

MONTE CARLO FASHIONS LIMITED



MONTE CARLO 

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8th
Annual Report
2015-16



MONTE CARLO FASHIONS LIMITED

REGISTERED OFFICE: B-XXIX-106, G.T. ROAD, SHERPUR, LUDHIANA-141003
investor@montecarlocorporate.com | www.montecarlocorporate.com | CIN: L51494PB2008PLC032059

BOARD OF DIRECTORS		
Sh. Jawahar Lal Oswal	Chairman & Managing Director	
Sh. Sandeep Jain	Executive Director	
Smt. Ruchika Oswal	Executive Director	
Smt. Monica Oswal	Executive Director	
Sh. Dinesh Gogna	Director	
Sh. Paurush Roy	Director	
Sh. Ajit Singh Chatha	Independent Director	
Dr. Manisha Gupta	Independent Director	
Dr. Sailen Kumar Chaudhuri	Independent Director	
Dr. Suresk Kumar Singla	Independent Director	
Dr. Yash Paul Sachdeva	Independent Director	
Dr. Amrik Singh Sohi	Additional Director (Independent)	
Sh. Alok Kumar Misra	Additional Director (Independent)	

CHIEF FINANCIAL OFFICER Sh. Raman Kumar COMPANY SECRETARY Sh. Sahil Jain STATUTORY AUDITORS Walker, Chandio & Co. LLP Chartered Accountants B-406 A, 4th Floor, L & T Elante Office Industrial Area, Phase I, Chandigarh-160002 SECRETARIAL AUDITOR P. S. Dua & Associates	REGISTRAR & SHARE TRANSFER AGENT Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg Bhandup (West), Mumbai – 400 078 BANKERS: Allahabad Bank Indian Bank State Bank of Patiala State Bank of India WORKS 231, Industrial Area-A-Ludhiana B-XXIX-106, G.T. Road, Sherpur-Ludhiana G.T. Road, Millerganj, -Ludhiana Plot No-425 & 427, Near Textile Colony-Ludhiana
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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 **EIGHTH (8th) ANNUAL GENERAL MEETING** of the members of **MONTE CARLO FASHIONS LIMITED** will be held as scheduled below:

DATE : 29th September, 2016

DAY : Thursday

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, 2016 along with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year 2015-16.
3. 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.
4. 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.
5. 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 pursuant to the provisions of Section 139 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 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 Ninth AGM of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

6. To approve Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent and approval of the Company be and is hereby accorded to the Board of Directors to enter into Agreement(s)/Contract(s)/Transaction(s) in its ordinary course of business with its Related Parties namely Oswal Woollen Mills Limited, Cotton County Retail Limited, Nahar Spinning Mills Limited, Nahar Industrial Enterprises Limited, Vanaik Spinning Mills Limited and Retailerkart E-Venture Private Limited for purchase and sale of goods, rendering/availing of services and reimbursement of expenses on arm's length basis, on behalf of the Company for the financial year 2016-17.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as Board) or a Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary or expedient to give effect to the aforesaid resolution.”

7. To appoint 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 an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Amrik Singh Sohi (DIN: 03575022), Additional Director of the Company who shall hold the office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his

candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years w.e.f. 01.02.2016 and whose office shall not be liable to be determined for retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard."

8. To appoint 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 an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sh. Alok Kumar Misra (DIN: 00163959), Additional Director of the Company who shall hold the office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years w.e.f. 09.08.2016 and whose office shall not be liable to be determined for retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard."

9. To re-appoint Sh. Jawahar Lal Oswal (DIN: 00463866) as Chairman & Managing 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals as may be required, Sh. Jawahar Lal Oswal (DIN: 00463866) be and is hereby re-appointed as Chairman & Managing Director of the Company for a term of five years w.e.f. 10.08.2016 on the terms and conditions mentioned herein below:

REMUNERATION:

A. Basic Salary:

₹25,00,000/- (Rupees Twenty Five Lacs only) per month with such annual increase as may be decided by the Board (which includes a committee thereof) from time to time, but subject to maximum Basic Salary of ₹50,00,000/- (Rupees Fifty Lacs only) per month during the aforesaid term.

B. Commission:

2% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013.

