

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

September 29, 2017

|                                                                                                                                                                                        |                                                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| 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<br>Symbol : MONTECARLO | BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai-400001<br>Scrip Code : 538836 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015**

Dear Sir/ Madam,

We wish to inform you that at the Ninth (9<sup>th</sup>) Annual General Meeting (AGM) of the Members of the Company held on Friday, 29<sup>th</sup> day of September, 2017 at 11:00 A.M. at the Registered Office of the Company at B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003, the Members of the Company have duly approved all the businesses as specified in the notice convening the said meeting.

The voting results of the Annual General Meeting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015, containing the detail of resolutions passed through ballot papers and remote e-voting along with the Consolidated Report of Scrutinizer is enclosed as **Annexure-I**.

Further, a copy of the voting results declared for AGM along with Consolidated Report of Scrutinizer is also being placed on the website of the Company at [www.montecarlocorporate.com](http://www.montecarlocorporate.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

Kindly acknowledge the receipt and take the same on record.

For MONTE CARLO FASHIONS LIMITED

CO. SECRETARY &amp; COMPLIANCE OFFICER

Encl: as above





# 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

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

## ANNEXURE- I

### FORMAT FOR VOTING RESULTS

|                                                                                                                      |                                  |                       |       |
|----------------------------------------------------------------------------------------------------------------------|----------------------------------|-----------------------|-------|
| Date of Annual General Meeting:                                                                                      | 29 <sup>th</sup> September, 2017 |                       |       |
| Total number of shareholders on record date:<br>(Cut-off date for remote e-voting- 22 <sup>nd</sup> September, 2017) | 38282                            |                       |       |
| No. of shareholders present in the meeting either in person or through proxy:                                        |                                  |                       |       |
|                                                                                                                      | Present in person                | Present through proxy | Total |
| Promoter and Promoter Group                                                                                          | 11                               | -                     | 11    |
| Public                                                                                                               | 29                               | -                     | 29    |
| No. of shareholders attended the meeting through Video Conferencing:                                                 |                                  |                       |       |
|                                                                                                                      | Present in person                | Present through proxy | Total |
| Promoter and Promoter Group                                                                                          | 0                                | 0                     | 0     |
| Public                                                                                                               | 0                                | 0                     | 0     |

For Monte Carlo Fashions Ltd.

Company Secretary

**VOTING RESULTS (INCLUDES REMOTE E-VOTING)**

**ITEM-WISE DISCLOSURE**

**Item No. 1**

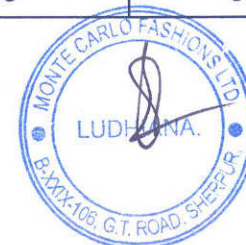
**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 ALONG WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON:**

**Resolution Required** : Ordinary Resolution

**Voting Results** : Resolution passed by requisite majority

**Whether Promoter/Promoter Group are interested in Resolution:** No

| Category                            | Mode of Voting | 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                  |
| <b>Promoter and Promoter Group</b>  | E-voting       | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Poll           | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
|                                     | Total          | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
| <b>Public Institutional Holders</b> | E-voting       | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 1492325            | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Total          | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
| <b>Public-Non Institutions</b>      | E-voting       | 6180801            | 2377511             | 38.47                                   | 2377511                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 6180801            | 1264                | 0.02                                    | 1189                   | 0                    | 94.07                                | 0.00                               |
|                                     | Total          | 6180801            | 2378775             | 38.49                                   | 2378700                | 0                    | 100.00                               | 0.00                               |
| <b>Total</b>                        |                | <b>21732064</b>    | <b>17020941</b>     | <b>78.32</b>                            | <b>17020866</b>        | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |



**Item No.2****TO DECLARE DIVIDEND ON EQUITY SHARES OF THE COMPANY FOR THE FINANCIAL YEAR 2016-17:**

Resolution Required : Ordinary Resolution

Voting Results : Resolution passed by requisite majority

Whether Promoter/Promoter Group are interested in Resolution: No

| Category                            | Mode of Voting | 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 |
|-------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
|                                     |                | <b>1</b>           | <b>2</b>            | <b>(3)=[(2)/(1)]*100</b>                | <b>4</b>               | <b>5</b>             | <b>(6)=[(4)/(2)]*100</b>             | <b>(7)=[(5)/(2)]*100</b>           |
| <b>Promoter and Promoter Group</b>  | E-voting       | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Poll           | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
|                                     | <b>Total</b>   | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
| <b>Public Institutional Holders</b> | E-voting       | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 1492325            | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | <b>Total</b>   | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
| <b>Public-Non Institutions</b>      | E-voting       | 6180801            | 2377511             | 38.47                                   | 2377511                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 6180801            | 1264                | 0.02                                    | 1189                   | 0                    | 94.07                                | 0.00                               |
|                                     | <b>Total</b>   | 6180801            | 2378775             | 38.49                                   | 2378700                | 0                    | 100.00                               | 0.00                               |
| <b>Total</b>                        |                | <b>21732064</b>    | <b>17020941</b>     | <b>78.32</b>                            | <b>17020866</b>        | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |



**Item No. 3**

**TO APPOINT A DIRECTOR IN PLACE OF SH. DINESH GOGNA (DIN:00498670), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Resolution Required : Ordinary Resolution

Voting Results : Resolution passed by requisite majority

Whether Promoter/Promoter Group are interested in Resolution: No.

| Category                            | Mode of Voting | 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 |
|-------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
|                                     |                | <b>1</b>           | <b>2</b>            | <b>(3)=[(2)/(1)]*100</b>                | <b>4</b>               | <b>5</b>             | <b>(6)=[(4)/(2)]*100</b>             | <b>(7)=[(5)/(2)]*100</b>           |
| <b>Promoter and Promoter Group</b>  | E-voting       | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Poll           | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
|                                     | <b>Total</b>   | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
| <b>Public Institutional Holders</b> | E-voting       | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 1492325            | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | <b>Total</b>   | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
| <b>Public-Non Institutions</b>      | E-voting       | 6180801            | 2377511             | 38.47                                   | 2377461                | 50                   | 100.00                               | 0.00                               |
|                                     | Poll           | 6180801            | 264                 | 0.00                                    | 189                    | 0                    | 71.59                                | 0.00                               |
|                                     | <b>Total</b>   | 6180801            | 2377775             | 38.47                                   | 2377650                | 50                   | 99.99                                | 0.00                               |
| <b>Total</b>                        |                | <b>21732064</b>    | <b>17019941</b>     | <b>78.32</b>                            | <b>17019816</b>        | <b>50</b>            | <b>100.00</b>                        | <b>0.00</b>                        |



**Item No.4****TO APPOINT A DIRECTOR IN PLACE OF SH. PAURUSH ROY (DIN:03038347), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

Resolution Required : Ordinary Resolution

Voting Results : Resolution passed by requisite majority

Whether Promoter/Promoter Group are interested in Resolution: No.

| Category                            | Mode of Voting | 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 |
|-------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
|                                     |                | <b>1</b>           | <b>2</b>            | <b>(3)=[(2)/(1)]*100</b>                | <b>4</b>               | <b>5</b>             | <b>(6)=[(4)/(2)]*100</b>             | <b>(7)=[(5)/(2)]*100</b>           |
| <b>Promoter and Promoter Group</b>  | E-voting       | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Poll           | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
|                                     | Total          | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
| <b>Public Institutional Holders</b> | E-voting       | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 1492325            | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Total          | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
| <b>Public-Non Institutions</b>      | E-voting       | 6180801            | 2377511             | 38.47                                   | 2377511                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 6180801            | 1264                | 0.02                                    | 1189                   | 0                    | 94.07                                | 0.00                               |
|                                     | Total          | 6180801            | 2378775             | 38.49                                   | 2378700                | 0                    | 100.00                               | 0.00                               |
| <b>Total</b>                        |                | <b>21732064</b>    | <b>17020941</b>     | <b>78.32</b>                            | <b>17020866</b>        | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |



**Item No.5****TO RATIFY THE APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION:**

Resolution Required : Ordinary Resolution

Voting Results : Resolution passed by requisite majority

Whether Promoter/Promoter Group are interested in Resolution: No.

