
E-102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302022, INDIA

Ref- BSE/2024-25/26

Date: 26th August, 2024

To,

Corporate Relationship Department,

BSE Limited

Phioze Jeejeebhoy Tower,

Dalal Street,

Mumbai – 400 001

Subject- Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015- Details of voting results of the 28th Annual General Meeting of the Company and Scrutinizer's Report for the 28th Annual General Meeting.

Scrip Code- 539399

Dear Sir/Ma'am,

Pursuant to Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed details of voting results inclusive of remote e-voting and e-voting during the AGM of the Company held on Friday, 23rd August, 2024 commenced at 01:00 PM through Video Conferencing (VC)/Other Audio Video (OAVM).

We are also submitting the Consolidated Scrutinizer's Report on Results of the 28th Annual General Meeting (AGM) of the Company pursuant to Section 108 of the Companies Act, 2013, and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly disseminate the information on the official website of the exchange for information of all members of the exchange and investors. Kindly take this information on record.

For and on behalf of Bella Casa Fashion & Retail Limited

Sonika Gupta

Company Secretary & Compliance Officer

M. No. A38676

General information about company

| | |
|---|-------------------------------------|
| Scrip code | 539399 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE344T01014 |
| Name of the company | BELLA CASA FASHION & RETAIL LIMITED |
| Type of meeting | AGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 23-08-2024 |
| Start time of the meeting | 01:00 PM |
| End time of the meeting | 01:40 PM |

Scrutinizer Details

| | |
|---|-------------------------|
| Name of the Scrutinizer | MANISH SANCHETI |
| Firms Name | M SANCHETI & ASSOCIATES |
| Qualification | CS |
| Membership Number | 7972 |
| Date of Board Meeting in which appointed | 26-07-2024 |
| Date of Issuance of Report to the company | 24-08-2024 |

Voting results

| | |
|--|------------|
| Record date | 16-08-2024 |
| Total number of shareholders on record date | 3022 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 6 |
| b) Public | 11 |
| No. of resolution passed in the meeting | 5 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Consideration and adoption of the audited financial statements of the Company for the financial year ended 31st March, 2024 together with report of the Board of Directors and Auditors thereon. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if | | | | | | | |

| | | | | | | | | |
|------------------------------------|-------------|----------|---------|---------|---------|---|-----|---|
| | applicable) | | | | | | | |
| | Total | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Total | 11475000 | 7856996 | 68.4706 | 7856996 | 0 | 100 | 0 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of a director in place of Mr. Saurav Gupta (DIN:- 07106619), Whole-Time Director, liable to retire by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible offers, himself for reappointment. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |

| | | | | | | | | |
|------------------------------------|-------|----------|---------|---------|---------|---|-----|---|
| | Total | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Total | 11475000 | 7856996 | 68.4706 | 7856996 | 0 | 100 | 0 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Declaration of final dividend of Rs.0.97 (ninety-seven paise) per Equity Share of the face value of Rs. 10 (ten) each of the Company for the financial year ended March 31, 2024. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |

| | | | | | | | | |
|------------------------------------|-------|----------|---------|---------|---------|---|-----|---|
| | Total | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Total | 11475000 | 7856996 | 68.4706 | 7856996 | 0 | 100 | 0 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(4) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of M/S. Kalani & Co., Chartered Accountants as Statutory Auditors of the Company. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| Total | | 11475000 | 7856996 | 68.4706 | 7856996 | 0 | 100 | 0 |

| | |
|------------------------------------|-----|
| Whether resolution is Pass or Not. | Yes |
| Disclosure of notes on resolution | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(5) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Increase in Authorised Share Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 7809962 | 7809962 | 100 | 7809962 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | | | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3665038 | 47034 | 1.2833 | 47034 | 0 | 100 | 0 |
| Total | | 11475000 | 7856996 | 68.4706 | 7856996 | 0 | 100 | 0 |

| | |
|------------------------------------|-----|
| Whether resolution is Pass or Not. | Yes |
| Disclosure of notes on resolution | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Chairman of
28th Annual General Meeting of the
Members of **Bella Casa Fashion & Retail Limited**
E-102, 103 EPIP, Sitapura Industrial Area Jaipur,
Rajasthan - 302022

