

MONTE CARLO FASHIONS LIMITED

(CIN: L51494PB2008PLC032059)

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

Tel.: 91-161-5048610-40, Fax: 91-161-5048650

Website: www.montecarlocorporate.com, E-mail: investor@montecarlocorporate.com

NOTICE

NOTICE is hereby given that the **Eleventh (11th) ANNUAL GENERAL MEETING** of the members of **MONTE CARLO FASHIONS LIMITED** will be held as scheduled below:

DATE : September 27, 2019
DAY : Friday
TIME : 11.00 A.M
PLACE : B-XXIX-106, G.T Road, Sherpur, Ludhiana-141003

to transact the following Business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2019 along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Sandeep Jain (DIN: 00565760), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.
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.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, in accordance with the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company do hereby ratifies the appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twelfth (12th) AGM of the Company at a remuneration of ₹ 32,00,000/- (Rupees Thirty Two Lacs only) to conduct the audit for the financial year 2019-20 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

SPECIAL BUSINESS:

5. **Re-appointment of Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Suresh Kumar Singla (DIN: 00403423), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby re- appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from June 27, 2019 upto June 26, 2024.”

6. **Re-appointment of Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Manisha Gupta (DIN: 06910242), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing her candidature for the office of Director, be and is hereby re- appointed as a Non-Executive Independent Director of the Company, not

subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from June 27, 2019 upto June 26, 2024.”

7. Re-appointment of Sh. Alok Kumar Misra (DIN: 00163959) as an Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. Alok Kumar Misra (DIN: 00163959), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from August 9, 2019 upto August 8, 2024.”

8. Re-appointment of Dr. Amrik Singh Sohi (DIN: 03575022) as an Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Amrik Singh Sohi (DIN: 03575022), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 3 (Three) consecutive years commencing with effect from February 1, 2019 upto January 31, 2022.”

9. Re-appointment of Sh. Ajit Singh Chatha (DIN: 02289613) as an Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. Ajit Singh Chatha (DIN: 02289613), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 3 (three) consecutive years commencing with effect from April 1, 2019 upto March 31, 2022.”

**By order of the Board
For Monte Carlo Fashions Limited**

**Ankur Gauba
(Company Secretary)
ICSI Membership No. ACS-29405**

Date : 05.08.2019

Place : Ludhiana

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Item no. 5 to 9 of the Notice set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING THE PROXY, DULY SIGNED, STAMPED AND COMPLETED IN ALL RESPECT, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING (AGM) IS ENCLOSED.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. A Proxy-holder shall prove his identity at the time of attending the Meeting

3. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive).
6. Members wishing to claim dividend, which had remained unpaid are requested to contact Link Intime India Private Limited, Registrar and Share Transfer Agent (RTA). Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer to Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund, as per section 205 A of the Companies Act, 1956 (Section 124 and 125 of the Companies Act, 2013). The dividend amount transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at <http://www.montecarlocorporate.com/details-of-unclaimed-amounts.php> and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the Link (www.iepf.gov.in).
7. Members holding shares in electronic form may note that bank particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA.
8. Members/ proxies/ authorized representatives are requested to:
 - (i) Bring their copies of Annual Report, Notice and Attendance Slip (enclosed herewith) duly completed and signed at the meeting. The duly filled in Attendance Slip must be surrendered at the counter before attending the meeting.
 - (ii) Quote their Folio/Client ID & DP ID Nos. in all correspondence.

The Annual Report of the Financial Year 2018-19 is being sent through electronic mode only to those members whose email addresses are registered with the Company/Depository Participant(s), if the members have not registered their email addresses, physical copies of the same are being sent by permitted mode.
9. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the 'Share Department' of the Company at the Registered Office at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
10. The details of Directors seeking Appointment/ Re-appointment at the AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') is annexed herewith.
11. All the documents referred to in the Notice of the meeting and shall remain open for inspection at the Registered Office of the Company during office hours on all the working days and will also be available for inspection by the members at the Annual General Meeting.
12. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, shall remain open during office hours on all the working days and also remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
13. Members may also note that the Annual Report of the Company for the year ended 31st March, 2019, including notice of the 11th Annual General Meeting will be uploaded on the Company's website www.montecarlocorporate.com and the same may also be accessed by the members from the website of CDSL i.e. www.evotingindia.com.
14. Members holding shares in physical form are requested to notify change in their address, if any, along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company/ Register and Transfer Agent. However, members holding equity shares in dematerialized form may notify the change in their address, if any, to their respective Depository Participants, as the case may be.
15. In compliance with Regulation 44 of Listing Regulations and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company

is pleased to provide its members the facility of 'remote e-voting' (which means e-voting from a place other than venue of the General Meeting) to exercise their right to vote on the resolutions proposed to be considered at the AGM. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the members to cast their votes electronically.

16. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details either to the Company or to the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders) along with original cancelled cheque/ a copy of Bank Passbook duly attested by the Bank, not being a date earlier than one month bearing the name of the sole / first holder. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
17. Members holding shares in physical mode are:
 - a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company, as mandated by SEBI.
 - b. advised to register nomination in respect of their shareholding in the Company.
 - c. requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
18. Members holding shares in electronic mode are:
 - a. requested to submit their PAN and bank account details to their respective Depository Participants ('DPs') with whom they are maintaining their demat accounts.
 - b. advised to contact their respective DPs for registering nomination.
 - c. requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
19. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).

21. The facility for voting through ballot paper shall also be made available at the venue of the Annual General Meeting. The members attending the meeting, who have not casted their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
22. The Members of the Company at their 7th Annual General Meeting ('AGM') held on 29th September, 2015 approved the appointment of M/s Walker Chandiook & Co. LLP (Firm Registration No. 001076N/ N500013), Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM till the conclusion of the 12th AGM of the Company, subject to ratification by Members at every Annual General Meeting.

As per Section 40 of the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditor is not required to be ratified at every AGM, still the Board of Directors proposed the ratification of appointment of M/s Walker Chandiook & Co. LLP, as the Statutory Auditors by the shareholders of the Company to hold the office from the conclusion of the forthcoming Annual General Meeting till the conclusion of 12th Annual General Meeting of the Company, in true sense of the resolution passed by the shareholders in their 7th AGM, as recommended by the Audit Committee.

M/s Walker Chandiook & Co. LLP is best suited to handle the scale and complexity associated with the audit of the financial statements of the Company as they have considerable audit experience in the Company's operating segment, market standing of the firm, clientele served and technical knowledge.

The Company has received their consent to act as the Auditors of the Company and they have confirmed that the said

ratification, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. Accordingly, the Board of Directors, on the recommendation of the Audit Committee, in their meeting held on 5th August, 2019 proposed the ratification of appointment of M/s Walker Chandiook & Co. LLP as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Twelfth AGM of the Company. The remuneration of M/s Walker Chandiook & Co. LLP for the financial year 2019-20 is set out in the Resolution relating to their ratification.

23. The Company has appointed Sh. P. S. Dua (CP No. 3934) of M/s. P.S. Dua & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
24. The scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-voting, shall make a consolidated report and submit the same to the Chairman of the meeting. The Results of the voting shall be placed along with the Scrutinizer's Report on the website of the Company i.e. www.montecarlocorporate.com and on CDSL's website i.e. www.evotingindia.com and simultaneously be communicated to the Stock Exchanges.
25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 27, 2019.
26. **Voting through Electronic means:**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2019 (at 09:00 A.M.) and ends on September 26, 2019 (at 05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on September 20, 2019 (the Cut-Off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number mentioned on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN: **190820011** for <**MONTE CARLO FASHIONS LIMITED**> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the evoting:
Sh. Ankur Gauba,
Company Secretary and Compliance Officer
B-XXIX-106, G.T. Road, Sherpur, Ludhiana – 141003,
Ph. 0161-5066628, E-mail Id: investor@montecarlocorporate.com.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2019 may follow the same instructions as mentioned above for e-Voting.

27. Other Instructions:

- (i) As per the provisions of Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail address with Company’s Registrar & Transfer Agents, M/s. Link Intime India Pvt. Ltd and Depository Participant in case of Demat Shares, to enable the Company to send the notices, documents including Annual Reports by e-mail.
- (ii) The persons who have acquired shares and become members after the despatch of the notice may send a request to the Company Secretary for a copy of the Annual Report and can also attend the AGM or appoint a proxy. The Annual Report is also available on the website of the Company.
- (iii) A person, who is not a Member as on the cut-off date i.e. 20th September, 2019 should treat this Notice for information purposes only.