| Category                            | Mode of Voting | 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 |
|-------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
|                                     |                | <b>1</b>           | <b>2</b>            | <b>(3)=[(2)/(1)]*100</b>                | <b>4</b>               | <b>5</b>             | <b>(6)=[(4)/(2)]*100</b>             | <b>(7)=[(5)/(2)]*100</b>           |
| <b>Promoter and Promoter Group</b>  | E-voting       | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Poll           | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
|                                     | <b>Total</b>   | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
| <b>Public Institutional Holders</b> | E-voting       | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 1492325            | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | <b>Total</b>   | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
| <b>Public-Non Institutions</b>      | E-voting       | 6180801            | 2377511             | 38.47                                   | 2377488                | 23                   | 100.00                               | 0.00                               |
|                                     | Poll           | 6180801            | 1264                | 0.02                                    | 1189                   | 0                    | 94.07                                | 0.00                               |
|                                     | <b>Total</b>   | 6180801            | 2378775             | 38.49                                   | 2378677                | 23                   | 100.00                               | 0.00                               |
| <b>Total</b>                        |                | <b>21732064</b>    | <b>17020941</b>     | <b>78.32</b>                            | <b>17020843</b>        | <b>23</b>            | <b>100.00</b>                        | <b>0.00</b>                        |



**Item No.6****TO APPROVE RELATED PARTY TRANSACTIONS:**

Resolution Required : Ordinary Resolution

Voting Results : Resolution passed by requisite majority

Whether Promoter/Promoter Group are interested in Resolution: Yes

| Category                            | Mode of Voting | 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 |
|-------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
|                                     |                | <b>1</b>           | <b>2</b>            | <b>(3)=[(2)/(1)]*100</b>                | <b>4</b>               | <b>5</b>             | <b>(6)=[(4)/(2)]*100</b>             | <b>(7)=[(5)/(2)]*100</b>           |
| <b>Promoter and Promoter Group*</b> | E-voting       | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Poll           | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Total          | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
| <b>Public Institutional Holders</b> | E-voting       | 1492325            | 793057              | 53.14                                   | 791459                 | 1598                 | 99.80                                | 0.20                               |
|                                     | Poll           | 1492325            | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Total          | 1492325            | 793057              | 53.14                                   | 791459                 | 1598                 | 99.80                                | 0.20                               |
| <b>Public-Non Institutions</b>      | E-voting       | 6180801            | 2377511             | 38.47                                   | 2377438                | 73                   | 100.00                               | 0.00                               |
|                                     | Poll           | 6180801            | 264                 | 0.00                                    | 189                    | 0                    | 71.59                                | 0.00                               |
|                                     | Total          | 6180801            | 2377775             | 38.47                                   | 2377627                | 73                   | 99.99                                | 0.00                               |
| <b>Total</b>                        |                | <b>21732064</b>    | <b>3170832</b>      | <b>14.59</b>                            | <b>3169086</b>         | <b>1671</b>          | <b>99.94</b>                         | <b>0.05</b>                        |

*\*Promoter/Promoter Group being interested remained abstained from the voting on this Ordinary Resolution.*

**Item No. 7****TO RE-APPOINT SH. SANDEEP JAIN (DIN: 00565760) AS EXECUTIVE DIRECTOR OF THE COMPANY:**

Resolution Required : Special Resolution

Voting Results : Resolution passed by requisite majority

Whether Promoter/Promoter Group are interested in Resolution: No.

| Category                            | Mode of Voting | 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 |
|-------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
|                                     |                | <b>1</b>           | <b>2</b>            | <b>(3)=[(2)/(1)]*100</b>                | <b>4</b>               | <b>5</b>             | <b>(6)=[(4)/(2)]*100</b>             | <b>(7)=[(5)/(2)]*100</b>           |
| <b>Promoter and Promoter Group</b>  | E-voting       | 14058938           | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Poll           | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
|                                     | Total          | 14058938           | 13220233            | 94.03                                   | 13220233               | 0                    | 100.00                               | 0.00                               |
| <b>Public Institutional Holders</b> | E-voting       | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
|                                     | Poll           | 1492325            | 0                   | 0.00                                    | 0                      | 0                    | 0.00                                 | 0.00                               |
|                                     | Total          | 1492325            | 1421933             | 95.28                                   | 1421933                | 0                    | 100.00                               | 0.00                               |
| <b>Public-Non Institutions</b>      | E-voting       | 6180801            | 2377461             | 38.47                                   | 2377438                | 23                   | 100.00                               | 0.00                               |
|                                     | Poll           | 6180801            | 1264                | 0.02                                    | 1189                   | 0                    | 94.07                                | 0.00                               |
|                                     | Total          | 6180801            | 2378725             | 38.49                                   | 2378627                | 23                   | 100.00                               | 0.00                               |
| <b>Total</b>                        |                | <b>21732064</b>    | <b>17020891</b>     | <b>78.32</b>                            | <b>17020793</b>        | <b>23</b>            | <b>100.00</b>                        | <b>0.00</b>                        |



