

# Morning Glory Leasing And Finance Limited

Tel. : +91-8800446397  
Email : morninggloryleasing@gmail.com  
CIN : L67120DL1984PLC018872  
Website : morninggloryleasing.in

Regd. Off. :  
'IRIS' House, 16, Business Centre  
Nangal Raya, New Delhi - 110046

Date: 20.10.2018

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 – 400098

Sub: Submission of Annual Report (including Notice of AGM) under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2017-18. (SYMBOL: MGLFL)

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the Annual Report (including AGM Notice) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2017-18.

You are requested to take the above on your records and acknowledge the same.

For MORNING GLORY LEASING AND FINANCE LIMITED

  
Pankaj Saxena  
(Director)  
DIN: 08162590  
Encl: a/a

**MORNING GLORY**  
**LEASING AND**  
**FINANCE LIMITED**

**34<sup>TH</sup> ANNUAL REPORT**  
**(2017-18)**

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# CORPORATE INFORMATION

## CIN

L67120DL1984PLC018872

## BOARD OF DIRECTORS

Rajesh Bagri, Managing Director  
Anil Agarwal, Independent Director  
Yogesh Mendiratta, Director  
Roma Monisha Sakraney Daga,  
Independent Director  
Sanjiv Kumar Sharma, Independent  
Director  
Sanjay Bhatnagar, Independent Director

## REGISTERED OFFICE

IRIS, House 16, Business Centre,  
Nangal Raya, New Delhi 110046

## SECRETARIAL AUDITORS

M/s Chirag & Associates  
(Company Secretaries)

## STATUTORY AUDITORS

M/s Rattan Gupta & Co.,  
(Chartered Accountants)  
4356/4C, Ansari Road,  
Dariyaganj, Delhi-110002

## INTERNAL AUDITORS

Ms. Kajal

## BANKERS

SBI Bank (Formerly SBBJ Bank)  
Faiz Road, New Delhi-110005

## REGISTRAR AND TRANSFER AGENT

Bigshare Services Pvt. Ltd.  
E4/8, First Floor, Jhandewalan  
Extension, New Delhi-110055

## BOARD COMMITTEES

### *Audit Committee:*

Yogesh Mendiratta, Chairman  
Sanjay Bhatnagar, Member  
Sanjiv Kumar Sharma, Member

### *Nomination & Remuneration Committee:*

Yogesh Mendiratta, Chairman  
Sanjay Bhatnagar, Member  
Sanjiv Kumar Sharma, Member

### *Stakeholders Relationship Committee:*

Yogesh Mendiratta, Chairman  
Sanjay Bhatnagar, Member  
Sanjiv Kumar Sharma, Member

### *Risk Management Committee:*

Yogesh Mendiratta, Chairman  
Sanjay Bhatnagar, Member  
Sanjiv Kumar Sharma, Member

## STOCK EXCHANGES WHERE COMPANY'S SECURITIES ARE REGISTERED

Metropolitan Stock Exchange of India  
Limited (MSEI)

## INVESTORS HELPDESK

Sanjay Bhatnagar, Compliance officer  
E-mail: [morninggloryleasing@gmail.com](mailto:morninggloryleasing@gmail.com)  
Contact No.011-32622647

## WEBSITE

[www.morninggloryleasing.in](http://www.morninggloryleasing.in)

# **MORNING GLORY LEASING AND FINANCE LIMITED**

**Regd. Office:** IRIS House 16, Business Centre, Nangal Raya, New Delhi 110046

**CIN:** L67120DL1984PLC018872, **Ph. No.:** 011-32622647

**E-mail Id:**[morninggloryleasing@gmail.com](mailto:morninggloryleasing@gmail.com),

**Website:**[www.morninggloryleasing.in](http://www.morninggloryleasing.in)

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## **NOTICE**

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Company will be held on **Saturday, 29<sup>th</sup> Day September, 2018 at 02:00 p.m.** at its Registered Office situated at IRIS House 16, Business Centre, Nangal Raya, New Delhi-110046 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. 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 31<sup>st</sup> March, 2018 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”.

2. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. 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 the Director of the Company”.

3. To consider and if thought fit, to pass with or without modification, the following Resolution as an ordinary Resolution:

**“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 2018-19 at such remuneration as may be mutually agreed between the Board of Directors and Auditors.”

## **SPECIAL BUSINESS:**

4. 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 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. PANKAJ SAXENA (DIN:08162590), who was appointed as an Additional Director by the Board on 13<sup>th</sup> August, 2018, pursuant to Section 161(1) of the Companies Act 2013 & who hold the office up to the date of this Annual General Meeting who is eligible for appointment as a 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.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid Resolution.”

**By Order of the Board of Directors  
For Morning Glory Leasing and Finance Limited**

**Place: New Delhi  
Date: 06.09.2018**

**Sanjay Bhatnagar  
Director  
DIN: 07653949**

# NOTES

- (i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- (ii) There is a Special Business to be transacted at the meeting. Explanatory Statement under section 102 of the Companies Act, 2013 is attached herewith.
- (iii) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (iv) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2018 to 29<sup>th</sup> September, 2018 (both days inclusive).
- (v) Electronic copy of the Annual Report for the Financial Year 2017-18 along with the Notice of the 34<sup>th</sup> Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the Members whose email IDs are registered with the Registrar/Depository Participants(s) unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2017-18 along with Notice of the 34<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- (vi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

- (vii) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. Bigshare Services Pvt. Ltd., 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.
- (viii) Members may also note that the Notice of the 34<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2017-18 will also be available on the Company's website at [www.morninggloryleasing.in](http://www.morninggloryleasing.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working day. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [morninggloryleasing@gmail.com](mailto:morninggloryleasing@gmail.com).
- (ix) Pursuant to the provisions of Section 72 of the Companies Act 2013, the Member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (x) All documents referred to in the Notice are open for inspection at the Registered Office of the Company during normal business hours on all working day.
- (xi) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which Directors are interested under section 189 will be made available for inspection by Members of the Company at the Meeting.
- (xii) Shareholders who have not dematerialized their shareholding are requested to please dematerialise their holding as it is convenient to trade the shares on the stock exchange and as per listing norms also minimum 50% of the public shareholding is required to be kept in dematerialized form.



# VOTING THROUGH ELECTRONICS MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on Resolution placed by the Company on e-Voting system.

The Notice of the 34<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.morninggloryleasing.in](http://www.morninggloryleasing.in)

The facility for voting through Poling Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.

## PROCEDURE TO LOGIN TO E-VOTING WEBSITE

### PROCEDURE TO LOGIN TO E-VOTING WEBSITE

1. **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

**Details on Step1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing
- b) password to login and cast your vote.
- c) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- d) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat Account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning

your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board

Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to [Fcs.chirag@gmail.com](mailto:Fcs.chirag@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The Remote-voting period commenced on 26<sup>th</sup> September, 2018 at 09:00 A.M and ends on 28<sup>th</sup> September, 2018 at 05:00 P.M. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date 21<sup>st</sup>September, 2018.

**MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

**By Order of the Board of Directors  
For Morning Glory Leasing and Finance Limited**

**Place: New Delhi  
Date: 06.09.2018**

**Sanjay Bhatnagar  
Director  
DIN: 07653949**

## OTHER INFORMATION

1. The voting rights of the Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date (record date) of Friday, September 21, 2018.
2. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
3. Shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Friday, September 21, 2018 may only cast their vote at the 33rd Annual General Meeting.
4. Mr. Chirag Singla, Practicing Company Secretary (Membership No.: ACS 50931, C.P. No.: 18463) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
5. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the Meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
6. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the Resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
7. The Results declared along with the Scrutinizer's Report will be available on the website of the Company [www.morninggloryleasing.in](http://www.morninggloryleasing.in) after the declaration of the results by the Chairman.

**EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT, 2013**

**ITEM No. 4:**

**MR. PANKAJ SAXENA (DIN:08162590)** was appointed as an Additional Director of the Company by the Board of Director dated 8th August, 2018 in accordance with the provisions of the section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting.

The Board feels that presence of **MR. PANKAJ SAXENA (DIN: 08162590)** on the Board would be beneficial to the Company and hence recommend passing the Resolution as an Ordinary Resolution.

None of the Directors are concerned or interested, directly or indirectly, except **Mr. PANKAJ SAXENA** in the Resolution.

Your Directors recommend the Resolution for approval.

