

MONTE CARLO FASHIONS LIMITED

Regd. Office : B-XXIX-106, G.T. Road, Sherpur, Ludhiana - 141003 (Pb.) India.

Tel.: 91-161-5048610, 5048620, 5048630, 5048640 Fax : 91-161-5048650

MCFL/SE/2026-27

August 31, 2026

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
Symbol: MONTECARLO	Scrip Code: 538836

SUB: Notice convening 18th Annual General Meeting, Intimation of Record Date for Dividend, Book Closure, Cut-off date and E-voting information

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **we would like to inform you that Eighteenth (18th) Annual General Meeting (AGM) of the Company will be held on Monday, September 28, 2026 at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)** without the physical presence of the members at a common venue, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Notice of the 18th AGM of the Company is enclosed herewith and also available on the website of the company at www.montecarlocorporate.com.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013 and the rules framed thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive)** for the purpose of payment of dividend and the 18th Annual General Meeting of the Company.

The Company has fixed Monday, September 21, 2026 as the Record Date for determining the entitlement of Members to receive the final dividend for the financial year ended March 31, 2026. The dividend, as recommended by the Board of Directors, if approved by the Members at the ensuing Annual General Meeting, shall be paid to those Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on the **Record Date, i.e. Monday, September 21, 2026.**

Also, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing the facility for joining the AGM through VC/OAVM, facility of remote e-voting and facility of e-voting system during the AGM to its members holding Shares in either Physical and Dematerialized form in respect of businesses to be transacted at the Eighteenth (18th) Annual General Meeting (AGM).

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Further, the Company has fixed **Monday, September 21, 2026**, as the cut-off date for determining the members entitled to vote through remote e-voting facility or e-voting during the AGM.

The remote e-voting schedule is as under:

Commencement of e-voting	Friday, September 25, 2026 (09:00 A.M. onwards)
End of e-voting	Sunday, September 27, 2026 (upto 05:00 P.M.)

Kindly take this on records and acknowledge.

FOR MONTE CARLO FASHIONS LIMITED

ANKUR
GAUBA

Digitally signed by
ANKUR GAUBA
Date: 2026.08.31
09:43:37 +05'30'

ANKUR GAUBA
COMPANY SECRETARY & COMPLIANCE OFFICER
ICSI MEMBERSHIP NO.: FCS 10577
Encl: as above

CC to:-

MUFG Intime India Private Limited
Noble Heights, 1st Floor, Plot No. NH-2,C-1 Block
LSC,Near Savitri Market, Janakpuri, New Delhi-110058

MONTE CARLO FASHIONS LIMITED

(CIN: L51494PB2008PLC032059)

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

Telephone Nos.: 91-161-5048610-40, Fax: 91-161-5048650

Email: investor@montecarlocorporate.com, Website: www.montecarlocorporate.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given pursuant to Sections 96 and 101 of the Companies Act, 2013 ("the Act") that the **18th (Eighteenth)** Annual General Meeting ("AGM") of the Members of Monte Carlo Fashions Limited will be held on **Monday, September 28, 2026 at 11:00 A.M.** through electronic mode [video conference ("VC") / other audio visual means ("OAVM")] to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company along with the Reports of the Directors and Auditors thereon for the financial year ended on March 31, 2026 along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company along with the Reports of the Auditors thereon for the financial year ended on March 31, 2026 along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

3. To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2026 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Dividend at the rate of Rs. 20.00/- (Rupees Twenty only) per share on 2,07,32,064 Equity Shares of Rs. 10/- each as recommended by the Board of Directors be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

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

"RESOLVED THAT Sh. Sandeep Jain (DIN: 00565760), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation."

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

“RESOLVED THAT Sh. Dinesh Gogna (DIN: 00498670), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation.”

SPECIAL BUSINESS:

6. To re-appoint Sh. Jawahar Lal Oswal (DIN: 00463866) as Chairman & Managing Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and such other approvals as may be required, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent and approval of the Members of the Company be and is hereby accorded to re-appoint Sh. Jawahar Lal Oswal (DIN: 00463866), who has attained the age of 70 years, as Chairman & Managing Director of the Company, for a period of 5 (five) years with effect from August 10, 2026, and he shall not be liable to retire by rotation, on the terms and conditions including remuneration as detailed below:

REMUNERATION:

- A. Basic Salary:** Rs 75,00,000/- (Rupees Seventy 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 Rs. 1,00,00,000/- 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:

- I. House Rent Allowance:** Free Residential Accommodation or House Rent Allowance @ 50% of Basic Salary.
- II. Bonus/Ex-Gratia and Encashment of Leave:** As per rules of the Company.
- III. Employer’s contribution to Provident fund/Superannuation fund:** As per rules of the Company.
- IV. Gratuity/Contribution to Gratuity Fund:** Gratuity shall be paid as per rules of the Company.
- V. Medical Allowance:** One month basic salary per year.
- VI. Leave Travel Concession:** Total Fare for self and family once in a year to any destination within or outside India. Family defined as spouse and two dependent children.
- VII. Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- VIII. Personal Accident Insurance:** The Company shall pay/reimburse Personal Accident Insurance Premium as per rules of the Company.
- IX. 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 in the event of absence or inadequacy of profits in any financial year during the tenure of Sh. Jawahar Lal Oswal as Chairman & Managing Director, the remuneration approved

herein shall be paid to him as minimum remuneration, in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, for a period not exceeding three (3) years from the date of his re-appointment.

RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable regulations, and subject to the maximum remuneration approved by the Members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Sh. Jawahar Lal Oswal, Chairman & Managing Director and Promoter of the Company, as per the requirements of Regulation 17(6)(e) of the Listing Regulations.

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 such approvals as may be required and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

7. To re-appoint Smt. Ruchika Oswal (DIN:00565979) as an Executive Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and such other approvals as may be required, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent and approval of the Members of the Company be and is hereby accorded to re-appoint Smt. Ruchika Oswal (DIN: 00565979) as the Executive Director of the Company for a period of 5 (five) years with effect from August 10, 2026, liable to retire by rotation, on the terms and conditions including remuneration as detailed below:-

REMUNERATION:

- A. **Basic Salary:** Rs. 4,50,000/- (Rupees Four Lakhs 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 Rs. 10,00,000/- (Rupees Ten Lakhs 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:

- I. **House Rent Allowance:** Free Residential Accommodation or House Rent Allowance @ 30% of Basic Salary.
- II. **Bonus/Ex-Gratia and Encashment of Leave:** As per rules of the Company.
- III. **Employer's contribution to Provident fund/Superannuation fund:** As per rules of the Company.
- IV. **Gratuity/Contribution to Gratuity Fund:** Gratuity shall be paid as per rules of the Company.
- V. **Medical Allowance :** One month basic salary per year.
- VI. **Leave Travel Concession:** Total Fare for self and family once in a year to any destination within or outside India. Family defined as spouse and two dependent children.
- VII. **Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- VIII. **Personal Accident Insurance:** The Company shall pay/reimburse Personal Accident Insurance Premium as per rules of the Company.

