,515,638**	9,973,708
Total (B)		**161,808,741**	179,426,311
Profit/(Loss) before tax for the year (A-B)		**(6,913,059)**	19,398,156
Tax Expenses:			
Current Tax		**(1,500,000)**	(7,500,000)
Deferred Tax		**5,006,062**	2,082,450
Excess/(Short) provision of earlier years		**-**	149,565
Profit/(Loss) after tax for the year		**(3,406,997)**	14,130,171
Share in profit/(loss) of Associate Companies		**(249,340)**	(14,595,993)
Net Profit/(Loss) after share of Profit/(Loss) of Associates		**(3,656,337)**	(465,822)
Earnings Per Share (Face Value - ₹ 10 per share)			
Basic		(0.19)	(0.02)
Diluted		(0.19)	(0.02)
Summary of significant accounting policies	1		
Other notes to financial statements	25		

The accompanying notes 1 to 25 form an integral part of the financial statements.

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: June 16, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2017

		Year Ended March 31, 2017 ₹	Year Ended March 31, 2016 ₹
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit Before Tax	**(6,913,059)**	19,398,156
	Adjustments for:		
	Depreciation/Amortisation	**12,515,638**	9,973,708
	Profit on sale of Property, plant and equipment	**(133,946)**	(38,026,065)
	Addition/(Reversal) of Provision for Doubtful Debts and shortfall in Investments	**3,475,977**	9,439,797
	Interest Paid	**48,196,232**	55,010,628
	Interest received	**(12,635,706)**	(13,920,972)
	Provision for Gratuity	**(1,348,403)**	1,025,673
	Provision for Leave Encashment	**(137,949)**	56,384
	Operating Profit Before Working Capital Changes	**43,018,784**	42,957,309
	Increase/(Decrease) in other Long term Liabilities	**(24,500,000)**	(10,925,000)
	Increase/(Decrease) in other Current Liablities and provisions	**36,857,269**	20,129,045
	(Increase)/Decrease in Trade Receivables	**(12,639,138)**	(11,748,674)
	(Increase)/Decrease in Short Term Loans and Advances	**36,000,000**	8,800,000
	(Increase)/Decrease in Other Non Current Assets	**-**	292,804
	(Increase)/Decrease in Other Current Assets	**64,379**	1,306,243
	(Increase)/Decrease Stock in Trade	**(7,489,188)**	(854,763
	Net Cash Used in Operations	**71,312,106**	49,956,964
	Income Tax Paid	**(3,983,927)**	(6,361,468)
	Net Cash Flow From Operating Activities	**67,328,179**	43,595,496
B.	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Purchase of Property, plant and equipment	**(1,631,327)**	(37,475)
	Sale of Property, plant and equipment	**500,000**	40,200,000
	Interest Received	**15,756,728**	13,906,257
	Net Cash Flow From Investing Activities	**14,625,401**	54,068,782
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Increase/(Decrease) in Long Term Borrowings	**8,216,286**	(38,770,681)
	Increase/(Decrease) in Short Term Borrowings	**(40,461,720)**	5,669,629
	Interest Paid	**(47,487,978)**	(55,323,621)
	Dividend Paid	**(1,932)**	(1,083,442)
	Net Cash Flow From Financing Activities	**(79,735,344)**	(89,508,115)
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**2,218,236**	8,156,163
	Opening Cash and Cash Equivalents	**15,031,095**	6,874,932
	Closing Cash and Cash Equivalents	**17,249,331**	15,031,095
Note:			
1	Components of Cash and Cash Equivalents:	**March 31, 2017**	March 31, 2016
	Cash and Cheques in Hand	**45,533**	1,286,987
	Balances with Banks	**17,203,798**	13,744,108
		17,249,331	15,031,095
2	Previous year figures have been re-grouped/re-arranged/re-classified wherever necessary to make them comparable with the current year figures.		

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: June 16, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial statements for the year ended March 31, 2017)

i) Accounting Conventions

The financial statements are prepared on accrual basis of accounting under the historical cost convention in accordance with Generally Accepted Accounting Principles in India (GAAP), Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Companies Act, 2013 and guidelines issued by Securities and Exchange Board of India, to the extent applicable.

ii) Property, plant and equipment

Property, plant and equipment have been stated at cost less accumulated depreciation and impairment, if any. Cost refers to cost of acquisitions/revalued cost.

iii) Investment Properties

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at cost less accumulated depreciation and accumulated impairment loss, if any.

iv) Investments

Long Terms Investments are valued at cost. Cost refers to actual cost of acquisition / carrying cost. Provision for diminution is made to recognise a decline, other than temporary, in the value of such investments. Cost refers to actual cost of acquisition / carrying cost. Current Investments are valued at lower of cost or market value. Investments in Immovable Properties are valued at cost.

v) Stock in Trade-Projects

Valued at lower of cost or net realizable value. Stock in trade includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

vi) Depreciation

a. Depreciation on Property, plant and equipment is provided on the written down value (WDV) method based on the useful lives and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

   Based on internal assessment and technical evaluation, the management has assessed useful lives of two buildings as 80 years and 75 years, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

b. Depreciation on Investment properties are useful lives and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

c. No amortization is provided in respect of Investment in a building on leasehold land where cost of building and land is not separately available.

d. Depreciation on Land & Buildings is provided on composite cost, where cost of Land is not separately ascertained.

vii) Revenue Recognition

a) Rental income from leased properties, interest income is recognised on accrual basis.

b) Insurance claims are accounted for on receipt basis.