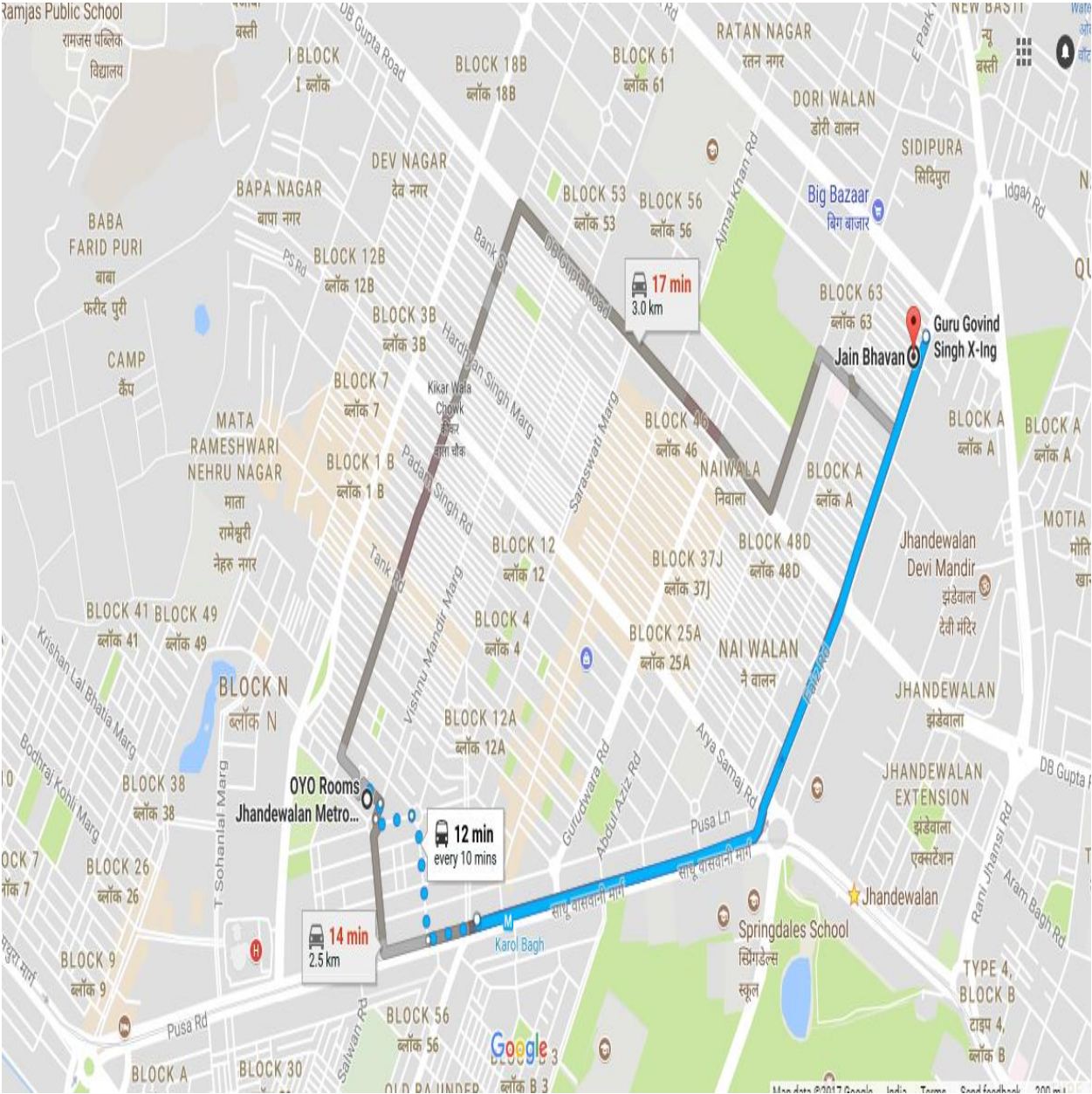
# **DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE- APPOINTMENT**

**In pursuance of Regulation 36 (3) of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015**

<b>Name of Director</b>	Ms. Roma Monisha Sakraney Daga (DIN: 00148670)
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	30/10/2017
<b>Qualifications</b>	Graduate
<b>Number of Shares held in the Company</b>	Nil
<b>Expertise in specific Functional areas</b>	Financial Sector
<b>Director of other Companies (excluding foreign Companies)</b>	1. Alfa Mercantile Ltd 2. Mithleash Infrastructure Private Limited 3. Orchid Farmscapes Private Limited
<b>Relationship between Director Inter se</b>	Nil



# ROUTE MAP



# DIRECTOR'S REPORT

To,  
The Members of  
**Morning Glory leasing And Finance Limited**

The Directors have pleasure in presenting before you the 34<sup>th</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2018.

## 1. **FINANCIAL SUMMARY HIGHLIGHTS:**

Financial Results of the Company for the year under review alongwith the figures for previous year are as follows:

(in INR)

<b>PARTICULARS</b>	<b>31<sup>st</sup> March, 2018</b>	<b>31<sup>st</sup> March, 2017</b>
Total Income	4,79,095	2,63,964
Profit/Loss before Depreciation & Tax	2,12,336	2,060
Less: Depreciation	-	-
Profit/Loss before Tax	2,12,336	2,060
Less: Provision for Tax	65,088	-
Add: MAT Credit Entitlement		-
Less: (Short) /Excess Tax Provision Written off		-
Net Profit/Loss after Tax (c/f)	1,47,248	2,060

## 2. **STATE OF COMPANY AFFAIRS:**

During the Financial Year 2017-18, the Company has recorded Revenue of INR 4,79,095/-. The Company has earned Net Profit of INR 1,47,248/- during the year as compared to Profit of INR 2,060/- in the Previous Year. The Directors are optimistic about future performance of the Company.

## 3. **WEB ADDRESS OF ANNUAL RETURN**

The Web Address where Annual Return of the Company for the Financial Year 2017-18 referred in sub-section (3) of Section 92 has been placed is mentioned below:

#### **4. CHANGE IN NATURE OF BUSINESS**

There was no change in the nature of Business of Company.

#### **5. SUBSIDIARY / ASSOCIATE/ JOINT-VENTURE COMPANIES:**

The Company does not have any subsidiary / Associate/ Joint-Venture company.

#### **6. SHARE CAPITAL**

The Paid up Share Capital as on 31<sup>st</sup> March, 2018 was **INR 24, 90,000/-**. There has been no change in the Equity Share Capital of the company during the year.

#### **7. DIVIDEND:**

As the company has incurred loss, it regrets not to recommend any dividend. But the Directors are hopeful better result in ensuring future.

#### **8. TRANSFER TO RESERVES:**

The Company Proposes does not transfer any amount to the General reserves.

#### **9. DEPOSITS:**

As the company kept the profits for investment in better projects it regrets not to recommend any dividend.

#### **10. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **a. Directors Retires by Rotation**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, **Ms. ROMA MONISHA SAKRANEY DAGA**, (DIN: 00148670) Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The Board of Directors recommends her re-appointment.

##### **b. Independent Directors**

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Independent Directors have submitted their Disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015. Familiarization policy for Independent Director is available on Company's Website.

The Policy for Familiarisation of Independent Director is also placed on Website of the company i.e. [www.morninggloryleasing.in](http://www.morninggloryleasing.in) respectively.

During the Year, One Independent Meeting held for Independent Directors i.e. on 25<sup>th</sup> March, 2017.

**c. Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and relevant Regulation of the SEBI (Listing Obligation and Disclosures requirement) Regulations, 2015, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the Evaluation of the working of its Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committees.

**d. Key Managerial Personnel:**

There has been no change in the Key Managerial Personnel of the Company during Previous year and Mr. Rajesh Bagri continues to act as Managing Director (KMP) of the Company.

**11. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirms and submits the Director's Responsibility Statement:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for Prevention & Detecting Fraud & other irregularities;
- The Directors have prepared the accounts for the year ended 31<sup>st</sup> March, 2018 on a going concern basis.

- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

## 12. MEETINGS:

### a. **Board Meetings**

The Board of Directors duly met Five (5) times during the Financial Year from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018. The dates on which Meetings were held are as follows:

25<sup>th</sup> May 2017, 9<sup>th</sup> August 2017, 13<sup>th</sup> November 2017, 13<sup>th</sup> February 2018 and 31<sup>st</sup> March 2018.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015 / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Attended	
Mr. Rajesh Bagri	Managing Director	Executive & Non-Independent	5	5	Yes
Mr. Anil Agarwal	Director	Non- Executive &Independent	5	5	Yes
Mrs. Roma MonishaSakraneyDaga	Director	Non- Executive & Non-Independent	5	5	Yes
Mr. YogeshMendirata	Director	Non- Executive &Independent	5	5	Yes
Mr. Sanjiv Kumar Sharma	Director	Non- Executive &Independent	5	5	Yes
Mr. Sanjay Bhatnagar	Director	Non- Executive &Independent	5	5	Yes

## **b. Committee Meetings**

### **(i) Audit Committee:**

The Audit Committee comprises Three Members out of which all Members including Chairman of the Committee are Independent Director. During the Year Five (5) Audit Committee Meetings were convened and held.

