



BELLA CASA FASHION & RETAIL LTD

(Formerly Known as Gupta Fabtex Pvt. Ltd.)

Importers, Manufacturer & Exporters of :
Home Furnishing, Garment & Fabrics

Ph. : 0141-2771844
E-mail : info@bellacasa.in
Website : www.bellacasa.in

CIN : L17124RJ1996PLC011522

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

Ref- BSE/2024-25/27

Date: 27th August, 2024

To,

Corporate Relationship Department,

BSE Limited

Phioze Jeejeebhoy Tower,

Dalal Street,

Mumbai – 400 001

We acknowledge receipt of your communication dated 26th August 2024 regarding the delayed submission of the proceedings of the Annual General Meeting held on 23rd August 2024.

We sincerely apologize for the delay in the submission of the corporate announcement, which was made on 24th August, 2024, at 12:55 PM, exceeding the twelve-hour window as specified under Regulation 30(6) of the SEBI (LODR) Regulations, 2015.

The delay was primarily due to the sudden unavailability of our Compliance Officer, who had an emergency medical situation that required immediate attention. As the Compliance Officer is responsible for overseeing and ensuring timely submissions of regulatory filings, this unforeseen circumstance led to a delay in the processing and uploading of the required documentation.

We would like to emphasize that this was the first instance of a late submission by the Company, and the delay was entirely unintentional. We would like to reiterate that the Company has always and will continue to adhere to the compliances required under the Listing Regulations and other applicable laws. We remain committed to maintaining the highest standards of regulatory compliance.

We have attached the corporate announcement for your reference.

We sincerely regret any inconvenience this may have caused and assure you of our dedication to upholding our compliance obligations. We always abide by the law and the delay was purely unintentional without any malafide intention and the same may please be condoned.

For and on behalf of Bella Casa Fashion & Retail Limited

Sonika Gupta

Company Secretary & Compliance Officer

M. No. A38676

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Summary of Proceedings of 28th Annual General Meeting of Bella Casa Fashion & Retail Limited

The 28th Annual General Meeting (AGM) of the members of Bella Casa Fashion & Retail Limited ('the Company') held on Friday, 23rd August, 2024 commenced at 01.00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 issued by the Ministry of Corporate Affairs ('MCA') and Circular Numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 by the Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as 'Circulars').

Ms. Sonika Gupta, Company Secretary commenced the meeting by welcoming all shareholders, directors, auditors, scrutinizer and other invitees who have joined the meeting and informed that the annual general meeting is being held through video conference / other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI.

The requisite quorum was present and called the meeting in order. Company Secretary further informed the members that the notice convening the 28th AGM of the company along with the Board's Report and Auditors' report thereon were circulated to all the members and with the permission of members, the same was taken as read. It was also informed that the Audit reports for the financial year 2023-24 do not contain any qualification, reservation, adverse remark and disclaimer and the same shall be taken as read. Company Secretary informed that the Register of Directors/KMP and their shareholding, the Register of Contracts with Related parties and Contracts and Bodies etc. in which Directors are interested, have been made available for inspection electronically by the members during the AGM.

Mr. Harish Kumar Gupta, Chairman, then proceeded with his speech & highlighted on the key developments and financial performance of the company for the financial year 2023-24

Ms. Sonika Gupta, Company Secretary of the Company informed that the Company had provided remote e-voting facility to members to cast votes on all resolutions set forth in the Notice of 28th AGM and that the remote e-voting commenced on **Tuesday, 20th August, 2024 at 09:00 A.M. (IST)** and ends on **Thursday, 22nd August, 2024 at 5:00 P.M (IST)**. She further informed that members who had not cast their votes through remote e-voting and who participated in this meeting may cast their votes through the e-voting system provided by Central Depository Services (India) Limited. She further informed that Mr. Manish Sancheti has been appointed as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and e-voting during the AGM.

Further with the permission of the Chairman meeting proceeded with the following resolutions, set out at Sr. No. 1 to 5 in the Notice of 28th AGM.

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The following items of business, as per the Notice of the 28th AGM, were transacted at the Meeting.

Item No.	Resolution(s)	Resolution Type
Ordinary Business		
1.	To Consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2024 together with report of the Board of Directors and Auditors thereon.	Ordinary
2.	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.	Ordinary
3.	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.	Ordinary
4.	To appoint M/S. Kalani & Co., Chartered Accountants as Statutory Auditors of the Company.	Ordinary
Special Business		
5.	Increase in Authorized Share Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company	Ordinary

Mr. Saurav Gupta (Whole-Time Director) explained the journey and gave a glimpse of where the Company is going in the future through a presentation.

Further, on the invitation the registered shareholders as speakers sought clarifications and/ or offer comments to the item of the business that was put to vote, which were replied satisfactorily.

Post the Q&A session Company Secretary informed that the voting for the members attending the AGM, who could not cast their vote by remote e-voting, was opened and remained open for 15 minutes after the conclusion of the Meeting. It was also informed that the results of voting shall be declared within two working days of the conclusion of the Meeting.



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It was informed that the results shall be disseminated at the website of the company, and stock exchange and shall be displayed at the notice board of the registered office of the Company. The resolutions shall be deemed to be passed in this AGM subject to receipt of requisite votes.

The meeting was declared as closed after thanks to the members who attended the meeting. The Annual General Meeting Commenced at 01.00 P.M. and concluded at 01:25 P.M. and the E-voting window was closed at 01:40 P.M.

For and on behalf of Bella Casa Fashion & Retail Limited

Sonika Gupta
Company Secretary & Compliance Officer
Membership No. A38676