28. A route map and prominent land mark for easy location to the venue of AGM is given after the proxy form in the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In accordance with Section 102 of the Companies Act, 2013, the Explanatory Statement setting out all the material facts concerning each item of Special Business is produced hereunder:

ITEM NO. 5 to 8

In terms of the Companies Act 2013 and SEBI Listing Agreement/ Regulations, Dr. Suresh Kumar Singla & Dr. Manisha

Gupta (in EGM held on 27.06.2014 for a term of five years from 27.06.2014 to 26.06.2019), Sh. Alok Kumar Misra (in 9th AGM for a term of five years from 09.08.2016 to 08.08.2019), Dr. Amrik Singh Sohi (in 9th AGM for a term of three years from 01.02.2016 to 31.01.2019) were appointed as Independent Directors of the Company.

As per Section 149(10) of the Companies Act 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for second term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Suresh Kumar Singla, Dr. Manisha Gupta, Sh. Alok Kumar Misra, Dr. Amrik Singh Sohi being eligible for re-appointment as an Independent Director and offering themselves for re appointment, the Board has proposed for re-appointment of Independent Directors, as detailed below:

Name & Din of Director	Proposed Second Term
Dr. Suresh Kumar Singla	5 (five) consecutive years with effect from 27.06.2019 to 26.06.2024
Dr. Manisha Gupta	5 (five) consecutive years with effect from 27.06.2019 to 26.06.2024
Sh. Alok Kumar Misra	5 (five) consecutive years with effect from 09.08.2019 to 08.08.2024
Dr. Amrik Singh Sohi	3 (five) consecutive years with effect from 01.02.2019 to 31.01.2022

Also, Disclosure under Regulation 36(3) of the Listing Regulations are set out in the Annexure to the Explanatory Statement.

Accordingly, the Board recommends passing of Special Resolutions (Item no. 5-8) in relation to re-appointment of above mentioned Independent Directors of the Company.

MEMORANDUM OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives except the appointees i.e. Dr. Suresh Kumar Singla, Dr. Manisha Gupta, Dr. Amrik Singh Sohi, Sh. Alok Kumar Misra are in any way concerned or interested in the said resolutions. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO.9

In terms of the Companies Act 2013 and SEBI Listing Agreement/ Regulations, Sh. Ajit Singh Chatha (DIN: 02289613) (in EGM held on 27.06.2014 for a term of five years from 01.04.2014 to 31.03.2019) was appointed as Independent Director of the Company.

As per Section 149(10) of the Companies Act 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for second term of upto five consecutive years on the Board of a Company. Also, Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019, approval of the shareholders is required by way of a special resolution for appointment/re-appointment of any non-executive Director who has attained the age of 75 years.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Sh. Ajit Singh Chatha being eligible for re-appointment as an Independent Director and offering himself for re appointment, the Board has proposed for his re-appointment as Independent Director for 3 (Three) consecutive years with effect from 01.04.2019 to 31.03.2022.

Profile and Justification for Re-appointment of Sh. Ajit Singh Chatha as Independent Director is stated below:-

Sh. Ajit Singh Chatha holds bachelor's degree in engineering (electrical) from Government Engineering College, Jabalpur. He is having a rich and varied experience in Industrial Promotion, Industrial Policy, Corporate Governance, Financial Management and Taxation. He has previously been part of the Indian Revenue Services and the Indian Administrative Services for a period of over 35 years and held various positions in the central and state governments, including Joint Secretary, Ministry of Commerce - Government of India, Home Secretary and the Chief Secretary to the Government of Punjab. He has also previously served as the Managing Director of Punjab State Industrial Development Corporation and Chairman of the Punjab State Electricity Board and been a member of the Advisory Committee on Industrial Promotion and the third Punjab State Finance Commission.

The re-appointment is recommended based on knowledge, skills, experience and performance evaluation of Mr. Chatha. His performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. Mr. Chatha has been evaluated on parameters including proactive discussions, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behavior and judgement in his

decisions and if he strives to bring in the best practices regarding governance, disclosures and operations.

Also, Disclosure under Regulation 36(3) of the Listing Regulations are set out in the Annexure to the Explanatory Statement.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Sh. Ajit Singh Chatha as an Independent Director of the Company.