c) Dividend is accounted for on accrual basis when the right to receive dividend is established.

viii) Retirement Benefits

a. Provident fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

b. Gratuity liability is a defined benefit obligation and is provided for based on actuarial valuation made at the end of each financial year based on the projected unit cost method.

c. Long term compensated absences are provided for based on actuarial valuation made at the end of each financial year based on the projected unit cost method.

d. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

ix) Deferred Tax

Deferred Tax is recognised, subject to consideration of prudence, on timing differences, representing the difference between the taxable income/ (loss) and the accounting income/ (loss) that originated in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets and liabilities are measured using tax rates and the tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax assets viz. unabsorbed depreciation and carry forward losses are recognised if there is 'virtual certainty' that sufficient future taxable income will be available against which such deferred tax assets can be realised.

x) Income Tax

The current tax under Indian Income tax relates to Minimum Alternate Tax (MAT) as per the provisions of Section 115JB, if it is expected to be recovered in future years then the same has been recognized as MAT credit entitlement.

xi) Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date to ascertain impairment based on internal/external factors. An impairment loss is recognised when the carrying amount of an asset exceeds its realizable value. The realizable value is greater of the assets net selling price and value in use.

xii) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

a) the Company has a present obligation as a result of past event,

b) a probable outflow of resources is expected to settle the obligation and

c) the amount of obligation can be reliably estimated.

Reimbursements expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in the case of

a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.

b) a possible obligation, of which the probability of outflow of resources is remote.

Contingent Assets are neither, recognised nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

2. SHARE CAPITAL

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Authorised		
50,000,000 (Previous Year 50,000,000) Equity Shares of ₹10/- each	**500,000,000**	500,000,000
Issued, subscribed and paid up		
19,363,595 (Previous year 19,363,595) Equity Shares of ₹10/- each fully paid up	**193,635,950**	193,635,950

a.) The Company has one class of equity shares having a par value of ₹10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend(if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b.) Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31.03.2017		As at 31.03.2016	
	Nos.	₹	Nos.	₹
Equity Shares				
At the beginning of the year	**19,363,595**	**193,635,950**	19,363,595	193,635,950
Add: Issued during the year	**-**	**-**	-	-
Outstanding at the end of the year	**19,363,595**	**193,635,950**	19,363,595	193,635,950

c.) Details of shareholders holding more than 5% shares in the Company

	As at 31.03.2017		As at 31.03.2016	
	Nos.	% holding	Nos.	% holding
Equity shares of ₹ 10/- each fully paid up				
Bahubali Services Limited	**4,094,800**	**21.15**	4,094,800	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	**2,271,865**	**11.73**	2,270,485	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	**981,000**	**5.07**	981,000	5.07

3. RESERVES AND SURPLUS

		As at 31.03.2017 ₹	As at 31.03.2016 ₹
3.1	**Capital Reserve**		
	Opening balance	**610,050**	610,050
	Closing balance (A)	**610,050**	610,050
3.2	**Securities Premium Account**		
	Opening balance	**88,840,900**	88,840,900
	Closing balance (B)	**88,840,900**	88,840,900
3.3	**Revaluation Reserve**		
	Opening balance	**259,537,826**	259,537,826
	Closing balance (C)	**259,537,826**	259,537,826
3.4	**Property Reserve**		
	Opening balance	**61,887,867**	58,907,207
	Add: Transferred from depreciation & amortization	-	2,980,660
		61,887,867	61,887,867
	Less: Transfer to General Reserve	**(61,887,867)**	-
	Closing balance (D)	**-**	61,887,867
3.5	**General Reserve**		
	Opening balance	**430,205,227**	430,205,227
	Add : Transfer from property Reserve	**61,887,867**	-
	Add/(Less): Adjustment on account of Consolidation	**(29,462,396)**	-
	Closing balance (E)	**462,630,698**	430,205,227
3.6	**Surplus/ (deficit) in statement of profit & loss**		
	Opening balance	**(161,932,925)**	(161,467,103)
	Add: profit/(loss) for the year	**(3,656,337)**	(465,822)
	Closing balance (F)	**(165,589,262)**	(161,932,925)
	Total Reserves and Surplus (A+B+C+D+E+F)	**646,030,212**	679,148,945

4. LONG TERM BORROWINGS

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Secured		
Term Loan		
From a Bank (net off current maturity of ₹12,600,000 (previous year ₹ 41,800,000) (refer note no.8)	**210,500,000**	260,200,000
From others	**179,926,754**	119,926,754
Vehicle Loan		
From other (net off current maturity of ₹ 2,083,714 (previous year ₹ 1,897,434) (refer note no.8)	**3,671,038**	5,754,752
Total	**394,097,792**	385,881,506

Notes:-

a) Term Loan from a Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. This term loan is repayable by way of monthly instalments and the rate of interest ranging from 11.50% to 12.5 %. Loan repayable in FY 2017-18 ₹ 12,600,000/- FY 2018-19 ₹ 57,000,000/-, FY 2019-20 ₹ 59,800,000/-, FY 2020-21 ₹ 68,800,000/-, FY 2021-22 ₹ 24,900,000/-

b) Term loan from other is secured against the securities of mutual funds, shares etc. held by the directors and there family members and group entities. This loan is repayable in a lot after sixty months from the date of first of disbursement i.e., January 29, 2014 and the rate of interest is ranging from 09.50% to 11.00%.

c) Vehicle Loan from Kotak Mahindra Prime Limited is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. These loans are repayable by way of monthly instalments and rate of interest is 9.8 %. Loan repayable in FY 2017-18 ₹ 2,083,714/- FY 2018-19 ₹ 2,288,279/-, FY 2019-20 ₹ 1,382,760/- .