- IX. 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 in the event of absence or inadequacy of profits in any financial year during the tenure of Smt. Ruchika Oswal as Executive Director, the remuneration approved herein shall be paid to her as minimum remuneration, in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, for a period not exceeding three (3) years from the date of her re-appointment.

RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable regulations, and subject to the maximum remuneration approved by the Members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Smt. Ruchika Oswal as Executive Director and Promoter of the Company, as per the requirements of Regulation 17(6)(e) of the Listing Regulations.

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 such approvals as may be required and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

8. To re-appoint Smt. Monica Oswal (DIN: 00566052) as an Executive Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and such other approvals as may be required, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent and approval of the Members of the Company be and is hereby accorded to re-appoint Smt. Monica Oswal (DIN: 00566052) as the Executive Director of the Company for a period of 5 (five) years with effect from August 10, 2026, liable to retire by rotation, on the terms and conditions including remuneration as detailed below:-

REMUNERATION:

- A. Basic Salary:** Rs. 4,50,000/- (Rupees Four Lakhs 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 Rs. 10,00,000/- (Rupees Ten Lakhs 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:

- I. House Rent Allowance:** Free Residential Accommodation or House Rent Allowance @ 30% of Basic Salary.
- II. Bonus/Ex-Gratia and Encashment of Leave:** As per rules of the Company.
- III. Employer's contribution to Provident fund/Superannuation fund:** As per rules of the Company.
- IV. Gratuity/Contribution to Gratuity Fund:** Gratuity shall be paid as per rules of the Company.
- V. Medical Allowance:** One month basic salary per year.

- VI. Leave Travel Concession:** Total Fare for self and family once in a year to any destination within or outside India. Family defined as spouse and two dependent children.
- VII. Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- VIII. Personal Accident Insurance:** The Company shall pay/reimburse Personal Accident Insurance Premium as per rules of the Company.
- IX. 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 in the event of absence or inadequacy of profits in any financial year during the tenure of Smt. Monica Oswal as Executive Director, the remuneration approved herein shall be paid to her as minimum remuneration, in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, for a period not exceeding three (3) years from the date of her re-appointment.

RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable regulations, and subject to the maximum remuneration approved by the Members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Smt. Monica Oswal (DIN: 00566052), Executive Director and Promoter of the Company, as per the requirements of Regulation 17(6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of the Board, if any, be and is hereby authorised to alter, amend or 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 under the Companies Act, 2013 read with Schedule V thereto or subject to such approvals as may be required, and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

9. To re-appoint Sh. Manikant Prasad Singh (DIN: 01790672) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections Sections 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and such other approvals as may be required, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent and approval of the Members of the Company be and is hereby accorded to re-appoint Sh. Manikant Prasad Singh (DIN: 01790672) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from February 01, 2027 and ending on January 31, 2032, and who, being eligible for re-appointment as an Independent Director, has given his consent to act as a Director and furnished a declaration confirming that he meets the criteria for independence under Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

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 in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

10. To re-appoint Sh. Parvinder Singh Pruthi (DIN: 07481899) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections Sections 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and such other approvals as may be required, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent and approval of the Members of the Company be and is hereby accorded to re-appoint Sh. Parvinder Singh Pruthi (DIN: 07481899) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from February 01, 2027 and ending on January 31, 2032, and who, being eligible for re-appointment as an Independent Director, has given his consent to act as a Director and furnished a declaration confirming that he meets the criteria for independence under Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, consents and permissions as may be required, the consent and approval of the Members of the Company be and is hereby accorded for the continuation in office of Sh. Parvinder Singh Pruthi (DIN: 07481899) as a Non-Executive Director of the Company after attaining the age of seventy-five (75) years during his aforesaid tenure, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

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 in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

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

**Place: Ludhiana
Date: August 05, 2026**

**Ankur Gauba
(Company Secretary)
ICSI Membership No. FCS-10577**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of businesses to be transacted at the Annual General Meeting ("AGM") as set out under item no. 6 to 10 above and the relevant details of Directors as mentioned under item no. 4 & 5 above as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed as **Annexure-A**

2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the 18th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003.

3. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company's website at www.montecarlocorporate.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the same may also be accessed by the members from the website of CDSL i.e. www.evotingindia.com. A letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report to those shareholder(s) who have not registered their e-mail address with the Company / Depositories / RTA.

However, the Company shall send a hard copy of the Annual Report 2025-26 to those Members who will request for the same. Members who require a hard copy of the Annual Report may send their requests to the E-mail ID: investor@montecarlocorporate.com.

For any communication, the members may also send requests to the Company's dedicated investor email- id: investor@montecarlocorporate.com.

4. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, route map and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. Members are permitted to join the AGM through VC/OAVM, Thirty (30) minutes before the scheduled time of commencement of AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis.

6. Institutional Investors / Corporate members (i.e. other than Individual / HUF / NRI etc) can appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-Voting. They are requested to send a certified copy of the Board Resolution of authorisation to the Scrutinizer by e-mail at cspsdia@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
8. Only bona fide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/ OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspection, may send their request through an email at investor@montecarlocorporate.com up to the date of AGM.
10. The name of the Registrar and Transfer Agent (RTA) of the Company has been changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024.
11. **Book Closure, Record Date and Dividend:**
 - i) 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 **Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive)**.
 - ii) The Board of directors of the Company at its meeting held on May 18, 2026 has recommended a dividend @200% i.e. Rs. 20/- per Equity Share on the paid up equity share capital of the Company. The Company has fixed **Monday, September 21, 2026 as the "Record Date"** for determining entitlement of Members for final dividend for the financial year ended March 31, 2026, if approved at the AGM.
 - iii) The dividend, if declared at the Annual General Meeting, will be paid subject to deduction of income-tax at source ('TDS'), wherever applicable within a period of 30 days from the date of declaration to the members as under:
 - a) To all the Beneficial Owners as on **Monday, September 21, 2026** as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company/Registrar and Share Transfer Agent as on **Monday, September 21, 2026**.
 - iv) With effect from April 1, 2024, SEBI has mandated that the Members, who hold shares in Physical mode and whose folios are not updated with any of the KYC Details [viz. (i) PAN, (ii) contact details including mobile no (iii) bank account details and (iv) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, Payment of dividend subject to approval at the AGM, shall be paid to physical shareholders only after the above details are updated in their folios. Members are requested to complete their KYC by writing to Company's Registrar and Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).
 - v) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the members w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act') in general, to enable compliance with TDS requirements. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof.

