CST-03412094494 Dt.26.08.2011
TIN-03412094494 Dt.26.08.2011
PAN-AAFCM7888Q
TAN-JLDM04272C
CIN-L51494PB2008PLCO32059

MONTE CARLO FASHIONS LIMITED

Regd. Office :- B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003
Tel.: 91-161-5048610, 5048620, 5048630, 5048640 Fax : 91-161-5048650
Manufacturers & Exporters of High Class Woollen Hosiery Knitwear, Textiles & Exclusive Fully Fashion Knitwears

September 05, 2015

National Stock Exchange of India Limited **Exchange Plaza, 5th Floor, Plot No. C/1,** **G-Block, Bandra-Kurla Complex,** **Bandra (E), Mumbai-400051.**	**BSE Limited.** **Phiroze Jeejeebhoy Tower,** **Dalal Street,** **Mumbai-400001.**
Symbol: MONTECARLO	**Scrip Code: 538836**

Sub: Notice of the Seventh (7th) Annual General Meeting (AGM) of the Members of Monte Carlo Fashions Limited

Dear Sir/Madam,

Please find enclosed herewith the Notice of the Seventh (7th) Annual General Meeting (AGM) of the Members of Monte Carlo Fashions Limited ("the Company") scheduled to be held on Tuesday, September 29, 2015 at 11:00 A.M. at B-XXIX-106, G. T. Road, Sherpur, Ludhiana-141003.

This is for your information and records.

Thanking you,

Yours truly,

For MONTE CARLO FASHIONS LIMITED

MONTE CARLO FASHIONS LTD. LUDHIANA. B-XXIX-106, G.T. ROAD, SHERPUR

CO. SECRETARY & COMPLIANCE OFFICER

MONTE CARLO FASHIONS LIMITED

(CIN: L51494PB2008PLC032059)
Registered Office: B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003
Tel.: 91-161-5048610-40, Fax: 91-161-5048650
Website: www.montecarlocorporate.com, E-mail: investor@montecarlocorporate.com

NOTICE

NOTICE is hereby given that the 7th **ANNUAL GENERAL MEETING** of the members of **MONTE CARLO FASHIONS LIMITED** will be held as scheduled below:

DATE : 29th September, 2015
DAY : Tuesday
TIME : 11:00 A.M
PLACE : B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003
to transact the following Business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2015 along with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the Financial Year 2014-15.
3. 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.
4. 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.
5. To appoint Statutory Auditors of the Company and to fix their remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Twelfth Annual General Meeting of the Company subject to ratification by shareholders at every Annual General Meeting at such remuneration and other expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

By order of the Board
MONTE CARLO FASHIONS LIMITED

Place : LUDHIANA
Date : 06.08.2015

SAHIL JAIN
(COMPANY SECRETARY)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The instrument appointing the proxy, duly completed, should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 23, 2015 to September 29, 2015** (both days inclusive).
5. Members/ proxies/ authorized representatives are requested to:
   (i) Bring their copies of Annual Report, Notice and Attendance Slip (enclosed herewith) duly completed and signed at the meeting. The duly filled in Attendance Slip must be surrendered at the counter before attending the meeting.
   (ii) Quote their Folio/Client ID & DP ID Nos. in all correspondence.
   (iii) Electronic copy of the Annual Report 2014-15 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant, unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of Attendance Slip and bring along with them to the AGM.

