

**MORNING GLORY LEASING AND FINANCE LIMITED**

Iris House,16,Business Centre,Nangal Raya,New Delhi-110046

CIN : L67120DL1984PLC018872

Date: - 15.01.2019

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 – 400098

Subject: Undertaking for Non-Applicability of Corporate Governance

Dear Sir/Madam,

As per Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the provisions of Chapter IV of Listing Regulations, 2015 is applicable to all the companies whose specified securities are listed on any stock exchange(s) 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 force, in respect of following classes of the companies:

(A) The listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year:

Provided that where the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six 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, Rajesh Bagri, the Managing Director of Morning Glory Leasing and Finance Limited, hereby certify that Compliances on Corporate Governance provisions are not applicable to our company, whose paid up share capital and Net Worth falls within prescribed limit of Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The paid up share capital of the company is Rs. **24,90,000/-** (Rupees Twenty Four Lakh Ninety Thousand only) and Net Worth is Rs. **2,25,31,212/-** as on 31<sup>st</sup> December, 2018.

For Morning Glory Leasing & Finance Limited

  
For Morning Glory Leasing And Finance Ltd.

Rajesh Bagri  
(Managing Director)  
DIN: 00062377

Director