5. OTHER LONG TERM LIABILITIES

Security deposits	**50,268,000**	74,768,000
Total	**50,268,000**	74,768,000

6. LONG TERM PROVISIONS

For gratuity	**6,509,587**	8,585,096
For leave encashment	**830,058**	875,148
Total	**7,339,645**	9,460,244

7.	SHORT TERM BORROWINGS	As at 31.03.2017 ₹	As at 31.03.2016 ₹
	Unsecured		
	Inter corporate deposits from related parties		
	- Bahubali Services Ltd.	**52,852,000**	64,300,000
	Total	**52,852,000**	63,300,000
8.	**OTHER CURRENT LIABILITIES**		
	Current maturities of long term borrowings (refer note no. 4)	**14,683,714**	43,697,434
	Interest accrued but not due on Loans	**2,496,533**	1,788,279
	Advances from related parties	**159,400,000**	125,700,000
	Bank book overdraft	**17,203,519**	3,191,538
	Unclaimed dividend *	**2,377,621**	2,379,553
	Other liabilities	**60,746,615**	70,462,251
	Total	**256,908,002**	247,219,055
	* There are no amount due and outstanding to be credited to Investors Education and Protection Fund		
9.	**SHORT TERM PROVISIONS**		
	For gratuity	**5,989,036**	6,389,904
	For leave encashment	**385,391**	489,352
	Total	**6,374,427**	6,879,256

10 A : PROPERTY, PLANT AND EQUIPMENT

(₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2016	Additions during the year	Deductions	As at 31.03.2017	Up to 01.04.2016	Additions	Deductions	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
Land										
Freehold	131,205,451	-	-	**131,205,451**	-	-	-	-	**131,205,451**	131,205,451
Leasehold	111,443,394	-	-	**111,443,394**	-	-	-	-	**111,443,394**	111,443,394
Land & Buildings										
Freehold	36,412,220	-	-	**36,412,220**	30,023,916	148,932	-	**30,172,848**	**6,239,372**	6,388,304
Leasehold	36,000,000	-	-	**36,000,000**	30,777,626	285,142	-	**31,062,768**	**4,937,232**	5,222,374
Two Wheelers	249,622	-	-	**249,622**	194,362	14,346	-	**208,708**	**40,914**	55,260
Vehicles	23,168,772	1,547,859	2,500,000	**22,216,631**	14,341,314	2,834,199	2,133,946	**15,041,567**	**7,175,064**	8,827,458
Furniture & Fixtures	1,465,032	-	-	**1,465,032**	1,217,774	80,956	-	**1,298,730**	**166,302**	247,258
Office Machines	4,750,178	17,692	-	**4,767,870**	4,500,880	12,860	-	**4,513,740**	**254,130**	249,298
Computer	1,566,630	8,000	-	**1,574,630**	1,461,400	19,865	-	**1,481,265**	**93,365**	105,230
Electric Fittings, Equipment & Fans etc.	23,510,041	-	-	**23,510,041**	19,247,051	1,041,382	-	**20,288,433**	**3,221,608**	4,262,990
Lifts	3,891,729	-	-	**3,891,729**	3,689,026	2,842	-	**3,691,868**	**199,861**	202,703
Air Conditioners & Coolers	15,429,622	57,776	-	**15,487,398**	13,209,417	481,246	-	**13,690,663**	**1,796,735**	2,220,205
Total	**389,092,691**	**1,631,327**	**2,500,000**	**388,224,018**	**118,662,766**	**4,921,770**	**2,133,946**	**121,450,590**	**266,773,428**	270,429,925
Previous year	393,215,316	37,475	4,160,100	389,092,691	113,655,883	6,993,048	1,986,165	118,662,766	270,429,925	

10 B : INVESTMENT PROPERTY

Building										
Building on Freehold	-	23,457,830	-	**23,457,830**	-	1,357,034	-	**1,357,034**	**22,100,796**	-
Building on Leasehold	-	95,062,557	-	**95,062,557**	-	6,236,834	-	**6,236,834**	**88,825,723**	-
Land	-	96,633,500	-	**96,633,500**	-	-	-	-	**96,633,500**	-
Total	**-**	**215,153,887**	**-**	**215,153,887**	**-**	**7,593,868**	**-**	7,593,868	**207,560,019**	**-**
Previous year	-	-	-	-	-	-	-	-	-	

* investment properties reclassified from non current investments (refer note no.11.3)

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
10 A : Property, Plant and Equipment		
Gross Block		
Other Assets	**388,224,018**	389,092,691
Less: Depreciation	**121,450,590**	118,662,766
Net Block	**266,773,428**	**270,429,925**
10 B : Investment property		
Gross Block		
Other Assets	**215,153,887**	-
Less: Depreciation	**7,593,868**	-
Net Block	**207,560,019**	**-**

11. NON-CURRENT INVESTMENTS

PARTICULARS	VALUE					
		As at 31.03.2017 ₹			As at 31.03.2016 ₹	
1. EQUITY SHARES FULLY PAID UP						
NON TRADE- Long Term						
Quoted						
2,172,300 (2,172,300) equity shares of ₹ 10/-						
each of Jayabharat Credit Limited *		**29,316,380**			29,316,380	
Less: Provision for diminution in value of Investments		**11,872,811**			17,542,514	
		17,443,569			11,773,866	
Opening balance of share of profit/(loss) of associate	**12,018,827**			26,762,078		
Less: Adjustments of account of consolidation	**29,462,396**			-		
Add/(Less) Share in adjusted profit/(loss) during the year of associate	**-**	**(17,443,569)**	**-**	(14,743,251)	12,018,827	23,792,693
4,608,840 (4,608,840) equity shares of ₹ 10/- each of India Lease Development Limited *		**61,189,351**			61,189,351	
Less: Provision for diminution in value of Investments		**22,475,095**			13,257,415	
		38,714,256			47,931,936	
Opening balance of share of profit/(loss) of associate	**(35,796,301)**			(35,943,559)		
Add/(Less) Share in adjusted profit/(loss) during the year of associate	**(249,340)**			147,258		
Less: Adjustments of account of consolidation	**-**	**(36,045,641)**	**2,668,615**	-	(35,796,301)	12,135,635
1,200(1,200) equity shares of ₹ 10/- each of Metal Box India Limited			**17,100**			17,100
4,700 (4,700) equity shares of ₹ 10/- each of Rajasthan Breweries Ltd			**140,836**			140,836
15,000 (15,000) equity shares of ₹ 10/- of Sri Ramakrishna Mills(CBE) Limited			**450,641**			450,641
10,000 (10,000) equity shares of ₹ 10/- each of MTZ (India) Limited			**500,000**			500,000
450 (450) equity shares of ₹ 10/- each of Mawana Sugars Limited			**9,000**			9,000
			3,786,192			37,045,905
Less: Provision for diminution in value of Investments			**816,074**			888,074
			2,970,118			36,157,831
* Companies under the same management						
Unquoted						
2. SHARES IN COOPERATIVE SOCIETIES						
50(50) shares of Rs. 10 each in Atlanta Premises Cooperative Society Ltd.			**500**			500
			500			500

11.	**NON-CURRENT INVESTMENTS (CONTD...)**		
3.	**INVESTMENT IN IMMOVABLE PROPERTIES***		
	Building on Leasehold Land	**-**	191,696,057
	Building on Freehold Land	**-**	23,457,830
		-	215,153,887
	Transfer to property, plant and equipments refer note no. 10B		
	TOTAL	**2,970,618**	251,312,218
	NOTES:	**Cost**	
	i) Aggregate value of quoted long term investments	**3,786,192**	
		(37,045,905)	
	ii) Aggregate value of Investment in unquoted investments	**500**	
		(215,154,387)	

		As at 31.03.2017 ₹	As at 31.03.2016 ₹
12.	**DEFERRED TAX ASSETS/ (LIABILITIES) (NET)**		
	Depreciation	**(789,489)**	(1,168,559)
	Provision for leave encashment	**401,827**	451,104
	Provision for gratuity	**4,132,045**	4,950,735
	Provision for diminution in the value of investments	**11,625,212**	10,476,054
	Carried forward business loss	**4,345,801**	-
	Total	**19,715,396**	14,709,334
13.	**OTHER NON CURRENT ASSETS**		
	(Unsecured and considered good unless stated otherwise)		
	Security deposits	**3,090,039**	3,090,039
	Advance tax/tax deducted at source (net of provisions)	**29,156,565**	26,672,638
	Total	**32,246,604**	29,762,677

		As at 31.03.2017 ₹	As at 31.03.2016 ₹
14.	**STOCK IN TRADE**		
	Commercial project	**897,717,423**	890,228,235
	Total	**897,717,423**	890,228,235
15.	**TRADE RECEIVABLES**		
	(Unsecured and considered good unless stated otherwise)		
	- Outstanding for a period exceeding six months from the date		
	they were due for payment	**14,800,909**	2,007,192
	- Other debts	**13,405,306**	11,923,713
	Total	**28,206,215**	13,930,905
16.	**CASH AND BANK BALANCES**		
	Cash & cash equivalents		
	Cash in hand and stamps	**45,533**	1,086,987
	Cheques in hand	**-**	200,000
	With Scheduled Banks in:		
	Current accounts	**4,299,043**	3,738,565
	Other bank balances		
	Fixed deposits having maturities upto twelve months*	**12,904,755**	10,005,543
	Total	**17,249,331**	15,031,095

NOTES:

Balance in current accounts include ₹ **2,377,621/-** (Previous Year ₹ 2,379,553/-) earmarked against unclaimed dividend.

*Include ₹ **303,840/-** (Previous Year ₹ 476,663/-) pledged with bank against bank guarantees to government authorities.

17.	**SHORT TERM LOANS AND ADVANCES**		
	(Unsecured and considered good unless stated otherwise)		
	Inter Corporate Deposits with related parties:		
	- Jaya Bharat Credit Limited	**129,000,000**	165,000,000
	Total	**129,000,000**	165,000,000
18.	**OTHER CURRENT ASSETS**		
	(Unsecured and considered good unless stated otherwise)		
	Interest accrued on inter corporate deposits (from a related party)	**2,737,629**	5,858,651
	Interest accrued on fixed deposits	**90,017**	31,055
	Advances recoverable in cash or in kind or for value to be received	**3,239,348**	4,998,861
	Total	**6,066,994**	10,888,567

		Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
19.	**REVENUE FROM OPERATIONS**		
	Rent from investments in immovable properties	**132,185,144**	138,273,671
	Total	**132,185,144**	138,273,671
20.	**OTHER INCOME**		
	Interest received :		
	Fixed deposits with banks	**239,190**	286,167
	Intercorporate deposits	**12,331,536**	13,038,657
	Others	**64,980**	596,148
	Miscellaneous income	**9,040,886**	7,252,759
	Profit on sale of Property, plant and equipment	**133,946**	38,026,065
	Bad debts realised	**900,000**	1,351,000
	Total	**22,710,538**	60,550,796
21.	**FINANCE COSTS**		
	Interest expenses	**48,196,232**	55,010,628
	Total	**48,196,232**	55,010,628
22.	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries, wages, allowances, bonus	**23,063,280**	24,097,759
	Company's contribution to provident fund / other funds	**2,052,185**	1,998,637
	Staff welfare	**2,191,593**	2,540,338
	Total	**27,307,058**	28,636,734

22.1 Liability for Employee's Leave Encashment and Gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Accounting Standard 15 (Revised) and the details are given as under:

A.	Assumptions	Leave Encashment		Gratuity	
	Particulars	**March 31, 2017**	March 31, 2016	**March 31, 2017**	March 31, 2016
	Discount Rate	**6.70%**	7.60%	**6.70%**	7.60%
	Rate of Return on Plan Assets	**-**	-	**-**	**-**
	Salary Escalation	**5.67%**	5.67%	**5.67%**	5.67%
B.	**Changes in Benefit Obligations**				
	Liability at beginning of the year	**1,364,500**	1,308,117	**13,559,989**	12,502,892
	Interest Cost	**103,702**	102,033	**1,030,559**	975,226
	Current Service Cost	**Nil**	Nil	**516,566**	557,212
	Benefit Paid	**(287,000)**	(65,700)	**(2,409,769)**	(154,039)
	Actuarial(gain)/ Loss on obligation	**34,247**	20,050	**(198,722)**	(321,302)
	Liability at the end of the year	**1,215,449**	1,364,500	**12,498,623**	13,559,989
C.	**Fair Value of Plan Asset**				
	Fair Value of Plan Assets at beginning of the year	**Nil**	Nil	**Nil**	Nil
	Expected Return on Plan Assets	**Nil**	Nil	**Nil**	Nil
	Contributions	**Nil**	Nil	**Nil**	Nil
	Benefits Paid	**Nil**	Nil	**Nil**	Nil
	Actuarial Gain / (Loss) on Plan Assets	**Nil**	Nil	**Nil**	Ni
	Fair value of Plan Assets at the end of the year	**Nil**	Nil	**Nil**	Nil
	Funded Status	**Nil**	Nil	**Nil**	Nil
D.	**Expenses recognised in the Statement of Profit & Loss**				
	Current Service Cost	**-**	-	**516,566**	557,212
	Interest Cost	**103,702**	102,033	**1,030,559**	975,226
	Net Actuarial (Gain)/ Loss for the period	**34,247**	20,050	**(198,722)**	(321,302)
	Expenses Recognised in Statement of Profit & Loss	**137,949**	122,083	**1,348,403**	1,211,136
E.	**Balance Sheet Reconciliation**				
	Opening Net Liability	**1,364,500**	1,308,117	**13,559,989**	12,502,892
	Expenses charged to Statement of Profit & Loss	**137,949**	122,083	**1,348,403**	1,211,136
	Benefit Paid	**(287,000)**	(65,700)	**(2,409,769)**	(154,039)
	Closing Liability as at March 31, 2017	**1,215,449**	1,364,500	**12,498,623**	13,559,989

		Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
23.	**OPERATING, ADMINISTRATIVE AND OTHER EXPENSES**		
	Rent	**423,932**	411,657
	Rates & taxes and ground rent	**25,948,827**	26,509,188
	Auditors remuneration towards :		
	Audit fees	**325,000**	325,000
	Tax audit	**75,000**	75,000
	Certification	**75,000**	75,000
	Service tax	**71,250**	68,875
	Transport, travelling and motor car expenses	**7,747,894**	8,746,932
	Brokerage, commission and service charges	**-**	800,000
	Donations	**354,400**	279,000
	Corporate social responsibility expenses	**-**	1,402,000
	Insurance	**1,012,656**	997,948
	Bank charges	**138,755**	108,697
	General expenses	**9,416,200**	9,911,449
	Electricity expenses	**5,293,662**	6,308,863
	Legal & professional charges	**6,337,122**	7,880,939
	Postage, telegram & telephone expenses	**1,161,795**	1,317,645
	Printing & stationary	**1,862,510**	1,697,235
	Repairs to buildings	**1,240,399**	3,057,281
	Repairs to others	**2,960,040**	2,969,833
	Amount irrecoverable written off	**-**	26,935
	Sundry expenses	**5,869,394**	3,395,967
	Total	**70,313,836**	76,365,444
24.	**DEPRECIATION AND AMORTIZATION EXPENSE**		
	Depreciation	**12,515,638**	6,993,048
	Property reserve	**-**	2,980,660
	Total	**12,515,638**	9,973,708

25. OTHER NOTES TO FINANCIAL STATEMENTS

i) Principles of consolidation

The consolidated financial statements have been prepared on the following basis :

a. Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements". The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be. The share of profit/loss of associate companies is accounted under 'Equity method' as per which the share of profit/loss of the associate company has been adjusted to the cost of investment.

b. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

c. The consolidated financial statements include the financial statements of The Motor & General Finance Limited ("Parent company) and its associates (collectively known as "the group"):

