



9th
Annual Report
2016-17



MONTE CARLO 

it's the way you make me feel



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 | |
| Sh. Alok Kumar Misra | Independent Director | |
| Dr. Amrik Singh Sohi | Independent Director | |
| Dr. Manisha Gupta | Independent Director | |
| Dr. Sailen Kumar Chaudhuri | Independent Director | |
| Dr. Suresh Kumar Singla | Independent Director | |
| Dr. Yash Paul Sachdeva | Independent Director | |

| | |
|---|---|
| CHIEF FINANCIAL OFFICER Sh. Raman Kumar COMPANY SECRETARY Sh. Sahil Jain STATUTORY AUDITORS Walker, Chandio & Co. LLP Chartered Accountants B-406 A, 4 th 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 Registered Office: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 BANKER: State Bank of India WORKS B-XXIX-106, G.T. Road, Sherpur-Ludhiana 231, Industrial Area-A-Ludhiana Plot No-425 & 427, Near Textile Colony-Ludhiana G.T. Road, Millerganj, -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 **Ninth (9th) ANNUAL GENERAL MEETING** of the members of **MONTE CARLO FASHIONS LIMITED** will be held as scheduled below:

DATE : 29th September, 2017

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, 2017 along with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year 2016-17.
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 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.
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 Tenth 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 members 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 2017-18.

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 re-appoint Sh. Sandeep Jain (DIN: 00565760) 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 the provisions of 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 subject to such other approvals as may be required, Sh. Sandeep Jain (DIN: 00565760) be and is hereby re-appointed as Executive Director of the Company for a term of five years w.e.f. 01.08.2017 on the terms and conditions mentioned herein below:

REMUNERATION:

A. Basic Salary:

₹900,000/- (Rupees Nine Lacs 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 ₹1,200,000/- (Rupees Twelve 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 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.

f. Leave Travel Concession:

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

g. Club Fees:

Subscription Fee of club 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 his residence. Provision of car for use on Company's business and telephone facilities 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. Sandeep Jain, 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 : 18.08.2017

**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.

2. 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.
3. 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.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 6 and 7 of the Notice set out above is annexed hereto.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 23, 2017 to September 29, 2017** (both days inclusive) for ascertaining the names of the Members to whom the dividend, if declared at the AGM, is payable.
6. 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, 2017 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.
7. 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).
8. 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.
9. 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 2016-17 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.
10. Members desirous of 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.
11. 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**.
12. 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 and will also be available for inspection by the members at the Annual General Meeting.
13. 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 right to attend the meeting.
14. Members may also note that the Annual Report of the Company for the year ended 31st March, 2017 including notice of the 9th 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.
15. 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.
16. 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.
17. 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.
18. 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.

19. 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.
20. The scrutinizer, after scrutinising the votes cast at the AGM and through remote e-voting, shall make a consolidated scrutinizers report and submit the same to the Chairman of the meeting. 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 and on CDSL's website i.e. www.evotingindia.com and simultaneously be communicated to the Stock Exchanges.
21. 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 29, 2017.

22. Voting through Electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2017 (at 09:00 A.M.) and ends on 28th September, 2017 (at 05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September, 2017 (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 for the relevant <Company Name> 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.
 - 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
 - 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 or call 18002005533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.
- (xxi) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the evoting:
- 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.
- (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. 22nd September, 2017 may follow the same instructions as mentioned above for e-Voting.

23. 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, 2017 should treat this Notice for information purposes only.

24. 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.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 transactions 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 incurred by and on behalf of the Company, 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 2017-18.

Sh. Jawahar Lal Oswal, Chairman & Managing Director, Sh. Sandeep Jain, Smt. Ruchika Oswal, Smt. Monica Oswal, Executive Directors, Sh. Dinesh Gogna, Director of the Company are deemed to be concerned or interested in the resolution proposed for approval of Related Party Transactions. None of the other Directors, Key Managerial Personnel and their relatives, is in any way concerned or interested, financially or otherwise, in the proposed resolution as set out at item No. 6 of the notice.

The Ordinary Resolution as set out in Item no. 6 of this Notice is accordingly recommended for your approval.

ITEM NO. 7

The Shareholders of the Company in their 4th Annual General Meeting held on 27th day of September, 2012 had appointed Sh. Sandeep Jain as Executive Director of the Company for a period of five years w.e.f. 01.08.2012. Therefore, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 30.05.2017 has, subject to the approval of shareholders, re-appointed Sh. Sandeep Jain as Executive Director of the Company for a further period of five years w.e.f. 01.08.2017.

Sh. Sandeep Jain joined the Board of our Company with effect from July 7, 2008 as one of the First Directors of the Company. He holds a bachelor's degree in pharmacy from Dr. H.L. Thimmegowda College of Pharmacy, Bangalore University and a diploma in export management from the Foreign Trade Promotion Centre, Ludhiana. He has also completed a certificate course in wool from the AWTA Limited, the Australian Wool Testing Authority. He has more than 19 years of experience in the field of administration. Prior to this he has also worked with Oswal Woollen Mills Ltd and Cipla Ltd.

