

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : MONTE CARLO FASHIONS LIMITED

2. Quarter ending : SEPTEMBER 30, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive /independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure (In Months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Jawahar Lal Oswal	AABPO2481J 00463866	Chairperson-Executive	10.08.2016		5	0	0
Mr.	Sandeep Jain	ABNPJ4742Q 00565760	Executive	01.08.2012		1	1	0
Mrs.	Ruchika Oswal	AABPO2482M 00565979	Executive	10.08.2016		2	0	0
Mrs.	Monica Oswal	AABPO2483L 00566052	Executive	10.08.2016		2	2	0
Mr.	Dinesh Gogna	AAVPG4248H 00498670	Non-Executive	01.07.2008		6	7	2
Mr.	Paurush Roy	AFAPR5265D 03038347	Non-Executive	03.02.2015		1	2	0
Mr.	Sailen Kumar Chaudhuri	AACPC4929Q 01021930	Non-Executive-Independent	27.06.2014	27	1	1	0
Mr.	Ajit Singh Chatha	AAKPC3593J 02289613	Non-Executive-Independent	27.06.2014	27	4	2	0



Mr.	Yash Paul Sachdeva	AFVPS9526F 02012337	Non-Executive-Independent	27.06.2014	27	5	4	0
Mr.	Suresh Kumar Singla	ADDPS7049B 00403423	Non-Executive-Independent	27.06.2014	27	4	6	3
Mrs.	Manisha Gupta	AGBPG4907F 06910242	Non-Executive-Independent	27.06.2014	27	1	1	0
Mr.	Amrik Singh Sohi	AFIPS9034F 03575022	Non-Executive-Independent	01.02.2016	8	5	3	1
Mr.	Alok Kumar Misra	AAVPM5329H 00163959	Non-Executive-Independent	09.08.2016	1	1	0	0

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/Non-executive/ independent/Nominee)
Audit Committee	Mr. Suresh Kumar Singla Mr. Dinesh Gogna Mr. Yash Paul Sachdeva Mr. Paurush Roy Mrs. Manisha Gupta Mr. Sailen Kumar Chaudhuri	Chairperson-Non- Executive-Independent Non- Executive Non- Executive-Independent Non- Executive Non- Executive-Independent Non- Executive-Independent
Nomination & Remuneration Committee	Mr. Yash Paul Sachdeva Mr. Suresh Kumar Singla Mr. Dinesh Gogna Mr. Paurush Roy	Chairperson-Non- Executive-Independent Non- Executive- Independent Non- Executive Non- Executive



Stakeholders Relationship Committee	Mr. Dinesh Gogna Mr. Sandeep Jain Mr. Paurush Roy Mr. Yash Paul Sachdeva	Chairperson-Non- Executive Executive Non- Executive Non- Executive- Independent
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### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30.05.2016	09.08.2016	70 Days

### IV. Meeting of Committees


Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive in number of days
<b>1. Audit Committee</b>			
09.08.2016	Yes 5 out of 6 members were present	30.05.2016	70 Days
<b>2. Nomination &amp; Remuneration Committee</b>			
09.08.2016	Yes All members were present	30.05.2016	70 Days
<b>3. Stakeholders Relationship Committee</b>			
09.08.2016	Yes All members were present	30.05.2016	70 Days

### V. Related Party Transactions



Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes*
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A

\*Summarized statements of transactions with Related Parties are also submitted on quarterly basis to the Audit Committee and Board for ratification



<b>VI. Affirmations:</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors, as applicable.	
PLACE: LUDHIANA DATE: 10.10.2016	For MONTE CARLO FASHIONS LIMITED  <b>SAHIL JAIN</b> <b>COMPANY SECRETARY</b> <b>&amp; COMPLIANCE OFFICER</b>

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE OF MONTE CARLO FASHIONS LIMITED FOR SIX MONTHS ENDED ON 30.09.2016**

<b>AFFIRMATIONS:</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes
<p><i>*Sh. Yash Paul Sachdeva, Chairman of Nomination and Remuneration Committee, due to his pre-occupation could not attend the meeting. However Sh. Suresh Kumar Singla, member of the Committee represented him at the meeting for addressing Shareholders queries</i></p>		
<p><b>PLACE: LUDHIANA</b> <b>DATE: 10.10.2016</b></p>	<p align="right">For MONTE CARLO FASHIONS LIMITED</p>  <p align="right">   <b>SAHIL JAIN</b>  <b>COMPANY SECRETARY</b>  <b>&amp; COMPLIANCE OFFICER</b> </p>	