6. Members seeking any information with regard to the accounts at the time of the meeting are requested to write to the company at least 10 days before the date of the meeting so as to enable the management to keep the relevant information ready.
7. The board of directors of the Company at its meeting held on 30.05.2015 has recommended a dividend @ 100% on the paid up equity share capital of the Company. The dividend, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration to the members, whose names shall appear on the Register of Members of the Company as on 22nd September 2015 in respect of physical shares and in respect of shares held in dematerialized form, the dividend will be paid to those members whose names will be furnished to us by National Securities Depository Ltd. [NSDL] and Central Depository Services [India] Ltd. [CDSL] as beneficial owners as on that date.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Details of Directors seeking Appointment/ Re-appointed at the Annual General Meeting annexed herewith as **Annexure A**.
10. All public documents of the Company are open for inspection at the Registered Office of the Company during office hours on all the working days.
11. Members may also note that the Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2015 will be uploaded on the Company's website www.montecarlocorporate.com and website of CDSL www.cdslindia.com, may be accessed by the members.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company/ Link Intime India Pvt. Ltd.
13. Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the earliest. However, members holding equity shares in dematerialized form may notify the change in their address, if any, to the Company's Register and Transfer Agent or their respective depository participants, as the case may be.
14. In compliance with Clause 35B of the Listing Agreement and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (which means e-voting from a place other than venue of the General Meeting) to exercise their right to vote at the 7th Annual General Meeting (AGM). For this purpose, the Company has engaged the services of M/s. Central Depository Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.
15. The facility for voting through ballot paper shall also be made available at the venue of the Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the General Meeting but shall not be entitled to cast their vote again at the General Meeting.
16. The Company has appointed Sh. Pritpal Singh Dua (CP No. 3934) of M/s. P.S. Dua & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
17. The Results shall be declared on and after the Annual General Meeting of the Company. The Results declared shall be placed along with the Scrutinizer's Report on the website of the Company i.e. www.montecarlocorporate.com , besides being communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
18. **Voting through Electronic means:**
    The instructions for members for voting electronically are as under:
    (i) The voting period begins on 26th September, 2015 (at 9:00 A.M) and ends on 28th September, 2015 (at 5:00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on 22nd September 2015 (the Cut Off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
    (iii) Click on **Shareholders** tab.
    (iv) Now Enter your User ID
        a. For CDSL: 16 digits beneficiary ID,
        b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
        c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    (v) Next enter the Image Verification as displayed and Click on Login.
    (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
    (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "**SUBMIT**" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for <MONTE CARLO FASHIONS LIMITED> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Corporate & Institutional Members (i.e. other than Individuals, HUF, NRI etc.)**

- Corporate & Institutional Members are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e.22nd September 2015 may follow the same instructions as mentioned above for e-Voting.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

19. Important Communication:

As per the provisions of Section 101 and 136 of Companies Act 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 32 of the listing agreement, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail address with Company's Registrar & Transfer Agents, M/s. Link Intime India Pvt. Ltd, to enable the Company to send the notices, documents including Annual Reports by e-mail.

Annexure-A

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

Name	Sh. Sandeep Jain		
Designation	Executive Director		
Date of birth/ age	24.12.1971/ 43 Years		
Date of appointment	01.07.2008		
Qualification	Bachelor's degree in Pharmacy, Diploma in Export Management, Certificate course in wool from the AWTA Limited		
Experience	More than 17 years of experience in the field of administration.		
Terms of appointment	Liable to retire by rotation		
Remuneration (For the Financial Year 2014-2015):	₹1,34,17,796		
Disclosure of Relationship:	Sh. Sandeep Jain is husband of Smt. Ruchika Oswal, Executive Director, Son In Law of Sh. Jawahar Lal Oswal, Chairman and Managing Director and Brother in law of Smt. Monica Oswal, Executive Director of the company. He is not related to any other Director(s) and Key Managerial Personnel of the Company.		
Shareholding:	None		
No. of Board Meetings attended during the year:	4		
Other Directorships:	Oswal Woollen Mills Limited and Vanaik Spinning Mills Limited		
Other Committee Membership/ Chairmanship:	**Name of the Company**	**Name of the Committee**	**Designation**
	Oswal Woollen Mills Limited	Corporate Social Responsibility Committee	Member
		Shareholders Committee	Member
		Nomination & Remuneration Committee	Member
Name	Sh. Dinesh Gogna		
Designation	Non Executive Director		
Date of birth/ age	07.07.1953/ 62 Years		
Date of appointment	01.07.2008		
Qualification	Bachelor's Degree in Law, Completed the United States Money and Capital Market Seminar conducted by New York Institute of Finance.		
Experience	More than 35 years of experience in the field of Corporate Finance and Taxation.		
Terms of appointment	Liable to retire by rotation		
Remuneration for the Financial Year 2014-15. :	₹40,000 (Sitting Fees for Board Meetings attended)		
Disclosure of Relationship:	Sh. Dinesh Gogna is not related to any Director(s) and Key Managerial Personnel of the Company.		
Shareholding:	None		
No. of Board Meetings attended during the year:	4		
Other Directorships:	Oswal Woollen Mills Limited (Executive Director), Nahar Spinning Mills Limited Cotton County Retail Limited, Girnar Investment Limited, Oswal Leasing Limited Nahar Industrial Enterprises Limited, Nahar Capital And Financial Services Limited Nahar Poly Films Limited and Crown Star Limited (U.K.)		
Other Committee Membership/ Chairmanship:	**Name of the Company**	**Name of the Committee**	**Designation**
1.	Oswal Woollen Mills Limited	Audit Committee	Member
		Shareholders Committee	Member
2.	Nahar Spinning Mills Limited	Audit Committee	Member
		Share Transfer Committee	Member
		Corporate Social Responsibility Committee	Member
3.	Nahar Industrial Enterprises Limited	Audit Committee	Member
		Share Transfer Committee	Chairman
		Corporate Social Responsibility Committee	
4.	Nahar Capital And Financial Services Limited	Share Transfer Committee	Member
		Corporate Social Responsibility Committee	Member
5.	Nahar Poly Films Limited	Share Transfer Committee	Member
		Corporate Social Responsibility Committee	Member
		Audit Committee	Member

