

**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 26th September, 2017 (9:00 A.M.) to 28th September, 2017 (5:00 P.M.) and Poll conducted at the 9th Annual General Meeting of Monte Carlo Fashions Limited held on 29th September, 2017.

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 26th September, 2017 (9:00 A.M.) to 28th September, 2017 (5:00 P.M.) and the Chairman of the 9th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted at the 9th AGM of the Company on the September 29th, 2017.

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 26th September, 2017 (at 09:00 A.M.) and ending on 28th September, 2017 (at 05:00 P.M.). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 22nd September 2017 (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 9th 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 31st March, 2017 along with the Reports of the Board of 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
55	17020866	100.00



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(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	75

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 9th AGM 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 2016-17.

(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
55	17020866	100.00



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(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	75

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 9th AGM has been passed as an ordinary resolution by the members.

III. Resolution 3:- Ordinary Resolution

Appointment of Sh. Dinesh Gogna (DIN:00498670), who retires by rotation in terms of Section 152(6) of Companies Act 2013 and being eligible, offers himself 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
53	17019816	99.999



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(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	50	0.001

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	75

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 9th AGM has been passed as an ordinary resolution by the members.

IV. Resolution 4:- 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, offers himself 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
55	17020866	100.00



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(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	75

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 9th AGM has been passed as an ordinary resolution by the members.

V. Resolution 5:- Ordinary Resolution

Ratification of the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as Statutory Auditors of the Company and fixation of their remuneration.

(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
54	17020843	99.999



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(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	0.001

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	75

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 9th AGM has been passed as an ordinary resolution by the members.

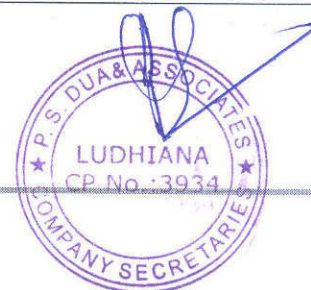
SPECIAL BUSINESS:

VI. Resolution 6:- Ordinary Resolution

Approval of Related Party Transactions for the Financial Year 2017-2018.

(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
37	3169086	99.947



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(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	1671	0.053

(III) Invalid Votes:

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	75

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 9th AGM has been passed as an ordinary resolution by the members.

VII. Resolution:- 7 Ordinary Resolution

Re-appointment of Sh. Sandeep Jain (DIN: 00565760) as 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
53	17020793	99.999

(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	0.001



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(III) **Invalid Votes:**

Number of Members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
3	75

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 9th AGM has been passed as an ordinary resolution by the members.

5. All the relevant records of voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 9th 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: - 29.09.2017
Place: - Ludhiana

Counter Signed By

