

**P. S. DUA & ASSOCIATES
COMPANY SECRETARIES**

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspsdua@gmail.com

Consolidated Report of Scrutinizer

To

The Chairman
Monte Carlo Fashions Limited
B - XXIX-106, G.T. Road, Sherpur
Ludhiana-141003.
CIN: L51494PB2008PLC032059

Sub: Consolidated Scrutinizer Report on remote e-Voting carried out during 24th September, 2018 (9:00 A.M.) to 26th September, 2018 (5:00 P.M.) and Poll conducted at the 10th Annual General Meeting of Monte Carlo Fashions Limited held on 27th September, 2018.

Sir,

We, M/s P. S. Dua & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Monte Carlo Fashions Limited (CIN:L51494PB2008PLC032059) vide Board Resolution for the remote e-Voting held on 24th September, 2018 (9:00 A.M.) to 26th September, 2018 (5:00 P.M.) and the Chairman of the 10th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted at the 10th Annual General Meeting of the Company on the September 27th, 2018.

We submit our report as under:-

1. The Company engaged in the services of Central Depository Services India Ltd. (CDSL) to offer the remote e-Voting facility to the shareholders. The remote e-Voting facility was offered and kept open by the company to its shareholders for the period commencing on 24th September, 2018 (at 09:00 A.M.) and ending on 26th September, 2018 (at 05:00 P.M). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 20th September 2018 (the Cut Off date) were allowed to participate and vote electronically during the aforesaid period of remote e-Voting.



The compliance with the provisions of the Companies Act, 2013 and the rules made there under relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the Notice of

P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424

E-Mail: cspsdua@gmail.com

the 10th Annual General Meeting (AGM) of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render Consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the Resolutions, based on reports generated from the electronic voting system and report generated for voting by use of ballots at the meeting.

3. We have rendered Scrutinizer's Report separately on the remote e-Voting and by using ballots at the meeting and I hereby submit Consolidated Scrutinizer's report pursuant to Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the Resolutions contained in the Notice of the aforesaid Annual General Meeting.
4. The result of voting is as under:

ORDINARY BUSINESS:-

I. Resolution 1:- Ordinary Resolution

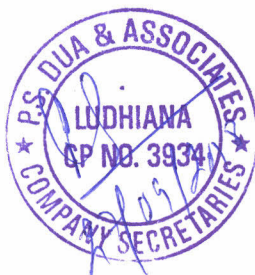
Adoption of the Audited Financial Statements for the Financial Year ended on 31st March, 2018 along with the Reports of the Directors and Auditors thereon.

(I) Voted in favour of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
76	16662804	99.99%

(II) Voted against of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	23	0.01%



P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspsdua@gmail.com

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 10th Annual General Meeting has been passed as an ordinary resolution by the members.

II. Resolution 2:- Ordinary Resolution

Declaration of Dividend on Equity Shares of the Company for the Financial Year 2017-18.

(I) Voted in favour of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
80	17667799	100%

(II) Voted against of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8



P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspsdua@gmail.com

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 10th Annual General Meeting has been passed as an ordinary resolution by the members.

III. Resolution 3:- Ordinary Resolution

Appointment of a Director in place of Smt. Ruchika Oswal (DIN: 00565979), who retires by rotation in terms of Section 152(6) of Companies Act 2013 and being eligible, offered herself for re-appointment.

(I) Voted in favour of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
75	17488445	99.99%

(II) Voted against of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
2	223	0.01%

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 10th Annual General Meeting has been passed as an ordinary resolution by the members.



P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

55F, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspsdua@gmail.com

IV. Resolution 4:- Ordinary Resolution

Appointment of a Director in place of Smt. Monica Oswal (DIN: 00566052), who retires by rotation in terms of Section 152(6) of Companies Act 2013 and being eligible, offered herself for re-appointment.

(I) Voted in favour of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
63	15651021	94.92%

(II) Voted against of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
12	838094	5.08%

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 10th Annual General Meeting has been passed as an ordinary resolution by the members.

V. Resolution 5:- Ordinary Resolution

Ratification of the appointment of Statutory Auditors and fixation of their remuneration.



— 5 —

P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424

E-Mail: cpspsdua@gmail.com

(I) Voted in favour of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
78	17667753	99.99%

(II) Voted against of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
2	46	0.01%

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 10th Annual General Meeting has been passed as an ordinary resolution by the members.

SPECIAL BUSINESS:

VI. Resolution 6:- Ordinary Resolution

Appointment of Sh. Paurush Roy (DIN: 03038347) as an Independent Director of the Company.

(I) Voted in favour of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
78	17066352	99.99%



P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspsdua@gmail.com

(II) Voted against of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
1	23	0.01%

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 10th Annual General Meeting has been passed as an ordinary resolution by the members.

VII. Resolution 7: - Ordinary Resolution

Appointment of Sh. Rishabh Oswal (DIN: 03610853) as Director of the Company.

(I) Voted in favour of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
72	16488862	99.99%

(II) Voted against of the Resolution:

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	253	0.01%



P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspsdua@gmail.com

(III) **Invalid Votes:**

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 10th Annual General Meeting has been passed as an ordinary resolution by the members.

VIII. Resolution 8: - Special Resolution

Appointment of Sh. Rishabh Oswal (DIN: 03610853) as an Executive Director of the Company.

(I) **Voted in favour of the Resolution:**

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
72	16488869	99.99%

(II) **Voted against of the Resolution:**

Number of Members present and Voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes cast
3	246	0.01%

(III) **Invalid Votes:**

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	8



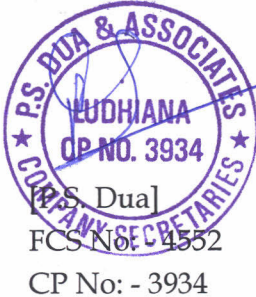
P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424

E-Mail: cspsdua@gmail.com

5. All the relevant records of voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 10th Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

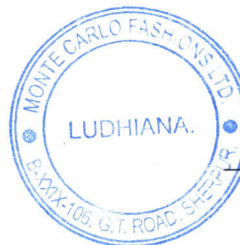
For P. S. Dua & Associates



Date: - 27.09.2018

Place: - Ludhiana

Counter Signed By



(Chairman)