

P.S. DUA & ASSOCIATES
COMPANY SECRETARIES

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

Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 and 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 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and
Administration) Rules, 2014**

Dear 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 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement.

1. I submit my report as under:

- The Company has completed the dispatch of notice to all shareholders of the Company on 22nd April, 2015:
 - 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.



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- The Notice has been sent to all the Members whose names appeared on the Register of Members/ List of Beneficial Owners as received from the depositories i.e National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of working hours on 17.04.2015.
 - The voting commenced on 28.04.2015 and ended on 27.05.2015 for physical ballots as well as for e-voting. The e-voting facility was provided by National Securities Depositories Limited (NSDL).
 - Particulars of all Postal Ballots received from the members have been entered in the register maintained by us separately for the purpose.
 - The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
 - All Postal Ballot forms received upto the close of working hours upto 5.00 P.M. on 27.05.2015, being the last date and time fixed by the Company for receipt of forms were considered for scrutiny.
 - The votes cast through postal ballot form were opened on 27.05.2015 after 5.00 P.M. in the presence of my authorised representatives.
2. There after, a list of equity shareholders, who voted "for" or "against" each of the resolution that was put to vote, were derived from the postal ballot forms and e-voting report downloaded from NSDL website, based on such data, the results of the postal ballot voting is as under:



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Item No.1

AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY.

Particulars	Votes cast through Postal Ballot		Votes Cast through e-voting		Total No. of Valid Votes (in percentage)
	No. of Shareholders	No. of Votes Cast (No. of Shares held)	No. of Shareholders	No. of Votes Cast (No. of Shares held)	
Total No. of Votes received	32	12166822	198	5598906	17765728
Less: No. of Invalid Votes	0	0	11	983088	NA
Net valid number of votes cast	32	12166822	187	4615818	NA
Total No. of Votes cast in favour of the Resolution.	31	12166799	175	4615465	16782264
Total No. of Votes cast against the Resolution	1	23	12	353	16782264
					99.998%
					0.002%



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Item No.2

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.

Particulars	Votes cast through Postal Ballot		Votes Cast through e-voting		Total No. of Votes Cast	% of Total Net Valid Votes (in percentage)
	No. of Shareholders	No. of Votes Cast (No. of Shares held)	No. of Shareholders	No. of Votes Cast (No. of Shares held)		
Total No. of Votes received	32	12166822	195	5598837	17765659	NA
Less: No. of Invalid Votes	0	0	11	983088	983088	NA
Net valid number of votes cast	32	12166822	184	4615749	16782571	NA
Total No. of Votes cast in favour of the Resolution.	30	12166776	170	4615338	16782114	99.997%
Total No. of Votes cast against the Resolution	2	46	14	411	457	0.003%



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Item No.3

ADOPTION OF NEW SET OF ARTICLES IN ACCORDANCE WITH ACT.

Particulars	Votes cast through Postal Ballot		Votes Cast through e-voting		Total No. of Votes Cast	% of Total Net Valid Votes (in percentage)
	No. of Shareholders	No. of Votes (No. of Shares held)	No. of Shareholders	No. of Votes Cast (No. of Shares held)		
Total No. of Votes received	32	12166822	200	5599131	17765953	NA
Less: No. of Invalid Votes	0	0	11	983088	983088	NA
Net valid number of votes cast	32	12166822	189	4616043	16782865	NA
Total No. of Votes cast in favour of the Resolution.	31	12166799	176	4544585	16711384	99.574%
Total No. of Votes cast against the Resolution	1	23	13	71458	71481	0.426%



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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.

Thanking You.

Yours Faithfully

For P.S. Dua & Associates

[P.S. Dua]

FCS No: - 4552

CP No: - 3934

Date: - 28.05.2015

Place: - Ludhiana