

Morning Glory Leasing And Finance Limited

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Nangal Raya, New Delhi - 110046

Date: 09.07.2018

To
The Head-Listing & Compliances
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400 098

Subject: Undertaking for Non- Applicability of Corporate Governance

Dear Sir/ Madam,

As per Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the provisions of Chapter IV of the Listing Regulations, 2015 shall be applicable to all companies whose specified securities are listed on any recognized stock exchange either on the main board or on SME Exchange or on institutional trading platform. However, the Compliance with the corporate governance provisions as specified in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V shall not be mandatory, for the time being, in respect of the following class of Companies:

- A. Companies having paid up equity share capital not exceeding Rs. 10 Crore and Net Worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;

Provided that where the provisions of regulations specified becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements of those regulations within 06 months from the date on which the provisions became applicable to the listed entity.

- B. The Listed Entity which has listed its specified securities on the SME Exchange.

In view of the aforesaid, I, the undersigned, **Mr. Sanjay Bhatnagar**, Director of **Morning Glory Leasing and Finance Limited** hereby certify that Compliances on Corporate Governance is not applicable to the company which is within the prescribed limit of Regulation 15 (2) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 as per the last day of previous financial year. The paid up equity share capital of the Company is **Rs. 24,90,000/-** (Rupees Twenty Four Lakhs Ninty Thousand only) and net worth is **Rs. 1,06,60,427/-** (Rupees One Core Six Lakhs Sixty Thousand Four Hundred and Twenty Seven Only) as on 30th June, 2018.

For and on behalf of
Morning Glory Leasing and Finance Limited


Sanjay Bhatnagar
(Director)

DIN: 07653949

Place: New Delhi