#### **Meetings of the Committee:**

The Committee met our (5) times on 25<sup>th</sup> May 2017, 9<sup>th</sup> August 2017, 13<sup>th</sup> November 2017, 13<sup>th</sup> February 2018 and 31<sup>st</sup> March, 2018 during the Financial Year ended March 31, 2018.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the Board of Directors.

The Statutory Auditor, Internal Auditor and Executive Directors are invited to the Meeting as and when required.

#### **The Composition of the Audit Committee and their attendance at the Meeting:**

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Yogesh Mendiratta	Chairman	5	5
Mr. Sanjiv Kumar Sharma	Member	5	5
Mr. Sanjay Bhatnagar	Member	5	5

### **(ii) Nomination & Remuneration Committee**

The Nomination & Remuneration Committee comprises Three Members of which all Members including Chairman of the Committee are Independent Director. During the Year Two (2) Nomination & Remuneration Committee Meetings were convened and held.

#### **Meetings of the Committee:**

The Committee met Two (2) times on 18<sup>th</sup> August 2017 and 4<sup>th</sup> January 2018 during the Financial Year ended March 31, 2018.

The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of Directors.

#### **The Composition of the Nomination & Remuneration Committee and their attendance at the Meeting:**

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mr. Yogesh Mendiratta	Chairman	2	2
Mr. Sanjiv Kumar Sharma	Member	2	2
Mr. Sanjay Bhatnagar	Member	2	2

**(iii) Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee comprises Three Members out of which two including Chairman of the Committee are Independent Director. During the Year three (3) Stakeholders' Relationship Committee Meetings were convened and held.

**Scope of the Committee:**

The scope of the Shareholders/ investors Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of Annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

**Meetings of the Committee:**

The Committee met Two (2) times on 17<sup>th</sup> May 2017 and 29<sup>th</sup> January 2018 during the Financial Year ended March 31, 2017.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of Directors.

**The Composition of the Stakeholders' Relationship Committee and their attendance at the Meeting:**

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mr. Yogesh Mendiratta	Chairman	2	2
Mr. Sanjiv Kumar Sharma	Member	2	2
Mr. Sanjay Bhatnagar	Member	2	2

## COMPLIANCE OFFICER:

<b>Name of the Compliance Officer</b>	Mr. Sanjay Bhatnagar
<b>Contact Details</b>	IRIS House 16, Business Centre, Nangal Raya, New Delhi 110046
<b>E- mail ID</b>	<a href="mailto:morninggloryleasing@gmail.com">morninggloryleasing@gmail.com</a>

### (iv) Risk Management Committee:

The Risk Management Committee comprises three Members of which two including Chairman of the Committee are Independent Director. During the Year Three (3) Risk Management Committee Meetings were convened and held.

#### Scope of the Committee:

The Committee constituted to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimizing risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

#### Meetings of the Committee:

The Committee met Two (2) times on 9<sup>th</sup> August 2017 and 23<sup>rd</sup> February 2018 during the Financial Year ended March 31, 2018.

The Minutes of the Meetings of the Risk Management Committee are discussed and taken note by the board of Directors.

#### The Composition of Risk Management Committee and their attendance at the Meeting:

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mr. Yogesh Mendiratta	Chairman	2	2
Mr. Sanjiv Kumar Sharma	Member	2	2
Mr. Sanjay Bhatnagar	Member	2	2

### c. SHARE HOLDER MEETINGS

There is only One Share Holder Meeting (33<sup>rd</sup> Annual General Meeting) held on 23<sup>rd</sup> September, 2017 at 4.00 PM at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005.



### **13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

### **14. INTERNAL FINANCIAL CONTROL SYSTEM:**

The company has in place well defined and adequate internal controls commensurate with the size of the company and same were operating throughout the year. The company has in-house internal audit functions.

### **15. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:**

Pursuant to the provision of section 177(9) & (10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company i.e. [www.morninggloryleasing.in](http://www.morninggloryleasing.in).

### **16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties for the Financial Year 2017-18 is annexed herewith to the Financial Statements in Form No AOC - 2.

### **17. CORPORATE GOVERNANCE:**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable as the Company is within the prescribed limit that the Paid-up Share Capital of the Company is **INR 24,90,000/-** (Rupees Twenty Four Lacs Ninety Thousand Only) and Net worth is **INR 1,05,95,785/-** (Rupees One Crore Five lakhs ninety Five Thousand Seven Hundred Eighty Only) as on 31<sup>st</sup> March, 2018.

### **18. MANAGEMENT DISCUSSION ANALYSIS REPORT:**

The Management Discussion and Analysis Report is a integral part of this Report, Hence, annexed thereto under the **Annexure- I**.

## **19. AUDITORS:**

### **(a) Statutory Auditors:**

To appoint M/s Rattan Gupta & Co., Chartered Accountants (FRN -000304N), as Statutory Auditor of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

A Certificate from the Auditors has been received to the effect that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

- ***Statutory Auditor's Report***

The Auditors have given an Audit Report on Financial of 2017-18 and annexed herewith marked as **Annexure- II**.

- ***Statutory Auditor's Observations***

The observations made by Auditor with reference to notes to account are Self-explanatory and need no comments.

### **(b) Secretarial Auditors:**

The Company has appointed Mr. Chirag Singla Proprietor of M/s Chirag & Associates to hold the office of the Secretarial Auditors of the Company and the Secretarial Audit Report.

- **Secretarial Auditor's Report**

The Secretarial Audit Report is annexed herewith marked as **Annexure- III** to this Report in Form No. MR-3.

- **Secretarial Auditor's Observations**

There is a qualification in the Report that Company did not appoint Chief Financial Officer and Company Secretary. The Management, Clarified that, it is in the search of suitable candidate for the post of Chief Financial Officer and Company Secretary.

- (a) The Company has not complied with the provisions of section 186 of the Companies Act, 2013 and the rules made thereunder.

(b) The Company has not maintained its registers/records and made entries therein within the time prescribed under the Act.

**(c) Internal Auditors:**

The Company has appointed Ms. Kajal, as an Internal Auditor of the Company for the Financial Year 2017-18.

• **Internal Auditor's Report**

Ms. Kajal placed the internal audit report to the Company.

• **Internal Auditor's Observations**

Internal Audit Report Self Explanatory and need no comments.

**20. MAINTENANCE OF COST RECORDS**

Maintenance of Cost Audit Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company and accordingly such accounts and records are not required to be made and maintained.

Also Cost Audit is not applicable to the Company.

**21. ENHANCING SHAREHOLDER VALUE:**

Your Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders. For this purpose, the Management has listed its shares on MSEI Limited having nationwide trading platform.

**22. EXTRACT OF THE ANNUAL RETURN:**

The extract of the Annual Return for the Financial Year 2017-2018, is being attached with the Directors Report in Form No MGT-9 marked as **Annexure- IV.**

**23. PARTICULARS OF EMPLOYEES:**

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 as amended, has been furnished herein below.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the

remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

<b>Sr. No.</b>	<b>Name of Director/KMP and Designation</b>	<b>% increase/decrease (-) in Remuneration in the Financial Year 2017-18</b>	<b>Ratio of Remuneration of each Director / to Median Remuneration of Employees</b>
1.	Mr. Rajesh Bagri	NIL	NIL

Note: No sitting fees paid to Independent Directors and Non-executive director and hence not included in the above table.

1. % ~~increase~~/decrease in the Median Remuneration of Employees in the Financial Year 2017-18 is -100%.
2. The Median Remuneration of employees of the Company during the Financial Year was NIL.
3. There were no Permanent Employees on the rolls of Company as on March 31, 2018.

Remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

None of the employee was drawing in excess of the limits by the Companies Act, 2013 and rules made there under which needs to be disclosed in the Directors Report.

#### **24. DEMATERILISATION OF SHARES:**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No INE183F01015 has been allotted for the Company. Therefore, investors may keep their shareholding in the electronic mode with their Depository Participates. 81.00% of the Company's Paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2018 and balance 19.00% is in physical form.

