

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of **Montecarlo Limited** ("the Company") will be held on Tuesday, September 30, 2025 at 11:00 A.M. at the registered office of the Company situated at Montecarlo House, Sindhu Bhavan Road, Bodakdev, Ahmedabad- 380058 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the report of the Board of Directors' and the Auditors' thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Auditors' thereon.
2. To appoint a Director in place of Mr. Suhash Vasantrao Joshi (DIN:00171232), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. RATIFICATION OF REMUNERATION TO COST AUDITORS

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors K.V.M & Co, Cost Accountant, Ahmedabad appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 be paid the remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus taxes and out-of-pocket expenses".



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

Place: Ahmedabad

Date: June 27 , 2025

Registered Office:

Montecarlo House,

Sindhu Bhavan Road,

Bodakdev, Ahmedabad- 380058

CIN: U40300GJ1995PLC025082



Kalpesh Desai

Company Secretary

(M. No. A7176)

NOTES:

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, ("**Companies Act**") in respect of the special business is annexed herewith and forms part of the notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to Section 20(2) of the Companies Act and Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
4. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturdays and holidays, between 9.00 A.M. and 5.30 P.M. up to the date of the 30th Annual General Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

Item No. 3

The Board, on the recommendation of the Audit Committee, has appointed and approved remuneration of K.V.M & Co. the Cost Auditors to conduct the audit of the Cost records maintained by the Company for the Financial Year ending March 31, 2026 at its meeting held on June 27, 2025 and remuneration of Rs. 2,50,000/- plus taxes, out-of-pocket expenses has been fixed for this purpose.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2025 by way of Ordinary Resolution is being sought from the members as set out at Item No. 3 of the Notice.

The Board of Directors recommend the resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolution at Item No. 7.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Ahmedabad
Date: June 27, 2025

Registered Office:
Montecarlo House,
Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380058
CIN: U40300GJ1995PLC025082

A handwritten signature in blue ink, appearing to read 'Kalpesh Desai'.

Kalpesh Desai
Company Secretary
(M. No. A7176)

Attendance Slip

Montecarlo Limited**CIN-U40300GJ1995PLC025082**

Regd. Office. Montecarlo House,
Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380058

I hereby record my presence at the 30th Annual General Meeting of the Company at Montecarlo House, Sindhu Bhavan Road, Bodakdev, Ahmedabad- 380058 on Tuesday, September 30, 2025 at 11:00 A.M.

Full name of member attending

Full name of joint-holder

(To be filled in if first named joint-holder does not attend meeting)

Name of Proxy

(To be filled in if Proxy Form has been duly deposited with the Company)

No. of Shares held_____

* Applicable for Members holding Shares in electronic form.

Signature of Member/Proxy_____

Folio

No.:_____

DPID

No.*:_____

Client ID

No.*:_____

Form No. MGT-11

Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (management and Administration) Rules, 2014]

Montecarlo Limited

CIN-U40300GJ1995PLC025082

Regd. Office. Montecarlo House,

Sindhu Bhavan Road,

Bodakdev, Ahmedabad- 380058

Name of the Member : _____

Address : _____

Email id : _____

Folio No. _____ DPID _____ Client ID No. _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

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 Annual General meeting of the Company, to be held on the Tuesday, September 30, 2025 at 11:00 A.M. at Montecarlo House, Sindhu Bhavan Road, Bodakdev, Ahmedabad- 380058 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the report of the Board of Directors' and the Auditors' thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Auditors' thereon
2. To appoint a Director in place of Mr. Suhas Vasantrao Joshi (DIN:00171232), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of Remuneration to Cost Auditors.

Signed this _____ day of _____ 20____

Signature of Shareholder _____

Signature of proxy holder(s) _____

Affix Rs. 1/-
Revenue Stamp

Note:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

ROUTE MAP TO THE VENUE OF THE 30TH ANNUAL GENERAL MEETING

