

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

May 22, 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: Annual Secretarial Compliance Report for the year ended March 31, 2019.

Dear Sir / Madam,

With reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by M/s P.S. Dua & Associates, Practicing Company Secretaries and Secretarial Auditors of the Company.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For MONTE CARLO FASHIONS LIMITEDANKUR GAUBA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above

P. S. DUA & ASSOCIATES
COMPANY SECRETARIES

5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424

E-Mail: cspstdua@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF

MONTE CARLO FASHIONS LIMITED
FOR THE YEAR ENDED 31.03.2019

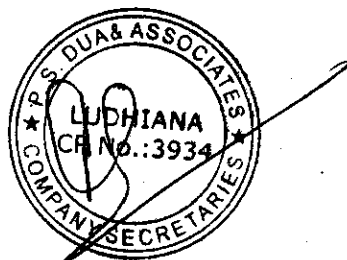
*(Pursuant to SEBI Circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by
Securities Exchange Board of India)*

To

Monte Carlo Fashions Limited
(CIN: L51494PB2008PLC032059)
B-XXIX-106 G.T.Road, Sherpur,
Ludhiana, PB 141003 IN

I, Pritpal Singh Dua, Practicing Company Secretary (FCS No: 4552; Certificate of Practice No: 3934) have examined:

- (a) All the documents and records made available to us and explanation provided by **Monte Carlo Fashions Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Documents, Reports, Certificates, Declaration, produced before us by the Company and information available at the website of Bombay Stock Exchange & National Stock Exchange as may be relevant, which has been relied upon to make this report, for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



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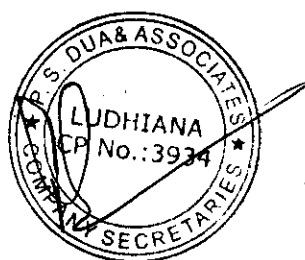
5SF, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623-124

E-Mail: cspsdua@gmail.com

- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-Not Applicable to the Company during the period under review.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- The special resolution for Buy-Back passed by way of Postal Ballot on 08/02/2019, has been filed with the stock exchange on 26/02/2019.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not Applicable to the Company during the period under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not Applicable to the Company during the period under review.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- Not Applicable to the Company during the period under review.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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and based on the above examination, I hereby report that, during the Review Period:

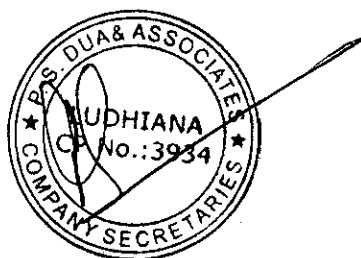
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific	Deviations	Observations/ Remarks of the Practicing Company Secretary
NONE			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the Listed Entity/ its Promoters/ Directors/ Material Subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder as per the information provided to us. NIL

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NONE				



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.**

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE, AS THIS BEING THE FIRST REPORT				

Place: - Ludhiana

Date: - 20.05.2019

Signature: -

Name of Company Secretary in Practice: - P. S. Dua



FCS No. 4552

CP No. 3934