Anurag Gupta & Associates
Company Secretaries

CS

Anurag Gupta : 9899785884
Corporate Legal Consultant

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, Anurag Gupta, Proprietor, Anurag Gupta & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the 33rd Annual General Meeting of the Shareholders of "Morning Glory Leasing and Finance Limited to be held on Saturday, 23rd September,2017 at 04:00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, 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 clause (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) 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 20th September, 2017 up to 05.00 P.M. on 22nd September, 2017.

2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 28th August, 2017 who were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the Annual General Meeting of Morning Glory Leasing and Finance Limited (Item Number 1(one) to 4(Four) of the Annual General Meeting of Morning Glory Leasing and Finance Limited.

3. The votes were unblocked on 23rd September, 2017 around 05:24 P.M. in the presence of two witnesses who are not in employment of Company.

ANURAG GUPTA
M.No. A49293
CP No. 17887
COMPANY SECRETARIES

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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;

Item No. 1- Adoption of Financial Statements of the Company:

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2017 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	11	1,51,110	1,51,110	86.45
E- Voting	44	23,700	23,700	13.55
Total	**55**	**1,74,810**	**1,74,810**	**100.00**

(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	11	1,51,110	0	0.00
E- Voting	44	23,700	0	0.00
Total	**55**	**1,74,810**	**0**	**0.00**

(iii) Invalid Votes

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

Item No. 2- Re-appointment of Retiring Director:

"**RESOLVED THAT** Mrs. Roma Monisha Sakraney Daga (DIN: 00148670), Director of the Company, retires by rotation 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	11	1,51,110	1,51,110	86.45
E- Voting	44	23,700	23,700	13.55
Total	**55**	**1,74,810**	**1,74,810**	**100.00**

ANURAG GUPTA M.No. A49293 CP No. 17887 COMPANY SECRETARIES

(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	11	1,51,110	0	0.00
E- Voting	44	23,700	0	0.00
Total	**55**	**1,74,810**	**0**	**0.00**

(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 the Statutory Auditor of the Company:

"**RESOLVED THAT** pursuant to sections 139 to 142 and other applicable provisions, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the company here by appoint M/s Rattan Gupta & Co., Chartered Accountants (FRN -304N), as the auditors of the company, to hold office from the conclusion of this AGM till the conclusion of the next Annual General Meeting of the company to examine and audit the accounts of the company for the Financial Year 2017-18 at such remuneration as may be mutually agreed between the Board of directors and auditors."

(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	11	1,51,110	1,51,110	86.12
E- Voting	42	23,050	23,050	13.88
Total	**55**	**1,74,160**	**1,74,160**	**100.00**

(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	11	1,51,110	0	0.00
E- Voting	42	23,050	0	0.00
Total	**55**	**1,74,160**	**0**	**0.00**

(iii) Invalid Votes

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

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Item No 4 - Regularization of additional Director of the Company

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable sections , if any of Companies Act, 2013 ("the Act") read with schedule IV to the Act and the Companies (Appointment and qualification of Directors) Rules, 2014 ('rules'), including any statutory modification(s) or any amendments or any substitution or any re-enactment thereof for the time being in force and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Sanjay Bhatnagar (DIN: 07653949), who was appointed as an Additional Director by the Board on 10^{th} November, 2016, pursuant to Section 161(1) of the Companies Act 2013 & who hold the office upto the date of this Annual General Meeting who is eligible for appointment as an Director pursuant to the Companies Act, 2013, be and is hereby appointed as Director of the Company subject to the approval of members in the Annual General meeting.

(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	11	1,51,110	1,51,110	86.45
E- Voting	44	23,700	23,700	13.55
Total	**55**	**1,74,810**	**1,74,810**	**100.00**

(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	11	1,51,110	0	0.00
E- Voting	44	23,700	0	0.00
Total	**55**	**1,74,810**	**0**	**0.00**

(iii) Invalid Votes

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

Thanking you,
Yours faithfully

Anurag Gupta

ANURAG GUPTA M. No. A49293 CP No. 17887 COMPANY SECRETARIES

Anurag Gupta
CP No. 17887

Place- New Delhi
Date- 23^{rd} September, 2017