

NAGDEVI TRADING AND INVESTMENT COMPANY LIMITED
REGD. OFFICE: 105 ASHOKA ESTATES, 24 BARAKHAMBA ROAD, NEW DELHI - 110 001

Ref. SEBI/21-22/

Date: 10.06.2021

Securities & Exchange Board of India
SEBI Bhawan, Bandra Kurla Complex,
Plot No. C4-A, G Block,
MUMBAI - 400051
Ph: 022-26449000, Fax No. 022-26449016

Dear Sir,

**Re: Compliance under Regulation 10(7) of SEBI (SAST) Regulations, 2011 - Acquisition
of Equity Shares of MONTE CARLO FASHIONS LIMITED**


With Reference to the captioned subject, we are enclosing herewith the requisite Form under Regulation 10(7) of SEBI (SAST) Regulations, 2011 along with a Demand Draft No. 519746 dated 10.06.2021 drawn on Indian Bank for Rs. 150000/- (Rupees one lakh fifty thousand only) in favour of 'SECURITIES & EXCHANGE BOARD OF INDIA' payable at MUMBAI.

We are also enclosing herewith:

1. Compliance made to Stock Exchanges under Regulation 10(6) of SEBI (SAST) Regulations, 2011 (**Annexure-1, page no.1-2**),
2. Details of shareholding of PAC individually and collectively in TC is enclosed as (**Annexure-2, Page No. 3**)
3. Copy of Order approved by the Hon'ble Regional Director (**Annexure-3, page no.4**),
4. Compliance made to Stock Exchanges under Regulation 29(2) of SEBI (SAST) Regulations, 2011 (**Annexure-4, page no.5-8**),
5. Declaration of acquirer(s) (**Annexure-5, page no.9**).

You are requested to take the above documents on your record on behalf of both acquirer companies.

Thanking you,
Yours faithfully,
For NAGDEVI TRADING & INVESTMENT CO. LIMITED

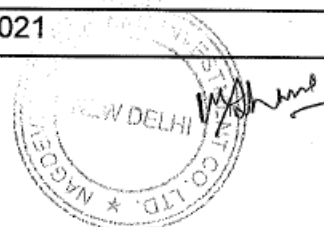

NAVDEEP SHARMA
(DIRECTOR)

Encl: as above



Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
	a. Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Nagdevi Trading & Investment Co. Limited Regd. Office: 105, Ashoka Estate, 24, Barakhamba Road, New Delhi - 110001 Phone No. 82838 03004 Email: nagdevi@owmnaahar.com
	b. Whether sender is the acquirer (Y/N)	Yes.
	c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not applicable
	d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Nagdevi Trading & Investment Co. Limited Regd. Office: 105, Ashoka Estate, 24, Barakhamba Road, New Delhi - 110001 Phone No. 82838 03004 Email: nagdevi@owmnaahar.com
2	Compliance of Regulation 10(7)	
	a. Date of Report	10.06.2021
	b. Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
	c. Whether the report is accompanied with fees as required under Regulation 10(7)	Yes. A Demand Draft No. <u>519746</u> dated 10.06.2021 drawn on Indian Bank for Rs.1,50,000/- is enclosed herewith.
3	Compliance of Regulation 10(6)	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.	Yes, the Report was filed with both BSE and NSE on 10.06.2021. Copy of the Report is enclosed as ANNEXURE-1
	b. Date of Report	10.06.2021
4	Details of the Target Company	
	a. Name & address of TC	Monte Carlo Fashions Limited Regd. Office: B-XXIX-106, G.T. Road, Sherpur, Ludhiana, Punjab, 141003
	b. Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
5	Details of the acquisition	
	a. Date of acquisition	09.06.2021