- vi) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to investor@montecarlocorporate.com by Monday, September 21, 2026. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investor@montecarlocorporate.com. The aforesaid declarations and documents need to be submitted by the members by Monday, September 21, 2026. For detailed instructions and formats of the Forms and documents to be submitted, please visit www.montecarlocorporate.com.
- vii) Further, in order to receive the dividend in a timely manner, Members holding shares in physical form and not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to mail the following documents to Company's Registrars and Transfer Agents viz. MUFG Intime India Private Limited ("RTA"), so that it reaches to them latest by Monday, September 21, 2026:
 - a. signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
 - 11 digit IFSC Code.
 - b. self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c. self-attested copy of the PAN Card; and
 - d. self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- viii) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants (DPs). Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
- ix) Members are requested to note that, pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which remain unclaimed / unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund. The Company requests the Members to claim the unclaimed dividends within the prescribed period and contact MUFG Intime India Private Limited, Registrar and Share Transfer Agent (RTA) for claiming the unclaimed dividends standing to the credit in their account. The details of the unclaimed dividends are also available on the Company's website at <https://www.montecarlocorporate.com/investor-relation/UNCLAIMED%20DIVIDEND%20AMOUNTS> and Ministry of Corporate Affairs at www.iepf.gov.in. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on <https://www.iepf.gov.in/IEPF/refund.html>.

12. SEBI vide its notifications dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Forms ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website at www.montecarlocorporate.com.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held in electronic form and to Company's Registrar and Transfer Agent (RTA) i.e. M/s MUFG Intime India Private Limited in case the shares are held in physical form.
15. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, September 26, 2023 and November 17, 2023 and June 10, 2024) as consolidated vide Master Circular HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated for furnishing/ updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ISR-3/SH-14. In Compliance thereof, the Company has already sent the communication alongwith prescribed forms to all the Physical members at their registered address. Members are requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office. The aforesaid forms can be downloaded from the website of the Company i.e. www.montecarlocorporate.com.
16. As per the provisions of the Companies Act, 2013 and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at www.montecarlocorporate.com.
17. Pursuant to SEBI Circular No. HO/38/13/11(2)2026 –MIRSDPOD/I/3750/2026 dated January 30, 2026, all shareholders are hereby informed that a Special Window for transfer and dematerialization of Physical Shares has been opened for a period of one year, from February 5, 2026 to February 4, 2027, to facilitate transfer and dematerialisation of physical securities which were sold/purchased prior to April 01, 2019. The said special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/ not attended to due to deficiency in the documents/process/ or otherwise. Further, the securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with, Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Company's Website: www.montecarlocorporate.com

19. To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s MUFG Intime India Private Limited ('RTA') in case the shares are held by them in physical form.
20. i) Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to investor@montecarlocorporate.com by mentioning their DP ID & Client ID/ Physical Folio Number.
 ii) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, September 21, 2026 through email on investor@montecarlocorporate.com. The same will be replied by the Company suitably.

21. Remote e-Voting before/during the AGM:

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.
- b) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Monday, September 21, 2026 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 21, 2026, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com.
- c) The remote e-Voting period commences on Friday, September 25, 2026 at 9.00 a.m. (IST) and ends on Sunday, September 27, 2026 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 21, 2026.
- d) Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who could not cast their vote by remote e-Voting. They will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/ OAVM but shall not be entitled to cast their vote on such resolution(s) again. The e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting. The Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- e) Pursuant to SEBI Circular No. SEBI/HO/FD/ CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations; listed companies are required to provide remote e-voting facility to its shareholders in respect of all shareholders resolutions. However, it has been observed

that the participation by the public non-institutional members / retail members is at a negligible level. Currently there are multiple e-voting service providers (“ESPs”) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

- f) In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.
- g) **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL GENERAL MEETING ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In view of the aforesaid SEBI Circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in Demat mode with CDSL	a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and My Easi New (Token) tab. b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Members securities in demat mode with NSDL Depository	a) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. b) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period. d) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participation	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website www.evotingindia.com.

- a) Click on “Shareholders” module.
- b) Now enter your User ID
- c) For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- iv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the **EVSN: 260817029** for “**MONTE CARLO FASHIONS LIMITED**” on which you choose to vote.
- vi. 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.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- viii. 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.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. If 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.
- xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xiii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cspsdia@gmail.com and investor@montecarlocorporate.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xiv. Process For Those Members Whose Email Ids/Mobile No. Are Not Registered:

- For Members holding Shares in the physical form - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to the Company: investor@montecarlocorporate.com
 - For Demat Shareholders- Please update your email id & Mobile No. with your respective Depository Participants (DP).
 - For individual Demat Shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- xv. If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, 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 contact at toll free number 18002109911.
 - xvi. All grievances connected with the facility for voting by electronic means may be addressed to Sh. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

- xvii. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Sh. Ankur Gauba,
Company Secretary and Compliance Officer
 B-XXIX-106, G.T. Road, Sherpur, Ludhiana – 141003,
 Ph. 0161-5066628, E-mail Id: investor@montecarlocorporate.com.

- xviii. 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. Monday, September 21, 2026 may follow the same instructions as mentioned above for e-Voting.

h) INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING AGM ARE AS UNDER:

- i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii) Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- v) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii) Members who would like to express their views/ ask questions during the AGM may preregister themselves as a speaker by sending their request in advance at least 7 days prior to the AGM mentioning their name, demat account number / folio number, email id, mobile number at the Company's email Id: investor@montecarlocorporate.com. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- viii) The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the AGM mentioning their name, demat account number/ folio number, email id, mobile number at the Company's email Id investor@montecarlocorporate.com. These queries will be replied to by the Company suitably by email.
- ix) Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

22. Other Instructions:

- i) Sh. P.S. Dua, Practicing Company Secretary, (Membership No. 4552, COP No. 3934), have been appointed as the Scrutinizer by the Board to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.
- ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to

be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/ OAVM but have not cast their votes by availing the remote e-Voting facility.

- iii) The Scrutinizer will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.montecarlocorporate.com; CDSL website at www.evotingindia.com and Notice Board at the Registered Office of the Company.

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 here under:

ITEM NO.6

The Members of the Company at the Annual General Meeting of the Company held on September 24, 2021 had re-appointed Sh. Jawahar Lal Oswal as Chairman and Managing Director of the Company for a period of five (5) years with effect from August 10, 2021, under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the present term of Sh. Jawahar Lal Oswal as Chairman and Managing Director comes to an end on August 9, 2026.