Sub: - Consolidated Report of the Scrutinizer on Remote e-voting and e-voting facility provided to the shareholders during the Annual General Meeting (AGM) of Bella Casa Fashion & Retail Limited held on Friday, August 23, 2024 at 01:00 P.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Dear Sir,

1. I, Manish Sancheti, Practicing Company Secretary & proprietor of M Sancheti & Associates, (Membership No. 7972, C.P. No. 8997) has been appointed as Scrutinizer by the Board of Directors of **Bella Casa Fashion & Retail Limited** (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") and e-voting at the Annual general meeting in a fair and transparent manner on all the resolutions contained in the Notice dated July 26, 2024 ("Notice") issued by the Company in accordance with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated, December 28, 2022 and 9/2023 dated September 25, 2023 issued by Ministry of Corporate affairs and in accordance with the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS" for convening the Annual general meeting of its members through VC/OAVM on Friday, August 23, 2024 at 01:00 P.M.

2. The management of the Company is responsible to ensure compliance with the requirements of the Act, and Rules made thereunder, MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the 28th Annual general meeting. Our responsibility as Scrutinizer is restricted to ensure that the voting is conducted in a fair and transparent manner, ascertaining requisite majority on the proposed resolutions and making a Scrutinizer's Report in respect of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility and e-voting at the AGM.
3. Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with.
4. The Shareholder of the Company holding Shares as on the "cut-off date" i.e. Friday, August 16, 2024 were entitled to vote on the proposed resolution as contained in the Notice of the Annual general meeting.
5. The remote e-voting period commenced at 09:00 A.M on Tuesday, August 20, 2024 and ended on Thursday, August 22, 2024 at 05:00 P.M.
6. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
7. The remote e-voting facility was in operation during the Annual general meeting and till after 15 minutes conclusion of Meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the Annual general meeting.
8. The votes cast through remote e-voting and e-voting at the Annual general meeting were unblocked on August 23, 2024 after 15 minutes of the conclusion of the Annual general meeting. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.
9. The results of remote e-voting and e-voting at the Annual general meeting, are enclosed as Annexure – A to this Report.
10. Based on the above results of e-voting, all the resolutions contained in the Notice of the annual general meeting were carried out with the requisite majority.

11. The electronic data and all other relevant records relating to remote e-voting and voting at the Annual general meeting through, shall remain under our safe custody until the Chairman considers, approves and signs the minutes of the Annual general meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours Faithfully

For Bella Casa Fashion & Retail Limited

Manish Sancheti
M Sancheti & Associates
FCS No.: 7972
CP No.: 8997
UDIN: F007972F001040872
Date: August 24, 2024
Place: Jaipur

Harish Kumar Gupta
Whole-Time Director
DIN: 01323944
(Chairman of the Meeting)
Date: August 24, 2024
Place: Jaipur

Annexure – A

Resolution 1: Ordinary Resolution

TO RECEIVE, CONSIDER, AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024 TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 25 | 78,56,996 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 2: Ordinary Resolution

TO APPOINT A DIRECTOR IN PLACE OF MR. SAURAV GUPTA (DIN:- 07106619), WHOLE-TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152 (6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE OFFERS, HIMSELF FOR REAPPOINTMENT.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 25 | 78,56,996 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 3: Ordinary Resolution

TO DECLARE A FINAL DIVIDEND OF RS. 0.97 (NINETY-SEVEN PAISE) PER EQUITY SHARE OF THE FACE VALUE OF RS. 10 (TEN) EACH OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 25 | 78,56,996 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 4: Ordinary Resolution

APPOINTMENT OF M/S. KALANI & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 25 | 78,56,996 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Resolution 5: Ordinary Resolution

**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL
CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| 25 | 78,56,996 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|---------------------------------------|--|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |