

MONTE CARLO FASHIONS LIMITED

Regd. Office : B-XXIX-106, G.T. Road, Sherpur, Ludhiana - 141003 (Pb.) India.

Tel.: 91-161-5048610, 5048620, 5048630, 5048640 Fax : 91-161-5048650

September 28, 2019

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
Symbol : MONTECARLO	Scrip Code : 538836

Sub: 11TH Annual General Meeting- Scrutinizer Report

Dear Sir/ Madam,

In respect of the Eleventh (11th) Annual General Meeting (AGM) of the Members of the Company held on Friday, 27th day of September, 2019 at 11:00 A.M. at the Registered Office of the Company at B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003, please find enclosed herewith Report of Scrutinizer dated 27th September, 2019 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly acknowledge the receipt and take the same on record.

For MONTE CARLO FASHIONS LIMITED



ANKUR GAUBA

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above



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

55F, Santlsher 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

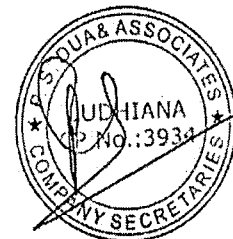
Sub: Consolidated Scrutinizer Report on remote e-Voting carried out during 24th September, 2019 (09:00 A.M.) to 26th September, 2019 (05:00 P.M.) and for the Poll conducted at the 11th Annual General Meeting of Monte Carlo Fashions Limited held on 27th September, 2019.

Sir,

We, M/s P.S. Dua & Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Monte Carlo Fashions Limited (CIN:L51494PB2008PLC032059) by way of Board Resolution for the remote e-Voting held on 24th September, 2019 (09:00 A.M.) to 26th September, 2019 (05:00 P.M.) and for the poll conducted at the 11th AGM of the Company on the September 27th, 2019.

We submit our report as under:-

1. The Company engaged 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, 2019 (09:00 A.M.) to 26th September, 2019 (05:00 P.M.). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 20th September 2019 (the Cut Off date) were allowed to participate and vote electronically during the aforesaid period of remote e-Voting.
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 11th Annual



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- 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

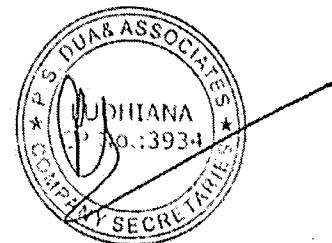
Adoption of the Audited Financial Statements for the Financial Year ended 31st March, 2019 along with the Reports of the Directors and Auditors thereon.

(I) Voted in favour of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	111	13353752	94.64
E-voting	27	756779	5.36
Total	138	14110531	100

(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	---	----	----
E-voting	2	94	0.00
Total	2	94	0.00



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(III) Invalid Votes:

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	----	----
E-voting	----	----
Total	----	----

II. Resolution 2:- Ordinary Resolution

Appointment of a Director in place 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:

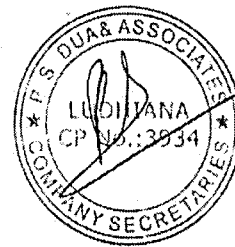
Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	110	13353408	94.60
E-voting	25	761561	5.40
Total	135	14114969	100

(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	---	---	---
E-voting	4	373	0.00
Total	4	373	0.00

(III) Invalid Votes:

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	1	344
E-voting	---	----
Total	1	344



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III. Resolution 3:- Ordinary Resolution

Appointment of a Director in place of Sh. Dinesh Gogna (DIN: 00498670), 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:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	110	13352752	94.60
E-voting	25	761561	5.40
Total	135	14114313	100

(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	--	---	---
E-voting	4	373	0.00
Total	4	373	0.00

(III) Invalid Votes:

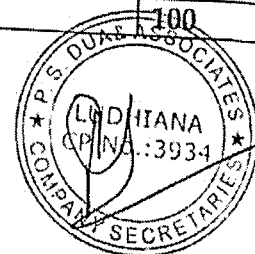
Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	1	1000
E-voting	---	---
Total	1	1000

