

MONTE CARLO FASHIONS LIMITED

Regd. Office :- B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003

Tel.: 91-161-5048610, 5048620, 5048630, 5048640 Fax : 91-161-5048650

Manufacturers & Exporters of High Class Woollen Hosiery Knitwear, Textiles & Exclusive Fully Fashion Knitwears

May 29, 2015

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: Postal Ballot Results

Dear Sir/ Madam,

This has reference to the Postal ballot Notice dated April 17, 2015 sent to the members of the Company for seeking their consent by way of special resolutions vide Postal Ballot / E-Voting as embodied in the notice. In this context we wish to inform you that the members have approved all the resolutions proposed in the notice by requisite majority.

Mr. Pritpal Singh Dua, appointed as Scrutinizer for the Postal Ballot Process, has submitted his report dated 28.05.2015, a copy of which is enclosed herewith as **ANNEXURE-I**

Further, pursuant to clause 35A of the Listing Agreement, the results of the Postal Ballot dated 29.05.2015, containing the detail of resolutions passed through postal ballot are also enclosed as **ANNEXURE-II**

Kindly acknowledge the receipt and take the same on record.

For MONTE CARLO FASHIONS LIMITED



COMPANY SECRETARY & COMPLIANCE OFFICER



55F, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424
E-Mail: cspstdua@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.



P.S. DUA & ASSOCIATES
COMPANY SECRETARIES

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E-Mail: cspsdua@gmail.com

- 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.

3	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)	No. of Shareholders	No. of Votes Cast (No. of Shares held)		
	Total No. of Votes received	32	12166822	198	5598906		17765728	NA	
	Less: No. of Invalid Votes	0	0	11	983088		983088	NA	
	Net valid number of votes cast	32	12166822	187	4615818		16782640	NA	
	Total No. of Votes cast in favour of the Resolution.	31	12166799	175	4615465		16782264	99.998%	
	Total No. of Votes cast against the Resolution	1	23	12	353		376	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%



P.S. DUA & ASSOCIATES
COMPANY SECRETARIES

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

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 & Associates]
FCS No: - 4552
CP No: - 3934

Date: - 28.05.2015
Place: - Ludhiana

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29.05.2015

DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the approval of the shareholders was sought for passing of the Special Resolutions through Postal Ballot (including E-voting) as set out in the notice dated April 17, 2015.

The Postal Ballot Notice containing the Special Resolutions together with Statement annexed to the Notice was sent to all the Members of the Company and the last date of the receipt of the votes, either physical or through e-voting was Wednesday, May 27, 2015.

Mr. Pritpal Singh Dua, Practising Company Secretary (CP No. 3934) of M/s P.S.Dua & Associates, Company Secretaries, appointed as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner, submitted his report on May 28, 2015.

On the basis of report of the Scrutinizer in regards to Postal Ballot (including e-voting), I hereby declare that the resolutions proposed in the notice were duly passed by the shareholders with requisite majority.

For MONTE CARLO FASHIONS LIMITED



CHAIRMAN & MANAGING DIRECTOR



Summary of Postal Ballot (includes e-voting)

ITEM NO.1**AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

Resolution required : SPECIAL
 Mode of Voting : POSTAL BALLOT & E-VOTING
 Voting Results : Resolution passed by requisite majority

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	13853320	13765820	99.37	13765820	0	100	0
Public- Institutional Holders	1996747	631606	31.63	631606	0	100	0
Public-others	5881997	2385214	40.55	2384838	376	99.984	0.016
Total	21732064	16782640	77.23	16782264	376	99.998	0.002

ITEM NO.2**ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY :**

Resolution required : SPECIAL
 Mode of Voting : POSTAL BALLOT & E-VOTING
 Voting Results : Resolution passed by requisite majority

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	13853320	13765820	99.37	13765820	0	100	0
Public- Institutional Holders	1996747	631606	31.63	631606	0	100	0
Public-others	5881997	2385145	40.55	2384688	457	99.981	0.019
Total	21732064	16782571	77.22	16782114	457	99.997	0.003

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ITEM NO. 3

ADOPTION OF NEW SET OF ARTICLES IN ACCORDANCE WITH THE ACT :

Resolution required : SPECIAL
Mode of Voting : POSTAL BALLOT & E-VOTING
Voting Results : Resolution passed by requisite majority

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	13853320	13765820	99.37	13765820	0	100	0
Public- Institutional Holders	1996747	631606	31.63	560449	71157	88.734	11.266
Public-others	5881997	2385439	40.55	2385115	324	99.986	0.014
Total	21732064	16782865	77.23	16711384	71481	99.574	0.426

The same has also been displayed on the website of the company www.montecarlocorporate.com

