

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

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

Consolidated Report of Scrutinizer

To

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

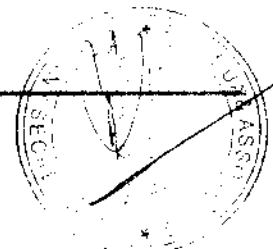
Sub: Consolidated Scrutinizer Report on remote e-voting carried out during 26th September, 2016 (9:00 A.M.) to 28th September, 2016 (5:00 P.M.) and Poll conducted at the 8th Annual General Meeting (AGM) of Monte Carlo Fashions Limited held on 29th September, 2016.

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) by way of Board Resolution for the remote e-voting held during 26th September, 2016 (9:00 A.M.) to 28th September, 2016 (5:00 P.M.) and for the poll conducted at the 8th AGM of the Company on the September 29th, 2016.

We submit our report as under:

1. The Company engaged Central Depository Services (India) Limited (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 26th September, 2016 (at 09:00 A.M.) and ending on 28th September, 2016 (at 05:00 P.M.). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 22nd September 2016 (the Cut Off date) were allowed to participate and vote electronically during the aforesaid period of remote e-voting.



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2. 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 the 8th 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 we hereby submit consolidated scrutinizer's report pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the Notice of the aforesaid Annual General Meeting.
4. The result of voting is as under:

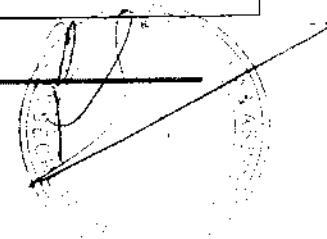
Ordinary Business

Resolution 1:- Ordinary Resolution

Adoption of the Audited Financial Statements for the financial year ended on 31st March, 2016 along with the Reports of the Board of Directors and Auditors thereon.

(I) Voted in favour of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
61	16863027	100



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(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
3	69	0

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
4	66

Resolution 2:- Ordinary Resolution

Declaration of Dividend on Equity Shares of the Company for the Financial Year 2015-16.

(I) Voted in favour of the Resolution:

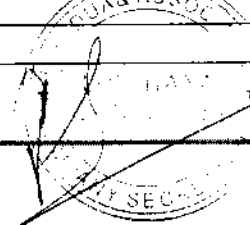
Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
63	16863073	100

(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
1	23	0

(III) Invalid Votes:

Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66



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Resolution 3:- Ordinary Resolution

Appointment of Sh. Paurush Roy (DIN:03038347), who retires by rotation in terms of Section 152(6) of Companies Act 2013 and being eligible, offered himself for re-appointment.

(I) Voted in favour of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
59	16811737	99.70

(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
5	51359	0.30

(III) Invalid Votes:

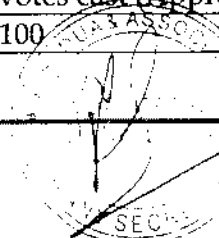
Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66

Resolution 4:- Ordinary Resolution

Appointment of Sh. Sandeep Jain (DIN:00565760), who retires by rotation in terms of Section 152(6) of Companies Act 2013 and being eligible, offered himself for re-appointment.

(I) Voted in favour of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
60	16863004	100



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(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
4	92	0

(III) Invalid Votes:

Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66

Resolution 5:- Ordinary Resolution

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

(I) Voted in favour of the Resolution:

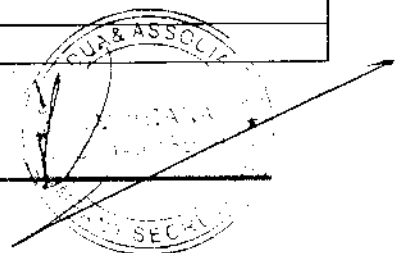
Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
61	16863027	100

(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
3	69	0

(III) Invalid Votes:

Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66



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Special Business

Resolution 6:- Ordinary Resolution

Approval of Related Party Transactions for the Financial year 2016-2017.

(I) Voted in favour of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
39	2894527	98.26

(II) Against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
5	51359	1.74

(III) Invalid Votes:

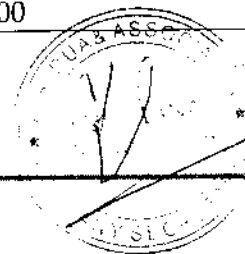
Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66

Resolution:- 7 Ordinary Resolution

Appointment of Dr. Amrik Singh Sohi (DIN: 03575022) as an Independent Director of the Company.

(I) Voted in favour of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
60	16863004	100



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(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
4	92	0

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
4	66

Resolution:- 8 Ordinary Resolution

Appointment of Sh. Alok Kumar Misra (DIN: 00163959) as an Independent Director of the Company.

(I) Voted in favour of the Resolution:

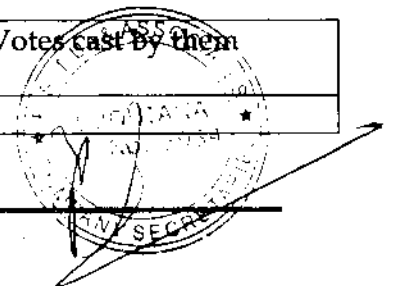
Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
60	16863004	100

(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
4	92	0

(III) Invalid Votes:

Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66



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Resolution: 9 Special Resolution

Re-appointment of Sh. Jawahar Lal Oswal (DIN: 00463866) as Chairman & Managing Director of the Company:

(I) Voted in favour of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
49	15949968	99.68

(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
5	51359	0.32

(III) Invalid Votes:

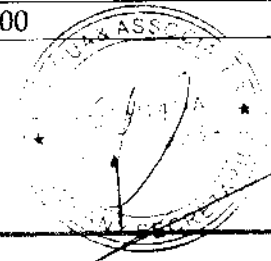
Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66

Resolution: 10 Special Resolution

Re-appointment of Smt. Ruchika Oswal (DIN: 00565979) as Executive Director of the Company.

(I) Voted in favour of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
49	16000185	100



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(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
4	92	0

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
4	66

Resolution: 11 Special Resolution

Re-appointment of Smt. Monica Oswal (DIN: 00566052) as Executive Director of the Company.

(I) Voted in favour of the Resolution:

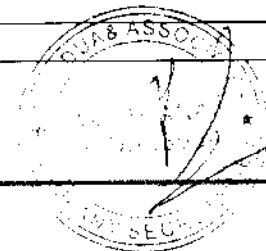
Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
50	16001235	100

(II) Voted against of the Resolution:

Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast (Approx.)
4	92	0

(III) Invalid Votes:

Number of Members whose votes were declared invalid	Total number of Votes cast by them
4	66



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5. All the relevant records of voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 8th Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

For P. S. Dua & Associates

[P.S. Dua]

FCS No: - 4552

CP No: - 3934

Date: - 29.09.2016

Place: - Ludhiana

Counter Signed By



CHAIRMAN OF THE MEETING