

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/CS/2024-25

August 30, 2024

National Stock Exchange of India Limited Exchange Plaza, 5 th 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.: Addendum to the Notice of 16th Annual General Meeting of the Company

Dear Sir/Madam,

1. This is further to our letter dated August 27, 2024 on the subject matter of "Notice convening 16th annual general meeting, intimation of book closure, Cut-off date, e-voting information and dividend payment".
2. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of company, vide Circular Resolution No. CIR/MCFL/BOARD/01/2024-25 dated August 30, 2024 have appointed Dr. Prem Lata Singla (DIN: 09674172) as an Additional Director (Category: Non-Executive Independent and Women Director) of the Company with effect from August 30, 2024, who shall hold office till the conclusion of ensuing Annual General Meeting.

Further, Board of Directors of the Company vide Circular Resolution No. CIR/MCFL/BOARD/01/2024-25 dated August 30, 2024 have also approved appointment of Dr. Prem Lata Singla (DIN: 09674172) as an Independent Director (Category: Non-Executive Independent and Women Director) of the Company for a period of Three (3) years w.e.f August 30, 2024 subject to approval of shareholders by way of special resolution at the ensuing Annual General Meeting.

Accordingly, the Candidature for appointment of Dr. Prem Lata Singla as an Independent Director (Category: Non-Executive Independent and Women Director) of the Company will be taken in the ensuing 16th Annual General Meeting of the Company.

3. The company is providing facility to the Members of the Company to exercise their right to vote on resolutions by electronic means, as detailed in the Notice of the 16th AGM dated August 5, 2024, to enable the members to exercise their voting rights by electronic means or at the AGM, the company deems it appropriate to notify the addition of the Special Resolution as Agenda Item No. 10 to the Notice of the AGM and Explanatory statement thereof as an addendum.

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4. The said Addendum to the Notice of 16th AGM will be emailed to the Members, is enclosed herewith.
5. This Addendum shall form an integral part of the Original Notice of 16th AGM dated August 5, 2024 and shall be read in conjunction thereto. This addendum to the Notice of AGM is available on the website of the Company at www.montecarlocorporate.com and website of CDSL at www.cdslindia.com
6. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 16th AGM shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 16th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 16th AGM.

This is for your information, dissemination and record

For MONTE CARLO FASHIONS LIMITED

ANKUR
GAUBA

Digitally signed by
ANKUR GAUBA
Date: 2024.08.30
17:29:00 +05'30'

ANKUR GAUBA
COMPANY SECRETARY & COMPLIANCE OFFICER
ICSI Membership No. FCS.10577

Encl: as above

ADDENDUM TO THE NOTICE OF SIXTEENTH (16th) ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated August 5, 2024 convening the Sixteenth Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 23, 2024 at 11:00 am (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 10 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated August 5, 2024 and the notes provided therein.

SPECIAL BUSINESS:

Item 10

To appoint Dr. Prem Lata Singla (DIN: 09674172) as an Independent Director of the Company and to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Prem Lata Singla (DIN: 09674172), who was appointed as an Additional Director (Category: Non-Executive Independent and Women Director) w.e.f. August 30, 2024 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three consecutive years upto August 29, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

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

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

Date: August 30, 2024
Place: Ludhiana, Punjab

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 16th AGM, is annexed hereto and forms part of the Notice.
2. In compliance with the applicable MCA Circulars and SEBI Circulars, Addendum to the Notice of the AGM is being sent only through electronic mode to those Members to whom the Notice dated August 5, 2024 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
4. This addendum to the Notice of AGM is available on the website of the Company 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 website of CDSL at www.cdslindia.com.
5. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 16th AGM shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 16th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 16th AGM.

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

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

Date: August 30, 2024
Place: Ludhiana, Punjab

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 10 - To appoint Dr. Prem Lata Singla as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on August 30, 2024, appointed Dr. Prem Lata Singla as an Additional Director (Category: Non-Executive Independent and Women Director) of the Company w.e.f. August 30, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Dr. Prem Lata Singla holds office as an Additional Director till the date of the ensuing 16th Annual General Meeting (AGM) scheduled on September 23, 2024.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Dr. Prem Lata Singla as an Independent Director of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on August 30, 2024, recommended to the members, the appointment of Dr. Prem Lata Singla as an Independent Director on the Board of the Company, not liable to retire by rotation, for a period of three consecutive years from August 30, 2024 upto August 29, 2027.

Dr. Prem Lata Singla is a distinguished professional with a rich academic background and extensive experience. She holds a B.Sc., M.Sc., and Ph.D. in Chemistry, and has dedicated 24 years to the field of education, during which she served as a principal and significantly contributed to academic research. Her scholarly work includes the publication of numerous books, research papers, and journal articles. After a successful tenure, she retired as the principal of Bahi Nagahia Singh Memorials College for Girls. Dr. Singla also serves as an Independent Director of Nahar Poly films Limited.

The Company has received from Dr. Prem Lata Singla (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr. Prem Lata Singla fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing

Regulations and is independent of the management. Dr. Prem Lata Singla possesses the required skills, knowledge, and experience as identified by the Board in the fields of, Compliance & Corporate Governance, Risk management and General Management and her induction on Board will immensely benefit the Company.

Considering her expertise and knowledge, the Board considers that the appointment of Dr. Prem Lata Singla as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Dr. Prem Lata Singla as an Independent Director of the Company, not liable to retire by rotation, for a period of three consecutive years from August 30, 2024 upto August 29, 2027.

Dr. Prem Lata Singla is not inter-se related with any other Director or Key Managerial Personnel of the Company. Also, Dr. Prem Lata Singla does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The copy of the letter of appointment of Dr. Prem Lata Singla setting out the terms and conditions of appointment shall be available for inspection by the members without any fee by the members at the Registered Office of the Company during the normal business hours on any working day and is also available on Company's website www.montecarlocorporate.com.

A brief profile of Dr. Prem Lata Singla, in terms of in terms of Regulations 26(4) and 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, has been provided as the Annexure to this Notice. As an Independent Director of the Company, Dr. Prem Lata Singla will be entitled to sitting fee and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be decided by the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 10 of this Addendum to the 16th AGM Notice for approval of the Members of the Company as a Special Resolution.

MEMORANDUM OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives except the appointee i.e. Dr. Prem Lata Singla are in any way concerned or interested, financially or otherwise in the said resolution at Item No. 10. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

"Annexure-A"

Details of the Directors pursuant to Regulations 26(4) and 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

Name	Dr. Prem Lata Singla
Designation	Independent Director
Age	69 Years
Date of appointment	30.08.2024
Qualification	Dr. Prem Lata Singla holds a Bachelor of Science (B.Sc.), a Master of Science (M.Sc.), and a Doctor of Philosophy (Ph.D.) degree, specializing in Chemistry
Experience	More than 24 years in the field of education, during which she served as a principal of college and significantly contributed to academic research,
Terms of appointment	Three years, Not liable to retire by rotation
Remuneration for the Financial Year 2023-24	N.A.
Disclosure of relationship	Dr. Prem Lata Singla is not related to any of the Directors and Key Managerial Personnel of the Company.
Shareholding	Nil
No. of Board Meetings attended during the year	N.A.
Directorships in other Listed Companies as on March 31, 2024	Nahar Poly films Limited
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2024	Nil