Name of Associates Companies and % of holding	**Country of Incorporation**
Jaya Bharat Credit Limited (43.45%)	India
India Lease Development Limited (31.35%)	India

ii) **CONTINGENT LIABILITIES:** **(Amount in ₹)**

	Particulars	**March 31, 2017**	March 31, 2016
a)	Guarantees given to Sales Tax and other authorities, on behalf of the Company (against pledge of fixed deposits	**303,840**	476,663
b)	Other disputed demands not acknowledged as debts		
	i) Electricity Charges (BSES)	**6,924,304**	6,924,304
	ii) Employee's State Insurance Corporation	**7,475,606**	7,475,606
	iii) Disputed demands related to Service Tax	**10,351,192**	10,351,192

iii) In view of the Company's substantial holding in Jayabharat Credit Limited (JBCL) and to preserve company's reputation and image, the Board of Directors of the Company, on the legal opinion obtained, had taken a conscious decision to give Inter-Corporate Deposit (ICD), at the rate of interest mutually agreed in the financial year 2010-11 to meet the contingency in repayment of public deposits and banks of JBCL. The amount due as on March 31, 2017 is ₹ 12.90 crores (Previous Year ended March 31, 2016 ₹ 16.50 crores). The Company has taken steps to realize the balance outstanding amount at the earliest.

iv) **Deferred Taxation**

In accordance with AS-22 on "Accounting for Taxes on Income", the Company has recognized deferred tax assets on such timing differences based on the future income available so that such deferred tax assets can be reversed. Deferred Tax Assets have been recognized on account of timing difference arising between book depreciation and tax depreciation, provision for leave encashment, gratuity, diminution in the value of investments and carry forward of business losses.

v) **Current Taxation:-**

a) Provision for income tax (MAT) for the year has been made after considering relief available under the Income Tax Act, 1961.

b) Income tax assessments up to the financial year 2012-13 (Assessment Year 2013-14) have been completed and there are no pending demands against the Company.

vi) **Segment information**:-

The Company's business activities predominantly relate to leasing and development of premises. Accordingly revenue from the leasing of premises comprises the primary basis of segmental reporting. Hence segmental reporting as defined in Accounting Standard – 17 is not applicable.

vii) Balance in parties accounts whether in debit or credit are subject to confirmation.

viii) Disclosure of details pertaining to related party transactions entered into during the year in terms of Accounting Standard -18

"Related Party Disclosures" are given below:

a) List of Related Parties

i) Under Common Control

India Lease Development Limited, Jayabharat Credit Limited, Bahubali Services Limited, MGF Estate Private Limited, MGF Securities Private Limited, Cards Services India Private Limited, Associated Traders & Engineers Private Limited, Local Goods Carriers Private Limited, Ram Prakash & Co. Private Limited, Grosvenor Estates Private Limited and GEE GEE Holdings Private Limited.

ii) Enterprises over which the key management personnel are able to exercise significant influence. Nil

iii) Key Management Personnel

Shri Rajiv Gupta (Chairman & Managing Director & Chief Executive Officer)
Smt Arti Gupta (Joint Managing Director)
Shri Arun Mitter (Executive Director)
Shri M.K. Madan (Vice President & Company Secretary & Chief Financial Officer)

b) Details of transactions entered into with related parties:

(Amount in ₹)

Particulars	Under Common Control	Enterprises over which the key management personnel is able to exercise significant influence	Key Management Personnel
ICD taken	**1,325,000**	-	-
	(5,100,000)		
ICD Repaid	**12,773,000**	**-**	-
	(3,800,000)		
ICD given	**Nil**	**-**	-
	(9,440,000)		
ICD given received back	**36,000,000**	-	-
	(18,240,000)		
Interest Received on ICD	**12,331,536**	-	-
	(13,038,657)		
Interest paid on ICDs	**Nil**	**-**	-
	(Nil)		
Advances taken	**67,475,000**	-	**-**
	(48,050,000)		
Advances repaid	**33,775,000**	-	**-**
	(37,550,000)		
Remuneration	-	-	**10,568,025**
			(8,838,000)
Outstanding Balance as on 31-3-2017			
ICD receivable from Jayabharat Credit Limited (including interest)	**131,737,629**	-	-
	(170,858,651)		
ICD payable to Bahubali Services Limited (including interest)	**52,852,000**	-	-
	(64,300,000)		
Advances payable	**159,400,000**	-	-
	(125,700,000)		

(Previous year's figures are given in bracket)

ix) **Details of Remuneration to Key Management Personnel:**

i) **Remuneration** **(Amount in ₹)**

	2016-17	2015-16
Salary, Wages allowance & Bonus	**8,817,750**	6,871,000
Contribution to Provident Fund	**885,330**	777,000
Perquisites	**864,945**	1,190,000
Total	**10,568,025**	8,838,000

ii) Directors Sitting Fees

Sundry Expenses include ₹ **103,450/-** (Previous Year ₹ 100,225/-) paid towards Directors' Sitting Fees for attending Board Meetings. No Meeting Fee was paid for attending Committee Meetings.

iii) **Directors Travelling**

Transport, Travelling and Motor Car Expenses include ₹ **90,951/-** (Previous Year ₹ 126,155/-) for Directors Travelling.

x) In accordance with the requirement of Accounting Standard (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements " relevant disclosures relating to associate is as follows.