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

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

**Consolidated Report of Scrutinizer**

To

The Chairman  
Monte Carlo Fashions Limited  
B - XXIX-106, G.T. Road, Sherpur  
Ludhiana-141003.  
CIN: L51494PB2008PLC032059

**Sub: Consolidated Scrutinizer Report on remote e-Voting carried out during 26<sup>th</sup> September, 2017 (9:00 A.M.) to 28<sup>th</sup> September, 2017 (5:00 P.M.) and Poll conducted at the 9<sup>th</sup> Annual General Meeting of Monte Carlo Fashions Limited held on 29<sup>th</sup> September, 2017.**

Sir,

We, M/s P. S. Dua & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Monte Carlo Fashions Limited (CIN:L51494PB2008PLC032059) vide Board Resolution for the remote e-Voting held on 26<sup>th</sup> September, 2017 (9:00 A.M.) to 28<sup>th</sup> September, 2017 (5:00 P.M.) and the Chairman of the 9<sup>th</sup> Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted at the 9<sup>th</sup> AGM of the Company on the September 29<sup>th</sup>, 2017.

**We submit our report as under:-**

1. The Company engaged in the services of Central Depository Services India Ltd. (CDSL) to offer the remote e-Voting facility to the shareholders. The remote e-Voting facility was offered and kept open by the company to its shareholders for the period commencing on 26<sup>th</sup> September, 2017 (at 09:00 A.M.) and ending on 28<sup>th</sup> September, 2017 (at 05:00 P.M.). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 22<sup>nd</sup> September 2017 (the Cut Off date) were allowed to participate and vote electronically during the aforesaid period of remote e-Voting.



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

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

2. The compliance with the provisions of the Companies Act, 2013 and the rules made there under relating to voting through electronic means and voting by using ballots by the Shareholders on the resolutions proposed in the Notice of the 9<sup>th</sup> Annual General Meeting (AGM) of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render Consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the Resolutions, based on reports generated from the electronic voting system and report generated for voting by use of ballots at the meeting.
3. We have rendered Scrutinizer's Report separately on the remote e-Voting and by using ballots at the meeting and I hereby submit Consolidated Scrutinizer's report pursuant to Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the Resolutions contained in the Notice of the aforesaid Annual General Meeting.
4. The result of voting is as under:

**ORDINARY BUSINESS:-**

**I. Resolution 1:- Ordinary Resolution**

**Adoption of the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2017 along with the Reports of the Board of Directors and Auditors thereon.**

**(I) Voted in favour of the Resolution:**

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 55                                                           | 17020866                     | 100.00                                |



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

55F, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana – 141002 (Punjab), Tel. 0161 – 4623424

E-Mail: [cspsdua@gmail.com](mailto:cspsdua@gmail.com)

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

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                          | NIL                          | NIL                                   |

**(III) Invalid Votes:**

| Number of Members (in person or by proxy) whose votes were declared invalid | Total number of Votes cast by them |
|-----------------------------------------------------------------------------|------------------------------------|
| 3                                                                           | 75                                 |

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 9<sup>th</sup> AGM has been passed as an ordinary resolution by the members.

**II. Resolution 2:- Ordinary Resolution**

**Declaration of Dividend on Equity Shares of the Company for the Financial Year 2016-17.**

**(I) Voted in favour of the Resolution:**

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 55                                                           | 17020866                     | 100.00                                |



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

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

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

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                          | NIL                          | NIL                                   |

**(III) Invalid Votes:**

| Number of Members (in person or by proxy) whose votes were declared invalid | Total number of Votes cast by them |
|-----------------------------------------------------------------------------|------------------------------------|
| 3                                                                           | 75                                 |

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 9<sup>th</sup> AGM has been passed as an ordinary resolution by the members.

