







## 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. Rishabh Oswal	Executive Director (appointed w.e.f. 01.06.2018)
Sh. Dinesh Gogna	Director
Sh. Paurush Roy	Independent 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. Suresh Kumar Singla	Independent Director
Dr. Yash Paul Sachdeva	Independent Director (resigned w.e.f. 25.05.2018)

### CHIEF FINANCIAL OFFICER

Sh. Raman Kumar (resigned w.e.f. 13.11.2017)

### COMPANY SECRETARY

Sh. Sahil Jain

### STATUTORY AUDITORS

Walker, Chandio & Co. LLP  
Chartered Accountants  
B-406 A, 4<sup>th</sup> Floor, L & T Elante Office  
Industrial Area, Phase I,  
Chandigarh-160002

### SECRETARIAL AUDITOR

P. S. Dua & Associates, Ludhiana

### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited  
Registered Office:  
C-101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083

### BANKERS

State Bank of India  
Federal Bank Limited

### 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

### 10<sup>th</sup> ANNUAL GENERAL MEETING

**DAY** : THURSDAY  
**DATE** : 27<sup>th</sup> September, 2018  
**TIME** : 11.00 A.M.  
**PLACE** : B-XXIX-106, G.T. Road, Sherpur,  
Ludhiana-141003.

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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 **Tenth (10<sup>th</sup>) ANNUAL GENERAL MEETING** of the members of **MONTE CARLO FASHIONS LIMITED** will be held as scheduled below:

**DATE** : 27<sup>th</sup> September, 2018

**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, 2018 along with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year 2017-18.
3. To appoint a Director in place of Smt. Ruchika Oswal (DIN: 00565979), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Smt. Monika Oswal (DIN:00566052), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself 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 Eleventh 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 appoint Sh. Paurush Roy (DIN: 03038347) 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. Paurush Roy (DIN: 03038347), Non Executive Director of the Company, who was being taken note as an Independent Director by the Board of Directors in its meeting held on 25.05.2018, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years w.e.f. 25.05.2018 and whose office shall not be liable to retire by rotation."

7. **To appoint Sh. Rishabh Oswal (DIN: 03610853) as 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 Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and rules made there under) Sh. Rishabh Oswal (DIN: 03610853), who was appointed as an Additional Director (Executive Director) of the Company by the Board of Directors in its meeting held on 25.05.2018 and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing the candidature of Sh. Rishabh Oswal for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. **To appoint Sh. Rishabh Oswal (DIN: 03610853) as an 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 Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any,

of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and rules made there under) and such other approvals as may be required, Sh. Rishabh Oswal (DIN: 03610853) be and is hereby appointed as an Executive Director of the Company for a term of five years w.e.f. 01.06.2018 on the terms and conditions mentioned herein below:

**REMUNERATION:**

**A. Basic Salary:**

₹ 4,50,000/- (Rupees Four Lakh 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 ₹ 12,00,000/- (Rupees Twelve Lakh 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:**

As per Rules of the Company.

**e. Medical Allowance:**

Medical Allowance payable as per the decision of the Board, subject to one month's Basic Salary per year.

**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 children, if any.

**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 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. Rishabh Oswal, subject to the limits prescribed in the Companies Act, 2013, read with Schedule V and also 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: 30.07.2018**

**Sahil Jain  
(Company Secretary)**

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 6, 7 and 8 of the Notice set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 10<sup>TH</sup> ANNUAL GENERAL 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.**



**In terms 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.**

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 Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive).
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 20, 2018 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 2017-18 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. 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 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.
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 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.
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 the right to attend the meeting.
14. Members may also note that the Annual Report of the Company for the year ended 31<sup>st</sup> March, 2018, including notice of the 10<sup>th</sup> Annual General Meeting will be uploaded on the Company's website [www.montecarlocorporate.com](http://www.montecarlocorporate.com) and the same may also be accessed by the members from the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
15. 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.

16. 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.
17. 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).
18. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares and for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. 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).
19. 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.
20. 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.
21. 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](http://www.montecarlocorporate.com) and on CDSL's website i.e. [www.evotingindia.com](http://www.evotingindia.com) and simultaneously be communicated to the Stock Exchanges.
22. 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, 2018.

### 23. Voting through Electronic means:

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 24<sup>th</sup> September, 2018 (at 09:00 A.M.) and ends on 26<sup>th</sup> September, 2018 (at 05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 20<sup>th</sup> September, 2018 (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](http://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](http://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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

Dividend Bank Details <b>OR</b> 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"> <li>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).</li> </ul>
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- 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. 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](mailto: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. 20<sup>th</sup> September, 2018 may follow the same instructions as mentioned above for e-Voting.



**24. 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. 20<sup>th</sup> September, 2018 should treat this Notice for information purposes only.
25. 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**

The Sh. Paurush Roy is a Non Executive Director on the Board of the Company for last number of years. Commencing from 01.04.2018, Sh. Paurush Roy qualifies and fulfills all the conditions specified in the Companies Act, 2013, to be an Independent Director. In order to strengthen the Board in line with the requirements laid down under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, it has been decided by the Board of Directors in its meeting held on 25.05.2018 that henceforth he will be deemed to be an Independent Director for a term of three consecutive years commencing with effect from 25.05.2018 and his appointment as an Independent Director is subject to confirmation in the forthcoming Annual General Meeting by the members.