ATTENDANCE SLIP

MONTE CARLO FASHIONS LIMITED

(CIN: L51494PB2008PLC032059)
Registered Office: B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003
Tel.: 91-161-5048610-40, Fax: 91-161-5048650
Website: www.montecarlocorporate.com, E-mail: investor@montecarlocorporate.com

SEVENTH ANNUAL GENERAL MEETING

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID*		Folio No.	
Client ID*		No. of Shares	

NAME AND ADDRESS OF SHAREHOLDER:

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 7th Annual General Meeting of the Company on Tuesday, the 29th day of September, 2015 at 11.00A.M at the Registered Office of the Company at B-XXIX-106, G.T. Road, Sherpur, Ludhiana.

Signature of Member / Proxy

Notes:
1.*Applicable for investors holding shares in electronic form.
2. Please read the instructions given at Note No. 18 of the Notice of 7th Annual General Meeting, carefully before voting electronically.

ELECTRONIC VOTING PARTICULARS		
EVSN (E-Voting Sequence Number)	**User ID/ Folio No./ DP/Client ID**	**Sequence No.**

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MONTE CARLO FASHIONS LIMITED
(CIN: L51494PB2008PLC032059)
Regd. Office: B-XXIX-106, G.T. Road, Sherpur,
Ludhiana-141003
Tel.: 91-161-5048610-40, Fax: 91-161-5048650
Website: www.montecarlocorporate.com,
E-mail: investor@montecarlocorporate.com

PROXY FORM
Form No. MGT-11
[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):		E-Mail ID:	
Registered Address:		Folio No./ Client ID:	
		DP ID :	

I / We, being the member (s) of _____ shares of Monte Carlo Fashions Limited, hereby appoints

1. Name:.....Address:.....
   E-mail ID:.....Signature:....., or failing him/her
2. Name:.....Address:.....
   E-mail ID:.....Signature:....., or failing him/her
3. Name:.....Address:.....
   E-mail ID:.....Signature:.....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on the Tuesday, the 29th day of September, 2015 at 11 A.M at the Registered Office of the Company situated at B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003 and at any adjournment thereof in respect of such business items as are indicated below:

Item No.	Particulars	Optional*	
	ORDINARY BUSINESS	**For**	**Against**
1.	To receive, consider and adopt the Audited Financial Statement for the financial year ended on 31st March, 2015 together with the Reports of Auditors' and Directors' thereon.		
2.	To declare dividend on equity shares of the company.		
3.	To appoint Director in place of Sh. Sandeep Jain (DIN: 00565760), who retires by rotation in terms of Section 152(6) and being eligible, offers himself for re-appointment.		
4.	To appoint Director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation in terms of Section 152(6) and being eligible, offers himself for re-appointment.		
5.	To appoint Statutory Auditors and fix their remuneration.		