#### **25. HEALTH, SAFETY AND ENVIRONMENT PROTECTION:**

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking

all necessary measures to protect the environment and maximize worker protection and safety.

## **26.HUMAN RESOURCES**

People remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

## **27.DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013**

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2017-2018.

## **28.COMPLIANCE**

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 2013, Listing Agreement executed with the Stock Exchange(s), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

## **29.SECRETARIAL STANDARDS OF ICSI**

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company is in compliance with the Secretarial Standards.

**30. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the website of the company i.e. [www.morninggloryleasing.in](http://www.morninggloryleasing.in)

The following is a summary of sexual harassment complaints received and disposed off during the year 2017-18.

- No of complaints received : 0
- No of complaints disposed off : N.A.

**31. DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

**32. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**33. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

Except as disclosed elsewhere in the Report, there have been no material changes and commitments made between the end of the financial year of the company and the date of this Report.

**34. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the company.

**35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished.

(A) Conservation of energy:

Steps taken / impact on conservation of energy, with special reference to the following:

Steps taken by the company for utilizing alternate sources of energy including waste generated: NIL

(B) Technology absorption:

Efforts, in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

The Company has not taken any technical knowhow from anyone and hence not applicable.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

The Company has not imported any technology and hence not applicable.

Expenditure incurred on Research and Development: The Company has not incurred any expenditure on research and development.

(c) Foreign Exchange Earnings/ Outgo:

Foreign Exchange Earnings And Outgoings	31st March, 2018	31st March, 2017
Earnings in Foreign Currency (FOB Value of exports)	NIL	NIL

Expenditure in Foreign Currency	NIL	NIL
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**ACKNOWLEDGEMENT:**

The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

**For and on behalf of the Board of Directors  
For Morning Glory Leasing and Finance Limited**

**Place: New Delhi  
Date: 06.09.2018**

**Rajesh Bagri  
Managing Director  
DIN: 00062377**

**Yogesh Mendiratta  
Director  
DIN: 02747561**



# MANAGEMENT DEVELOPMENT & ANALYSIS REPORT

## A. ECONOMIC OUTLOOK

The long-term fundamentals of the Indian Economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

## B. COMPANY OVERVIEW

The Company is engaged in trading in Shares, Financial Services and Investment Activities where the outlook of the Business seems to be encouraging over and above we have been diversified into different Businesses ranging from third party product distributions (lowest balance sheet risk) to originating Unsecured Personal Loans, Corporate Loans (highest balance sheet risk). We believe that we are well placed to leverage on the Growth Opportunities in the Economy.

## C. FINANCIAL PERFORMANCE

The Company has earned a Net Profit of INR 1,47,248/- during the year. The Directors are optimistic about future performance of the Company.

## D. OPPORTUNITIES & THREATS

### Opportunities

- Increase in Income levels will aid greater penetration of Financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

### Threats

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas Markets.

- Unfavorable economic development.
- Market risk arising from changes in the value of Financial instruments as a result of changes in Market variables like Interest Rate and Exchange Rates.

#### **E. RISK MANAGEMENT AND CONCERNS**

The Company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

#### **F. HUMAN RESOURCE**

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices.

The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short- and long-term objectives of your company.

#### **G. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The employees are satisfied and having good relationship with the Management.

#### **H. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of conduct for its employees including the Director. I confirm that the Company has in respect of the Financial Year ended 31<sup>st</sup> March, 2018, received from the Senior Management team of the Company and the Members of the Board, a Declaration of Compliance with the code of Conduct as applicable to them.

## **I. DISCLOSURE OF ACCOUNTING TREATMENT**

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 (“the 2013 Act”) and the relevant provisions of the 2013 Act, as applicable. The Financial Statements have been prepared on going concern basis under the historical cost convention on accrual basis.

The Company has follows to continue with the period of 1<sup>st</sup> day of April to 31<sup>st</sup> day of March, each year as its Financial Year for the purpose of preparation of Financial Statements under the provisions of Section 2(41) of the Companies Act, 2013.

## **J. CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company’s objectives, expectations, predictions and assumptions may be “FORWARD LOOKING” within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company’s Operations include Domestic Economic Conditions affecting demand, supply, price conditions, and change in Government’s regulations, tax regimes, other statutes and other factors such as industrial relations.

## INDEPENDENT AUDITORS' REPORT

To the Members of

**Morning Glory Leasing & Finance Ltd.**

### **Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying Ind AS Financial Statements of **Morning Glory Leasing & Finance Ltd.**, which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including the statement of Other Comprehensive Income) the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Managements' Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditors considers internal financial control relevant to the company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at March 31, 2018 and its profit (financial performance including other

comprehensive income), its cash flows and the changes in equity for the year ended on that date.

## **Other Matters**

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2016 audited by the predecessor auditor whose report for the year ended March 31, 2017 and March 31, 2016 dated May 25, 2017 and May 30, 2016 respectively expressed an unmodified opinion in those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS which have been audited by them.

Our opinion is not modified in respect of these matters

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report), Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143 (11) of the Act, we give in the “Annexure-A”, a statement on the matters specified in paragraphs 3 and 4 of the Order.
  
2. As required by section 143 (3) of the Act, we report that :
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

- e) On the basis of the written representations received from the directors, as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements-refer Note- to Ind AS financial statements.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For and on behalf of**

**RATTAN GUPTA & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No: 000304N**

**RATTAN GUPTA**  
**(PARTNER)**  
**MEMBERSHIP NO: 17542**

Place: New Delhi

Dated: 28-05-2018

## **Annexure A to the Independent Auditors' Report**

(Referred to in paragraph 1 under Report on other Legal & Regulatory requirements' of our Report of even date)

- i. The Company does not has any fixed assets hence provision of the clause no. 3(i) sub clause a), b), and c) of the order are not applicable to the Company.
- ii. The Company does not has any inventory hence provision of the clause no. 3(ii) of the order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 as per information and explanations given to us. Consequently the provisions of clauses 3(iii)(a), (iii)(b) and (iii)(c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, in respect of investments, guarantees and security provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. As per information and explanations given to us, the Company has not accepted any deposits from the public under section 73 to 76 of The Companies Act, 2013 and hence the provisions of clause 3 (v) of the Order are not applicable.
- vi. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company prescribed by the Central Government under Section 148 (1) of The Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we are not required to and have not carried out any detailed examination of such accounts and records.
- vii. a) According to the information and explanations given to us and the records of the company examined by us, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax/, Goods & Services Tax, Cess and other statutory dues with the appropriate authorities during the year except some delays in respect of Service



Tax, Sales Tax, Excise duty, Goods & Services Tax and Tax deducted at source . We are informed that there are no undisputed statutory dues as at the year end, outstanding for a period of more than six months from the date they become payable.

- b) There are no dues in respect of Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Goods & Services Tax, Value Added Tax and Goods & Services Tax that have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:-

Nature Of dues	Amount (Rs. )	Period to which amount relates	Forum where the dispute is pending

- viii. According to the records of the Company examined by us and on the basis of information and explanations given to us, the Company has not defaulted in repayment of dues to banks, financial institutions and Government. The Company has not obtained any borrowings by way of debentures.
- ix. In our opinion and according to the information and explanations given to us, The Company has not raised any monies by way of term loan, initial public offer or further public offer, (including debt instruments).
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, no managerial remuneration has been paid or provided during the year, the provisions of clause (xi) of the Order relating to managerial remuneration is not applicable to the Company,
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.

- xiii. In our opinion and according to the information and explanations given to us all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year review. Accordingly, provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them and hence provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For and on behalf of**

**RATTAN GUPTA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No: 304N**

**RATTAN GUPTA  
(PARTNER)  
MEMBERSHIP NO.:- 17542  
Place: New Delhi**

Dated: 28-05-2018

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF Morning Glory Leasing & Finance Ltd.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Morning Glory Leasing & Finance Ltd.

