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

Ref- BSE/2023-24/30

Date: 29th September,2023

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 27th Annual General Meeting of the Company and Scrutinizer's Report for the 27th 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 Wednesday, 27th September, 2023 commenced at 12:00 PM through Video Conferencing (VC)/Other Audio Video (OAVM).

We are also submitting the Consolidated Scrutinizer's Report on Results of the 27th 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)	27-09-2023
Start time of the meeting	12:00 PM
End time of the meeting	01:03 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	11-08-2023
Date of Issuance of Report to the company	29-09-2023

Voting results	
Record date	20-09-2023
Total number of shareholders on record date	1472
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	12
No. of resolution passed in the meeting	6
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				To Consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023 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	7729962	98.9757	7729962	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7809962	7729962	98.9757	7729962	0	100
Public-Institutions	E-Voting	3665038	1514983	41.3361	1514983	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3665038	1514983	41.3361	1514983	0	100
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							

	applicable)							
	Total							
	Total	11475000	9244945	80.566	9244945	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				To appoint Director in place of Mr. Gaurav Gupta (DIN:-07106587), 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	7729962	98.9757	7729962	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7809962	7729962	98.9757	7729962	0	100	0
Public-Institutions	E-Voting	3665038	1514983	41.3361	1514983	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3665038	1514983	41.3361	1514983	0	100	0
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							

	Total							
	Total	11475000	9244945	80.566	9244945	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)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve payment of remuneration to Shri Harish Kumar Gupta (DIN-01323944), Chairman & Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.				
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	7729962	98.9757	7729962	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7809962	7729962	98.9757	7729962	0	100
Public-Institutions	E-Voting	3665038	1514983	41.3361	1514983	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3665038	1514983	41.3361	1514983	0	100
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							

	Total							
	Total	11475000	9244945	80.566	9244945	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)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve payment of remuneration to Shri Pawan Kumar Gupta (DIN: 01543446) Managing Director of the Company, as per Schedule V of the Companies Act, 2013.				
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	7729962	98.9757	7729962	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	7809962	7729962	98.9757	7729962	0	100	0
Public-Institutions	E-Voting	3665038	1514983	41.3361	1514983	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3665038	1514983	41.3361	1514983	0	100	0
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							

	Total							
	Total	11475000	9244945	80.566	9244945	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)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve payment of remuneration to Shri Saurav Gupta (DIN: 07106619), Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.				
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	7729962	98.9757	7729962	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7809962	7729962	98.9757	7729962	0	100
Public-Institutions	E-Voting	3665038	1514983	41.3361	1514983	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3665038	1514983	41.3361	1514983	0	100
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							

Total	11475000	9244945	80.566	9244945	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(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve payment of remuneration to Shri Gaurav Gupta (DIN: 07106587) Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.				
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	7729962	98.9757	7729962	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7809962	7729962	98.9757	7729962	0	100
Public-Institutions	E-Voting	3665038	1514983	41.3361	1514983	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3665038	1514983	41.3361	1514983	0	100
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							

Total	11475000	9244945	80.566	9244945	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 SCRUTINIZER 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
27th 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 Wednesday, September 27, 2023 at 12:00 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 September 1, 2023 ("Notice") issued by the Company in accordance with General Circular No. 14 / 2020, 17 / 2020, 20 / 2020, 2 / 2021, 19 / 2021, 21 / 2021, 2 / 2022 and 10/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021, 5 May 2022 and 28 December 2022 respectively 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 13 May 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 Wednesday, September 27, 2023 at 12:00 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 27th 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. The Shareholder of the Company holding Shares as on the "cut-off date" i.e. Wednesday, September 20, 2023 were entitled to vote on the proposed resolution as contained in the Notice of the Annual general meeting.
4. As on the "cut-off date" i.e. Wednesday, September 20, 2023 there were 1,472 folios as per BenPos received from the registrar and share transfer agent of the Company.
5. The remote e-voting period commenced at 09:00 A.M on Sunday, September 24, 2023 and ended on Tuesday, September 26, 2023 at 05:00 P.M.

5. The remote e-voting period commenced at 09:00 A.M on Sunday, September 24, 2023 and ended on Tuesday, September 26, 2023 at 05:00 P.M.
6. 18 shareholders attended the Annual general meeting through VC/OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Act.
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 September 27, 2023 after the conclusion of the Annual general meeting and e-voting at the Annual general meeting in the presence of two witnesses, Mr. K.S. Panwar and Ms. Taniya Sharma, who are not in the employment of the Company and they have signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

Signature: 
 Name: Mr. K.S. Panwar

Signature: 
 Name: Ms. Taniya Sharma

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

**MANISH
SANCHE
TI**

Manish Sancheti
 M Sancheti & Associates
 FCS No.: 7972
 CP No.: 8997
 UDIN: F007972E001126243
 Date: September 29, 2023
 Place: Jaipur

For Bella Casa Fashion & Retail Limited

**HARISH
KUMAR
GUPTA**

Harish Kumar Gupta
 Whole-Time Director
 DIN: 01323944
 (Chairman of the Meeting)
 Date: September 29, 2023
 Place: Jaipur

Digitally signed by
 HARISH KUMAR GUPTA
 Date: 2023.09.29
 17:22:19 +05'30'

Annexure – A

Resolution 1: Ordinary Resolution

Consideration and adoption of the audited financial statements of the Company for the financial year ended 31st March, 2023 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
36	9244945	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

Appointment of Director in place of Mr. Gaurav Gupta (DIN:-07106587), 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
36	9244945	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: Special Resolution

Approval of payment of remuneration to Shri Harish Kumar Gupta (DIN-01323944), Chairman and Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.

(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
36	9244945	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: Special Resolution

Approval of payment of remuneration to Shri Pawan Kumar Gupta (DIN: 01543446) Managing Director of the Company, as per Schedule V of the Companies Act, 2013.

(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
36	9244945	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: Special Resolution

Approval of payment of remuneration to Shri Saurav Gupta (DIN: 07106619), Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.

(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
36	9244945	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 6: Special Resolution

Approval of payment of remuneration to Shri Gaurav Gupta (DIN: 07106587) Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013.

(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
36	9244945	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