	b.	Acquisition price per share (in Rs.)	44,04,000 Equity Shares transferred from Simran and Shanaya Co. Ltd. to Nagdevi Trading and Investment Co. Ltd. pursuant to Scheme of merger approved by the Hon'ble Regional Director, MCA, New Delhi.			
	c.	Regulation which would have triggered an open offer, had the report not been filed under Regulation 10(7) (whether Regulation 3(1), (2), 4 or 5)	Regulation 3(2)			
	d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
			No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
		Name(s) of the acquirer(s) (**) 1. Nagdevi Trading & Investment Co. Limited 2. Simran and Shanaya Company Limited	603192 4404000	2.91 21.24	5007192 -	24.15 -
		Note: Details of shareholding of PAC individually and collectively in TC is enclosed as ANNEXURE-2				
6	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(d)(iii)					
	a.	Confirm that the scheme is approved by the order of a court or any other competent authority	Yes			
	b.	Attached copy of the order mentioned above.	Attached Annexure-3			
	c.	Total consideration paid under the scheme	As per Scheme of merger approved by the Hon'ble Regional Director, Ministry of Corporate Affairs, New Delhi.			
	d.	Component of cash and cash equivalents in the total consideration paid under the scheme. Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)	The Transferor Company (i.e. Simran and Shanaya Company Limited) is a Wholly-Owned Subsidiary of the Transferee Company (i.e. Nagdevi Trading & Investment Co. Limited) and the entire paid up share capital of the Transferor Company is being held by the Transferee Company and its nominees. Thus, on the Scheme becoming operative, no shares will be required to be issued to the Shareholders of the Transferor Company as the entire Share Capital of the Transferor Company will be cancelled			
	e.	After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the				



		scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity.	
	f.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes, Regulation 29(2) of Chapter V of Takeover Regulations has been complied with and report has been submitted to respective Stock Exchanges on 10.06.2021. Copy Enclosed Annexure-4
	g.	Declaration by the acquirer that all the conditions specified under regulation 10(1) (d)(iii) with respect to exemptions has been duly complied with.	Yes, Declaration is enclosed as Annexure-5

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For **NAGDEVI TRADING AND INVESTMENTS CO. LTD.**

Navdeep Sharma



NAVDEEP SHARMA
(DIRECTOR)

Date: 10.06.2021

Place: New Delhi

NOTE:

(*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.

(**) Shareholding of each entity shall be shown separately as well as collectively.

Prakash Patro

From: OWM EQUITY [owmequity@owmnahar.com]
Sent: Thursday, June 10, 2021 5:17 PM
To: takeover@nse.co.in; corp.relations@bseindia.com
Cc: 'Secretary'
Subject: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")
Attachments: 10(6) Nagdevi Simran.pdf

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

To
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Sub: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Dear Sir,

Please find enclosed the disclosure under Regulation 10(6) of the Takeover Regulations. The attached disclosure is self explanatory.

The attached disclosure is also being sent to the Monte Carlo Fashions Ltd.

Should you require any further information or clarification, please feel free to contact Mr. Prakash Patro at +91-161-2542501

Thank You

Yours Sincerely
For Simran and Shanaya Company Limited and
For Nagdevi Trading and Investment Co. Limited

Komal Jain Navdeep Sharma
Director Director

Enclosed : As above

G.T. Road, Sherpur
Ludhiana - 141 003 (INDIA)
+91-161-2542501 to 07, (M) +91-82838 03004
* prakashpatro@owmnahar.com

URL: www.owmnahar.com

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Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Monte Carlo Fashions Ltd			
2.	Name of the acquirer(s) Name of the Sellers(s)	NAGDEVI TRADING AND INVESTMENT CO. LTD., SIMRAN AND SHANAYA COMPANY LTD.			
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited			
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	44,04,000 Equity Shares transferred from Simran and Shanaya Co. Ltd. to Nagdevi Trading and Investment Co. Ltd. pursuant to Scheme of merger approved by the Hon'ble Regional Director, MCA, New Delhi.			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Under Regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not Applicable			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
	a. Name of the transferor / seller	Not Applicable			
	b. Date of acquisition				
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above				
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC				
	e. Price at which shares are proposed to be acquired / actually acquired				
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held *	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer / Transferee(*) Nagdevi Trading and Investment Co. Ltd.	603192 Equity Shares	2.91%	5007192 Equity Shares	24.15%
b	Each Seller / Transferor Simran and Shanaya Company Limited	4404000 Equity Shares	21.24%	Nil	Nil

For Nagdevi Trading and Investment Co. Limited,

For Simran and Shanaya Co. Limited

Navdeep Sharma
(Director)

Komal Jain
(Director)

Place: New Delhi
Date: 10.06.2021



Details of shareholding of PAC individually and collectively in TC (MONTE CARLO FASHIONS LIMITED)							
S.No.	Name of Member	Before the acquisition		09.06.2021		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
1	Tanvi Oswal	500	0.00			500	0.00
2	Jawahar Lal Oswal	1,20,059	0.58			1,20,059	0.58
3	Kamal Oswal	1,000	0.00			1,000	0.00
4	Dinesh Oswal	1,000	0.00			1,000	0.00
5	Abhilash Oswal	1,07,583	0.52			1,07,583	0.52
6	Sambhav Oswal	500	0.00			500	0.00
7	Abhinav Oswal	500	0.00			500	0.00
8	Rishabh Oswal	500	0.00			500	0.00
9	Manisha Oswal	500	0.00			500	0.00
10	Ritu Oswal	500	0.00			500	0.00
11	Monica Oswal	5,15,837	2.49			5,15,837	2.49
12	Ruchika Oswal	5,15,838	2.49			5,15,838	2.49
13	Sanjana Oswal	500	0.00			500	0.00
14	Simran And Shanaya Company Limited	44,04,000	21.24	(44,04,000)	(21.24)	-	-
15	Nahar Capital And Financial Services Ltd	16,51,215	7.96			16,51,215	7.96
16	Vanaik Investors Ltd.	4,09,273	1.97			4,09,273	1.97
17	Nagdevi Trading & Investment Co. Ltd.	6,03,192	2.91	44,04,000	21.24	50,07,192	24.15
18	Oswal Woolen Mills Ltd.	75,642	0.36			75,642	0.36
19	Atam Vallabh Financiers Ltd.	67,106	0.32			67,106	0.32
20	Vardhman Investments Ltd.	49,718	0.24			49,718	0.24
21	Girnar Investment Ltd	66,44,656	32.05		-	66,44,656	32.05
		1,51,69,619	73.17	-	-	1,51,69,619	73.17



Signature

FORM NO. CAA.12

[Pursuant to section 233 and rule 25 (5) of the Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016]

Confirmation order of scheme of merger or amalgamation between Simran and Shanaya Company Limited (Transferor Company registered in NCT of Delhi) with Nagdevi Trading and Investment Company Limited (Transferor Company registered in NCT of Delhi).

Pursuant to the provisions of section 233 of the Companies Act, 2013, the scheme of merger or amalgamation of Simran and Shanaya Company Limited (Transferor Company registered in NCT of Delhi) with Nagdevi Trading and Investment Company Limited (Transferor Company registered in NCT of Delhi) approved by their respective members and creditors as required under section 233 (1) (b) and (d) of the Companies Act, 2013 is hereby confirmed and the scheme shall be effective from the day as per Clause 1.1.4 of Part-I of the scheme.

The confirmation hereof is subject to the condition that the Income Tax Department retains its recourse for recovery in respect of any existing or future tax liabilities of the Transferor or the Transferee companies in respect of the assets sought to be transferred under the scheme and in respect of other transactions hitherto made by the said companies.

A copy of the approved scheme is attached to this order.

(DR. RAJ SINGH)
REGIONAL DIRECTOR (NR).

Date: 01 JUN 2021

Place: New Delhi

No: 233/144/T-2/2020/ 954

- ✓ 1. Nagdevi Trading and Investment Company Limited, 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110001.
2. Simran and Shanaya Company Limited, 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110001.
3. Registrar of Companies, NCT of Delhi & Haryana.
4. Official Liquidator, Delhi.
5. Reserve Bank of India, Department of Supervision, 6, Sansad Marg, New Delhi- 110001.