MEMORANDUM OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives except the appointee i.e. Sh. Ajit Singh Chatha are in any way concerned or interested in the said resolutions. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**By order of the Board
For Monte Carlo Fashions Limited**

**Ankur Gauba
(Company Secretary)
ICSI Membership No.-ACS-29405**

Date : 05.08.2019

Place : Ludhiana

ANNEXURE TO THE EXPLANATORY STATEMENT

Pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be appointed / re-appointed as set out in this notice is furnished below:

Name	Sh. Sandeep Jain
Designation	Executive Director
Date of birth/age	24.12.1971/ 48 Years
Date of appointment	01.07.2008
Qualification	Bachelor's degree in Pharmacy, Diploma in Export Management, Certificate course in wool from the AWTA Limited
Experience	More than 21 years of experience in the field of administration.
Terms of appointment	Liable to retire by rotation
Remuneration (For the Financial Year 2018-2019):	₹ 18,827,368.00
Disclosure of Relationship:	Sh. Sandeep Jain is husband of Smt. Ruchika Oswal, Executive Director, Son In Law of Sh. Jawahar Lal Oswal, Chairman and Managing Director and Brother in law of Smt. Monica Oswal, Executive Director of the company. He is not related to any other Director(s) and Key Managerial Personnel of the Company.
Shareholding:	344 Equity Shares
No. of Board Meetings attended during the year:	5
Directorships in other Listed Companies as on 31st March, 2019 :	Nil
Chairman/Member of Committees of other Listed Companies as on 31st March, 2019:	Nil

Name	Sh. Dinesh Gogna			Dr. Suresh Kumar Singla		
Designation	Non Executive Director			Independent Director		
Date of birth/age	07.07.1953/ 66 Years			07.07.1950/69 Years		
Date of appointment	01.07.2008			27.06.2014		
Qualification	Bachelor's Degree in Law, Completed the United States Money and Capital Market Seminar conducted by New York Institute of Finance.			Bachelor's degree in science (mathematics) and a master's degree in economics a master's degree in statistics from Punjab University, Chandigarh and a post graduate diploma in business management and Ph.D in statistics from Punjab Agricultural University, Ludhiana.		
Experience	More than 35 years of experience in the field of Corporate Finance and Taxation.			More than 35 years of experience in the field of academics.		
Terms of appointment	Liable to retire by rotation			Not Liable to retire by rotation		
Remuneration for the Financial Year 2018-19. :	₹ 1,25,000 (Sitting Fees for Board Meetings attended)			₹ 75000 (Sitting fees for Board Meeting attended)		
Disclosure of Relationship:	Sh. Dinesh Gogna is not related to any Director(s) and Key Managerial Personnel of the Company.			Dr. Suresh Kumar Singla is not related to any Director(s) and Key Managerial Personnel of the Company.		
Shareholding:	1000 Equity Shares			None		
No. of Board Meetings attended during the year:	5			3		
Directorships in other Listed Companies as on 31st March, 2019 :	Nahar Spinning Mills Limited, Nahar Industrial Enterprises Limited, Nahar Capital And Financial Services Limited, Nahar Poly Films Limited and Oswal Leasing Limited.			Nahar Poly Films Limited, Nahar Capital And Financial Services Limited, Nahar Spinning Mills Limited and Nahar Industrial Enterprises Limited.		
Chairman/Member of Committees of other listed Companies as on 31st March, 2019:	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation
	Nahar Spinning Mills Limited	Audit Committee	Member	Nahar Spinning Mills Limited	Audit Committee	Member
		Share Transfer Committee	Member		Nomination & Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member		Corporate Social Responsibility Committee	Member
	Nahar Industrial Enterprises Limited	Audit Committee	Member	Nahar Capital And Financial Services Limited	Audit Committee	Member
		Stakeholder Relationship Committee	Chairman		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member		Nomination & Remuneration Committee	Chairman
	Nahar Capital And Financial Services Limited	Share Transfer Committee	Member	Nahar Industrial Enterprises Limited	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member		Stakeholders Relationship Committee	Member
	Nahar Poly Films Limited	Share Transfer Committee	Member	Nahar Poly Films Limited	Corporate Social Responsibility Committee	Member
		Corporate Social Responsibility Committee	Member		Audit Committee	Chairman
		Audit Committee	Member		Nomination & Remuneration Committee	Chairman
					Corporate Social Responsibility Committee	Member