**III. Resolution 3:- Ordinary Resolution**

**Appointment of Sh. Dinesh Gogna (DIN:00498670), who retires by rotation in terms of Section 152(6) of Companies Act 2013 and being eligible, offers himself for re-appointment.**

**(I) Voted in favour of the Resolution:**

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 53                                                           | 17019816                     | 99.999                                |



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

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                            | 50                           | 0.001                                 |

**(III) Invalid Votes:**

| Number of Members (in person or by proxy) whose votes were declared invalid | Total number of Votes cast by them |
|-----------------------------------------------------------------------------|------------------------------------|
| 3                                                                           | 75                                 |

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 9<sup>th</sup> AGM has been passed as an ordinary resolution by the members.

**IV. Resolution 4:- Ordinary Resolution**

Appointment of Sh. Paurush Roy (DIN:03038347), who retires by rotation in terms of Section 152(6) of Companies Act 2013 and being eligible, offers himself for re-appointment.

**(I) Voted in favour of the Resolution:**

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 55                                                           | 17020866                     | 100.00                                |



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

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                          | NIL                          | NIL                                   |

**(III) Invalid Votes:**

| Number of Members (in person or by proxy) whose votes were declared invalid | Total number of Votes cast by them |
|-----------------------------------------------------------------------------|------------------------------------|
| 3                                                                           | 75                                 |

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 9<sup>th</sup> AGM has been passed as an ordinary resolution by the members.

**V. Resolution 5:- Ordinary Resolution**

Ratification of the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as Statutory Auditors of the Company and fixation of their remuneration.

**(I) Voted in favour of the Resolution:**

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 54                                                           | 17020843                     | 99.999                                |



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

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                            | 23                           | 0.001                                 |

**(III) Invalid Votes:**

| Number of Members (in person or by proxy) whose votes were declared invalid | Total number of Votes cast by them |
|-----------------------------------------------------------------------------|------------------------------------|
| 3                                                                           | 75                                 |

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 9<sup>th</sup> AGM has been passed as an ordinary resolution by the members.

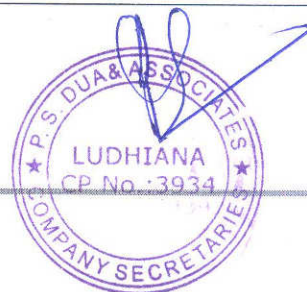
**SPECIAL BUSINESS:**

**VI. Resolution 6:- Ordinary Resolution**

**Approval of Related Party Transactions for the Financial Year 2017-2018.**

**(I) Voted in favour of the Resolution:**

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 37                                                           | 3169086                      | 99.947                                |



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

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 3                                                            | 1671                         | 0.053                                 |

**(III) Invalid Votes:**

| Number of Members (in person or by proxy) whose votes were declared invalid | Total number of Votes cast by them |
|-----------------------------------------------------------------------------|------------------------------------|
| 3                                                                           | 75                                 |

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 9<sup>th</sup> AGM has been passed as an ordinary resolution by the members.

**VII. Resolution:- 7 Ordinary Resolution**

**Re-appointment of Sh. Sandeep Jain (DIN: 00565760) as Executive Director of the Company.**

**(I) Voted in favour of the Resolution:**

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 53                                                           | 17020793                     | 99.999                                |

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

| Number of Members present and Voting (in person or by proxy) | Number of Votes Cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                            | 23                           | 0.001                                 |



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(III) **Invalid Votes:**

| Number of Members (in person or by proxy) whose votes were declared invalid | Total number of Votes cast by them |
|-----------------------------------------------------------------------------|------------------------------------|
| 3                                                                           | 75                                 |

As the number of votes cast in favour of the resolution exceeds the votes cast against the resolution by members, so entitled and voting, I report that the Ordinary Resolution as set out in the Notice of 9<sup>th</sup> AGM has been passed as an ordinary resolution by the members.

5. All the relevant records of voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 9<sup>th</sup> Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

For P. S. Dua & Associates



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

Date: - 29.09.2017  
Place: - Ludhiana

Counter Signed By