Name of Joint Venture	**Country of incorporation**	**Proportion of ownership as on 31.03.2017**	**Proportion of ownership as on 31.03.2016**
Jayabharat Credit Limited	**India**	**43.45%**	**43.45%**
India Lease Development Limited	**India**	**31.35%**	**31.35%**

xi) **Earnings/(Loss) Per Share (E.P.S)**

		2016-17	2015-16
a)	Net Profit/(Loss) for the year attributable to Equity Shareholders (amount in ₹)	**(3,656,337)**	**(465,822)**
b)	Weight Average Number of Equity Shares (nos.)	**19,363,595**	**19,363,595**
c)	Basic Earnings per Share	**(0.19)**	**(0.02)**
d)	Diluted Earnings per Share	**(0.19)**	**(0.02)**
e)	Nominal value per Share	**10.00**	**10.00**

xii) Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016 is as under :-

Particulars	**SBNs***	**Other Denomination Notes**	**Total**
Closing cash in hand as on 08 November 2016	67,000	500	67,500
Add : Permitted receipts	-	18,500	18,500
Less : Permitted payments	-	-	-
Less : Amount deposited in banks	67,000	500	67,500
Closing cash in hand as on 30 December 2016	**-**	**18,500**	**18,500**

* Specified Bank Notes are as defined in the notification of the Government of India, Ministry of Finance, Department of Economic Affairs No. S.O. 3407(E), dated 08th November 2016.

xiii) **Corporate Social Responsibility**

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. The company has incurred ₹ **NIL** (Previous Year ₹1,402,000) on promoting education.

xiv) Disclosure required under section 186(4) of the Companies Act 2013 :-

(Amount in ₹)

a) Particulars of loan given

S. No.	Name	Outstanding Principal Balance as on March 31, 2017*
1	Jayabharat Credit Limited	**129,000,000**
	*refer note no 25 (iii).	

b) Particulars of Investment Made **(Amount in ₹)**

Name of entity	No. of equity shares of ₹10/-each	Amount as at March 31, 2017
Jayabharat Credit Ltd	2,172,300	29,316,380
India Lease Development Ltd	4,608,840	61,189,351
Metal Box India Ltd	1,200	17,100
Rajasthan Breweries Ltd	4,700	140,836
Sri Ramakrishna Mills(CBE) Ltd	15,000	450,641
MTZ (India) Ltd	10,000	500,000
Mawana Sugars Ltd	450	9,000

xv) During the year, in accordance with compliance the Companies (Accounting Standards) Amendment Rules 2016 as notified by the Ministry of Corporate Affairs dated 30th March 2016, Accounting Standard 13 (Accounting for Investments) stands modified which inter-alia, states that an investment property has to be accounted for in accordance with the cost model as prescribed in Accounting Standard 10 (Property, Plant & Equipment). Accordingly, the management with effect from 01 April 2016, has reclassified Investments in Building on Lands from Non-Current Investments to Property, Plant and Equipment and started providing depreciation on same in its remaining useful lives, as assessed by the management. If the Company had continued with the previous classification, amount of depreciation for the year ended March 31, 2017 would have been lower by ₹ 4,762,242 and loss would have been lower by same amount.

xvi) There is no amount due to the Micro Small and Medium Enterprises in terms of "The Micro Small and Medium Enterprises Development Act, 2006"

xvii) The assets and liabilities are classified between current and non current considering 12 months period as operating cycle.

xviii) Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Associates.

Name of the Enterprise	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated net assets	Amount	As % of Consolidated profit & loss	Amount
1	2	3	4	5
Parent				
The Motor General & Finance Limited	106.37	893,155,372	(93.18)	(3,406,997)
Associate (as per the equity method)				
Indian				
Jayabharat Credit Limited	(3.49)	(29,316,380)	(Nil)	(Nil)
India Lease Development Limited	(2.88)	(2,41,72,830)	(6.82)	(249,340)

(xix) On November 18, 2016 the Jay Bharat Credit Limited has voluntarily surrendered its certificate of registration (COR) as Non-Banking Financial Company (Deposit Accepting) to Reserve Bank of India and as on date Reserve Bank of India has not confirmed the cancellation of certificate of registration of the Company as Non-Banking Finance Company.

(xx) Previous year figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date attached

for S.N.Dhawan & Co LLP
(Formerly S. N. Dhawan & Co.)
Chartered Accountants
Firm Registration No.: 000050N/N500045

(S. K. Khattar)
Partner
M.No. 084993

Place: New Delhi
Dated: June 16, 2017

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARUN MITTER
Executive Director
DIN : 00022941

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

ARTI GUPTA
Joint Managing Director
DIN : 00023237

BHARAT KUMAR
Director
DIN: 00990117

Notes

Notes

If undelivered please return to :

The Motor & General Finance Limited

Regd. Off. : 'MGF House', 4/17-B, Asaf Ali Road
New Delhi - 110 002.

Printed By : **VIKRANT,** vikrantcreations14@gmail.com

MGF THE MOTOR & GENERAL FINANCE LIMITED

Registered Office: MGF HOUSE , 4/17-B, Asaf Ali Road, New Delhi-110002
Phone Nos.: 011-23272216-18, 011-23278001-02 Fax: 011-23274606
Website: http:/www.mgfltd.com Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208

BALLOT FORM

Sr No…….

(1) Name and Registered Address of the Sole/First Named Shareholder :

(2) Name(s) of the Joint Holder(s) (if any) :

(3) Registered Folio No. DP ID No. and Client ID No. :

(4) Number of Share(s) held :

(5) User ID :

(6) Sequence No :

(7) EVSN(Electronic voting Sequence No.)

(8) I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Eighty Seventh Annual General Meeting(AGM) of the company to be held on Tuesday, the September 26, 2017 at 12.30 P.M. by sending my/our asset or dissent to the said resolution by placing a tick(✓) mark at the appropriate box below :

Sr No.	Description	No.of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. (a) and (b)	Consider and adopt the Audited Financial Statements Standalone and Consolidated for the year ended March 31, 2017 and the Report of the Directors and Auditors thereon.			
2.	Appoint a Director in the place of Smt. Arti Gupta (DIN:00023237) who retires by rotation and is eligible for re-appointment			
3.	Appoint a Director in the place of Sh. Arun Mitter (DIN:00022941) who retires by rotation and is eligible for re-appointment.			
4.	Appointment of Statutory Auditors and to fix their remuneration, M/s Jagdish Chand & Co Chartered Accountants, New Delhi (Firm Regd No.000129N) are the new Auditors.			
5.	Ordinary Resolution for re-appointment of PCK & Associates, Cost Accountants (Firm Regd No.000514) for the year 2017-18.			
6.	Special Resolution for Related Party Transactions for the year 2017-18.			
7	Modification in the resolution in the remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director & CEO of the company.			
8.	Modification in the resolution in the remuneration payable to Smt. Arti Gupta, Joint Managing Director of the company.			
9.	Modification in the resolution in the remuneration payable to Sh. Arun Mitter, Executive Director of the company.			

Place:
Date:

Signature of the Shareholder(s)

Note: Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.

2. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

3. For details instructions on e-voting, please refer to the notes appended to the Notice of the AGM.

4. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through post to declare the final results for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the company i.e. Ms Anjali Yadav, Practising Company Secretary (Membership No.FCS-6628/CP-7257),(B-6/32, Sector 15, Rohini, Delhi-110089) C/o The Motor & General Finance Limited, MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, Mobile No.+919810655161,E-mail ID: **anjaliyadav.associates@gmail.com.**

2. The Form should be signed by the Members as per the specimen signatures registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney(POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the company or enclosing an attested copy of the POA. Exercise of vote by ballot is not permitted through proxy.

3. In case the shares are held by companies, trusts, societies, etc the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.

4. Votes should be cast in case of each resolution, either in favour or against by putting the tick(✓) mark in the column provided in the Ballot.

5. The voting rights of members shall be in proportion of the share(s) held by them in the paid up equity share capital of the company as on September 19,2017 and as per the Register of Members of the company.

6. Duly completed Ballot Form should each the Scrutinizer not later than by the September 25, 2017 at 5.00 p.m. Ballot Form received after the said date and time will be strictly treated as if the reply from the member has not been received.

7. A member may request for a duplicate Ballot Form, if so required, however, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in Serial No.6 above.

8. Unsigned, incomplete, improperly or incorrectly tick market Ballot Forms will be rejected. Ballot Form will be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or of the signatures cannot be verified.

9. The decision of the Scrutinizer on the validity of the Ballot Form and other related matter shall be final.

10. The result shall be placed on the company's website **www.mgfltd.com** within two days of the AGM of the company on September 28, 2017 and communicated to BSE Limited and National Stock Exchange of India Limited(NSE), where the shares of the company are listed.

MGF **ATTENDANCE SLIP**

THE MOTOR & GENERAL FINANCE LIMITED

Registered Office: MGF HOUSE , 4/17-B, Asaf Ali Road, New Delhi-110002
Phone Nos.: 011-23272216-18, 011-23278001-02 Fax: 011-23274606
Website: http:/www.mgfltd.com Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208

87th Annual General Meeting - Tuesday, September 26, 2017 at 12.30 p.m.

Name of the Member (In Block Letters)	
Name of Proxy, If any (In Block Letters) (In case Proxy attends the meeting in place of member	
DP ID/Client ID/Folio No.	
No. of Shares held	

I certify that I am a member / proxy for the member of the Company.

I/We hereby record my/our presence at the 87th Annual General Meeting of the company at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110030 on Tuesday, the September 26, 2017 at 12.30 p.m.

Member's Folio/ DPID-Client ID No.	Member's/Proxy's in Block Letters	Member's/Proxy's Signature

Note:

1. Please complete the Folio /DPID Client ID No. and name, sign his Attendance Slip and hand it over at the entrance of the MEETING HALL.
2. Physical copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting (AGM) alongwith the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

EVSN(E-Voting Sequence Number)	USER ID	PASSWORD

Note : Please read instructions given at Note No. 12 of the 87th Annual General Meeting of the Company before casting your vote through e-voting .

MGF

PROXY FORM
(Form No.MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration)Rules, 2014]

THE MOTOR & GENERAL FINANCE LIMITED

Registered Office: MGF HOUSE , 4/17-B, Asaf Ali Road, New Delhi-110002
Phone Nos.: 011-23272216-18, 011-23278001-02 Fax: 011-23274606
Website: http:/www.mgfltd.com Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208

87th Annual General Meeting - Tuesday, September 26, 2017 at 12.30 p.m.

Name of member(s) :

Registered address :

E Mail Id:

Folio No. / DP ID - Client ID:

I / We, being the member(s), holdings _____shares of the above named company, hereby appoint:

1) Name: _____ E Mail:_____

Address:_____

_____Signature _____Or failing him / her

2) Name: _____ E Mail:_____

Address:_____

_____Signature _____Or failing him / her

3) Name: _____ E Mail:_____

Address:_____

_____Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 87th Annual General Meeting of the company to be held on Tuesday, the September 26, 2017 at 12.30 p.m. at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030 or /and at any adjournment thereof.

Signed this…… day of…… 2017

Affix Revenue Stamp ₹ 1

……..…… ……..……
Signature of Shareholder Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.

2. Please complete all details of members(s) before submission.