

**PAWAN KUMAR GUPTA**

Promoter and Managing Director of Bella Casa Fashion & Retail Limited

Residential Address:- 71, Aashiana, Vidyut Abhiyanta Colony, Malviya Nagar, Jaipur-302017 (Rajasthan)

Office Address:- E-102, 103, EPIP, Sitapura Industrial Area, Jaipur-302022 (Rajasthan)

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**Date:** November 26, 2024

To  
BSE Limited  
Corporate Relationship Department  
PJ, Towers, 1st Floor  
Dalal Street  
Mumbai- 400001

**Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.**

This is to inform you that due to renunciation of rights entitlement of Bella Casa Fashion & Retail Limited (“Target Company”) under rights issue, there is change in shareholding of Promoter/Promoter Group.

Please find enclosed with this letter as “**Annexure A**” hereto, a disclosure of such change in shareholding in the Target Company, pursuant to rights issue.

We request you to kindly take this to your record.

Thanking You,

Yours faithfully,

**Signature of the Authorized Signatory**

**Pawan Kumar Gupta**

**On behalf of Promoter/Promoters Group & PACs – Bella Casa Fashion & Retail Limited**

**Place:** Jaipur

**Date:** November 26, 2024

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	BELLA CASA FASHION & RETAIL LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per the list enclosed in Annexure-I		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
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 (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	7809962	68.06	68.06
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares			
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)			
e) Total (a+b+c+d)	<b>7809962</b>	<b>68.06</b>	<b>68.06</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	0	9.72	9.72
b) VRs acquired /sold otherwise than by shares			
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			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)	<b>0</b>	<b>9.72</b>	<b>9.72</b>

<b>After the acquisition/sale, holding of acquirer along with PAC (***):</b>			
a) Shares carrying voting rights	78,09,962	58.34	58.34
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
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			
e) Total (a+b+c+d)	<b>78,09,962</b>	<b>58.34</b>	<b>58.34</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Rights issue - Off-Market Renunciation of the Rights Entitlements		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	November 22, 2024		
Equity share capital / total voting capital of the TC before the said acquisition / sale	1,14,75,000 EQUITY SHARES OF RS. 10/- EACH AGGREGATING TO RS/- 11,47,50,000		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	1,33,87,500 EQUITY SHARES OF RS. 10/- EACH AGGREGATING TO RS/- 13,38,75,000		
Total diluted share/voting capital of the TC after the said acquisition	1,33,87,500 EQUITY SHARES OF RS. 10/- EACH AGGREGATING TO RS/- 13,38,75,000		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the StockExchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Prior to the rights issue allotment, the Promoter/Promoter Group held 7,809,962 shares, representing 68.06% of the Company's shareholding. Post allotment, their holding remains at 7,809,962 shares but now represents 58.34% of the total shareholding, as they renounced their rights entitlement which is subscribed by the public shareholders eventually leading to reduction in the shareholding of the acquirer along with persons acting in concert with him. This disclosure may not be strictly applicable to the company as there is no acquisition or sale of shares, however, the disclosure is given out of abundant caution

### Signature of the Authorized Signatory

Pawan Kumar Gupta

On behalf of Promoter/Promoters Group & PACs – Bella Casa Fashion & Retail Limited

Place: Jaipur

Date: November 26, 2024

**Annexure I**

S. No	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Before the transaction			After the transaction			Whether the acquirer belongs to the Promoter/Promoter group
		Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC	
1.	HARISH KUMAR GUPTA	1171414	10.21	10.21	1171414	8.75	8.75	Promoter
2.	PAWAN KUMAR GUPTA	1132064	9.87	9.87	1132064	8.46	8.46	Promoter
3.	ANITA GUPTA	980492	8.54	8.54	980492	7.32	7.32	Promoter Group
4.	SUNITA GUPTA	899492	7.84	7.84	899492	6.72	6.72	Promoter Group
5.	SAURAV GUPTA	1001975	8.73	8.73	1001975	7.48	7.48	Promoter
6.	GAURAV GUPTA	1057000	9.21	9.21	1057000	7.90	7.90	Promoter
7.	SHIKHA GUPTA	702500	6.12	6.12	702500	5.25	5.25	Promoter Group
8.	NEHA GUPTA	782525	6.82	6.82	782525	5.85	5.85	Promoter Group
9.	RICHA AGARWAL	82500	0.72	0.72	82500	0.62	0.62	Promoter Group
<b>Total</b>		<b>7809962</b>	<b>68.06</b>	<b>68.06</b>	<b>7809962</b>	<b>58.34</b>	<b>58.34</b>	

**Signature of the Authorized Signatory**

**Pawan Kumar Gupta**

**On behalf of Promoter/Promoters Group & PACs – Bella Casa Fashion & Retail Limited**

**Place: Jaipur**

**Date: November 26, 2024**