

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

Ref-BSE/2023-24/24

Date: 04<sup>th</sup> September, 2023

To,  
Corporate Relationship Department,  
BSE Limited  
Phioze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai – 400 001

**Sub: Intimation of Annual General Meeting to be held on Wednesday, 27<sup>th</sup> September, 2023 at 12:00 P.M.**

**Scrip Code- 539399**

**Dear Sir/Ma'am,**

We are pleased to inform you that 27<sup>th</sup> Annual General Meeting of the Company scheduled to be held on **Wednesday, 27<sup>th</sup> September, 2023** IST through video conferencing ('VC') / Other Audio Visual Means ('OAVM') facility in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI.

The notice containing the businesses to be transacted at the meeting is attached.

As per section 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2013 the Company is pleased to provide its members facility of 'remote e-voting' (e-voting from a place other than the venue of the AGM) to exercise their right to vote at the 27<sup>th</sup> AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

The instructions for e-voting are mentioned in the Notice attached. Further, we hereby inform the following dates for the purpose of Annual General Meeting:-

Date and time of commencement of remote e-voting	Sunday, 24 <sup>th</sup> September, 2023 at 09:00 a.m.
Date and time of end of the remote e-voting	Tuesday, 26 <sup>th</sup> September, 2023 at 05:00 p.m.
Cut-off date for determining the eligibility to vote electronically or in the AGM	Wednesday, 20 <sup>th</sup> September, 2023

Kindly take the same on your record.

Yours faithfully

For Bella Casa Fashion & Retail Limited

Sonika Gupta  
Company Secretary & Compliance Officer  
M. No. - A38676

## NOTICE OF THE 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF MEMBERS OF BELLA CASA FASHION & RETAIL LIMITED (“the Company”) WILL BE HELD ON WEDNESDAY, 27<sup>TH</sup> SEPTEMBER, 2023 AT 12:00 P.M.(IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS

#### ITEM NO. 1

To receive, 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.

#### ITEM NO. 2

To appoint a 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.

### SPECIAL BUSINESS

#### ITEM NO. 3: - Approval of 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

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

“RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri. Harish Kumar Gupta (DIN 01323944), Chairman & Whole-Time Director of the Company, for the remaining period of his tenure i.e. 30th July 2025, be and is hereby approved.

“RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company

at their 24th Annual General Meeting held on 30th September, 2020, approving the re-appointment and the remuneration payable to Shri Harish Kumar Gupta, remains unaltered.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### ITEM NO. 4: - 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

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

“RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Pawan Kumar Gupta (DIN: 01543446) Managing Director of the Company, for the remaining period of his tenure i.e. 30th July 2025, be and is hereby approved.

“RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 24th Annual General Meeting held on 30th September, 2020, approving the re-appointment and the remuneration payable to Shri Pawan Kumar Gupta, remains unaltered.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### ITEM NO. 5: - 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

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

“RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Saurav Gupta (DIN: 07106619), Whole-Time Director of the Company, for the remaining period of her tenure i.e. 30th July 2025, be and is hereby approved.

“RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 24th Annual General Meeting held on 30th September, 2020, approving the re-appointment and the remuneration payable to Shri Saurav Gupta, remains unaltered.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such

By the order of the Board of Director  
For BELLA CASA FASHION & RETAIL LIMITED

Date - Friday, 1<sup>st</sup> September, 2023  
Place - Jaipur

acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### ITEM NO. 6: - 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

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

“RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Gaurav Gupta (DIN: 07106587), Whole-Time Director of the Company, for the remaining period of his tenure i.e. 30th July 2025, be and is hereby approved.

“RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 24th Annual General Meeting held on 30th September, 2020, approving the re-appointment and the remuneration payable to Shri Gaurav Gupta, remains unaltered.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

Sd/-  
Sonika Gupta  
Company Secretary & Compliance Officer  
Membership Number- A38676

- Registered Office -

E-102, 103, EPIP, Sitapura Industrial Area, Jaipur - 302022 (Rajasthan) | Tel No.- 0141-2771844  
Website-www.bellacasa.in | Email- info@bellacasa.in | CIN- L17124RJ1996PLC011522

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020, 20/2020,02/2021, 21/2021 and 2/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 and December 28, 2022 respectively (collectively referred to as "MCA Circulars") permitted the holding of AGM's by Companies, through Video Conferencing / Other Audio-Visual facility (VC/OAVM), up to December 31,2022 without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued 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 (collectively referred to as "SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business, i.e. Item Nos. 3 to 6, to be transacted at the Annual General Meeting ('AGM') is annexed to notice hereto.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company i.e. E-102, 103, EPIP, Sitapura Industrial Area Jaipur-302022 (Rajasthan), which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.bellacasa.in](http://www.bellacasa.in) and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and AGM notice is also available on CDSL website i.e. [www.evotingindia.com](http://www.evotingindia.com)
5. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF, SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
6. Central Depository Services (India) Limited ("CDSL") will be providing a facility for voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
7. Mr. Manish Sancheti of M/s M Sancheti & Associates, Practicing Company Secretary having Membership No. F-7972 and COP No. 8997, has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process fairly and transparently. The Scrutinizer will submit the report to the Chairman or any person authorized by him after completion of the scrutiny and the results of the voting will be announced after the AGM of the Company. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

8. Members attending the AGM through VC / OAVM shall be counted to reckon the quorum under Section 103 of the Act.
9. To support the 'Green Initiative' Members whose email addresses / Bank details are not registered/updated are requested to register/ update by contacting their respective Depository Participant(s).
10. The Register of the Members and Share Transfer Books of the Company will remain closed from Thursday, 21<sup>st</sup> September, 2023 to Wednesday, 27<sup>th</sup> September, 2023 (both days inclusive).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
12. The Company's Statutory Auditors, M/s Vikas Jain & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Firm registration number 006803C, were appointed as Statutory Auditors of the Company for five consecutive years at the Annual General Meeting of the Members held on September 28, 2019, on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Under the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the foregoing amendment, ratification by the Members for the continuance of their appointment is not being sought at this AGM.
13. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Wednesday, 20<sup>th</sup> September, 2023.
14. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC / OAVM on its behalf and to vote through remote e-voting.
15. The above Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Manish Sancheti at [man.sancheti@gmail.com](mailto:man.sancheti@gmail.com) with a copy marked to the Company Secretary at [cs@bellacasa.in](mailto:cs@bellacasa.in)
16. As per Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has designated email ID of the grievance redressal division/compliance officer exclusively to register complaints by investors. Investors are requested to send their communication to the designated email id [cs@bellacasa.in](mailto:cs@bellacasa.in)
17. The Company has uploaded the details of the unpaid/unclaimed amounts lying with the Company on the website of the Company ([www.bellacasa.in](http://www.bellacasa.in)) Those Members who have not so far claimed their dividend are advised to claim it from the Company.
18. The information regarding unclaimed dividends in respect of dividends declared up to the financial

year 2021-22 and updated up to the date of 26th AGM held on 16th September, 2022 has been uploaded on the website of the Company [www.bellacasa.in](http://www.bellacasa.in) under 'Investor relation' section. The said information was also filed on MCA which is available on their website at [www.iepf.gov.in](http://www.iepf.gov.in)

Further, as per the requirement of Section 124(2) of the Act, the Company has uploaded the details of unclaimed dividend in respect of interim dividend declared during the financial year 2022-23, on the website of the Company. Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they may lodge their claim, duly supported by relevant documents to the Company.

19. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with the Company and their respective depository participant, where shares are held in electronic form.
20. Kindly note that as per Listing Regulations it is mandatory for the Company to print the bank account details of the investors in the dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/RTA/Depository Participant, as the case may be. Shareholders are requested to follow the process as guided in Note No. 21 below to register their mandate for receiving Dividend directly in their Bank accounts.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. for shares held in the electronic form to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
22. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act, Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and documents referred in the notice, shall be available for inspection through electronic mode. Members may write to the Company at [cs@bellacasa.in](mailto:cs@bellacasa.in) for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon login a CDSL e-voting system at [www.evotingindia.com/](http://www.evotingindia.com/)
23. Statement pursuant to the provisions of Section II of part II of Schedule V of the Companies Act, 2013 [including secretarial Standard - 2 and SEBI (LODR) Regulations, 2015, as applicable] in respect to item no. 3 to 6 of the notice is annexed in Annexure-1 of the notice
24. As required under Listing Regulations and Secretarial Standards-2 on General Meetings details in respect of directors seeking re-appointment at the AGM, is separately annexed in Annexure-2 of the notice. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
25. Members, intending to require information about the Financial Statements or any other matter to be placed at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

#### 26. Speaker Registration

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days before the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days before the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

27. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

28. In terms of Section 152 of the Companies Act, 2013, Mr. Gaurav Gupta (DIN: 07106587), Whole-Time Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his respective reappointment.

29. A brief resume of Directors proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors' interest as stipulated, are provided as an annexure to the notice.

#### 30. CDSL e-Voting System - For e-voting and Joining Virtual meetings.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

2. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM/AGM without restriction on account of first-come first-served basis.

3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.

5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Wednesday, 20<sup>th</sup> September, 2023.

6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular

No. 17/2020 dated 13<sup>th</sup> April, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

7. In continuation of this Ministry's General Circular No. 02/2022, dated 05th May, 2022 and after due examination, it has been decided to allow companies whose AGM's become due in the year 2023, to conduct their AGM's on or before 30th September, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020.

8. In line with the Ministry of Corporate Affairs ("MCA") Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.bellacasa.in](http://www.bellacasa.in). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

(i) The voting period begins on, Sunday, 24<sup>th</sup> September, 2023 at 09:00 A.M.(IST) and ends on Tuesday, 26<sup>th</sup> September, 2023 at 05:00 P.M.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 20<sup>th</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facilities to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode**

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access the e-Voting facility.

Pursuant to above said SEBI Circular, the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for the CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers website directly.</li> <li>3) If the user is not registered for Easi/Easiest, the option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id/ folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your

password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (ix) Click on the EVSN for the relevant "Bella Casa Fashion & Retail Limited" on which you choose to vote.
  - (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xiv) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.
  - (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
  - (xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.  
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) on which they wish to vote on.  
The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.  
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.  
Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and to the Company at the email address viz: [cs@bellacasa.in](mailto:cs@bellacasa.in) (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for e-voting.
  2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after a successful login as per the instructions mentioned above for e-voting.
  3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
  4. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.

5. Further shareholders will be required to allow a Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days before the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days before the meeting mentioning their name, Demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through the VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

At the 24th Annual General Meeting of the Company held on 30th September, 2020, the Members had, inter-alia, approved the re-appointment of Shri Harish Kumar Gupta (DIN: 01323944) as a Chairman & Whole-Time Director of the Company for a period of 5 years with effect from 31st July, 2020 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2023, the remuneration paid to Shri Harish Kumar Gupta for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the

Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 11th August, 2023 have approved the remuneration paid to Shri Harish Kumar Gupta, Chairman & Whole-Time Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 3 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 24th Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Harish Kumar Gupta (DIN: 01323944) as a Chairman & Whole-Time Director of the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Harish Kumar Gupta is interested in the Resolution set out at Item No. 3 of the Notice. The relatives of Harish Kumar Gupta may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 3 of the Notice for approval of the Members as a Special Resolution.

**ITEM NO. 4**

At the 24th Annual General Meeting of the Company held on 30th September, 2020, the Members had, inter-alia, approved the re-appointment of Shri Pawan Kumar Gupta (DIN: 01543446) as a Managing Director of the Company for a period of 5 years with effect from 31st July, 2020 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2023, the remuneration paid to Shri Pawan Kumar Gupta for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 11th August, 2023 have approved the remuneration paid to Shri Pawan Kumar Gupta, Managing Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 4 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 24th Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Pawan Kumar Gupta (DIN: 01543446) as a Managing Director of the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Pawan Kumar Gupta is interested in the Resolution set out at Item No. 4 of the Notice. The relatives of Shri Pawan Kumar Gupta may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested,

financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 4 of the Notice for approval of the Members as a Special Resolution.

#### ITEM NO. 5

At the 24th Annual General Meeting of the Company held on 30th September, 2020, the Members had, inter-alia, approved the re-appointment of Shri Saurav Gupta (DIN: 07106619) as a Whole-time Director of the Company for a period of 5 years with effect from 31st July, 2020 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2023, the remuneration paid to Shri Saurav Gupta for the remaining period of her tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 11th August, 2023 have approved the remuneration paid to Shri Saurav Gupta, Whole-time Director of the Company, for the remaining period of her tenure, as mentioned in the Resolution No. 5 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 24th Annual General Meeting approving her re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Saurav Gupta as a Whole-time Director of the Company for the remaining period of her tenure is being placed before the Members for their approval.

Shri Saurav Gupta is interested in the Resolution set out at Item No. 5 of the Notice. The relatives of Smt. Shri Saurav Gupta may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

#### ITEM NO. 6

At the 24th Annual General Meeting of the Company held on 30th September, 2020, the Members had, inter-alia, approved the re-appointment of Shri Gaurav Gupta (DIN: 07106587) as a Whole-time Director of the Company for a period of 5 years with effect from 31st July, 2020 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2023, the remuneration paid to Shri Gaurav Gupta for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 11th August, 2023 have approved the remuneration paid to Shri Gaurav Gupta, Whole-time Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 6 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 24th Annual

General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Gaurav Gupta as a Whole-time Director of the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Gaurav Gupta is interested in the Resolution set out at Item No. 6 of the Notice. The relatives of Shri Gaurav Gupta may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 6 of the Notice for approval of the Members as a Special Resolution.

#### ANNEXURE-1

#### STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD - 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 3 TO 6 OF THE NOTICE

##### I. GENERAL INFORMATION

**1. Nature of industry:** Retailing & Manufacturing of Apparels, Bed sheets, Quilts, home furnishing textile items, printed/dyed furnishing fabrics.

**2. Date or Expected Date of Commencement of Commercial Production:** The Company started its commercial production in the year 1996.

**3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**4. Financial Performance based on given indicators:**

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22	2020-21
<b>Paid up Capital</b>	1147.50	1147.50	1147.50
<b>Reserve &amp; Surplus</b>	6412.40	5817.21	4849.01
<b>Gross Revenue</b>	20,176.32	20,581.23	12,883.10
<b>Profit before tax</b>	1,033.15	1,536.87	735.32
<b>Tax expenses</b>	257.12	420.68	195.12
<b>Profit after tax</b>	780.70	1,123.89	552.21

##### 5. Foreign investments or collaborations, if any

The Company has not entered any foreign collaboration and no direct capital investment has been made in the company in the last three financial years.



**II. INFORMATION ABOUT THE DIRECTORS NOT BEING RE/APPOINTED****A. Mr. Harish Kumar Gupta****1. Background Details**

Mr. Harish Kumar Gupta aged approximately 66 years is the Chairman and Whole Time Director of our Company. He has been Managing Director on the Board since incorporation. Over the years, Mr. Harish Kumar Gupta has acquired expertise in various areas of Retailing & manufacturing of apparels and home furnishings. He is the founder promoter of the Company and has been responsible for growth and development of the company since its inception.

**2. Past Remuneration**

Mr. Harish Kumar Gupta was paid Rs. 24.00 Lakhs as annual remuneration for the financial year 2022-23.