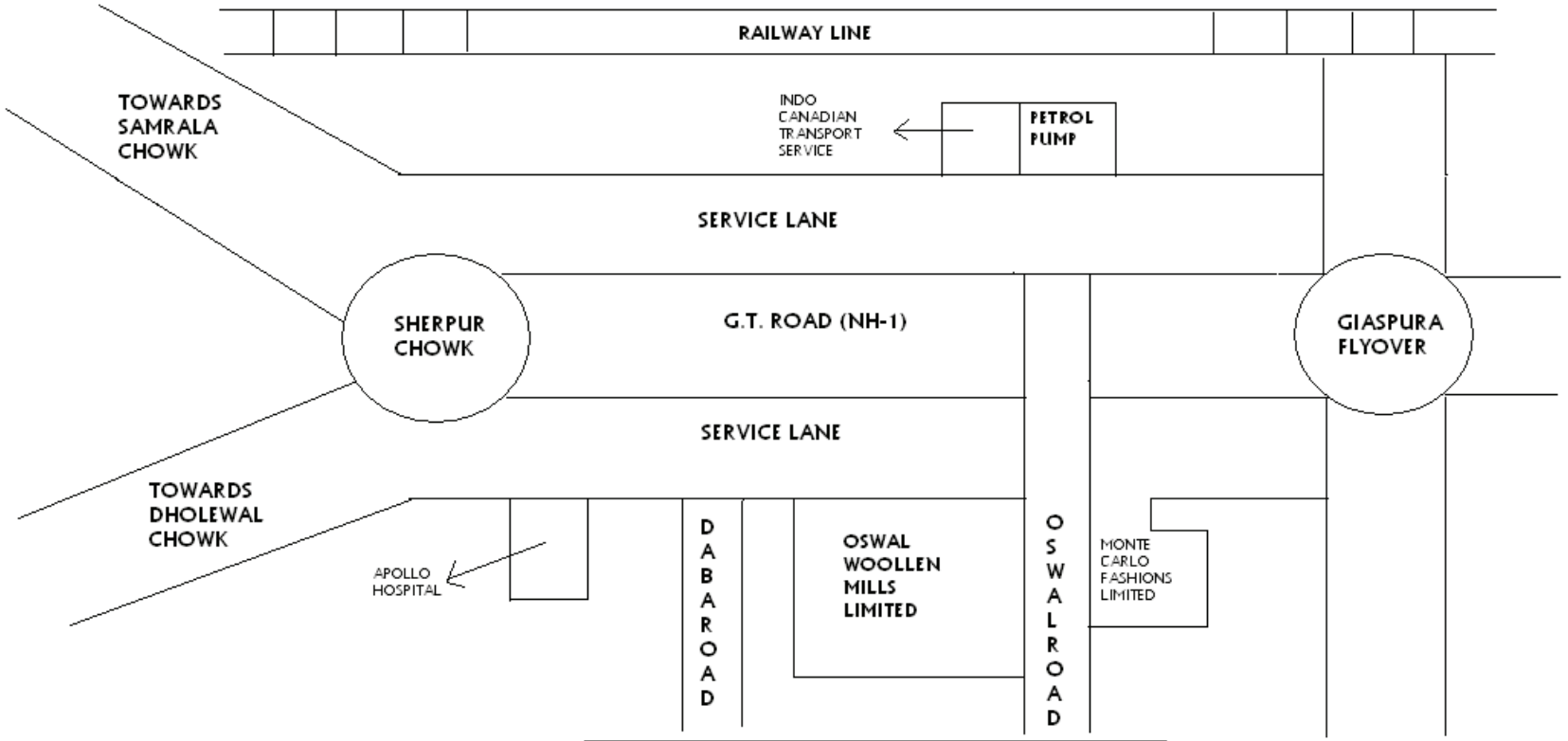
Signed this.....**day of**.....**2015.**

Affix Revenue Stamp of Re. 1

Signature of Member **Signature of Proxy holder(s)**

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. *****It is optional to put a tick (√) in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the Resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
3. Please complete all the details of the member(s) in box before submission.



ROUTE MAP:- MONTE CARLO FASHIONS LIMITED,
B-XXIX-106, SHERPUR, LUDHIANA-141003