

## 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/SE/2019-20

September 29, 2019

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

### Sub: 12<sup>TH</sup> Annual General Meeting- Scrutinizer Report

Dear Sir/ Madam,

In respect of the Twelfth (12<sup>th</sup>) Annual General Meeting (AGM) of the Members of the Company held on Monday, 28<sup>th</sup> day of September, 2020 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 28<sup>th</sup> September, 2020 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, SantIsher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424  
E-Mail: [cspsdia@gmail.com](mailto:cspsdia@gmail.com)

**CONSOLIDATED REPORT OF SCRUTINIZER**

To,  
The Chairman  
Monte Carlo Fashions Limited  
B-XXIX-106, G.T. Road, Sherpur,  
Ludhiana-141003, Punjab

**Sub: Consolidated Scrutinizer's Report on Remote e-Voting and Venue e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 at the 12th Annual General Meeting (AGM) of Monte Carlo Fashions Limited [CIN: L51494PB2008PLC032059], held on Monday, September 28, 2020 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.**

Dear Sir,

I, P.S Dua, Practicing Company Secretary (Membership No. 4552, COP No. 3934) of P.S. Dua & Associates, was appointed as the Scrutinizer by the Board of Directors of Monte Carlo Fashions Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process in respect of the below mentioned Resolutions proposed at the 12th Annual General Meeting (AGM) of Monte Carlo Fashions Limited held on Monday, September 28, 2020 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

I was also appointed as Scrutinizer to scrutinize the Venue E voting conducted in accordance with the Ministry of Corporate Affairs Circular dated April 8, 2020 read with Circulars dated April 13, 2020 and May 05, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 (SEBI Circular) at the AGM held on September 28, 2020.

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, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



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My responsibility as Scrutinizer for e-voting process (i.e. remote and venue e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.

The Company had also provided voting through Venue E voting to the shareholders present at the AGM and who had not casted their vote earlier through remote e-voting facility.

The AGM Notice dated August 7, 2020 alongwith statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned Resolutions.

The shareholders of the Company holding shares as on the "cut off" date of September 21, 2020 were entitled to vote on the Resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, the 25<sup>th</sup> September, 2020 at 9AM (IST) to Sunday, the 27<sup>th</sup> September, 2020 at 5PM (IST) (both days inclusive). CDSL e-voting platform was blocked thereafter.

The votes casted under remote e-voting facility and under Venue E voting were unblocked in the presence of two witnesses who were not in the employment of the Company after the conclusion of the venue e-voting at the AGM.

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" 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.

I, now submit my consolidated Report as under on the result of the remote e-voting and Venue e-voting at the AGM in respect of the said Resolutions:



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**ORDINARY BUSINESS:**

**Resolution No. 1 - Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2020 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 |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 3                           | 56                           | 0.0004%                               |
| Remote E-voting | 94                          | 14178350                     | 99.9992%                              |
| <b>Total</b>    | <b>97</b>                   | <b>14178406</b>              | <b>99.9996%</b>                       |

**(II) Voted against the Resolution:**

| Type of Voting  | Number of Members who voted | number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 0                           | 0                            | 0                                     |
| Remote E-voting | 2                           | 59                           | 0.0004%                               |
| <b>Total</b>    | <b>2</b>                    | <b>59</b>                    | <b>0.0004%</b>                        |

**(III) Invalid Votes:**

| Type of Voting  | Number of Members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Venue Voting    | 0   | 0                                  |
| Remote E-voting | 0   | 0                                  |
| <b>Total</b>    | <b>0</b>  | <b>0</b>                           |



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**(IV) Total Votes Casted:**

| PARTICULARS     | IN FAVOUR    |                 | AGAINST      |           | INVALID      |          | TOTAL        |                 |
|-----------------|--------------|-----------------|--------------|-----------|--------------|----------|--------------|-----------------|
|                 | No. Of votes | Shares          | No. Of votes | Shares    | No. Of votes | Shares   | No. Of votes | Shares          |
| Venue Voting    | 3            | 56              | 0            | 0         | 0            | 0        | 3            | 56              |
| Remote E-voting | 94           | 14178350        | 2            | 59        | 0            | 0        | 96           | 14178409        |
| <b>Total</b>    | <b>97</b>    | <b>14178406</b> | <b>2</b>     | <b>59</b> | <b>0</b>     | <b>0</b> | <b>99</b>    | <b>14178465</b> |

**Resolution No. 2 - Ordinary Resolution**

To declare dividend on Equity Shares of the Company for the Financial Year 2019-20.