C. Perquisites and Allowances:

In addition to the salary, the following perquisites and allowances shall be allowed:

a. House Rent Allowance:

Free Residential Accommodation or House Rent Allowance @ 50% of Basic Salary.

b. Employer's contribution to Provident fund/superannuation fund:

As per rules of the Company.

c. Gratuity / Contribution to Gratuity Fund:

Gratuity shall be paid as per rules of the Company.

d. Medical Reimbursement:

Expenses incurred on self and his family including medical insurance premium, subject to a ceiling of one month's Basic Salary per year or three month's Basic Salary over a period of three years.

e. Leave Travel Concession:

Air Fare for self and family once in a year to any destination within or outside India. Family defined as his spouse and two dependent children.

f. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

g. Personal Accident Insurance:

The Company shall pay/ reimburse Personal Accident Insurance as per rules of the Company.

h. Car/Telephone:

Car with driver and telephone at his residence. Provision of car for use on Company's business and telephone facility at residence will not be considered as perquisites.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board, if any, be and is hereby authorized to alter, amend, vary the terms and conditions of appointment including remuneration as may be agreed between the Board of Directors and Sh. Jawahar Lal Oswal, subject to the limits prescribed in the Companies Act, 2013 read with Schedule V or subject to the approval of the Central Government, if any required, and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

10. To re-appoint Smt. Ruchika Oswal (DIN: 00565979) as Executive 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals as may be required, Smt. Ruchika Oswal (DIN: 00565979) be and is hereby re-appointed as Executive Director of the Company for a term of five years w.e.f. 10.08.2016 on the terms and conditions mentioned herein below:

REMUNERATION:

A. Basic Salary

₹4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month with such increase as may be decided by the Board (which includes a committee thereof) from time to time, but subject to maximum Basic Salary of ₹10,00,000/- (Rupees Ten Lacs only) per month during the aforesaid term.

B. Perquisites and Allowances:

In addition to the Basic Salary, the following perquisites and allowances shall be allowed:

a. House Rent Allowance:

Free Residential Accommodation or House Rent Allowance @ 30% of Basic Salary.

b. Bonus / Ex-Gratia and Encashment of Leave:

As per Rules of the Company.

c. Employer's contribution to Provident fund/superannuation fund:

As per Rules of the Company.

d. Gratuity / Contribution to Gratuity Fund:

Gratuity shall be paid as per Rules of the Company.

e. Medical Reimbursement:

Expenses incurred on self and her family including medical insurance premium, subject to a ceiling of one month's Basic Salary per year or three month's Basic Salary over a period of three years.

f. Leave Travel Concession:

Air Fare for self and family once in a year to any destination within or outside India. Family defined as her spouse and two dependent children.

g. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

h. Personal Accident Insurance:

The Company shall pay/reimburse Personal Accident Insurance as per rules of the Company.

i. Car/Telephone:

Car with driver and telephone at her residence. Provision of car for use on company's business and telephone facility at residence will not be considered as perquisites.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board, if any, be and is hereby authorized to alter, amend, vary the terms and conditions of appointment including remuneration as may be agreed between the Board of Directors and Smt. Ruchika Oswal, subject to the limits prescribed in the Companies Act, 2013 read with Schedule V or subject to the approval of the Central Government, if any required, and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

11. To re-appoint Smt. Monica Oswal (DIN: 00566052) as Executive 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals as may be required, Smt. Monica Oswal (DIN: 00566052) be and is hereby re-appointed as Executive Director of the Company for a term of five years w.e.f. 10.08.2016 on the terms and conditions mentioned herein below:

REMUNERATION:

A. Basic Salary

₹4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month with such increase as may be decided by the Board (which includes a committee thereof) from time to time, but subject to maximum Basic Salary of ₹10,00,000/- (Rupees Ten Lacs only) per month during the aforesaid term.

B. Perquisites and Allowances:

In addition to the Basic Salary, the following perquisites and allowances shall be allowed:

a. House Rent Allowance:

Free Residential Accommodation or House Rent Allowance @ 30% of Basic Salary.

b. Bonus / Ex-Gratia and Encashment of Leave:

As per Rules of the Company.

c. Employer's contribution to Provident fund/superannuation fund:

As per Rules of the Company.

d. Gratuity / Contribution to Gratuity Fund:

Gratuity shall be paid as per Rules of the Company.

e. Medical Reimbursement:

Expenses incurred on self and her family including medical insurance premium, subject to a ceiling of one month's Basic Salary per year or three month's Basic Salary over a period of three years.

f. Leave Travel Concession:

Air Fare for self and family once in a year to any destination within or outside India. Family defined as her spouse and two dependent children.

g. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

h. Personal Accident Insurance:

The Company shall pay/reimburse Personal Accident Insurance as per rules of the Company.

i. Car/Telephone:

Car with driver and telephone at her residence. Provision of car for use on company's business and telephone facility at residence will not be considered as perquisites.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board, if any, be and is hereby authorized to alter, amend, vary the terms and conditions of appointment including remuneration as may be agreed between the Board of Directors and Smt. Monica Oswal, subject to the limits prescribed in the Companies Act, 2013 read with Schedule V or subject to the approval of the Central Government, if any required, and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

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

**Place : Ludhiana
Date : 09.08.2016**

**Sahil Jain
(Company Secretary)**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.

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.

- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company shall remain closed from **September 23, 2016 to September 29, 2016** (both days inclusive).

5. The dividend, as recommended by the Board of Directors, if declared at the meeting, will be paid, within 30 days from the date of declaration, to the members holding shares as on the record date i.e. September 22, 2016 on 2,17,32,064 equity shares of the Company. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the respective depositories for this purpose.
6. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent 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.
7. 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.
 - (iii) The Annual Report 2015-16 is being sent through electronic mode only to those members whose email addresses are registered with the Company/Depository Participant(s), unless any members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by permitted mode.
8. Members seeking any information with regard to the annual audited accounts at the time of the meeting are requested to write to the company at least 10 days before the date of the AGM so as to enable the management to keep the relevant information ready.
9. 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') and Secretarial Standard-2 is annexed herewith as **Annexure A**.
10. All the documents referred to in the Notice of the meeting shall remain open for inspection at the Registered Office of the Company during office hours on all the working days.
11. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 and the Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting (AGM).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company/ Link Intime India Pvt. Ltd.
13. Members holding shares in physical form are requested to notify change in their address, if any, 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.
14. 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 resolution 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 shareholders to cast their votes electronically.
15. Members may also note that the Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2016 will be uploaded on the Company's website i.e. www.montecarlocorporate.com and on the website of CDSL i.e. www.cdslindia.com, may be accessed by the members.
16. 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 already cast 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 General Meeting but shall not be entitled to cast their vote again at the General Meeting.
17. The Company has appointed Sh. Pritpal Singh 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.
18. The Results of the voting declared shall be placed along with the Scrutinizer's Report on the website of the Company i.e. www.montecarlocorporate.com, besides being communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
19. **Voting through Electronic means:**
The instructions for members for voting electronically are as under:
 - (i) The voting period begins on 26th September, 2016 (at 09:00 A.M) and ends on 28th September, 2016 (at 5:00 P.M). During this period, shareholders of the Company holding shares either in physical form or in dematerialized

form as on 22nd September, 2016 (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** tab.
- (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 which is printed on Attendance Slip 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. 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 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 out print of the voting done by you 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, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, 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 Corporate & Institutional Members (i.e. other than Individuals, HUF, NRI etc.)
 - Corporate & Institutional Members 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 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) 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. 22nd September, 2016 may follow the same instructions as mentioned above for e-voting.
- (xxi) 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.
- (xxii) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:
 Sh. Sahil Jain,
 Company Secretary and Compliance Officer
 B-XXIX-106, G.T. Road, Sherpur, Ludhiana – 141003,
 Ph. 0161-5066628, E-mail Id: investor@montecarlocorporate.com.

20. 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, 2015, 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. 22nd September, 2016 should treat this Notice for information purposes only.

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. 6

All the related party transaction(s) specified under Section 188(1), the value/consideration of which is in excess of their respective limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rule, 2014, has to be approved by the members in the General Meeting. Whereas the third proviso to section 188(1) also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

Further in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

The Company in its ordinary course of business enters into various Agreement(s)/ Contract(s)/ Transaction(s) with its Group Companies i.e. Oswal Woollen Mills Ltd., Cotton County Retail Ltd., Nahar Spinning Mills Ltd., Nahar Industrial Enterprises Ltd., Vanaik Spinning Mills Ltd. and Retailerkart E-venture Private Ltd., for purchase and sale of goods, rendering/availing of services and reimbursement of expenses on arm's length basis. All the aforesaid transactions are entered pursuant to prior approval of Audit Committee.

Taking into account the statutory provisions, the Board of Directors intends to seek prior approval of members for the transactions to be entered by the Company with its Group Companies for the financial year 2016-17. Also, during the financial year 2015-2016, the Related Party Transactions entered by the Company with Oswal Woollen Mills Limited, being material in nature, are as under:

Nature of Transaction	Amount(in ₹)
Purchase of Goods	59,88,05,349/-
Sale of Goods	76,82,474/-
Processing Charges paid	57,24,191/-
Rent Paid	82,67,369/-
Reimbursement of expenses paid	1,28,13,517/-
Reimbursement of expenses received	8,88,986/-