IV. Resolution 4:- Ordinary Resolution

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

(I) Voted in favour of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	111	13353752	94.60
E-voting	24	761750	5.40
Total	135	14115502	100



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(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	---	---	---
E-voting	5	184	0.00
Total	5	184	0.00

(III) Invalid Votes:

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	---	---
E-voting	---	---
Total	---	---

SPECIAL BUSINESS:-

V. Resolution 5:- Special Resolution

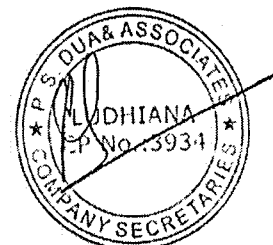
Re-appointment of Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director of the Company.

(I) Voted in favour of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	111	13353752	94.60
E-voting	22	93825	0.67
Total	133	13447577	95.27

(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	---	---	---
E-voting	7	668109	4.73
Total	7	668109	4.73



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(III) Invalid Votes:

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	---	---
E-voting	---	---
Total	---	---

VI. Resolution 6: - Special Resolution

Re-appointment of Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company

(I) Voted in favour of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	111	13353752	94.60
E-voting	27	761806	5.40
Total	138	14115558	100

(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	---	---	---
E-voting	2	128	0.00
Total	2	128	0.00

(III) Invalid Votes:

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	---	---
E-voting	---	---
Total	---	---

VII. Resolution 7: - Special Resolution

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



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(I) Voted in favour of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	111	13353752	94.60
E-voting	27	761806	5.40
Total	138	14115558	100

(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	---	---	---
E-voting	2	128	0
Total	2	128	0

(III) Invalid Votes:

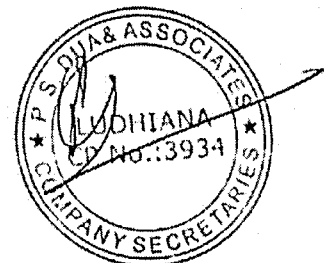
Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	---	---
E-voting	---	---
Total	---	---

VIII. Resolution 8: - Special Resolution

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

(I) Voted in favour of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	111	13353752	94.60
E-voting	27	761806	5.40
Total	138	14115558	100



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(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	--	---	---
E-voting	2	128	0.00
Total	2	128	0.00

(III) Invalid Votes:

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	---	---
E-voting	---	---
Total	---	---

IX. Resolution 9: - Special Resolution

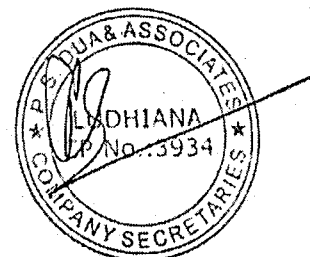
Re-appointment of Sh. Ajit Singh Chatha (DIN: 02289613) as an Independent Director of the Company.

(I) Voted in favour of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	111	13353752	94.60
E-voting	21	93630	0.67
Total	133	13447382	95.27

(II) Voted against of the Resolution:

Type of Voting	Number of Members who voted	number of votes cast by them	% of total number of valid votes cast
Poll	---	---	---
E-voting	8	668304	4.73
Total	8	668304	4.73



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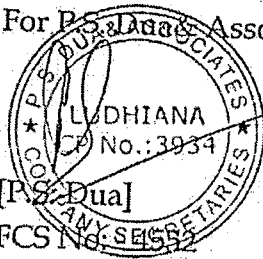
E-Mail: cspsdia@gmail.com

(III) Invalid Votes:

Type of Voting	Number of Members whose votes were declared invalid	Total number of votes cast by them
Poll	---	---
E-voting	---	---
Total	---	---

5. All the relevant records of voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 11th 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. SE1552

CP No. - 3934

Date: - 27.09.2019

Place: - Ludhiana



Counter Signed By

Jawahar Lal Oswal

JAWAHAR LAL OSWAL
CHAIRMAN