

Report of Scrutinizer

(Consolidated Result of Voting)

(Pursuant to Regulations 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 and rule (3) (xi) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
Morning Glory Leasing And Finance Limited
IRIS House 16 Business Centre Nangal Raya
New Delhi-110046

Sir,

I, Astik Mani Tripathi, Proprietor, Astik Tripathi & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the Annual General Meeting of the Shareholders of “**Morning Glory Leasing And Finance Limited**” to be held on Monday, 5th Day of September, 2016 at 10:00 a.m.. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 for the purpose of Scrutinizing the E- Voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per Regulation 44 of **SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015** and the provisions of the Companies Act, 2013 and Rule of Companies (Management and Administration) Rules, 2015 on the resolutions referred in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on 02, September, 2016 up to 05.00 P.M. on 04, September, 2016.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 29th July, 2016 who were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the Annual General Meeting of **Morning Glory Leasing And Finance Limited** (Item Number 1(one) to 3(Three) of the Annual General Meeting of **Morning Glory Leasing And Finance Limited**.
3. The votes were unblocked on 05th September, 2016 around 05.00 P.M. in the presence of two witnesses who are not in employment of Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted “For” and “Against”, were downloaded from E voting website of National Securities Depository (India) Limited <https://www.evotingindia.com/homepage.jsp>
5. The result of the poll and E-voting is as under;

Astik Tripathi & Associates

Company Secretaries

Item No. 1- Approval and adoption of Audited Financial Statements as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon.

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution

“**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date, together with the Directors' Report and Auditors' Report thereon as presented to the meeting, be and the same are hereby, approved and adopted.”

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	10	23,600	23,600	
E- Voting	55	1,13,935	1,13,935	
Total	65	1,37,535	1,37,535	99.46

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	
E- Voting	4	750	750	
Total	4	750	750	0.54

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Astik Tripathi & Associates

Company Secretaries

Item No. 2- Re-appointment of Mrs. Roma Monisha Sakraney Daga (DIN: 00148670), as Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution

“**RESOLVED THAT** Mrs. Roma Monisha Sakraney Daga (DIN: 00148670) Director of the Company, retires by rotation as a Director and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	10	23,600	23,600	
E- Voting	55	1,13,935	1,13,935	
Total	65	1,37,535	1,37,535	99.46

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	
E- Voting	4	750	750	
Total	4	750	750	0.54

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3- Appointment of Statutory Auditor in place of Retiring Auditor

Astik Tripathi & Associates

Company Secretaries

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution

“RESOLVED THAT pursuant to the provisions of sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s Vinod vishal & co., Chartered Accountants (FRN -09112N), be and are hereby appointed as statutory auditors of the company, in place of M/s Rattan Gupta & Co., Chartered Accountant (FRN- 304N) to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting (AGM) of the company, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.”

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	10	23,600	23,600	
E- Voting	54	88,935	88,935	
Total	64	1,12,535	1,12,535	81.38

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	
E- Voting	4	750	750	
Total	4	750	750	0.54

(iii) **Invalid** Votes

Astik Tripathi & Associates
Company Secretaries

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	25,000

**Thanking you,
Yours faithfully**

**Astik Tripathi & Associates
Astik Mani Tripath**

Astik Mani
Tripathi



**Proprietor
FCS No.8670
CP No. 10384**

**Place- New Delhi
Date- 6th September, 2016**