Accordingly, the Board of Directors of the Company, at its meeting held on August 5, 2026, subject to the approval of the Members, has re-appointed Sh. Jawahar Lal Oswal as Chairman and Managing Director of the Company for a further period of five (5) years with effect from August 10, 2026, upon the expiry of his present term, who shall not be liable to retire by rotation, on such terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board. The approval of the Members is being sought for the said re-appointment and remuneration payable to Sh. Jawahar Lal Oswal as Chairman and Managing Director of the Company.

Sh. Jawahar Lal Oswal, aged 83 years, is the Chairman and Managing Director of the Company and has been associated with the Company since its inception. He holds a Bachelor's Degree in Commerce and has more than 62 years of rich experience in the textile and woollen industry. Sh. Jawahar Lal Oswal is presently also serving as Chairman and Managing Director of Oswal Woollen Mills Limited and holds the position of Chairman on the Board of various other Group Companies. He has been conferred with several awards and recognitions, including the 'Punjab Ratan' at the Punjab State Intellectual's Conference in 2003 by the All India Conference of Intellectuals, the 'Udyog Ratna Award' by the PHD Chamber of Commerce and Industry in 2005, the 'LMA-Sat Paul Mittal Life Time Achievement Award' by the Ludhiana Management Association in 2012 and the 'Achievers of the North' by The Economic Times in 2013.

Taking into consideration his rich experience, expertise, leadership and invaluable contribution to the Company, the Board is of the opinion that Sh. Jawahar Lal Oswal possesses the requisite knowledge, experience and capability and is best suited for the position of Chairman and Managing Director. Accordingly, the Board considers it to be in the best interests of the Company to retain his services as Chairman and Managing Director for another term of five (5) years.

In compliance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the requisite details of Sh. Jawahar Lal Oswal are provided in Annexure-A to the Notice.

In accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the "Act"), no company shall appoint or re-appoint a person who has attained the age of 70 years as Managing Director, Whole-time Director or Manager unless his appointment is approved by a Special Resolution. As Sh. Jawahar Lal Oswal has already attained the age of 70 years and satisfies the applicable conditions prescribed under the Act, approval of the Members by way of Special Resolution is being sought for his re-appointment as Chairman and Managing Director in compliance with the applicable provisions of the Act.

Further, where a person is a managerial person in more than one company, he shall draw remuneration from one or both the companies, provided the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is the managerial person. As Sh. Jawahar Lal Oswal is also the Chairman and Managing Director of Oswal Woollen Mills Limited, he shall be eligible to draw remuneration from both the companies, subject to the applicable provisions of the Act and the total remuneration drawn from both the companies not exceeding the higher maximum limit admissible from any one of the companies of which he is the managerial person.

Further, in accordance with Part II, Section II of Schedule V to the Companies Act, 2013, where in any financial year during the tenure of a managerial person, the Company has no profits or its profits are inadequate, the Company may pay remuneration to such managerial person by way of minimum remuneration, subject to the applicable conditions and disclosures prescribed thereunder. Accordingly, in the event of absence or inadequacy of profits in any financial year during the tenure of Sh. Jawahar Lal Oswal as Chairman and Managing Director, the remuneration approved by the Members may be paid to him as minimum remuneration for a period not exceeding three (3) years from the date of his re-appointment, subject to compliance with the applicable provisions and conditions prescribed under the Act and Schedule V thereto. The requisite disclosures pursuant to Schedule V of the Companies Act, 2013 are annexed as Annexure-B to the Notice.

Further, pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions, approval of the Members by way of Special Resolution is being sought for payment of remuneration to Sh. Jawahar Lal Oswal, being the Chairman and Managing Director and Promoter of the Company, in accordance with the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations and subject to the maximum remuneration approved by the Members.

Sh. Jawahar Lal Oswal has furnished the requisite consent(s), declarations and disclosures for his re-appointment as required under the Act, the Rules made thereunder and the SEBI Listing Regulations. He satisfies the applicable conditions prescribed under Part-I of Schedule V to the Act and is not disqualified from being appointed or continuing as a director under sub-section (3) of Section 196 read with Section 164 of the Act. Further, he has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

Accordingly, the Board considers the re-appointment of Sh. Jawahar Lal Oswal as Chairman and Managing Director to be in the best interests of the Company and recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

This Explanatory Statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

MEMORANDUM OF INTEREST

Except Sh. Jawahar Lal Oswal, being the appointee, Sh. Sandeep Jain, Smt. Ruchika Oswal, Smt. Monica Oswal and Sh. Rishabh Oswal, being relatives of Sh. Jawahar Lal Oswal, are deemed to be concerned or interested in the resolution proposed in respect of his re-appointment. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO.7

The Members of the Company at the Annual General Meeting of the Company held on September 24, 2021 had re-appointed Smt. Ruchika Oswal as Executive Director of the Company for a period of five (5) years with effect from August 10, 2021, under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the present term of Smt. Ruchika Oswal as Executive Director comes to an end on August 9, 2026.

Accordingly, the Board of Directors of the Company, at its meeting held on August 5, 2026, subject to the approval of the Members, has re-appointed Smt. Ruchika Oswal as Executive Director of the Company for

a further period of five (5) years with effect from August 10, 2026, upon the expiry of her present term, on such terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board. The approval of the Members is being sought for the said re-appointment and remuneration payable to Smt. Ruchika Oswal as Executive Director of the Company.

Smt. Ruchika Oswal holds a Bachelor's Degree in Commerce and has more than 26 years of experience in the field of Garment Manufacturing, Designing and Administration. Previously, she has worked with Oswal Woollen Mills Limited and has been associated with the Board of the Company since August 30, 2010. She has been instrumental in the growth and development of the Company and has made valuable contributions towards strengthening its operations and business.

Taking into consideration her knowledge, experience, expertise and invaluable contribution to the Company, particularly in the areas of Manufacturing, Designing and Administration, the Board is of the opinion that Smt. Ruchika Oswal possesses the requisite knowledge, experience and capability and is well suited for the position of Executive Director. Accordingly, the Board considers it to be in the best interests of the Company to retain her services as Executive Director for another term of five (5) years.

In compliance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the requisite details of Smt. Ruchika Oswal are provided in Annexure-A to the Notice.

Further, in accordance with Part II, Section II of Schedule V to the Companies Act, 2013, where in any financial year during the tenure of a managerial person, the Company has no profits or its profits are inadequate, the Company may pay remuneration to such managerial person by way of minimum remuneration, subject to the applicable conditions and disclosures prescribed thereunder. Accordingly, in the event of absence or inadequacy of profits in any financial year during the tenure of Smt. Ruchika Oswal as Executive Director, the remuneration approved by the Members may be paid to her as minimum remuneration for a period not exceeding three (3) years from the date of her re-appointment, subject to compliance with the applicable provisions and conditions prescribed under the Act and Schedule V thereto. The requisite disclosures pursuant to Schedule V of the Companies Act, 2013 are annexed as Annexure-B to the Notice.