**(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 |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 3                           | 56                           | 0.0004%                               |
| Remote E-voting | 92                          | 14178139                     | 99.9980%                              |
| <b>Total</b>    | <b>95</b>                   | <b>14178195</b>              | <b>99.9984%</b>                       |

**(II) Voted against the Resolution:**

| Type of Voting  | Number of Members who voted | number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 0                           | 0                            | 0                                     |
| Remote E-voting | 3                           | 220                          | 0.0016%                               |
| <b>Total</b>    | <b>3</b>                    | <b>220</b>                   | <b>0.0016%</b>                        |



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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 |
|-----------------|---|------------------------------------|
| Venue Voting    | 0   | 0                                  |
| Remote E-voting | 0   | 0                                  |
| <b>Total</b>    | <b>0</b>  | <b>0</b>                           |

**(IV) Total Votes Casted:**

| PARTICULARS     | IN FAVOUR    |                 | AGAINST      |            | INVALID      |          | TOTAL        |                 |
|-----------------|--------------|-----------------|--------------|------------|--------------|----------|--------------|-----------------|
|                 | No. Of votes | Shares          | No. Of votes | Shares     | No. Of votes | Shares   | No. Of votes | Shares          |
| Venue Voting    | 3            | 56              | 0            | 0          | 0            | 0        | 3            | 56              |
| Remote E-voting | 92           | 14178139        | 3            | 220        | 0            | 0        | 95           | 14178359        |
| <b>Total</b>    | <b>95</b>    | <b>14178195</b> | <b>3</b>     | <b>220</b> | <b>0</b>     | <b>0</b> | <b>98</b>    | <b>14178415</b> |

**Resolution No. 3 - Ordinary Resolution**

To appoint a Director in place of Smt. Ruchika Oswal (DIN: 00565979), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself 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 |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 2                           | 6                            | 0%                                    |
| Remote E-voting | 86                          | 14176947                     | 99.991%                               |
| <b>Total</b>    | <b>88</b>                   | <b>14176953</b>              | <b>99.991%</b>                        |



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**(II) Voted against the Resolution:**

| Type of Voting  | Number of Members who voted | number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 1                           | 50                           | 0.0004%                               |
| Remote E-voting | 8                           | 1232                         | 0.0086%                               |
| <b>Total</b>    | <b>9</b>                    | <b>1282</b>                  | <b>0.0090%</b>                        |

**(III) Invalid Votes:**

| Type of Voting  | Number of Members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Venue Voting    | 0   | 0                                  |
| Remote E-voting | 0   | 0                                  |
| <b>Total</b>    | <b>0</b>  | <b>0</b>                           |

**(IV) Total Votes Casted:**

| PARTICULARS     | IN FAVOUR    |                 | AGAINST      |             | INVALID      |          | TOTAL        |                 |
|-----------------|--------------|-----------------|--------------|-------------|--------------|----------|--------------|-----------------|
|                 | No. Of votes | Shares          | No. Of votes | Shares      | No. Of votes | Shares   | No. Of votes | Shares          |
| Venue Voting    | 2            | 6               | 1            | 50          | 0            | 0        | 3            | 56              |
| Remote E-voting | 86           | 14176947        | 8            | 1232        | 0            | 0        | 94           | 14178179        |
| <b>Total</b>    | <b>88</b>    | <b>14176953</b> | <b>9</b>     | <b>1282</b> | <b>0</b>     | <b>0</b> | <b>97</b>    | <b>14178235</b> |



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**Resolution No. 4 - Ordinary Resolution**

To appoint a Director in place of Smt. Monica Oswal (DIN: 00566052), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself 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 |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 2                           | 6                            | 0%                                    |
| Remote E-voting | 86                          | 14176947                     | 99.991%                               |
| <b>Total</b>    | <b>88</b>                   | <b>14176953</b>              | <b>99.991%</b>                        |

