MONTECARLO
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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of **Montecarlo Limited** ("the Company") will be held on Monday, September 21, 2026 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, 2026, 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, 2026 and the Auditors' thereon.

2. To appoint a Director in place of Mr. Nareshkumar P. Suthar (DIN:00414050), 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, 2027 be paid the remuneration of Rs. 3,00,000/- (Rupees Three Lakhs 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."

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4. APPOINTMENT OF MR. KETAN HARSHADRAI MEHTA (DIN: 07141480) AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV 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), Mr. Ketan Harshadrai Mehta (DIN: 07141480), who was appointed as an Additional Independent Director of the Company pursuant to section 161 of the Act and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, the consent of members be and is hereby accorded for appointment of Mr. Ketan Harshadrai Mehta (DIN: 07141480) as an Independent Director for a period of five consecutive years w.e.f. from June 20, 2026 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Company Secretary of the Company and/or any Director of the Company be and is/are hereby authorized to do all acts, deeds and things as may be necessary to give effect to this resolution."

Place: Ahmedabad
Date: August 27, 2026

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

BY ORDER OF THE BOARD OF DIRECTORS

MONTECARLO LIMITED

Kalpesh Desai
Company Secretary
(M. No. A7176)

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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 31st Annual General Meeting.



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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 Auditor to conduct the audit of the Cost records maintained by the Company for the Financial Year ending March 31, 2027 at its meeting held on June 19, 2026 and remuneration of Rs. 3,00,000/- 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 Auditor for the Financial Year ending March 31, 2026 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. 3.

Reserve Bank of India and/ or any other competent authorities at that time, therefore it is not possible to determine and disclose the post issue shareholding pattern at this stage.

Item No.4 :

The Nomination and Remuneration Committee vide Resolution on June 20, 2026 recommended to Board of Directors for appointment and the Board of Director of the Company vide Resolution on June 20, 2026 approved the appointment of Mr. Ketan Harshadrai Mehta, as an additional Independent Director w.e.f. June 20 2026 subject to approval of members.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, he will hold office upto the date of ensuing Annual General Meeting.

Company proposed to appoint him for first term for five years as an Independent Director on the Board of the Company and is not liable to retire by rotation pursuant to Section 149 (13) read with section 152 of the Act.

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Mr. Ketan Harshadrai Mehta, have given a declaration to the Board that he meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Director fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management and Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company if appointment is made.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Director for a period of 5 years w.e.f. June 20, 2026 as Independent Director is now being placed before the Members in General Meeting for their approval.

The above proposals are in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval by the members.

Except Mr. Ketan H. Mehta being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution(s) set out in item No. 4.

A brief profile of Director seeking appointment is given as Annexure to this Notice.

Place: Ahmedabad
Date: August 27, 2026

BY ORDER OF THE BOARD OF DIRECTORS

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

MONTECARLO LIMITED

Kalpesh Desai
Company Secretary
(M. No. A7176)

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Details of Director seeking Appointment

Details	Independent Director Mr. Ketan H. Mehta
Age	61 Years
Qualifications	• Chartered Accountant (FCA, DISA) with over 36 years of experience in Direct Taxation, Statutory Audits, and Financial Governance.
Experience	• A Founding Partner at Mehta Sheth & Associates, Chartered Accountants (Gandhinagar & Ahmedabad) since 1989, he has extensive expertise in Bank Audits, RBI regulatory compliance, Income Tax litigation, Corporate Taxation, and NRI investment advisory. • He brings strong corporate governance credentials, having served eight years as an Independent Director at Montecarlo Limited, and is set to take charge as Director of The AMCO Bank, bringing his banking, audit, and financial oversight expertise to board-level governance. • He is also a long-standing Member of the Board of Studies (Commerce) at Kadi Sarva Vishwavidyalaya for over 25 years. A B.Com graduate (10th Rank) from Gujarat University and ICAI-qualified in 1989, he has held leadership roles in civic life, including President of the Rotary Club of Gandhinagar and Convener of the Gandhinagar CPE Study Circle of WIRC of ICAI, reflecting a career built on professional scepticism, analytical rigor, and ethical standards.

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Terms and Conditions of appointment or re-appointment	Appointment as Independent Director for 5 years w.e.f June 20, 2026
Remuneration Sought to be paid	N.A.
Remuneration Last drawn	N.A.
Date of first appointment on the Board	June 20, 2026
Shareholding in the company	Nil
Relationship with other Directors, Manager and other KMP of the company	No Relationship
The number of Board Meetings attended during the year	Not applicable
Directorship in other Boards	Nil
Membership/Chairmanship of other committees of other Boards	Nil



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Attendance Slip

Montecarlo Limited
CIN-U40300GJ1995PLC025082
Regd. Office. Montecarlo House,
Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380058

I hereby record my presence at the 31st Annual General Meeting of the Company at Montecarlo House, Sindhu Bhavan Road, Bodakdev, Ahmedabad- 380058 on Monday, September 21, 2026 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_____

Folio No.:_____

DPID No.*:_____

Client ID No.*:_____

* Applicable for Members holding Shares in electronic form.

Signature of Member/Proxy_____

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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 :_____

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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 Monday, September 21, 2026 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, 2026, 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, 2026 and the Auditors' thereon

2. To appoint a Director in place of Mr. Nareshkumar P. Suthar (DIN:00414050), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of Remuneration to Cost Auditor.

4. Appointment of Mr. Ketan Harshadrai Mehta (DIN: 07141480) as Independent Director of the Company

Signed this_____ **day of**_____**20**____

Affix Rs. 1/-
Revenue Stamp

Signature of Shareholder_____

Signature of proxy holder(s)_____

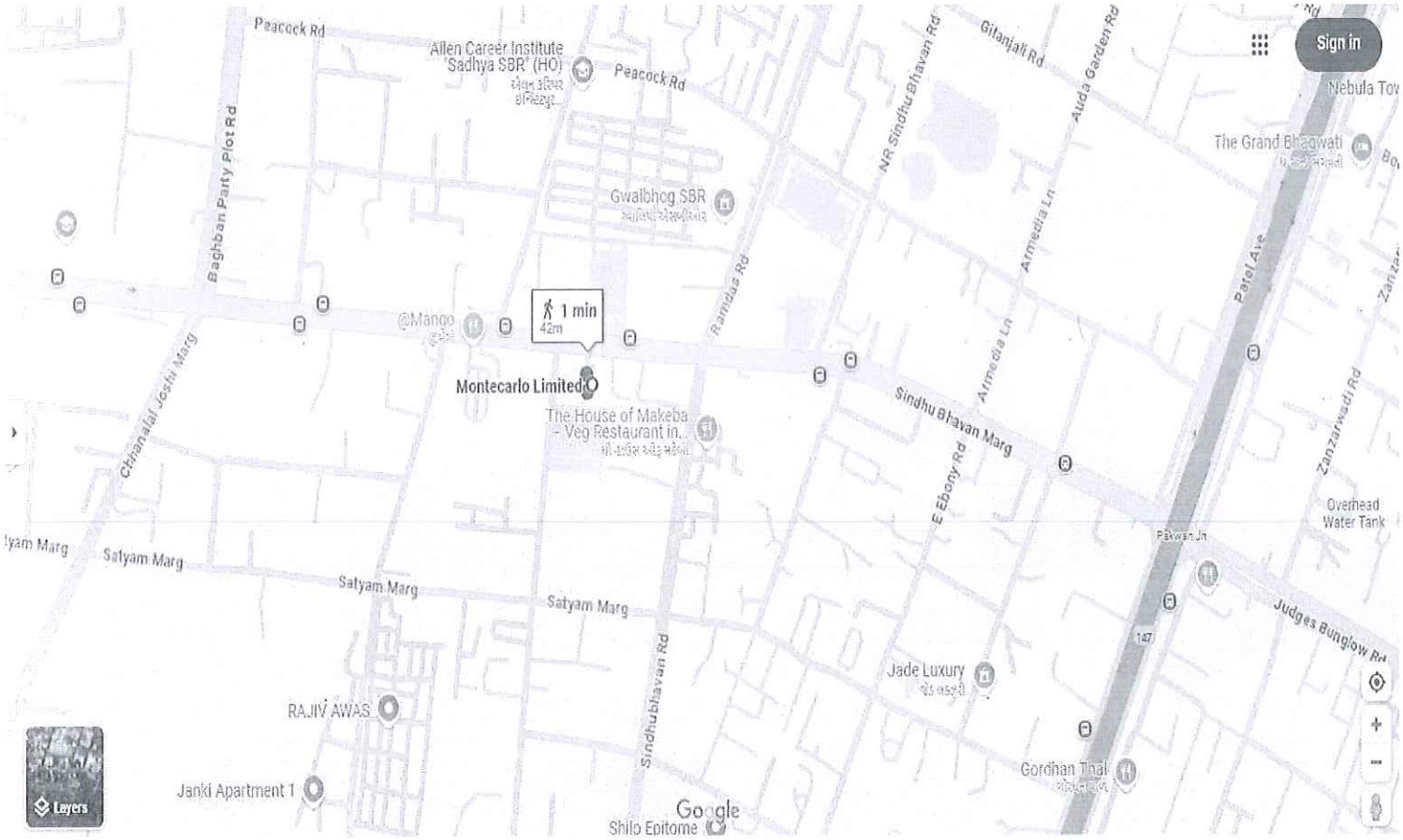
Note:

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.

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ROUTE MAP TO THE VENUE OF THE 31st ANNUAL GENERAL MEETING



MONTECARLO LIMITED