**3. Recognition or Awards**

The Company has received various awards and recognition during his tenure.

**4. Job Profile and Suitability**

Presently, his vast experience of more than 48 years in textile industry is enshrined on the company for formation of policies and developmental activities of the company. He is involved in identifying, developing and directing the implementation of business strategy. He is engaged in developing business plans and preparing comprehensive business reports and he also lays emphasis on improving margins and maintaining high quality standards to clients. He is also responsible for the Companies health and legislative adherence and maintains links with other trade and professionals associations.

**5. Remuneration Proposed**

There are no changes in the existing remuneration.

**6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person**

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Harish Kumar Gupta before recommending the remuneration as proposed hereinabove.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Besides the remuneration proposed, Mr. Harish Kumar Gupta also holds 11,71,414 (10.21%) equity shares of the company. Mr. Harish Kumar Gupta, Chairman & Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Pawan Kumar Gupta, Saurav Gupta and Gaurav Gupta.

**B. Mr. Pawan Kumar Gupta****1. Background Details**

Pawan Kumar Gupta aged approximately 62 years is the Managing Director of our company. He has been on the Board since incorporation. He is the founder promoter of the Company and has more than 30 Years of experience in textile Business and 23 of experience in textile retailing &

manufacturing. Under his dynamic leadership and vast experience, we are able to deliver constant value to our Company's projects and expansion strategy.

**2. Past Remuneration**

Mr. Pawan Kumar Gupta was paid Rs. 24 Lakhs as annual remuneration for the financial year 2022-23.

**3. Recognition or Awards**

The Company has received various awards and recognition during his tenure.

**4. Job Profile and Suitability**

Being the founder of the organization, he has worked on almost all areas in the organization which helps him understand and handle the major function of Purchasing and Resource Management of our company. He is responsible for building client relationship that results in revenue and profitability growth. He is also involved in planning and organizing the activities of the Company to achieve its desired objective. He has a key role in motivating and development of the personnel's of management of the company.

**5. Remuneration Proposed**

There are no changes in the existing remuneration

**6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person**

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Pawan Kumar Gupta before recommending the remuneration as proposed hereinabove.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Besides the remuneration proposed, Mr. Pawan Kumar Gupta also holds 11,32,064 (9.87%) equity shares of the company. Mr. Pawan Kumar Gupta, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Harish Kumar Gupta, Saurav Gupta and Gaurav Gupta.

**C. Mr. Saurav Gupta****1. Background Details**

Mr. Saurav Gupta aged approximately 42 years is a Whole Time Director of our Company. He is a MBA from IIM Ahemdabad & Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT.

**2. Past Remuneration**

Mr. Saurav Gupta was paid Rs. 24 Lakhs as annual remuneration for the financial year 2022-23.

**3. Recognition or Awards**

The Company has received various awards and recognition during his tenure.

**4. Job Profile and Suitability**

He has been handling the marketing, merchandising and product development functions of the

company from past 18 years. His expertise has helped in accelerating growth in the apparel section of the company.

#### 5. Remuneration Proposed

There are no changes in the existing remuneration

#### 6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Saurav Gupta before recommending the remuneration as proposed hereinabove.

#### 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Besides the remuneration proposed, Mr. Saurav Gupta also holds 10,01,975 (8.73%) equity shares of the company. Mr. Saurav Gupta, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta and Mr. Gaurav Gupta.

#### D. Mr. Gaurav Gupta

##### 1. Background Details

Mr. Gaurav Gupta aged approximately 42 years is a Whole-Time Director of our Company. He has a diploma in International Trade from Bhartiya Vidya Bhawan and also Diploma in textile design. He has a rare distinction of having done his education in two varied but important fields.

##### 2. Past Remuneration

Mr. Gaurav Gupta was paid Rs. 24.00 Lakhs as annual remuneration for the financial year 2022-23.

##### 3. Recognition or Awards

The Company has received various awards and recognition during his tenure.