Name	Dr. Manisha Gupta			Sh. Alok Kumar Misra			
Designation	Independent Director			Independent Director			
Date of birth/ age	19.06.1979/ 40 Years			23.09.1952/67 Years			
Date of appointment	27.06.2014			09.08.2016			
Qualification	Bachelor's degree in commerce from the Government College for Women, Punjab University, Ludhiana, a master's degree in business administration and a Ph.D in management from Punjab Technical University, Jalandhar.			Degree of B.Sc with First Class in 1971 (Lucknow University), M.Sc.(Statistics) in First Class in 1973 (Lucknow University) and a Post Graduate Diploma in Personnel Management from FMS, Delhi University.			
Experience	More than 17 years of experience in the field of academics.			More than 45 years of experience in field of Finance, Accounting, Management & Administrative Matters			
Terms of appointment	Not Liable to retire by rotation			Not Liable to retire by rotation			
Remuneration (For the Financial Year 2018-2019):	₹ 100,000 (Sitting Fees for Board Meetings attended)			₹ 100,000 (Sitting Fees for Board Meetings attended)			
Disclosure of Relationship:	Dr. Manisha Gupta is not related to any Director(s) and Key Managerial Personnel of the Company.			Sh. Alok Kumar Misra is not related to any Director(s) and Key Managerial Personnel of the Company.			
Shareholding:	None			None			
No. of Board Meetings attended during the year:	4			4			
Directorships in other Listed Companies as on 31st March, 2019:	Nahar Poly Films Limited, Nahar Capital and Financial Services Limited and Nahar Spinning Mills Limited.			Indiabulls Ventures Limited, Dewan Housing Finance Corporation Limited and The Investment Trust of India Limited.			
Chairman/Member of Committees of other Listed Companies as on 31st March, 2019:	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation	
	Nahar Poly Films Limited	Nomination & Remuneration Committee	Member	Dewan Housing Finance Corporation Limited	Audit Committee	Chairman	
		Stakeholders Relationship Committee	Chairperson		Nomination & Remuneration Committee	Member	
	Nahar Capital And Financial Services Limited	Nomination & Remuneration Committee	Member		Stakeholders Relationship Committee	Member	
	Nahar Spinning Mills Limited	Nomination & Remuneration Committee	Member		Corporate Social Responsibility Committee	Chairman	
					Indiabulls Ventures Limited	Audit Committee	Chairman
					Nomination & Remuneration Committee	Chairman	
	Indiabulls Ventures Limited	Stakeholders Relationship Committee	Chairman		The Investment Trust of India Limited	Audit Committee	Member
						Nomination & Remuneration Committee	Chairman
						Stakeholders Relationship Committee	Member

Name	Dr. Amrik Singh Sohi			Sh. Ajit Singh Chatha		
Designation	Independent Director			Independent Director		
Date of birth/ age	01.08.1947 / 72 Years			14.01.1936 / 83 Years		
Date of appointment	01.02.2016			21.03.2014		
Qualification	Master Degree in Science and Ph.D			bachelor's degree in engineering (electrical) from Government Engineering College, Jabalpur		
Experience	More than 41 years of experience in Teaching and Entomology Research.			Been a part of the Indian Revenue Services and the Indian Administrative Services for a period of over 35 years until 1995.		
Terms of appointment	Not Liable to retire by rotation			Not Liable to retire by rotation		
Remuneration (For the Financial Year 2018-2019):	₹ 100,000 (Sitting Fees for Board Meetings attended)			₹ 75,000 (Sitting Fees for Board Meetings attended)		
Disclosure of Relationship:	Dr. Amrik Singh Sohi is not related to any Director(s) and Key Managerial Personnel of the Company.			Sh. Ajit Singh Chatha is not related to any Director(s) and Key Managerial Personnel of the Company.		
Shareholding:	None			None		
No. of Board Meetings attended during the year:	4			3		
Directorships in other Listed Companies as on 31st March, 2019:	Nahar Poly Films Limited, Nahar Capital And Financial Services Limited, Nahar Spinning Mills Limited and Nahar Industrial Enterprises Limited.			J. Kumar Infraprojects Limited, Nahar Industrial Enterprises Limited and Indian Acrylics Limited		
Chairman/Member of Committees of other Listed Companies as on 31st March, 2019:	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation
	Nahar Poly Films Limited	Stakeholders Relationship Committee	Member	J. Kumar Infra Projects Limited	Audit Committee	Member
	Nahar Capital And Financial Services Limited	Stakeholders Relationship Committee	Chairman		Nomination & Remuneration Committee	Member
	Nahar Spinning Mills Limited	Stakeholders Relationship Committee	Member	Indian Acrylics Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member		Nomination & Remuneration Committee	Chairman
					Stakeholders Relationship Committee	Chairman
					Corporate Social Responsibility Committee	Member