We have audited the internal financial controls over financial reporting of Morning Glory Leasing & Finance Ltd.. ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent

applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely

detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For and on behalf of  
RATTAN GUPTA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No: 000304N**

**RATTAN GUPTA  
(PARTNER)  
MEMBERSHIP NO.:- 17542**

**Place: New Delhi  
Dated: 28-05-2018**

**MORNING GLORY LEASING & FINANCE LTD**  
**BALANCE SHEET AS AT 31st MARCH, 2018**

Particulars	Note No	31st March, 2018 (Amount in Rs.)	31st March, 2017 (Amount in Rs.)	31st March, 2016 (Amount in Rs.)
<b>ASSETS</b>				
<b>Non-current assets</b>				
a) Property Plant and Equipment		-	-	-
b) Financial Assets				
i) Investments	3	3,49,59,836	2,48,20,535	2,19,88,158
<b>Current assets</b>				
a) Financial Assets				
i) Cash and cash equivalents	4	73,32,843	77,90,466	1,25,403
ii) Short-term loans and advances	5	6,22,614	6,43,580	72,28,410
iii) Trade Receivable		-	-	4,44,922
		<b>4,29,15,292</b>	<b>3,32,54,580</b>	<b>2,97,86,892</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity Share Capital	6	24,90,000	24,90,000	24,90,000
b) Other Equity	7	4,03,85,780	3,03,36,080	2,72,73,642
<b>Liabilities</b>				
<b>Current Liabilities</b>				
a) Financial Liability				
i) Trade payables	8	27,012	4,27,000	15,000
ii) Other current liabilities	9	12,500	1,500	8,250
		<b>4,29,15,292</b>	<b>3,32,54,580</b>	<b>2,97,86,892</b>
Significant accounting policies and notes to accounts	1			

Schedules 1 to 20 form an integral part of the Financial Statements.

As per our report of even date attached

**For Rattan Gupta & Co.**  
Firm Registration no. 000304N  
Chartered Accountants

**For Morning Glory Leasing and Finance Ltd.**

CA Rattan Gupta  
Partner  
Membership No.: 017542

(Rajesh Bagri)  
Managing Director  
DIN No. 00062377

(Yogesh Mendiratta)  
Director  
DIN No.02747561

Place: New Delhi  
Dated: 28th May, 2018

**MORNING GLORY LEASING AND FINANCE LTD**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2018**

Particulars	Note No	31st March, 2018 (Amount in Rs.)	31st March, 2017 (Amount in Rs.)
Revenue from operations	10	43,997	43,708
Other Income	11	4,35,098	2,20,256
<b>Total Revenue</b>		<b>4,79,095</b>	<b>2,63,964</b>
<b>Expenses:</b>			
Employee benefit expense	12	59,513	21,700
Other expenses	13	2,07,246	2,40,204
<b>Total Expenses</b>		<b>2,66,759</b>	<b>2,61,904</b>
Profit (Loss) Before Tax		<b>2,12,336</b>	<b>2,060</b>
Less : Provision for Tax for current year		49,238	-
Less : Provision for Tax for earlier year		15,850	-
<b>Profit for the year</b>		<b>1,47,248</b>	<b>2,060</b>
<b>Other Comprehensive Income</b>			
(A) (i) Items that will reclassified subsequently to statement of profit and loss		<b>99,02,452</b>	<b>30,60,378</b>
(ii) Income Tax on items that will reclassified subsequently to statement of profit and loss		<b>25,49,881</b>	<b>7,88,047</b>
(B) (i) Items that will not be reclassified subsequently to statement of profit and loss		-	-
(i) Income Tax on items that will not be reclassified subsequently to statement of profit and loss		-	-
<b>Other Comprehensive Income Net of Tax</b>		<b>73,52,571</b>	<b>22,72,330</b>
<b>Total Comprehensive Income Net of Tax</b>		<b>74,99,819</b>	<b>22,74,390</b>
Basic and Diluted EPS (Rs per share)	14	0.59	0.01
Significant accounting policies and notes to accounts	1		

Schedules 1 to 20 form an integral part of the Financial Statements.

As per our report of even date attached

**For Rattan Gupta & Co.**  
**Firm Registration no. 000304N**  
Chartered Accountants

**For Morning Glory Leasing and Finance Ltd.**

CA Rattan Gupta  
Partner  
Membership No.: 017542

(Rajesh Bagri)  
Managing Director  
DIN No. 00062377

(Yogesh Mendiratta)  
Director  
DIN No.02747561

Place: New Delhi  
Dated: 28th May, 2018

**MORNING GLORY LEASING AND FINANCE LTD.**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

(Figures Rs.')

Particulars	2017-18	2016-17
<b>A) Cash Flow from Operating Activities</b>		
Net Profit before Tax & Extraordinary items	2,12,336	2,060
Add: Adjustments for:		
Interest Paid	-	-
Depreciation	-	-
Loss/ (Profit) on sale of Investment/Fixed Assets	-	-
Less: Dividend Received on Investments	(43,997)	(43,708)
Interest Received	(4,35,098)	(1,51,701)
Other Income	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>(2,66,759)</b>	<b>(1,93,349)</b>
Adjustments for:		
Trade & Other Receivables	20,966	70,29,752
Trade Payables	(3,88,988)	4,05,250
Cash Generated from/(used in) Operations	-	-
Less: Taxes Paid	(65,088)	-
<b>Net Cash from/(used in) Operating Activities</b>	<b>(6,99,869)</b>	<b>72,41,653</b>
<b>B) Cash Flow from Investing Activities</b>		
Purchase of Investments	(2,36,848)	-
Sale of Investments/assets	-	2,28,000
Dividend on Investment Received	43,997	43,708
Interest Received	4,35,098	1,51,701
Other Income	-	-
<b>Net Cash from Investing Activities</b>	<b>2,42,247</b>	<b>4,23,409</b>
<b>C) Cash Flow from Financing Activities</b>		
Change in Unsecured Loans	-	-
Interest Paid	-	-
<b>Net Cash generated in Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Change in Cash and Cash Equivalents (A+B+C)</b>	<b>(4,57,623)</b>	<b>76,65,062</b>
Cash & Cash Equivalents As At 1st April (Opening Balance)	77,90,466	1,25,403
Cash & Cash Equivalents As At 31st March (Closing Balance)	73,32,843	77,90,466

CA Rattan Gupta  
Partner  
Membership No.: 017542

For Morning Glory Leasing & Finance Ltd.

Place: New Delhi  
Dated: 28th May, 2018  
Note: Figures in brackets represent cash outflows.

(Rajesh Bagri)  
Managing Director  
DIN No. 00062377

(Yogesh Mendiratta)  
Director  
DIN No.02747561



## **Notes forming part of the Financial Statements**

### **Note 1 Corporate Information**

Morning Glory Leasing & Finance Limited (the “Company”) is a public Company domiciled in India and is incorporated under the provisions of Companies Act applicable in India. Its Shares are listed with the Metropolitan Stock exchange Of India Limited, Mumbai. The registered office of the Company is located at IRIS HOUSE 16 BUSINESS CENTRE NANGAL RAYA NEW DELHI-110046 The Company is engaged in the business of providing commercial finance and leasing services and investment in shares.

### **Note 2 Significant Accounting Policies**

#### **2.1 Basis of preparation**

The financial statements are prepared under the historical cost convention on accrual basis of accounting to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 notified under Companies (Indian Accounting Standard) Rule, 2015 and Companies (Indian Accounting Standard) (Amendment) Rule, 2016 and the relevant provisions thereof.

#### **2.2 Summary of Significant accounting policies**

##### **a) Current versus non-current classification**

The company presents assets and liabilities in the balance sheet based on current/non current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading expected to be realized with in twelve months after reporting period, or
- Cash or cash equivalent unless rested from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- It is due to be settled with in twelve months after reporting period, or

- There is no unconditional right so defer the settlement of liability for least twelvemonths after thereporting period.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## **b) Fair Value Measurement**

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Fair Value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the Principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The Principal or the most advantageous market must be accessible by the company.

The fair Value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are

categorized within the fair value hierarchy, described as follow, based on the lowest level input that

Is significant to the fair value measurement as a whole:

- Level 1- Quoted( unadjusted) market Prices in active markets for identical assets or liabilities
- Level 2- Valuation techniques for which the lowest level inputs that is significant to the fairvalue measurements is directly or indirectly observable.
- Level 3- Valuation techniques for which the lowest level input that is significant to the fairValue measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfer have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's directors determine the policies and procedures for the both recurring fair value measurement, such as derivative instrument and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the board analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per company's accounting policies. For

This analysis, the Board members verify the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

On an interim basis, the members of board present the valuation results to the audit committee and the company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair values disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the assets and liability and the level of the fair values hierarchy as explained above.