Further, pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions, approval of the Members by way of Special Resolution is being sought for payment of remuneration to Smt. Ruchika Oswal, being the Executive Director and Promoter of the Company, in accordance with the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations and subject to the maximum remuneration approved by the Members.

Smt. Ruchika Oswal has furnished the requisite consent(s), declarations and disclosures for her re-appointment as required under the Act, the Rules made thereunder and the SEBI Listing Regulations. She satisfies the applicable conditions prescribed under Part-I of Schedule V to the Act and is not disqualified from being appointed or continuing as a director under sub-section (3) of Section 196 read with Section 164 of the Act. Further, she has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

Accordingly, the Board considers the re-appointment of Smt. Ruchika Oswal as Executive Director to be in the best interests of the Company and recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members. This Explanatory Statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

MEMORANDUM OF INTEREST

Except Smt. Ruchika Oswal, being the appointee, Sh. Jawahar Lal Oswal, Sh. Sandeep Jain, Smt. Monica Oswal and Sh. Rishabh Oswal, being relatives of Smt. Ruchika Oswal, are deemed to be concerned or interested in the resolution proposed in respect of her re-appointment. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO.8

The Members of the Company at the Annual General Meeting of the Company held on September 24, 2021 had re-appointed Smt. Monica Oswal as Executive Director of the Company for a period of five (5) years with effect from August 10, 2021, under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the present term of Smt. Monica Oswal as Executive Director comes to an end on August 9, 2026.

Accordingly, the Board of Directors of the Company, at its meeting held on August 5, 2026, subject to the approval of the Members, has re-appointed Smt. Monica Oswal as Executive Director of the Company for a further period of five (5) years with effect from August 10, 2026, upon the expiry of her present term, on such terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board. The approval of the Members is being sought for the said re-appointment and remuneration payable to Smt. Monica Oswal as Executive Director of the Company.

Smt. Monica Oswal holds a Bachelor's Degree in Commerce and has more than 26 years of experience in the field of Retail, Branding and Advertisement. Due to her dynamism and relentless efforts, the Company has achieved new heights in the field of retail sales and cost savings. Previously, she has worked with Oswal Woollen Mills Limited as CEO-Retail and thereafter joined the Board of the Company with effect from August 30, 2010.

Having regard to her expert knowledge, experience and valuable contribution to the Company, particularly in the field of Retail Marketing and Branding, the Board is of the opinion that Smt. Monica Oswal possesses the requisite knowledge, experience and capability and is well suited for the position of Executive Director. Accordingly, the Board considers it to be in the best interests of the Company to retain her services as Executive Director for another term of five (5) years.

In compliance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the requisite details of Smt. Monica Oswal are provided in Annexure-A to the Notice.

Further, in accordance with Part II, Section II of Schedule V to the Companies Act, 2013, where in any financial year during the tenure of a managerial person, the Company has no profits or its profits are inadequate, the Company may pay remuneration to such managerial person by way of minimum remuneration, subject to the applicable conditions and disclosures prescribed thereunder. Accordingly, in the event of absence or inadequacy of profits in any financial year during the tenure of Smt. Monica Oswal as Executive Director, the remuneration approved by the Members may be paid to her as minimum remuneration for a period not exceeding three (3) years from the date of her re-appointment, subject to compliance with the applicable provisions and conditions prescribed under the Act and Schedule V thereto. The requisite disclosures pursuant to Schedule V of the Companies Act, 2013 are annexed as Annexure-B to the Notice.

Further, pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions, approval of the Members by way of Special Resolution is being sought for payment of remuneration to Smt. Monica Oswal, being the Executive Director and Promoter of the Company, in accordance with the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations and subject to the maximum remuneration approved by the Members.

Smt. Monica Oswal has furnished the requisite consent(s), declarations and disclosures for her re-appointment as required under the Act, the Rules made thereunder and the SEBI Listing Regulations. She satisfies the applicable conditions prescribed under Part-I of Schedule V to the Act and is not disqualified from being appointed or continuing as a director under sub-section (3) of Section 196 read with Section 164 of the Act. Further, she has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

Accordingly, the Board considers the re-appointment of Smt. Monica Oswal as Executive Director to be in the best interests of the Company and recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members. This Explanatory Statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

MEMORANDUM OF INTEREST

Except Smt. Monica Oswal, being the appointee, Sh. Jawahar Lal Oswal, Sh. Sandeep Jain, Smt. Ruchika Oswal and Sh. Rishabh Oswal, being relatives of Smt. Monica Oswal, are deemed to be concerned or interested in the resolution proposed in respect of her re-appointment. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No.9

Sh. Manikant Prasad Singh was appointed as a Non-Executive Independent Director of the Company for his first term commencing from February 1, 2022. During his tenure, he has made significant contributions to the deliberations of the Board and its Committees by providing valuable guidance and strategic inputs based on his vast administrative experience and expertise in governance, finance, taxation and regulatory matters. The Board, upon evaluation of his performance, has found his continued association to be beneficial and in the best interests of the Company.

Sh. Manikant Prasad Singh is a retired Indian Administrative Service (IAS) Officer of the 1986 Batch and holds a B.Tech. (Hons.) Degree in Mechanical Engineering from IIT Kharagpur. During his distinguished career, he served in various senior administrative positions in the Government of Punjab, including Sub-Divisional Magistrate, Additional Deputy Commissioner, Deputy Commissioner and Excise & Taxation Commissioner. He has also served as Managing Director of Punjab State Federation of Cooperative Sugar Mills, Director of Punjab Genco Limited, Nominee Director on the Boards of Punjab Agro Industries Corporation Limited and Punjab State Forest Development Corporation Limited, and held the positions of Secretary, Principal Secretary and Additional Chief Secretary to the Governor of Punjab. His extensive experience in public administration, governance, policy formulation and management has been instrumental in strengthening the Board's deliberations.

Based on the recommendation of the Nomination and Remuneration Committee and considering his performance evaluation, skills, expertise, integrity, knowledge and rich experience, the Board of Directors, at its meeting held on August 5, 2026, approved the re-appointment of Sh. Manikant Prasad Singh as a Non-Executive Independent Director of the Company for a second consecutive term of five (5) years commencing from February 1, 2027 up to January 31, 2032, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to the approval of the Members by way of a Special Resolution.

The Company has received from Sh. Manikant Prasad Singh his consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority. The Company has also received a declaration from Sh. Manikant Prasad Singh confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act, Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations.