Prakash Patro

From: OWM EQUITY [owmequity@owmnahar.com]
Sent: Thursday, June 10, 2021 5:19 PM
To: takeover@nse.co.in; corp.relations@bseindia.com
Cc: 'Secretary'
Subject: Disclosure as per Regulation 29(2) of SEBI (SAST) Regulation, 2011
Attachments: 29 (2) MCFI_Nagdevi.pdf

Dear Sir/Madam,

Pursuant to the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, We are enclosing herewith Disclosure under regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 which is self explanatory of Monte Carlo Fashions Ltd.. (Target Company).

The attached disclosure is also being sent to the Monte Carlo Fashions Ltd.

Should you require any further information or clarification, please feel free to contact Mr. Prakash Patro at +91-161-2542501

Thanks & Regards

For & on behalf of
Nagdevi Trading and Investment Co. Ltd

Navdeep Sharma
Director

G.T. Road, Sherpur
Ludhiana - 141 003 (INDIA)
' +91-161-2542501 to 07, (M) +91-82838 03004
* prakashpatro@owmnahar.com

URL: www.owmnahar.com

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ANNEXURE - 2

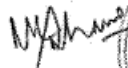

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Monte Carlo Fashions Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	NAGDEVI TRADING AND INVESTMENT CO. LTD.		
Whether the acquirer belongs to Promoter/Promoter group	Yes, Promoter/Promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Ltd.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights NAGDEVI TRADING AND INVESTMENT CO. LTD.	603192	2.91%	2.91%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d) NAGDEVI TRADING AND INVESTMENT CO. LTD.	603192	2.91%	2.91%



Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold NAGDEVI TRADING AND INVESTMENT CO. LTD.	4404000	21.24%	21.24%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d) NAGDEVI TRADING AND INVESTMENT CO. LTD.	4404000	21.24%	21.24%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights NAGDEVI TRADING AND INVESTMENT CO. LTD.	5007192	24.15%	24.15%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d) NAGDEVI TRADING AND INVESTMENT CO. LTD.	5007192	24.15%	24.15%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	44,04,000 Equity Shares transferred from Simran and Shanaya Co Ltd. to Nagdevi Trading and Investment Co. Ltd. pursuant to Scheme of merger approved by the Hon'ble Regional Director, MCA, New Delhi)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	09.06.2021		
Equity share capital / total voting capital of the TC before the said acquisition / sale	20732064 Equity Shares		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	20732064 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition	20732064 Equity Shares		

For Nagdevi Trading and Investment Co. Limited



 Navdeep Sharma
 Director

Place: New Delhi
Date: 10.06.2021

Details of shareholding of PAC individually and collectively in TC (MONTE CARLO FASHIONS LIMITED)							
S.No.	Name of Member	Before the acquisition		09.06.2021		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
1	Tanvi Oswal	500	0.00			500	0.00
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6	Sambhav Oswal	500	0.00			500	0.00
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8	Rishabh Oswal	500	0.00			500	0.00
9	Manisha Oswal	500	0.00			500	0.00
10	Ritu Oswal	500	0.00			500	0.00
11	Monica Oswal	5,15,837	2.49			5,15,837	2.49
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21	Girnar Investment Ltd	66,44,656	32.05		-	66,44,656	32.05
		1,51,69,619	73.17	-	-	1,51,69,619	73.17



CIN: U67120DL1980PTC161885
PAN: AAACN1563A
E-MAIL: nagdevi@owmahar.com

NAGDEVI TRADING AND INVESTMENT COMPANY LIMITED
REGD. OFFICE: 105 ASHOKA ESTATES, 24 BARAKHAMBA ROAD, NEW DELHI - 110 001

Ref. SEBI/20-21/


Date: 11.03.2021

ANNEXURE -5

DECLARATION BY THE AQUIRER(S)

We, NAGDEVI TRADING AND INVESTMENT CO. LIMITED hereby declare that all the conditions specified under Regulation 10(1)(d)(iii) with respect to exemptions have been duly complied.

For NAGDEVI TRADING AND INVESTMENT CO. LTD.



NAVDEEP SHARMA
(DIRECTOR)



Place: New Delhi

Date : 11.06.2021