This note summarized accounting policy for fair value. Other fair value related disclosers are given in the relevant notes:

- Disclosures for valuation method , significant estimates and assumptions
- Financial instruments ( including those carried at amortized cost)

- c) **Fixed Assets**  
There is no fixed asset in the company. Hence no comment is required.
- d) **Depreciation/Amortization**
1. **Tangible Assets**  
There is no fixed asset in the company. Hence no comment is required.
  2. **Intangible Assets**  
There is no intangible asset in the company. Hence no comment is required.
- e) **Inventories**  
There are no inventories in the company. Hence no comment is required.
- f) **Investments**  
Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.  
Current investments are carried at the lower of cost or fair value. Long term investments are carried at cost less permanent diminution in value, if any.
- g) **Revenue Recognition**  
Sales are recognized on transfer of significant risks & rewards which takes place on dispatch of goods to the customer. Sales exclude taxes and are net of returns and discounts.  
Income from stock of investments in interest bearing securities and loans & advances is accounted for on accrual basis.

### **Dividend**

Dividend income from stock of investments in shares is recognized accruing as income of that year in which dividend is declared by the companies in their respective Annual General Meetings.

### **Rendering of Services**

Revenue from rendering of services is recognized when the performance obligation to render the services are completed as per contractually terms.

### **Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing cost consists of interest and other costs that equity incurs in connection with borrowing of funds.

- h) **Leases**  
Lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as an operating lease and lease rentals thereon are charged to the Statement of Profit and Loss.
- i) **Employee benefits**  
Contribution to Defined Contribution schemes such as Provident Fund, leave encashment and for gratuity liability to employees etc. are charged to the Statement of Profit and Loss as and when incurred.
- j) **Foreign Exchange Transactions**  
Transactions in foreign currency are recorded at the exchange rates prevailing on the date of transactions. Monetary assets and liabilities denominated in foreign currency are restated at the prevailing year end rates. The resultant gain/loss upon such restatement along with the gain/loss on account of foreign currency transactions are accounted in the Statement of Profit and Loss.
- k) **Taxation**  
Current tax is determined as the amount of tax payable in respect of taxable income in accordance with relevant tax rates and tax laws.  
Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is virtual certainty and convincing evidence that there will be sufficient future taxable income available to realize such assets.
- m) **Impairment of Assets**  
Regular review is done to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any such indication exists, impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of accounts. In case there is any indication that an impairment loss recognized for an asset in prior accounting periods no longer exists or may have decreased, the recoverable value is reassessed and the reversal of impairment loss is recognized as income in the Statement of Profit and Loss.
- n). **Provisions and Contingencies**  
A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation, and in respect of which a reliable estimate can be made.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

o) **Financial Instruments**

Financial instrument is any contract that gives rise to financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

All financial assets are recognized initially at fair value plus, in the case financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sales of financial assets that require delivery of assets within a time established by regulation or convention in the market place (regular day trades) are recognized on the trade date i.e. the date that the Company commits to purchase or sell the assets.

**Financial Liabilities**

Financial Liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payable, net of directly attributable transaction costs. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contract.

MORNING GLORY LEASING & FINANCE LTD

NOTES - FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018

**Note No 3**

**Non Current Financial Assets**

Name of scrip	As on 31.03.2016			As on 31.03.2017			As on 31.03.2018		
	Quantity	Fair Value	Book Value	Quantity	Fair Value	Book Value	Quantity	Fair Value	Book Value
<b>Listed Equity</b>									
Orient Bell Ltd.	87,370	1,27,12,335	20,03,298	87,370	1,51,23,747	1,27,12,335	87,370	2,42,27,701	1,51,23,747
Aditya Birla Capial	-	-	-	-	-	-	1,200	1,75,020	2,36,848
<b>Total Listed Equity (A)</b>	<b>87,370</b>	<b>1,27,12,335</b>	<b>20,03,298</b>	<b>87,370</b>	<b>1,51,23,747</b>	<b>1,27,12,335</b>	<b>88,570</b>	<b>2,44,02,721</b>	<b>1,53,60,595</b>
<b>Unlisted Equity</b>									
Freesia Investments & Trading	90,000	82,94,387	3,30,143	90,000	91,47,162	82,94,387	90,000	98,88,778	91,47,162
IRIS Designs Pvt. Ltd.	8,480	6,05,158	84,800	8,480	3,84,426	6,05,158	8,480	5,03,055	3,84,426
Elit Tile Solutions Pvt Ltd	40,000	3,76,278	4,00,000	17,200	1,65,200	1,61,800	17,200	1,65,281	1,65,200
<b>Total Unlisted Equity (B)</b>	<b>1,38,480</b>	<b>92,75,823</b>	<b>8,14,943</b>	<b>1,15,680</b>	<b>96,96,788</b>	<b>90,61,344</b>	<b>1,15,680</b>	<b>1,05,57,115</b>	<b>96,96,788</b>
<b>Grand Total (A+B)</b>	<b>2,25,850</b>	<b>2,19,88,158</b>	<b>28,18,241</b>	<b>2,03,050</b>	<b>2,48,20,535</b>	<b>2,17,73,679</b>	<b>2,04,250</b>	<b>3,49,59,836</b>	<b>2,50,57,383</b>

**MORNING GLORY LEASING & FINANCE LTD**

**NOTES - FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018**

	Note No.	2018	2017
<b>Cash and cash equivalents</b>	<b>4</b>		
i) Cash & Bank Balances			
-Cash in hand (As certified)		5,056	4,00,708
-Balance with Schedule Banks (Current A/c)		13,11,143	2,54,912
-Balance with Schedule Banks - FDRs		60,00,000	70,00,000
-Interest accrued on the FDRs		16,644	1,34,846
<b>TOTAL</b>		<b>73,32,843</b>	<b>77,90,466</b>
<b>Note No</b>	<b>5</b>		
<b>Short-term loans and advances</b>			
Income Tax Refundable 2018-19		11,365	-
Mat Credit Ass. Year 2014-15		5,14,870	5,32,031
Mat Credit Ass. Year 2015-16		96,379	96,379
ITDS AY 17-18		-	15,170
<b>TOTAL</b>		<b>6,22,614</b>	<b>6,43,580</b>
<b>Note No</b>	<b>6</b>		
<b>Share Capital</b>			
Authorised :			
3,00,000 Equity Shares of Rs.10/- each		30,00,000	30,00,000
10,000 Non Cumulative redeemable Preference Shares of Rs.100/- each		10,00,000	10,00,000
		<b>40,00,000</b>	<b>40,00,000</b>
Issued, subscribed & paid up:			
2,49,000 Equity shares of Rs.10/- each fully paid up		24,90,000	24,90,000
Total:		<b>24,90,000</b>	<b>24,90,000</b>

-- Issued Share capital of the Company has only one class of shares referred to as equity shares having par value of Rs.10/- only. Each holder of Equity Shares is entitled to one vote per share.

-- Reconciliation of the number of shares outstanding and Amount of Share Capital as on 31st March,2018 & 31st March,2017 is as under:

Particulars	As at 31st March,2018		As at 31st March,2017		As at 31st March,2016	
	No of shares	Amount (Rs.)	No of shares	Amount (Rs.)	No of shares	Amount (Rs.)
Number of shares at the beginning	2,49,000	24,90,000	2,49,000	24,90,000	2,49,000	24,90,000
Number of shares at the end	2,49,000	24,90,000	2,49,000	24,90,000	2,49,000	24,90,000

- The dividend proposed, if any, by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. No dividend has been proposed for the current year or for the previous year.

Details of shareholder holding more than 5% share in the company	As at 31st March,2018		As at 31st March,2017		As at 31st March,2016	
	No of Equity Shares	% share Holding	No of Equity Shares	% share Holding	No of Equity Shares	% share Holding
Alfa Mercantile Ltd.	25000	10.04	25000	10.04	25000	10.04
IRIS DESIGNS PRIVATE LIMITED	25000	10.04	25000	10.04	25000	10.04
FREESIA INVESTMENT AND TRADING COMPANY LTD	25000	10.04	25000	10.04	25000	10.04
MAHENDRA KUMAR DAGA	25000	10.04	25000	10.04	25000	10.04
MADHUR DAGA	25000	10.04	25000	10.04	25000	10.04
SARLA DAGA	25000	10.04	25000	10.04	25000	10.04
RAJESH BAGRI	14850	5.96	14850	5.96	0	0.00
RAMESH KUMAR JAIN	12500	5.02	12500	5.02	12500	5.02



