

P.S. DUA & ASSOCIATES  
COMPANY SECRETARIES

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

**Scrutinizer's Report**

[Pursuant to Section 110 & Section 108 of the Companies Act, 2013 and rule 20 & rule 22 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman and Managing Director,  
Monte Carlo Fashions Ltd,  
B - XXIX-106, G.T. Road, Sherpur,  
Ludhiana-141003.

Sub: Scrutinizer Report on Postal Ballot conducted pursuant to the provisions of Section 110 & Section 108 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014

Sir,

I, Pritpal Singh Dua, Company Secretary in Practice of M/s P. S. Dua & Associates, Company Secretaries, has been appointed as a Scrutinizer by the Board of Directors of Monte Carlo Fashions Limited (CIN: L51494PB2008PLC032059) vide Board Resolution for the purpose of ascertaining the requisite majority on postal ballot voting carried out as per the provisions of Section 110 & Section 108 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. I submit my report as under:

- The Company has completed the dispatch of notice to all shareholders of the Company on 08<sup>th</sup> January, 2019:



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- In physical mode along with the draft resolutions, postal ballot form and a self-addressed pre-paid Business reply envelope to those shareholders whose email ID is not registered with the Company; and
- In electronic mode to those shareholders whose email ID is registered with the Company.
- The shareholders of the Company, holding shares either in physical or in dematerialized form, as on 7<sup>th</sup> December, 2018 (the Cut-off date), were allowed to cast their vote.
- The e-voting commenced on 09.01.2019 (at 09:00 A.M.) and ended on 07.02.2019 (at 05:00 P.M.). The postal Ballot forms and votes received electronically from the shareholders till 07.02.2019 upto 05:00 P.M. being the last date and time fixed by the Company for postal ballot were considered for my scrutiny.
- Particulars of all Postal Ballots including all electronic votes received from the members have been entered in the register maintained by us separately for the purpose.
- All Postal Ballot forms received upto the close of working hours upto 5.00 P.M. on 07.02.2019, being the last date and time fixed by the Company for receipt of forms were considered for scrutiny.
- The votes cast under e-voting were unblocked at Ludhiana on 07.02.2019 in presence of Mr. Amarjot Singh and Ms. Tanveer Kaur, who are not employees of the Company.
- The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.



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2. The result of voting including postal ballot and e-voting is as under:

I. RESOLUTION 1:- SPECIAL RESOLUTION  
TO APPROVE BUY-BACK OF EQUITY SHARES.

(I) Voted in favour of the Resolution:

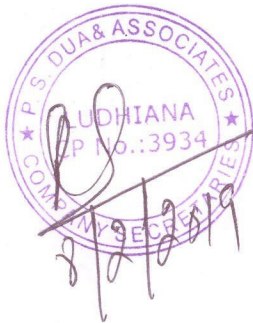
Type of voting	Number of Members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Postal Ballot	24	12073215	77.00%
E-Voting	80	3606015	22.99%
<b>Total</b>	<b>104</b>	<b>15679230</b>	<b>99.99%</b>

(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
Postal Ballot	0	0	0
E-Voting	3	266	0.01%
<b>Total</b>	<b>3</b>	<b>266</b>	<b>0.01%</b>

(III) Invalid Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of Votes cast by them
Postal Ballot	0	0
E-Voting	1	5250
<b>Total</b>	<b>1</b>	<b>5250</b>





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II. RESOLUTION 2:- SPECIAL RESOLUTION  
TO TRANSFER THE SPECIAL RESERVE TO GENERAL RESERVE.

(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
Postal Ballot	21	12073080	77.00%
E-Voting	74	3605554	22.99%
<b>Total</b>	<b>95</b>	<b>15678634</b>	<b>99.99%</b>

(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
Postal Ballot	0	0	0
E-Voting	5	226	0.01%
<b>Total</b>	<b>5</b>	<b>226</b>	<b>0.01%</b>

(III) Invalid Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of Votes cast by them
Postal Ballot	0	0
E-Voting	1	5250
<b>Total</b>	<b>1</b>	<b>5250</b>



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3. Corporate & Institutional members (i.e. other than individuals, HUF, NRI etc.) who have not sent scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) have been made invalid.
4. The Postal ballot papers and other relevant records relating to postal ballot including by electronic means, shall be preserved under my safe custody till the Chairman considers, approves and signs the minutes and thereafter I will return the ballot paper and other related papers or register to the Company.
5. You may accordingly declare the results on the voting by postal ballot including e-voting.
6. Resolution stand passed on combined results (Postal Ballot (Including e-voting) with requisites majority.

Thanking You.  
Yours Faithfully

For P. S. Dua & Associates

  
[P. S. Dua]  
FCS No. - 4552  
CP No: - 3934

Date: - 08.02.2019

Place: - Ludhiana