Keeping in view the contribution made by Sh. Sandeep Jain through his knowledge and rich experience, more particularly in the field of Manufacturing and Administration, it would be in the best interest of the Company to continue to avail his considerable expertise and to retain him in his present role as Executive Director of the Company.

Except Sh. Sandeep Jain, the appointee, Sh. Jawahar Lal Oswal, Smt. Ruchika Oswal and Smt. Monica Oswal are related to Sh. Sandeep Jain and therefore deemed to be interested in the resolution proposed in regards to his re-appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 7 of the notice with regard to his re-appointment.

The Special Resolution as set out in Item No. 7 of this Notice is accordingly recommended for your approval.

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

**Place : Ludhiana
Date : 18.08.2017**

**Sahil Jain
(Company Secretary)**

Annexure-A

BRIEF PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS SET OUT IN THIS NOTICE

| Names | Sh. Dinesh Gogna | Sh. Paurush Roy |
|----------------------|--|---|
| Designation | Non Executive Director | Non Executive Director |
| Date of birth/ age | 07.07.1953 / 64 years | 17.08.1974 / 43 Years |
| Date of appointment | 01.07.2008 | 03.02.2015 |
| Qualification | <ul style="list-style-type: none"> Bachelor's Degree in Law from University Studies in Law, Jaipur, University of Rajasthan. He has also completed the United States Money and Capital Market Seminar conducted by New York Institute of Finance | <ul style="list-style-type: none"> Bachelor's Degree in Engineering from University of Roorkee (presently Indian Institute of Technology, Roorkee) Post Graduate Diploma in Management from Indian Institute of Management, Lucknow |
| Experience | More than 38 years of experience in the field of Corporate Finance and Taxation | More than 17 years of experience in the field of Financial Services |
| Terms of appointment | Liable to retire by rotation | Liable to retire by rotation |

| | | | | | | |
|---|---|---------------------------------|-------------|--|-----------------------|-------------|
| Remuneration for the Financial Year 2016-17: | ₹40,000 (Sitting Fees) | | | NIL | | |
| Disclosure of relation-ship: | Sh. Dinesh Gogna is not related to any of the Directors and Key Managerial Personnel of the Company. | | | Sh. Paurush Roy is not related to any of the Directors and Key Managerial Personnel of the Company. | | |
| Shareholding: | 1000 Equity Shares | | | NIL | | |
| No. of Board Meetings attended during the year: | 4 | | | 4 | | |
| Other Directorships: | 1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Poly Films Limited 4. Nahar Capital & Financial Services Limited 5. Oswal Woollen Mills Limited 6. Crown Star Limited (UK) 7. Cotton County Retail Limited 8. Girnar Investment Limited 9. Oswal Leasing Limited | | | 1. Thriveni Earthmovers Private Limited 2. Samara India Advisors Private Limited 3. Human Value Developers Private Limited 4. Cogencis Information Services Limited 5. Sagista Realty Advisors Private Limited 6. Mieux Realtor & Buildcon Private Limited 7. Oaknet Healthcare Private Limited 8. Oaknet Life Sciences Private Limited 9. Sanjay Maintenance Services Private Limited | | |
| Other Committee Membership/ Chairmanship: | Name of the Company | Name of the Committee | Designation | Name of the Company | Name of the Committee | Designation |
| | Nahar Industrial Enterprises Limited | Audit | Member | NIL | | |
| | | Stakeholders Relationship | Chairman | | | |
| | | Corporate Social Responsibility | Member | | | |
| | Nahar Spinning Mills Limited | Audit | Member | | | |
| | | Share Transfer | Member | | | |
| | | Corporate Social Responsibility | Member | | | |
| | Nahar Poly Films Limited | Audit | Member | | | |
| | | Share Transfer | Member | | | |
| | | Corporate Social Responsibility | Member | | | |
| | Nahar Capital & Financial Services Limited | Share Transfer | Member | | | |
| | | Corporate Social Responsibility | Member | | | |
| | Oswal Woollen Mills Limited | Audit | Member | | | |
| | | Shareholders | Member | | | |

| | |
|--|---|
| Name | Sh. Sandeep Jain |
| Designation | Executive Director |
| Date of birth/ age | 24.12.1971/ 45 Years |
| Date of appointment | 01.08.2017 |
| Qualification | <ul style="list-style-type: none"> Bachelor's degree in Pharmacy Diploma in Export Management Certificate Course in wool from the AWTA Limited |
| Experience | More than 19 years of experience in the field of Administration. |
| Terms of appointment | Five Years |
| Remuneration (For the Financial Year 2016-2017): | ₹15,686,224/- |