##### 4. Job Profile and Suitability

He handles all the production related functions of the company from last 19 years. His expertise has promoted the company into home furnishing and exports.

#### 5. Remuneration Proposed

There are no changes in the existing remuneration

#### 6. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Gaurav Gupta before recommending the remuneration as proposed hereinabove.

#### 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Besides the remuneration proposed, Mr. Gaurav Gupta also holds 10,57,000 (9.21%) equity shares of the company. Mr. Gaurav Gupta, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Harish Kumar Gupta, Pawan Kumar Gupta and Saurav Gupta.

### III. OTHER INFORMATION

#### 1. Reason of loss or inadequate profits:

Our company experienced inadequate profits due to a combination of factors. The slowdown in the Indian economy, intensified competition, escalating raw material costs, a reversionary trend in the textile industry, and the global economic slowdown, Economic impact of COVID-19 are collectively squeezed margins.

#### 2. Steps taken or proposed to be taken for improvement:

The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost, augmenting its branded sales. Improved productivity and cost control measures have been put in place.

#### 3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

### IV. DISCLOSURES

The details required to be given under this head is disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2022-23. The remuneration package proposed to be given to each managerial personnel is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 3, 4, 5, and 6 of the notice.

By the order of the Board of Director  
For BELLA CASA FASHION & RETAIL LIMITED

Date - Friday, 1<sup>st</sup> September, 2023  
Place - Jaipur

Sd/-  
Sonika Gupta  
Company Secretary & Compliance Officer  
Membership Number- A38676

- Registered Office -  
E-102, 103, EPIP, Sitapura Industrial Area, Jaipur - 302022 (Rajasthan) | Tel No.- 0141-2771844  
Website-www.bellacasa.in | Email- info@bellacasa.in | CIN- L17124RJ1996PLC011522

**ANNEXURE-2****DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	<b>Mr. Gaurav Gupta</b>
<b>DIN</b>	07106587
<b>Date of Birth and Age</b>	20/07/1981, 42 years
<b>Date of the FIRST appointment on the Board</b>	31/07/2015
<b>Qualifications</b>	Post Graduate Diploma in International Trade from Bhartiya Vidhya Bhawan and also having Diploma in Textile Design.
<b>Experience and Expertise</b>	Mr. Gaurav Gupta is an MBA in International Business and a digital marketing expert with 18 years of work experience. Currently, he is responsible for elevating the Company's digital platforms and enhancing the digital experience for consumers across all channels to drive consumer acquisition, retention, value and revenue.
<b>Number of Meetings of the Board attended during the year (2021-22)</b>	6 out of 7
<b>DIRECTORSHIPS IN other LISTED/ UNLISTED COMPANIES</b>	None
<b>Membership / Chairmanship of Committees of THE COMPANY</b>	None
<b>Membership / Chairmanship of Committees of other Board</b>	None
<b>Details of Listed Companies from which the Director resigned during FY 2020-21, FY 2021-22 and FY 2022-23</b>	None
<b>Shareholding in Bella Casa fashion &amp; retail Limited</b>	10,57,000 Equity Shares
<b>Relationship with other directors, managers and other Key Managerial Personnel of the Company</b>	Son of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, Nephew of Mr. Pawan Kumar Gupta, Managing Director and First Cousin of Mr. Saurav Gupta, Whole-Time Director of the Company.
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn</b>	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. <a href="http://www.bellacasa.in">www.bellacasa.in</a>
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	NA

\*Appointment as Director of the Company on 20th March, 2015 and Change in designation w.e.f. 31st July, 2015 as Whole Time Director, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013.

By the order of the Board of Director

**For BELLA CASA FASHION & RETAIL LIMITED**

Date - Friday, 1<sup>st</sup> September, 2023

Place - Jaipur

Sd/-

Sonika Gupta

Company Secretary & Compliance Officer

Membership Number- A38676

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Thank  
YOU