Sh. Manikant Prasad Singh is not inter-se related to any other Director or Key Managerial Personnel of the Company. He does not hold any shares in the Company. The copy of the letter of appointment of Sh. Manikant Prasad Singh setting out the terms and conditions of his appointment shall be available for inspection by the Members.

A brief profile of Sh. Manikant Prasad Singh, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is provided in the Annexure-A to the Notice. As an Independent Director of the Company, Sh. Manikant Prasad Singh will be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and its Committees, as may be decided by the Board of Directors from time to time.

In the opinion of the Board, Sh. Manikant Prasad Singh fulfils the conditions for re-appointment as an Independent Director as specified under the Act and the SEBI Listing Regulations. Sh. Manikant Prasad Singh is a person of integrity, is independent of the Management and possesses the requisite skills, experience and knowledge. Considering his extensive knowledge and experience in the field of regulatory governance, the Board is of the opinion that his re-appointment as a Non Executive Independent Director is in the interest of the Company and recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members. This Explanatory Statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

MEMORANDUM OF INTEREST

Except Sh. Manikant Prasad Singh, being the appointee, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution with regard to his re-appointment.

ITEM No.10

Sh. Parvinder Singh Pruthi was appointed as a Non-Executive Independent Director of the Company for his first term commencing from February 1, 2022. During his tenure, he has made significant contributions to the deliberations of the Board and its Committees by providing valuable guidance and strategic inputs based on his vast administrative experience and expertise in governance, finance, taxation and regulatory matters. The Board, upon evaluation of his performance, has found his continued association to be beneficial and in the best interests of the Company.

Sh. Parvinder Singh Pruthi is a retired Indian Revenue Service (Indirect Taxes) Officer and former Chief Commissioner of Customs and Central Excise with over four decades of distinguished experience in indirect taxation, customs, excise, public administration and corporate governance. During his illustrious career, he served as Member (Technical) of the Customs, Excise and Service Tax Appellate Tribunal (CESTAT). He has also served as the Managing Director of Punjab Alkalies and Chemicals Limited (PACL) and Punjab National Fertilizers & Chemicals Limited (PNFC), Executive Director (Vigilance) at the Semi-Conductor Complex (a Central PSU), and Deputy Director in the Directorate of Revenue Intelligence. His extensive experience in production, procurement, marketing, finance, business development and regulatory affairs has enabled him to provide valuable guidance to the Board and its Committees.

Based on the recommendation of the Nomination and Remuneration Committee and considering his performance evaluation, skills, expertise, integrity, knowledge and rich experience, the Board of Directors, at its meeting held on August 5, 2026, approved the re-appointment of Sh. Parvinder Singh Pruthi as a Non-Executive Independent Director of the Company for a second consecutive term of five (5) years commencing from February 1, 2027 up to January 31, 2032, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to the approval of the Members by way of a Special Resolution.

The Company has received from Sh. Parvinder Singh Pruthi his consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority. The Company has also received a declaration from Sh. Parvinder Singh Pruthi confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act, Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations.

Further, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, no listed entity shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect. Since Sh. Parvinder Singh Pruthi, who is presently aged seventy-two (72) years, will attain the age of seventy-five (75) years during the proposed second term, the approval of

the Members by way of a Special Resolution is also being sought for his continuation as a Non-Executive Independent Director upon attaining the age of seventy-five (75) years. The Board, considering his extensive experience, expertise and valuable contribution to the Company, is of the view that his continued association with the Company is in the best interests of the Company.

The Company has received from Sh. Parvinder Singh Pruthi his consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority. The Company has also received a declaration from Sh. Parvinder Singh Pruthi confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act, Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations.

Sh. Parvinder Singh Pruthi is not inter-se related to any other Director or Key Managerial Personnel of the Company. He does not hold any shares in the Company. The copy of the letter of appointment of Sh. Parvinder Singh Pruthi setting out the terms and conditions of his appointment shall be available for inspection by the Members.

A brief profile of Sh. Parvinder Singh Pruthi, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is provided in the Annexure-A to the notice. As an Independent Director of the Company, Sh. Parvinder Singh Pruthi will be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and its Committees, as may be decided by the Board of Directors from time to time.

In the opinion of the Board, Sh. Parvinder Singh Pruthi fulfils the conditions for continuation as an Independent Director as specified under the Act and the SEBI Listing Regulations. Sh. Parvinder Singh Pruthi is a person of integrity, is independent of the Management and possesses the requisite skills, experience and knowledge. Considering his extensive knowledge and experience in the fields of finance, taxation and regulatory governance, the Board is of the opinion that his continued association as a Non Executive Independent Director, including continuation in office after attaining the age of seventy-five (75) years, is in the interest of the Company and recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

This Explanatory Statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

MEMORANDUM OF INTEREST

Except Sh. Parvinder Singh Pruthi, being the appointee, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution with regard to his re-appointment.

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

**Place: Ludhiana
Date: August 5, 2026**

**Ankur Gauba
(Company Secretary)
ICSI Membership No. FCS-10577**

Annexure-A

Details of the Directors pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as applicable

Names	Sh. Sandeep Jain	Sh. Dinesh Gogna																			
Designation	Executive Director	Non-Executive Director																			
Date of birth/ age	24.12.1971 / 55 Years	07.07.1953 / 73 Years																			
Date of appointment	01.07.2008	01.07.2008																			
Qualification	Bachelor's degree in Pharmacy, Diploma in Export Management, Certificate course in wool from the AWTA Limited	Bachelor's Degree in Law, Completed the United States Money and Capital Market Seminar conducted by New York Institute of Finance.																			
Experience	More than 32 years of experience in the field of administration.	More than 42 years of experience in the field of Corporate Finance and Taxation.																			
Terms of appointment	Liable to retire by rotation	Liable to retire by rotation																			
Remuneration for the Financial Year 2025-26	Rs 279 Lakhs	Rs 1.00 Lakhs																			
Disclosure of relationship	Sh. Sandeep Jain is husband of Smt. Ruchika Oswal, Executive Director, Son In Law of Sh. Jawahar Lal Oswal, Chairman and Managing Director and Brother in law of Smt. Monica Oswal, Executive Director of the company. He is not related to any other Director(s) and Key Managerial Personnel of the Company.	Sh. Dinesh Gogna is not related to any Director(s) and Key Managerial Personnel of the Company																			
Shareholding	None	2000 Equity Shares																			
No. of Board Meetings attended during the year	4	4																			
Directorships in other Listed Companies as on March 31, 2026	Nil	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital & Financial Services Limited Oswal Leasing Limited																			
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2026	Nil	<table> <tr> <th>Name of the Company</th><th>Name of the Committee</th><th>Designation</th></tr> <tr> <td rowspan="3">Nahar Industrial Enterprises Limited</td><td>Audit</td><td>Member</td></tr> <tr> <td>Stakeholders Relationship</td><td>Chairman</td></tr> <tr> <td>Corporate Social Responsibility</td><td>Member</td></tr> <tr> <td rowspan="4">Nahar Poly Films Limited</td><td>Audit</td><td>Member</td></tr> <tr> <td>Stakeholders Relationship</td><td>Member</td></tr> <tr> <td>Corporate Social Responsibility</td><td>Member</td></tr> <tr> <td>Share Transfer</td><td>Member</td></tr> </table>	Name of the Company	Name of the Committee	Designation	Nahar Industrial Enterprises Limited	Audit	Member	Stakeholders Relationship	Chairman	Corporate Social Responsibility	Member	Nahar Poly Films Limited	Audit	Member	Stakeholders Relationship	Member	Corporate Social Responsibility	Member	Share Transfer	Member
Name of the Company	Name of the Committee	Designation																			
Nahar Industrial Enterprises Limited	Audit	Member																			
	Stakeholders Relationship	Chairman																			
	Corporate Social Responsibility	Member																			
Nahar Poly Films Limited	Audit	Member																			
	Stakeholders Relationship	Member																			
	Corporate Social Responsibility	Member																			
	Share Transfer	Member																			

