

## 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

MCFL/CS/2021-22

March 24, 2022

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

**SUBJECT: SUBMISSION OF POSTAL BALLOT RESULT ALONG WITH SCRUTINIZER REPORT**

Dear Sir / Madam,

This is further to our letter dated February 10, 2022 submitting the Postal Ballot Notice dated February 4, 2022 for seeking approval of the Members of the Company, in respect of special business items as set out in the aforesaid Postal Ballot Notice.

We wish to inform you that M/s P.S. Dua & Associates, Practicing Company Secretaries, who were appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on February 4, 2022 for the aforesaid Postal Ballot process, have submitted their Report on March 23, 2022.

As per the aforesaid Scrutinizer Report, the Members of the Company have duly approved the Resolutions as set out in the Notice of Postal Ballot dated February 4, 2022 with requisite majority. The aforesaid Resolutions are deemed to have been passed on the last date of e-voting i.e. on Tuesday, March 22, 2022.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format is enclosed herewith for your information and records.

Also, a duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith

Please take the above information on record.

Thank You,

For MONTE CARLO FASHIONS LIMITED



**ANKUR GAUBA**  
COMPANY SECRETARY & COMPLIANCE OFFICER  
ICSI Membership No. F10577  
Encl: as above



**Results of Postal Ballot**

**(As per Regulation 44(3) of Listing Regulations)**

<b>Name of the Company</b>	Monte Carlo Fashions Limited
<b>Date of Postal Ballot Notice</b>	February 4, 2022
<b>Voting Start Date</b>	February 21, 2022
<b>Voting End Date</b>	March 22, 2022
<b>Total number of Members as on record date</b>	34306
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
<b>Promoters &amp; Promoter Group</b>	Not Applicable
<b>Public</b>	Not Applicable
<b>No. of Members attended the meeting through Video Conferencing</b>	Not Applicable
<b>Promoters &amp; Promoter Group</b>	Not Applicable
<b>Public</b>	Not Applicable



## Agenda wise disclosure:

### Resolution No. 1

Resolution Required: (Ordinary/Special)					Special Resolution: Appointment of Mr. Manikant Prasad Singh (DIN: 01790672) as an Independent Director of the Company			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- In favor (4)	No. of votes- against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	15169619	15169619	100	15169619	-	100	-
	Venue Voting		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>15169619</b>	<b>15169619</b>	<b>100</b>	<b>15169619</b>	<b>-</b>	<b>100</b>
Public-Institutions	Remote E-Voting	710201	481545	67.80	481545	-	100	-
	Venue Voting		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>710201</b>	<b>481545</b>	<b>67.80</b>	<b>481545</b>	<b>-</b>	<b>100</b>
Public-Non Institutions	Remote E-Voting	4852244	40266	0.82	39009	1257	96.88	3.12
	Venue Voting		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>4852244</b>	<b>40266</b>	<b>0.82</b>	<b>39009</b>	<b>1257</b>	<b>96.88</b>
<b>Total</b>		<b>20732064</b>	<b>15691430</b>	<b>75.68</b>	<b>15690173</b>	<b>1257</b>	<b>99.99</b>	<b>0.01</b>

**THE RESOLUTION WAS PASSED BY REQUISITE MAJORITY**



**Resolution No. 2**

Resolution Required: (Ordinary/Special)					Special Resolution: Appointment of Mr. Parvinder Singh Pruthi (DIN: 07481899) as an Independent Director of the Company			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held  (1)	No. of Votes Polled  (2)	% of Votes Polled on outstandin g shares  (3)=[(2)/(1)]*100	No. of votes- In favor  (4)	No. of votes- against  (5)	% of Votes in favor on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E- Voting	15169619	15169619	100	15169619	-	100	-
	Venue Voting		-	-	-	-	-	
	Postal Ballot (If Applicable)	-	-	-	-	-	-	
	<b>Total</b>	<b>15169619</b>	<b>15169619</b>	<b>100</b>	<b>15169619</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public- Institutions</b>	Remote E- Voting	710201	481545	67.80	481545	-	100	-
	Venue Voting		-	-	-	-	-	
	Postal Ballot (If Applicable)		-	-	-	-	-	
	<b>Total</b>	<b>710201</b>	<b>481545</b>	<b>67.80</b>	<b>481545</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Non Institutions</b>	Remote E- Voting	4852244	40266	0.82	38839	1427	96.45	3.54
	Venue Voting		-	-	-	-	-	
	Postal Ballot (If Applicable)		-	-	-	-	-	
	<b>Total</b>	<b>4852244</b>	<b>40266</b>	<b>0.82</b>	<b>38839</b>	<b>1427</b>	<b>96.45</b>	<b>3.54</b>
<b>Total</b>		<b>20732064</b>	<b>15691430</b>	<b>75.68</b>	<b>15690003</b>	<b>1427</b>	<b>99.99</b>	<b>0.01</b>