Sh. Paurush Roy, aged 44 years, holds an MBA degree from Indian Institute of Management (IIM), Lucknow and also received his B.E. degree from the Indian Institute of Technology (IIT), Roorkee. He has more than 15 years of experience and during his tenure he has worked with leading and emerging corporates across multiple sectors like energy, consumer goods, industrials, retail, and infrastructure, providing innovative, and customized financial solutions across the capital structure. He had also worked with HSBC, Citibank and Deutsche Bank. He joined the Board of our Company with effect from June 5, 2012. He does not have any shareholding in the Company.

A copy of the draft letter of appointment of Sh. Paurush Roy as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

Except Sh. Paurush Roy, the appointee, 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. 6 of the notice with regard to his appointment.

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

**ITEM NO. 7 & 8**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee of the Company, Sh. Rishabh Oswal (DIN: 03610853) was appointed as an Additional Director (Executive Director) by the Board of Directors of the Company in its meeting held on 25.05.2018 to be designated as an Executive Director for a term of 5 years w.e.f. 01.06.2018. Sh. Rishabh Oswal shall hold office of Directorship upto the date of this Annual General Meeting. He has already filed requisite consents and documents required under the Companies Act, 2013, before the Board and a notice from a Member proposing his candidature of Sh. Rishabh Oswal for the office of the Director of the Company under Section 160 of the Companies Act, 2013.

Sh. Rishabh Oswal, aged 26 Years, completed his B.A. Hons. in Management Studies from University of Nottingham, UK in 2013 and thereafter he completed PGP MFAB, Executive MBA from the prestigious Indian School of Business, Hyderabad. He joined Monte Carlo Fashions Limited as Senior Vice President-Operations in 2015 and he has also worked as President-Commercial of the Company. He is having 5 years of Experience in overall Administration. He also serves as Director of various other Group Companies. The Board of Directors considers that in view of the background and expertise of Sh. Rishabh Oswal, it would be in the interest of the Company to appoint him as Executive Director of the Company.

Except Sh. Rishabh Oswal, the appointee, Sh. Jawahar Lal Oswal, Sh. Sandeep Jain, Smt. Ruchika Oswal and Smt. Monica Oswal are related to Sh. Rishabh Oswal 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 and 8 of the notice with regard to his appointment.

The Ordinary & Special Resolution as set out in Item No. 7 and 8 of this Notice is accordingly recommended for your approval

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

**Place: Ludhiana  
Date: 30.07.2018**

**Sahil Jain  
(Company Secretary)**

### ANNEXURE-A

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

Names	Smt. Ruchika Oswal			Smt. Monica Oswal		
Designation	Executive Director			Executive Director		
Date of birth/ age	25.02.1972/ 46 Years			25.02.1972/ 46 Years		
Date of appointment	10.08.2016			10.08.2016		
Qualification	Bachelor's Degree in Commerce from the Government College for Women, Punjab University			Bachelor's Degree in Commerce from the Government College for Women, Punjab University		
Experience	More than 18 years of experience in the field of Manufacturing & Administration.			More than 18 years of experience in the field of Marketing and Branding.		
Terms of appointment	Five Years			Five Years		
Remuneration for the Financial Year 2017-18:	₹ 8,936,940/-			₹ 9,703,177/-		
Disclosure of relationship:	Smt. Ruchika Oswal is Daughter of Sh. Jawahar Lal Oswal, Chairman & Managing Director, Sister of Smt. Monica Oswal, Spouse of Sh. Sandeep Jain and Aunt of Sh. Rishabh Oswal, Executive Directors of the Company. She is not related to any of the other Director and Key Managerial Personnel of the Company.			Smt. Monica Oswal is Daughter of Sh. Jawahar Lal Oswal, Chairman & Managing Director and Sister of Smt. Ruchika Oswal and Aunt of Sh. Rishabh Oswal, Executive Directors of the Company. She is not related to any of the other Director and Key Managerial Personnel of the Company.		
Shareholding:	1050 Equity Shares			1050 Equity Shares		
No. of Board Meetings attended during the year:	4			1		
Other Directorships:	1. Girnar Investment Limited 2. Sidhant and Mannat Co. Limited 3. Simran and Shanaya Co. Limited 4. Ruchika Growth Fund Pvt. Ltd. 5. Kovalam Investment and Trading Co. Ltd. 6. Suvrat Trading Co. Limited			1. Girnar Investment Limited 2. Sidhant and Mannat Co. Limited 3. Simran and Shanaya Co. Limited 4. Monica Growth Fund Pvt. Ltd. 5. Vardhman Investments Ltd. 6. Atam Vallabh Financiers Limited 7. Oswal Leasing Limited		
Other Committee Membership/ Chairmanship:	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation
		NIL		Oswal Leasing Limited	Audit	Member
					Stakeholders Relationship	Member