**(II) Voted against the Resolution:**

| Type of Voting  | Number of Members who voted | number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 1                           | 50                           | 0.0004%                               |
| Remote E-voting | 8                           | 1232                         | 0.0086%                               |
| <b>Total</b>    | <b>9</b>                    | <b>1282</b>                  | <b>0.0090%</b>                        |

**(III) Invalid Votes:**

| Type of Voting  | Number of Members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Venue Voting    | 0   | 0                                  |
| Remote E-voting | 0   | 0                                  |
| <b>Total</b>    | <b>0</b>  | <b>0</b>                           |





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**(IV) Total Votes Casted:**

| PARTICULARS     | IN FAVOUR    |                 | AGAINST      |             | INVALID      |          | TOTAL        |                 |
|-----------------|--------------|-----------------|--------------|-------------|--------------|----------|--------------|-----------------|
|                 | No. Of votes | Shares          | No. Of votes | Shares      | No. Of votes | Shares   | No. Of votes | Shares          |
| Venue Voting    | 2            | 6               | 1            | 50          | 0            | 0        | 3            | 56              |
| Remote E-voting | 86           | 14176947        | 8            | 1232        | 0            | 0        | 94           | 14178179        |
| <b>Total</b>    | <b>88</b>    | <b>14176953</b> | <b>9</b>     | <b>1282</b> | <b>0</b>     | <b>0</b> | <b>97</b>    | <b>14178235</b> |

**Resolution No. 5 - Ordinary Resolution**

**To appoint Statutory Auditors and to fix 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 |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 2                           | 6                            | 0%                                    |
| Remote E-voting | 89                          | 14177345                     | 99.9924%                              |
| <b>Total</b>    | <b>91</b>                   | <b>14177351</b>              | <b>99.9924%</b>                       |

**(II) Voted against the Resolution:**

| Type of Voting  | Number of Members who voted | number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----------------------------|------------------------------|---------------------------------------|
| Venue Voting    | 1                           | 50                           | 0.0004%                               |
| Remote E-voting | 6                           | 1014                         | 0.0072%                               |
| <b>Total</b>    | <b>7</b>                    | <b>1064</b>                  | <b>0.0076%</b>                        |



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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 |
|-----------------|---|------------------------------------|
| Venue Voting    | 0   | 0                                  |
| Remote E-voting | 0   | 0                                  |
| <b>Total</b>    | <b>0</b>  | <b>0</b>                           |

**(IV) Total Votes Casted:**

| PARTICULARS     | IN FAVOUR    |                 | AGAINST      |             | INVALID      |          | TOTAL        |                 |
|-----------------|--------------|-----------------|--------------|-------------|--------------|----------|--------------|-----------------|
|                 | No. Of votes | Shares          | No. Of votes | Shares      | No. Of votes | Shares   | No. Of votes | Shares          |
| Venue Voting    | 2            | 6               | 1            | 50          | 0            | 0        | 3            | 56              |
| Remote E-voting | 89           | 14177345        | 6            | 1014        | 0            | 0        | 95           | 14178359        |
| <b>Total</b>    | <b>91</b>    | <b>14177351</b> | <b>7</b>     | <b>1064</b> | <b>0</b>     | <b>0</b> | <b>98</b>    | <b>14178415</b> |

Based on the votes in favour and against, I hereby declare that all the aforesaid resolutions proposed at the Notice of 12<sup>th</sup> AGM are passed with requisite majority.

All relevant records of voting will remain in our safe custody until the Chairman/Authorized Representative considers, approves and sign the minutes of the 12<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.



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**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,

  
[P.S. Dua]  
FCS No: - 455  
CP No: - 3934




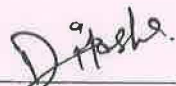
Date: - 28.09.2020  
Place: - Ludhiana

UDIN: F004552B000795364

Counter Signed By  
**For Monte Carlo Fashion Ltd.**  
  
**Company Secretary**

We, the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 12:03 P.M. (IST) on 28<sup>th</sup> September, 2020.

  
\_\_\_\_\_  
Ms. Tanveer Kaur

  
\_\_\_\_\_  
Ms. Diksha Dhawan

