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GRAMS : "EMGEEF"
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THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,

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

CIN NO.: L74899DL1930PLC000208

DLI:CS:BSE:NSE:14

April 25, 2014

The Secretary,
Bombay Stock Exchange Limited.,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400001

The Secretary,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra(E)
Mumbai-400051

Dear Sir,

Re: Outcome of Postal Ballot as per Clause 35A of the Listing Agreement

This has reference to the Postal Ballot conducted for passing of the resolutions mentioned in the Notice dated March 10, 2014. The company has completed despatch of Notice by Post alongwith Postal Ballot Form and Self Addressed Business Reply Envelope under Section 192A(2) of the Companies Act, 1956 (passing of the Resolution by Postal Ballot) rules, 2011 on March 14, 2014 to the members for seeking their consent on the draft Special Resolutions for the reappointment and payment of remuneration to Sh. Rajiv Gupta, Chairman & Managing Director and CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Whole Time Director designated as Executive Director and Special Resolution under Section 181 and other applicable provisions, if any, of the Companies Act, 2013 for Contribution to Charitable Funds. The late date for receipt of Postal Ballot was fixed as April 24, 2014.

On the basis of the postal ballots received till April 24, 2014, the Scrutinizer, Mr. Dinesh Agnani, Senior Advocate, C-8, Jangpura Extension, New Delhi-110014 has submitted his report dated April 24, 2014 to the Chairman & Managing Director and the results were declared at the company's Registered Office today, the April 25, 2014 at 4.00 P.M. Copy of the Results is enclosed. Summarised results in the format as prescribed under clause 35A of the Listing Agreement is as under :-

Particulars	Resolution No.1	Resolution No.2	Resolution No.3	Resolution No.4
Total No. of Postal Ballots received	150	150	150	150
Less: No. of Invalid Postal Ballots	0	0	0	0
Valid No. of Postal Ballots	150	150	150	150
Total No. of Valid Votes Polled (Equity Share of Rs.10/- each)	12760122	12760122	12760122	12760122
No. of Votes in favour of the Resolution (Equity Share of Rs.10/- each)	12747139	12747133	12747139	12746825
No. of Votes against the Resolution (Equity Share of Rs.10/- each)	12983	12989	12983	13297
Percentage of votes in favour to Total Valid Votes Polled	99.898%	99.898%	99.898%	99.895%

Contd.....2





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: 2 :

In view of the above results, the Special Resolutions under Section 198,269, 309, 310, 314,317 read with Schedule XIII of the Companies Act,1956 for re-appointment and payment of remuneration to Sh. Rajiv Gupta, Chairman & Managing Director and CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Whole Time Director designated as Executive Director of the company and Special Resolution under Section 181 and other applicable provisions, if any, of the Companies Act, 2013 for Contribution to Charitable Funds read with Section 192A(2) of the Companies Act,1956 have been declared passed with requisite majority

Yours faithfully,

For THE MOTOR & GENERAL FINANCE LIMITED

(M.K. MADAN)

VICE PRESIDENT & COMPANY SECRETARY

ENCL: AS ABOVE



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RESULTS OF POSTAL BALLOT

Result of voting conducted through Postal Ballot on Special Resolutions under Section 198, 269, 309, 310, 314, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 for re-appointment and payment of remuneration to Sh. Rajiv Gupta, Chairman & Managing Director and CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Whole Time Director designated as Executive Director of the company and Special Resolution under Section 181 and other applicable provisions, if any, of the Companies Act, 2013 for Contribution to Charitable Funds as set out in the Notice of Postal Ballot dated March 10, 2014 is as follows:-

Particulars	Resolution No.1	Resolution No.2	Resolution No.3	Resolution No.4
Total No. of Postal Ballots received	150	150	150	150
Less: No. of Invalid Postal Ballots	0	0	0	0
Valid No. of Postal Ballots	150	150	150	150
Total No. of Valid Votes Polled (Equity Share of Rs.10/- each)	12760122	12760122	12760122	12760122
No. of Votes in favour of the Resolution (Equity Share of Rs.10/- each)	12747139	12747133	12747139	12746825
No. of Votes against the Resolution (Equity Share of Rs.10/- each)	12983	12989	12983	13297
Percentage of votes in favour to Total Valid Votes Polled	99.898%	99.898%	99.898%	99.895%

The above is as per Scrutinizer's Report dated April 24, 2014. In view of the above results, the Special Resolutions under Section 198, 269, 309, 310, 314, 317 read with Schedule XIII of the Companies Act, 1956 for re-appointment and payment of remuneration to Sh. Rajiv Gupta, Chairman & Managing Director and CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Whole Time Director designated as Executive Director of the company and Special Resolution under Section 181 and other applicable provisions, if any, of the Companies Act, 2013 for Contribution to Charitable Funds read with Section 192A(2) of the Companies Act, 1956 have been declared passed with requisite majority

For THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)

CHAIRMAN & MANAGING DIRECTOR

Place: New Delhi
Date: April 25, 2014