		Nahar Capital & Financial Services Limited	Share Transfer	Member
			Corporate Social Responsibility	Member
			Risk Management	Member
			Investment	Member
		Nahar Spinning Mills Limited	Audit	Member
			Share Transfer	Member
			Corporate Social Responsibility	Member

Names	Sh. Jawahar Lal Oswal	Smt. Ruchika Oswal
Designation	Chairman & Managing Director	Executive Director
Date of birth/ age	01.10.1943/ 83 Years	25.02.1972/ 55 Years
Date of appointment	10.08.2011	10.08.2011
Qualification	Bachelor's Degree in Commerce	Bachelor's Degree in Commerce
Experience	More than 62 years of experience in the Textile and Woollen Industry.	More than 26 years of experience in the field of Garment Manufacturing, Designing & Administration.
Terms of appointment	5 Years, Not Liable to retire by rotation	5 Years, Liable to retire by rotation
Remuneration for the Financial Year 2025-26	Rs 986 Lakhs	Rs 86 Lakhs
Disclosure of relationship	Sh. Jawahar Lal Oswal is Father of Smt. Ruchika Oswal and Smt. Monica Oswal, Executive Directors of the Company, Grand father of Sh. Rishabh Oswal, Executive Director and Father in law of Sh. Sandeep Jain, Executive Director of the Company. He is not related to any of the other Director and Key Managerial Personnel of the Company.	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 Director of the Company. She is not related to any of the other Director and Key Managerial Personnel of the Company.
Shareholding	1,20,059 Equity Shares	5,15,838 Equity Shares
No. of Board Meetings attended during the year	4	4
Directorships in other Listed Companies as on March 31, 2026	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital & Financial Services Limited	Nil
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2026	Nil	Nil

Names	Sh. Manikant Prasad Singh	Sh. Parvinder Singh Pruthi
Designation	Non - Executive Independent Director	Non - Executive Independent Director
Date of birth/ age	26.12.1959/ 66 Years	13.01.1954/ 72 Years
Date of appointment	01.02.2022	01.02.2022
Qualification	Bachelor's Degree in Technology	Bachelor's Degree in Science (Hons.) Master's Degree in Science(Physics) and Member of Indian Revenue Service (Indirect Taxes)
Experience	More than 35 years of experience in the field of Administration, Finance and Taxation.	More than 37 years of experience in Overall Industry functioning - Production, Purchase, Marketing, Taxation, Finance, Business Development.
Terms of appointment	5 Years, Not Liable to retire by rotation	5 Years, Not Liable to retire by rotation
Remuneration for the Financial Year 2025-26	1.00 Lacs	0.75 Lacs
Disclosure of relationship	Sh. Manikant Prasad Singh is not related to any Director(s) and Key Managerial Personnel of the Company.	Sh. Parvinder Singh Pruthi is not related to any of the Directors and Key Managerial Personnel of the Company.
Shareholding	Nil	Nil
No. of Board Meetings attended during the year	4	3
Directorships in other Listed Companies as on March 31, 2026	Nil	Nahar Industrial Enterprises Limited
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2026	Nil	Nil

Names	Smt. Monica Oswal
Designation	Executive Director
Date of birth/ age	25.02.1972/ 55 Years
Date of appointment	10.08.2011
Qualification	Bachelor's Degree in Commerce
Experience	More than 26 years of experience in the field of Retail Marketing and Branding.
Terms of appointment	Five Years, Liable to retire by rotation
Remuneration for the Financial Year 2025-26	Rs 86 Lakhs
Disclosure of relationship	Smt. Monica Oswal is Daughter of Sh. Jawahar Lal Oswal, Chairman & Managing Director, Sister of Smt. Ruchika Oswal, Sister-in-law 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.
Shareholding	5,15,837 Equity Shares
No. of Board Meetings attended during the year	3
Directorships in other Listed Companies as on March 31, 2026	Oswal Leasing Limited

Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2026	Name of the Company	Name of the Committee	Designation
	Oswal Leasing Limited	Audit	Member
		Stakeholder Relationship	Member
		Nomination and Remuneration	Member
		Share Transfer	Member
		Risk Management	Member
		Internal Compliers	Presiding Officer/ Chairperson

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

**Place: Ludhiana
Date: August 5, 2026**

**Ankur Gauba
(Company Secretary)
ICSI Membership No. FCS-10577**

Annexure-B

Statement Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:

1. **Nature of Industry:**
Ready-made garments, apparel, and accessories manufacturing.
2. **Date or expected date of commencement of commercial production:**
The Company is an existing operational entity.
3. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. **Financial performance based on given indicators:**

(Rs. in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Total Revenue	1,27,591	1,10,041
Profit before Tax	14,719	11,391
Profit after Tax	11,206	8,177

5. Foreign investments or collaborations, if any:

No foreign collaborations. Investments by foreign institutional investors may exist as permitted under applicable law.