**THE RESOLUTION WAS PASSED BY REQUISITE MAJORITY**



**SCRUTINIZER'S REPORT**

To,  
Chairman/Company Secretary & Compliance Officer (Authorized Representative)  
Monte Carlo Fashions Limited  
[CIN: L51494PB2008PLC032059]  
B-XXIX-106, G.T. Road, Sherpur  
Ludhiana--141003, Punjab

**Sub: SCRUTINIZER'S REPORT ON THE POSTAL BALLOT PROCESS CONDUCTED  
THROUGH REMOTE E-VOTING**

Dear Sir,

I, P.S Dua, Practicing Company Secretary (Membership No. 4552, COP No. 3934) of P.S. Dua & Associates have been appointed as the Scrutinizer by the Board of Directors of Monte Carlo Fashions Limited (CIN: L51494PB2008PLC032059) for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated February 04, 2022 in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (the "MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India (the "MCA"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and Secretarial Standards on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India ("ICSI") on the resolutions as set-out in the notice of Postal Ballot.

I submit my report as under:

1. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ["SEBI Listing Regulations"] relating to e-voting on the resolutions contained in the Postal Ballot Notice dated February 04, 2022. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
2. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot.



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

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

Based on the records provided by the management of the Company, I understand as follows:

1. The Company has appointed Central Depository Services (India) Limited ("CDSL"), as the Agency, for providing the facility of remote e-voting to the Members of the Company. CDSL has provided a system for recording the votes of the shareholders electronically.
2. The Company had provided voting through E voting to the shareholders whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e; February 11, 2022 ("Cut-off date").
3. The remote e-voting period commenced from February 21, 2022 (09.00 A.M.) and ended on March 22, 2022 (5.00 P.M.) at the e-voting Platform on the designated website of CDSL, i.e., <https://www.cdslindia.com>.
4. Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) through e-mail to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the Cut-off date i.e. February 11, 2022.
5. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time & MCA circulars, public notices were published by the Company in Business Standard ('English Newspaper'), and Desh Sewak ('Punjabi Newspaper') on February 17, 2022, informing about the completion of sending Postal Ballot notices to its shareholders through electronic means, along with all requisite document.
6. After completion of e voting on March 22, 2022 at 05:00 P.M., votes casted by the members were unblocked by me on March 22, 2022 at 05:32 P.M. in the presence of two witnesses, Mrs. Tanveer Kaur & Ms. Diksha Dhawan who are not in the employment of the Company.
7. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favor" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://www.cdslindia.com>. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:



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

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

**SPECIAL BUSINESS:**

**Resolution No. 1 - Special Resolution**

**Appointment of Mr. Manikant Prasad Singh (DIN: 01790672) as an Independent Director of the Company.**

**A. TOTAL VOTES CASTED**

	PARTICULARS	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	145	15691430
Less:	Number of Members & Invalid / Rejected Votes	0	0
Less:	Number of Members & Votes not exercised	0	0
	<b>No. of valid votes cast</b>	<b>145</b>	<b>15691430</b>

**B. BIFURCATION OF VOTES CASTED**

PARTICULARS	E-VOTING		
	Number of members voted	Votes held by them	% of total number of valid votes cast
Favor	138	15690173	99.99%
Against	7	1257	0.01%
<b>Total</b>	<b>145</b>	<b>15691430</b>	<b>100%</b>

Based on the aforesaid result, we report that the Special Resolution as contained at Item No. 1 in the Notice of Postal Ballot dated February 04, 2022 has been passed with requisite majority.



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

55F, SantIsher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424  
 E-Mail: [cpsdua@gmail.com](mailto:cpsdua@gmail.com)

**Resolution No. 2 - Special Resolution**

**Appointment of Mr. Parvinder Singh Pruthi (DIN: 07481899) as an Independent Director of the Company.**

**A. TOTAL VOTES CASTED**

	PARTICULARS	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	145	15691430
Less:	Number of Members & Invalid / Rejected Votes	0	0
Less:	Number of Members & Votes not exercised	0	0
	<b>No. of valid votes cast</b>	<b>145</b>	<b>15691430</b>

**B. BIFURCATION OF VOTES CASTED**

PARTICULARS	E-VOTING		
	Number of members voted	Votes held by them	% of total number of valid votes cast
Favor	134	15690003	99.99%
Against	11	1427	0.01%
<b>Total</b>	<b>145</b>	<b>15691430</b>	<b>100%</b>

Based on the aforesaid result, we report that the Special Resolution as contained at Item No. 2 in the Notice of Postal Ballot dated February 04, 2022 has been passed with requisite majority.



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

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

All relevant records of voting (online) will remain in our safe custody until the Chairman/Authorized Representative considers, approves and sign the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

**NOTE:** This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

Thanking You.  
For P.S. Dua & Associates

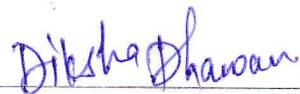


[P.S. Dua]  
Practicing Company Secretary  
FCS No: - 4552  
CP No: - 3934

Date:- 23/03/2022  
Place:- Ludhiana  
UDIN:- F004552C003058350

We, the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 05:32 P.M (IST) on March 22, 2022.

()  
Mrs. Tanveer Kaur

()  
Ms. Diksha Dhawan