MORNING GLORY LEASING & FINANCE LTD

NOTES - FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018

	Note No.	2018	2017
<b>Note No</b>	<b>7</b>		
<b>OTHER EQUITY</b>			
<b>Retained Earnings</b>			
Opening balance		2,72,75,702	81,03,725
Changes during the year		1,47,248	1,91,71,977
<b>Closing balance</b>		<b>2,74,22,950</b>	<b>2,72,75,702</b>
<b>Other Comprehensive Income</b>			
Opening balance		30,60,378	-
Changes during the year		99,02,452	30,60,378
<b>Closing balance</b>		<b>1,29,62,830</b>	<b>30,60,378</b>
<b>TOTAL</b>		<b>4,03,85,780</b>	<b>3,03,36,080</b>
<b>Note No</b>	<b>8</b>		
<b>Trade Payable</b>			
Audit Fees Payable		15,000	15,000
Other Creditors		12	4,00,000
Professional Charges Payable		12,000	12,000
<b>TOTAL</b>		<b>27,012</b>	<b>4,27,000</b>
<b>Note No</b>	<b>9</b>		
<b>Other current liabilities</b>			
Unsecured Loan		-	-
Expense payable		12,500	1,500
<b>TOTAL</b>		<b>12,500</b>	<b>1,500</b>
<b>Note No</b>	<b>10</b>		
<b>Revenue from operations</b>			
Dividend		43,997	43,708
<b>TOTAL</b>		<b>43,997</b>	<b>43,708</b>
<b>Note No</b>	<b>11</b>		
<b>Other Income</b>			
Interest Income		4,34,418	1,51,701
Interest Income Tax Refund		680	-
Other Income		-	68,555
<b>TOTAL</b>		<b>4,35,098</b>	<b>2,20,256</b>

MORNING GLORY LEASING & FINANCE LTD

NOTES - FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018

	Note No.	2018	2017
<b>Note No</b>	<b>12</b>		
<b>Employee benefit expense</b>			
Salary & Wages		59,513	21,700
<b>TOTAL</b>		<b>59,513</b>	<b>21,700</b>

	Note No.	2018	2017
<b>Note No</b>	<b>13</b>		
<b>Other expenses</b>			
Postage & General Charges		26,712	6,000
Professional Charges		19,350	14,000
Printing and Stationery		15,060	-
Listing Fees		40,250	28,625
Bank Charges		1,753	1,136
Rent, Rates & Taxes		26,150	31,425
Website Designing Charges		13,600	-
Meeting Expenses		6,580	-
Statutory Publication Charges		31,254	5,363
Demat Charges		11,537	13,655
Donation & Charity		-	1,25,000
<b>Auditors' Remuneration:</b>			
Audit Fee		15,000	15,000
<b>Total</b>		<b>2,07,246</b>	<b>2,40,204</b>

**Earning per Share** **14**  
Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by weighted average number of equity shares outstanding during the year.

	For the year ended March,31, 2018	For the year ended March,31, 2017
Profit attributable to the equity shareholders of company	1,47,248	2,060
Weightage average number of equity shares	2,49,000	2,49,000
<b>Earning Per Share</b>	0.59	0.01

**Related Party Transaction** **15**  
As per Ind AS 24 "Related Party Disclosures" issued by Companies (Accounting Standard) Rules, 2006 transaction with related parties are NIL

**Fair Values** **16**  
Set out below, is a comparison by class of the carrying amounts and fair value of the company' financial instruments other than those with carrying amounts that are reasonable approximations fair values.

	March 31,2018		March 31,2017		March 31,2016	
	Fair value	Book Value	Fair value	Book Value	Fair value	Book Value
<b>Financial Assets measured at fair Value</b>						
FVTOCI Investments (refer note. 3)						
Listed equity	2,44,02,721	1,51,23,747	1,51,23,747	1,27,12,335	1,27,12,335	20,03,298
Unlisted equity	1,05,57,115	96,96,788	96,96,788	92,75,823	92,75,823	5,86,943
<b>Total</b>	<b>3,49,59,836</b>	<b>2,48,20,535</b>	<b>2,48,20,535</b>	<b>2,19,88,158</b>	<b>2,19,88,158</b>	<b>25,90,241</b>

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

**MORNING GLORY LEASING & FINANCE LTD**

**NOTES - FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018**

**The following methods and assumptions were used to estimate the fair values**

The fair value of the FVTOCI Quoted financial assets are derived from quoted market prices in the active markets.  
The fair value of the FVTOCI Unquoted financial assets are derived from Intrinsic Value.

**The following table provide the fair value measurement hierarchy of the Company's assets and liabilities**

Quantitative disclosures of fair value measurement hierarchy for assets as at 31, March, 2018

	Date of valuation	Carrying amount	Fair Value measurement using		
			Quoted price in active market (Level 1)	Significant observable inputs (level 2)	Significant unobservable inputs (level 3)
<b>FVTOCI Financial Investments</b>					
Quoted Equity Shares (refer note3)	31-Mar-18	1,51,23,747	2,44,02,721		
	31-Mar-17	1,27,12,335	1,51,23,747		
	1-Apr-16	20,03,297	1,27,12,335		
Unquoted Equity Shares (refer note3)	31-Mar-18	96,96,788		1,05,57,115	
	31-Mar-17	92,75,823		96,96,788	
	1-Apr-16	8,14,943		92,75,823	

**Note 17**

There is no liability of the company as on 31.03.2018 in respect of retirement / earned leave encashment benefits, if any, payable to its employees.

**Note 18**

The figures have been rounded off to the nearest rupee.

**Note 19**

Wherever necessary to confirm the current year's classification, previous year figures have been re-grouped and re-classified.

**Note 20**

The company is mainly engaged in the activities of Sale / Purchase of securities and all other activities are incidental to main activity and therefore there are no separate reportable segments as per the Accounting Standard (Ind AS-108) on segment reporting.

As per our report of even date attached

For Rattan Gupta & Co.  
Firm Registration no. 000304N  
Chartered Accountants

For Morning Glory Leasing and Finance Ltd.

CA Rattan Gupta  
Partner  
Membership No.: 017542

(Rajesh Bagri)  
Managing Director  
DIN No. 00062377

(Yogesh Mendiratta)  
Director  
DIN No.02747561

Place: New Delhi  
Dated: 28th May, 2018

## FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

### **1. Details of contracts or arrangements or transactions not at Arm's Length Basis**

- (a) Name(s) of the Related Party and Nature of Relationship: **NIL**
- (b) Nature of contracts/arrangements/transactions: **NIL**
- (c) Duration of the contracts / arrangements/transactions: **NIL**
- (d) Salient terms of the contracts or arrangements or transactions including the value: **NIL**
- (e) Justification for entering into such contracts or arrangements or transactions: **NIL**
- (f) Date of approval by the Board: **NIL**
- (g) Amount paid as advances: **NIL**
- (h) Date on which the special Resolution was passed in general Meeting as required under first proviso to Section 188: **NIL**

### **2. Details of Material Contracts or Arrangement or Transactions at Arm's Length Basis**

- (a) Name(s) of the related party and nature of relationship: **NIL**
- (b) Nature of contracts/arrangements/transactions: **NIL**
- (c) Duration of the contracts / arrangements/transactions: **NIL**
- (d) Salient terms of the contracts or arrangements or transactions including the value: **NIL**
- (e) Date(s) of approval by the Board: **NIL**
- (f) Amount paid as advances, if any: **NIL**

**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the  
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members of

**MORNING GLORY LEASING AND FINANCE LIMITED**

CIN: L67120DL1984PLC018872

HOUSE 16, BUSINESS CENTRE, NANGAL RAYA,

NEW DELHI - 110046

Dear Members,

I, We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s MORNING GLORY LEASING AND FINANCE LIMITED (CIN: L67120DL1984PLC018872)**. The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder subject to observations mentioned in the report and also that the Company has proper Board- processes and compliance-mechanism in place to the extent and in the manner reported hereunder.