II. Information about the Appointee:

1. Background details:

- a. **Sh. Jawahar Lal Oswal:** Aged about 83 years, he is a highly respected industrialist with over five decades of experience in the textile and apparel industry. He has been instrumental in the growth and transformation of Monte Carlo Fashions Limited into a leading apparel brand.
- b. **Smt. Ruchika Oswal:** Aged about 55 Years, she is the Whole-time director of the Company with over 26 years of experience in the field Garment Manufacturing, Designing and Administration. She holds a Bachelor's Degree in Commerce. She has been instrumental in taking the company to its present position.
- c. **Smt. Monica Oswal:** Aged about 55 Years, she is the Whole-time director of the Company with over 26 years of experience in the field of Retail, Branding and Advertisement. She holds a Bachelor's Degree in Commerce. Due to her dynamism and relentless efforts, the company has achieved new heights in the field of retail sales and cost savings.

2. Remuneration details:

Sr. No.	Name of Director	Remuneration drawn (2025-26) (In Rs. Lacs)
1.	Sh. Jawahar Lal Oswal	986.00
2.	Smt. Ruchika Oswal	86.00
3.	Smt. Monica Oswal	86.00

3. Recognition or awards:

Sh. Jawahar Lal Oswal is widely recognized for his leadership and has held several prestigious positions in various industry associations and business chambers. Sh. Jawahar Lal Oswal has been awarded the 'Punjab Ratan' at the Punjab State Intellectual's Conference in 2003 by the All India Conference of Intellectuals, the 'Udyog Ratna Award' by the PHD Chamber of Commerce and Industry in 2005, the 'LMA- Sat Paul Mittal Life Time Achievement Award' by the Ludhiana Management Association in 2012 and the 'Achievers of the North' by the Economic Times in 2013.

4. **Job profile and suitability:**

- a. **Sh. Jawahar Lal Oswal:** As Chairman and Managing Director, Sh.Oswal is responsible for strategic decision-making, business development, brand positioning, and overall governance of the Company. His extensive experience makes him eminently suitable for this role. He has been associated with the Company since its inception. Because of his able guidance and the highest business acumen and experience, Monte Carlo Fashions Limited stands as a leading entity in the winter wear and organized retail apparel sector, with a diversified portfolio across various segments.
- b. **Smt. Ruchika Oswal:** As an Executive Director, she is responsible for handling and overseeing Garment Manufacturing, Designing and Administration under the supervision of the Board of Directors. She has previously worked with Oswal Woollen Mills Ltd and has been associated with the company since 2010. Her extensive experience makes her eminently suitable for this role. Her visionary leadership, financial oversight, and commitment to good governance have transformed Monte Carlo Fashions Limited into a leading apparel brand.
- c. **Smt. Monica Oswal:** As an Executive Director, she is responsible for handling and overseeing Retail, Branding and Advertisement under the supervision of the Board of Directors. She has previously worked with Oswal Woollen Mills Ltd as CEO- Retail and has been associated with the company since 2010. Her extensive experience makes her eminently suitable for this role. She has been instrumental in the growth and transformation of Monte Carlo Fashions Limited into a leading apparel brand.

5. **Remuneration proposed:**

In the event of inadequacy of profits or in case of loss, the remuneration payable to Sh. Jawahar Lal Oswal, Smt. Ruchika Oswal and Smt. Monica Oswal, shall be paid as the minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013, including Schedule V of the Act.

6. **Comparative remuneration profile:**

The remuneration proposed is in line with prevailing industry standards for companies of similar size and operations and commensurate with the responsibilities and contribution of Sh. Jawahar Lal Oswal, Smt. Ruchika Oswal and Smt. Monica Oswal respectively.

7. **Pecuniary relationship:**

- a. **Sh. Jawahar Lal Oswal:** He is one of the promoters of the Company and holds 1,05,059 equity shares in the Company. He is related to Smt. Ruchika Oswal, Smt. Monica Oswal, Sh. Sandeep Jain, and Sh. Rishabh Oswal, who are also Directors of the Company. Except for the remuneration drawn in his capacity as Chairman and Managing Director, Sh. Jawahar Lal Oswal does not have any other pecuniary relationship, either directly or indirectly, with the Company.
- b. **Smt. Ruchika Oswal:** She is one of the promoters of the Company and holds 5,15,838 equity shares in the Company. She is related to Sh. Jawahar Lal Oswal, Smt. Monica Oswal, Sh. Sandeep Jain and Sh. Rishabh Oswal who are also Directors of the Company. Except for the remuneration drawn in her capacity as Executive Director, Smt. Ruchika Oswal does not have any other pecuniary relationship, either directly or indirectly, with the Company.
- c. **Smt. Monica Oswal:** She is one of the promoters of the Company and holds 5,15,837 equity shares in the Company. She is related to Sh. Jawahar Lal Oswal, Smt. Ruchika Oswal, Sh. Sandeep Jain and Sh. Rishabh Oswal who are also Directors of the Company. Except for the remuneration drawn in her capacity as Executive Director, Smt. Monica Oswal does not have any other pecuniary relationship, either directly or indirectly, with the Company.

III. Other Information

1. Reasons for loss or inadequacy of profits:

The profitability of the Company may be impacted in certain financial years due to various factors, including:

- Seasonality inherent in the textile and apparel industry and fluctuations in consumer demand;
- Economic slowdown, inflationary pressures and changes in consumer spending;
- Increase in the prices of raw materials, manufacturing, logistics and other operating costs;
- Supply chain disruptions and other operational challenges;
- Competitive pricing pressure and changes in consumer preferences and fashion trends;
- Higher inventory levels, product returns, discounts and markdowns, particularly during lean or transitional seasons; and
- Increased expenditure towards brand building, retail expansion, digital initiatives and other growth-oriented activities.

2. Steps taken or proposed to be taken for improvement:

The Company continues to undertake various measures to improve its operational performance and profitability, including:

- Expansion into new geographical markets and strengthening of the existing retail and distribution network;
- Increasing the presence across Exclusive Brand Outlets, Multi-Brand Outlets, National Chain Stores and digital/e-commerce channels;
- Improving product mix with greater focus on products having better demand and margins;
- Strengthening inventory planning and management to reduce ageing inventory, markdowns and product returns;
- Improving manufacturing, sourcing, supply chain and operational efficiencies;
- Strengthening the Company's brands through focused marketing, product innovation and premium positioning; and
- Continuous monitoring and optimization of operating and administrative costs.

3. Expected increase in productivity and profits in measurable terms:

The above measures are expected to result in improvement in revenue, sales productivity, inventory management, operating efficiencies and profit margins over the medium to long term. The Company expects steady growth in revenue and gradual improvement in profitability through better product mix, expansion of sales channels, improved inventory management and cost optimization.

The precise increase in productivity and profitability cannot be quantified at this stage as the Company's performance is also dependent upon factors such as economic conditions, consumer demand, seasonality, raw material prices, competitive environment and other market conditions.

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

**Place: Ludhiana
Date: August 5, 2026**

**Ankur Gauba
(Company Secretary)
ICSI Membership No. FCS-10577**