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(c) *The Company has not complied with the provisions of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer and Company Secretary during the audit period.*

*(d) The Company has not complied with the provisions of section 186 of the Companies Act, 2013 and the rules made thereunder.*

*(e) The Company has not maintained its registers/records and made entries therein within the time prescribed under the Act.*

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **[Not Applicable]**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **[Not Applicable]**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **[Not Applicable]**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable]**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **[Not Applicable]**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not Applicable]**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not Applicable]**

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (LODR) Regulations, 2015 entered into by the Company with Stock Exchanges.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on 31<sup>st</sup> March, 2018.
- On the basis of Minutes of Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members' views.
- Based on review of compliance mechanism established by the Company and on the basis of certificate issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- The compliance by the Company of applicable financial laws, like direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

**For Chirag & Associates  
(Company Secretaries)**

**Place: New Delhi**

**Date: 20/07/2018**

**Chirag Singla  
(Prop.)  
M. No. : 50931  
C. P. No: 18463**

This report is to be read with our letter of even date which is annexed as Annexure "A" and forms an integral part of this report

## Annexure-A

To,  
The Members of  
To,  
The Members of  
**MORNING GLORY LEASING AND FINANCE LIMITED**  
CIN: L67120DL1984PLC018872  
HOUSE 16, BUSINESS CENTRE, NANGAL RAYA,  
NEW DELHI - 110046

Dear Members,

**Sub: My Report of even date is to be read along with this letter**

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Chirag & Associates  
(Company Secretaries)**

**Chirag Singla  
(Prop.)  
M. No. : 50931  
C. P. No. 18463**

**Place: New Delhi  
Date: 20/07/2018**



# FORM No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31/03/2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L67120DL1984PLC018872
ii.	REGISTRATION DATE	03/08/1984
iii.	NAME OF COMPANY	MORNING GLORY LEASING AND FINANCE LIMITED
iv.	CATEGORY OF COMPANY	Company limited by shares
v.	SUB-CATEGORY OF COMPANY	Indian Non-Government Company
vi.	ADDRESS OF COMPANY	IRIS House 16, Business Centre, Nangal Raya, New Delhi -110046
vii.	LISTED/UNLISTED	Listed
viii.	NAME & ADDRESS OF RTA	Bigshare Services Pvt. Ltd. E4/8, First Floor, Jhandewalan Extension, New Delhi- 110055

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Other Financial Services- Dealing in shares and securities	65910	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. N.	Name and Address of the Company	CIN/ GLN	Holding/Subsidiary/A ssociate	%of Shares Held	Applicable Section
NIL					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

##### i. Category-wise share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTORS</b>									
<b>1. Indian</b>									
a) Individual/HUF	75000	0	75000	30.12	75000	0	75000	30.12	0
b) Central govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies corp.	75000	0	75000	30.12	75000	0	75000	30.12	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (1):	150000	0	150000	60.24	150000	0	150000	60.24	0
<b>2. Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	150000	0	150000	60.24	150000	0	150000	60.24	0
<b>B. PUBLIC SHARE HOLDING</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0

c) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Ve nture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2.Non Institutions									
a)Bodies Corp.									
(i)Indian	0	0	0	0	0	0	0	0	0
(ii)Overseas	0	0	0	0	0	0	0	0	0
b)Individuals									
(i)Individual Shareholders Holding nominal share capital up to ` 2 lakh	51680	47320	99000	39.76	51680	47320	99000	39.76	0.99
ii)Individuals hareholders holding nominal share capital excess of ` 2 lakh	0	0	0	0	0	0	0	0	0
c)Others (Specify) HUF	0	0	0	0	0	0	0	0	0

sub-total (B) (2):-	51680	47320	99000	39.76	51680	47320	99000	39.76	0
Total Public Shareholding (B)= (B) (2)	51680	47320	99000	39.76	51680	47320	99000	39.76	0
<b>C. Share held by Custodian for GDRs &amp; ADRs NIL</b>									
<b>Grand Total (A+B+C)</b>	<b>201680</b>	<b>47320</b>	<b>249000</b>	<b>100</b>	<b>201680</b>	<b>47320</b>	<b>249000</b>	<b>100</b>	<b>0</b>

## ii. Share Holding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
Alfa Mercantile Ltd	25000	10.04	0	25000	10.04	0	0
IRIS Designs Pvt Ltd	25000	10.04	0	25000	10.04	0	0
Freeesia Investment and Trading Co. Ltd	25000	10.04	0	25000	10.04	0	0
Mahendra Kumar Daga (HUF)	25000	10.04	0	25000	10.04	0	0
Madhur Daga	25000	10.04	0	25000	10.04	0	0
Sarla Daga	25000	10.04	0	25000	10.04	0	0
<b>TOTAL</b>	<b>150000</b>	<b>60.24</b>	<b>0</b>	<b>150000</b>	<b>60.24</b>	<b>0</b>	<b>0</b>

## iii. Change in Promoters shareholding (Please Specify, if there is no change)

PARTICULARS	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Share	% of total shares of the company	No. of share	% of Total shares of the company
At the beginning of the year	150000	60.24	150000	60.24

Date wise Increase/Decrease in Promoters Share holding the year specifying the reasons for increase / decrease	0	0	0	0
At the end of year	150000	60.24	150000	60.24

**iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)**

For Each of the Top 10 Shareholders	Shareholding At the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	47160	18.94	47160	18.94
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease: Demat Transfer	0	0	0	0
At the end of year (or on the date of separation during the year)	47160	18.94	47160	18.94

**v. Shareholding of Director and Key Managerial Personnel:**

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	14850	5.96	14850	5.96
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease	0	0	0	0
At the end of year	14850	5.96	14850	5.96

## V. INDEBTNESS

Indebtedness of the company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the year</b>				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Change in Indebtedness during the Financial Year</b>				
Ø Addition	-	-	-	-
Ø Reduction	-	-	-	-
<b>Net Charge</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Indebtedness at the end of the Financial Year</b>				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## VI. REMUNARATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to managing Director, Whole -time Directors and / or Manager:

S.No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	-----	-----	----	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income – tax Act,1961 (b) Value of perquisites u/s 17(2) Income tax Act, 1961 (c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-

	- As % of profit - others, Specify...					
5.	Others, please specify(Sitting Fees)	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

#### B. Remunerations to others Director

	Particulars of Remuneration	Name of Director				Total Amount
		-----	-----	----	---	
	1. Independent Directors	-	-	-	-	-
	•Fee for attending board/committee Meetings					
	•Commission					
	•Others, Please specify					
	Total (1)	-	-	-	-	-
	2. Other Non – Executive Directors	-	-	-	-	-
	•Fee for attending board committee Meetings					
	•Commission					
	•Others, please specify					
	Total (2)	-	-	-	-	-
	<b>Total (B) = (1+2)</b>	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

#### C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD

S.N	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- As % of profit				
	- Others specify.....				
5.	Others, Please specify	-	-	-	-
	<b>Total</b>	-	-	-	-

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief Description	Details of Penalty / Punishment /Compounding fees imposed	Authority [RD / NCLT / COURT ]	Appeal made, if any (give Details)
<b>A.COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B.DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C.OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



# MORNING GLORY LEASING AND FINANCE LIMITED

**Regd. Office:** IRIS House 16, Business Centre, Nangal Raya, New Delhi 110046

**CIN:** L67120DL1984PLC018872, **Ph. No.:** 011-32622647

**E-mail Id:** [morninggloryleasing@gmail.com](mailto:morninggloryleasing@gmail.com)

**Website:** [www.morninggloryleasing.in](http://www.morninggloryleasing.in)

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## ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the Meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 33rd Annual General Meeting of the Company being held on **Saturday, 29<sup>th</sup> Day September, 2018 at 02:00 p.m.** at its Registered Office situated at IRIS House 16, Business Centre, Nangal Raya, New Delhi-110046 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
  2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
  3. Please note that no gifts will be distributed at the Meeting.

# MORNING GLORY LEASING AND FINANCE LIMITED

**Regd. Office:** IRIS House 16, Business Centre, Nangal Raya, New Delhi 110046

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**Website:** [www.morninggloryleasing.in](http://www.morninggloryleasing.in)

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## FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies](Management and Administration) Rules, 2014]

**CIN:** L67120DL1984PLC018872

**Name of the company:** Morning Glory Leasing And Finance Limited

**Registered office:** IRIS House 16, Business Centre, Nangal Raya, New Delhi 110046

Name of Member(s) :
Registered address :
E-mail Id :
Folio No/ Client Id:
DP ID :

I/We, being the Member (s) of ..... shares of the above named company, hereby appoint

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him

3. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual general Meeting of the company, to be held on **Saturday, 29<sup>th</sup> Day September, 2018 at 02:00 p.m. at its Registered Office situated at IRIS House 16, Business Centre, Nangal Raya, New Delhi-110046** and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. No.	RESOLUTIONS
<b>Ordinary business</b>	
1	Ordinary Resolution for approval and adoption of Audited Financial Statements as at 31 <sup>st</sup> March, 2018 and Statement of Profit and Loss for the year ended on that date, together with the Director's Report and Auditor's Report.
2	Ordinary Resolution for re- appointment of Mrs. Roma Monisha SakraneyDaga (DIN: 00148670), who is liable to retire by rotation as Director of the Company and being eligible for re-appointment.
3	Ordinary Resolution for the appointment M/s Rattan Gupta & Co., Chartered Accountants (FRN -304N), as Statutory Auditor of the company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.
<b>Special Business</b>	
4.	Ordinary Resolution for Regularization of Mr. Pankaj Saxena, as the Director of the Company.

Signed this ..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.