

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 30th September, 2020 at 12:00 P.M.

Scrip Code- 539399

Dear Sir/Ma'am,

We are pleased to inform you that 24th Annual General Meeting of the Company scheduled to be held on Wednesday 30th September, 2020 at 12:00 P.M. 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 24th 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, September, 27, 2020 at 09:00 a.m.
Date and time of end of the remote e-voting	Tuesday, September 29, 2020 at 05:00 p.m.
Cut-off date for determining the eligibility to vote electronically or in the AGM	Wednesday, September 23, 2020

Kindly take the same on your record.

Yours faithfully

For Bella Casa Fashion & Retail Limited



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



BELLA CASA FASHION & RETAIL LIMITED
ANNUAL REPORT 2019-2020



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF MEMBERS OF BELLA CASA FASHION & RETAIL LIMITED WILL BE HELD ON, WEDNESDAY, 30TH SEPTEMBER, 2020 AT 12:00 P.M. **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 Financial Statements of the Company for the year ended 31st March, 2020 including Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

ITEM NO. 2

To appoint a director in place of Mr. Gaurav Gupta (DIN:-07106587) 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

Re-appointment of Mr. Harish Kumar Gupta as the Chairman & Whole-Time Director of the Company for a period of five (5) years.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harish Kumar Gupta (DIN: 01323944) be and is hereby re-appointed as the Chairman & Whole-Time Director of the Company for a period of five (5) years with effect from 31st July 2020 to 30th July, 2025 liable to retire by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Harish Kumar Gupta (DIN: 01323944) Chairman & Whole-Time Director, who is also Promoter of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Harish Kumar Gupta as the Chairman & Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

ITEM NO. 4

Re-appointment of Mr. Pawan Kumar Gupta as the Managing Director of the Company for a period of five (5) years.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any

statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pawan Kumar Gupta (DIN: 01543446) be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 31st July 2020 to 30th July, 2025 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Pawan Kumar Gupta, Managing Director (DIN: 01543446), who is also Promoter of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during his tenure of appointment."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Pawan Kumar Gupta, Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

ITEM NO. 5

Re-appointment of Mr. Saurav Gupta as the Whole-Time Director of the Company for a period of five (5) years.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Saurav Gupta (DIN: 07106619) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 31st July 2020 to 30th July, 2025 liable to retire by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Saurav Gupta (DIN: 07106619), Whole-Time Director who is also Promoter of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Saurav Gupta as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

ITEM NO. 6**Re-appointment of Mr. Gaurav Gupta as the Whole-Time Director of the Company for a period of five (5) years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gaurav Gupta (DIN: 07106587) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 31st July 2020 to 30th July, 2025, liable to retire by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Gaurav Gupta (DIN: 07106587), Whole-Time Director, who are also Promoters of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Gaurav Gupta as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

ITEM NO. 7**Re-appointment of Mr. Sharad Mangal as an Independent Director of the Company for a period of five (5) years.**

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Sharad Mangal (DIN 01127317), whose present term as an Independent Director ends at the 14th July 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended and approved by the Nomination and Remuneration Committee and Board of Directors of the Company consent of the members of the Company be and is hereby accorded to re-appoint/continue the Directorship of Mr. Sharad Mangal (DIN: 01127317), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 15th July 2020 to 14th July 2025.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 8**Re-appointment of Mr. Gunjan Jain as an Independent Director of the Company for a period of five (5) years.**

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the

Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Gunjan Jain (DIN 07223400), whose present term as an Independent Director ends at the 14th July 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended and approved by the Nomination and Remuneration Committee and Board of Directors of the Company consent of the members of the Company be and is hereby accorded to re-appoint/continue the Directorship of Mr. Gunjan Jain (DIN 07223400), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 15th July 2020 to 14th July 2025.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO.9

Re-appointment of Ms. Kalpana Juneja as an Independent Director of the Company for a period of five (5) years.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Ms. Kalpana Juneja (DIN 07226135), whose present term as an Independent Director ends at the 14th July 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended and approved by the Nomination and Remuneration Committee and Board of Directors of the Company consent of the members of the Company be and is hereby accorded to re-appoint/continue the Directorship of Ms. Kalpana Juneja (DIN 07226135), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 15th July 2020 to 14th July 2025.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO.10

Re-appointment of Mr. Vikas Mathur as an Independent Director of the Company for a period of five (5) years.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Vikas Mathur (DIN 07252879), whose present term as an Independent Director ends at the 30th July 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended and approved by the Nomination and Remuneration Committee and Board of Directors of the Company consent of the members of the Company be and is hereby accorded to re-appoint/continue the Directorship of Mr. Vikas Mathur (DIN 07252879), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 31st July, 2020 to 30th July, 2025.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally

authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 11**Inspection of the documents**

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

RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

For and on the behalf of the
BELLA CASA FASHION & RETAIL LIMITED

Sd/-
Sonika Gupta
Company secretary & Compliance Officer
Place: Jaipur
Date: 05.09.2020

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars the twenty fourth AGM of the Company will be held through VC / OAVM.
The facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at, E-102, 103, EPIP, Sitapura Industrial Area, Jaipur-302022 (Rajasthan) which shall be the deemed venue of AGM.
3. The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meeting and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the special businesses under item no. 3 to 11 of the accompanying Notice is annexed hereto.
4. Mr. Indrajeet Sharma, has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM
5. In compliance with the Circulars, copies of Annual Report for Financial Year 2019-20, the Notice of the AGM and instructions for remote e-voting/ e-voting are being sent in electronic mode to those Shareholders whose email addresses are registered with Registrar/ Depository Participant(s). The copy of Annual Report along with the Notice is also available on Company's website at www.bseindia.com and on website of the Stock Exchange at www.bseindia.com
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members whose email addresses / Bank details are not registered/updated are requested to register/ update by contacting their respective Depository Participant(s).
8. The Register of the Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange.
9. 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 a period of 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. Pursuant to 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 continuance of their appointment is not being sought at this AGM.
10. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Wednesday, 23rd September, 2020.
11. 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 on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company.

12. In case of Joint holders, attending the Meeting, only such joint holders, who are higher in the order of names, will be entitled to vote at the meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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.
14. 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 for the purpose of registering complaints by investors. Investors are requested to send their communication on the designated email id cs@bellacasa.in
15. The Company has uploaded the details of the unpaid/unclaimed amounts lying with the Company on the website of the Company (www.bellacasa.in). Those Members who have not so far claimed their dividend are advised to claim it from the Company.
16. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.bellacasa.in and at website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com
17. 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.
18. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
19. 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 on 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 at CDSL e-voting system at <https://www.evotingindia.com/>
20. 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. 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.
21. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
22. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
23. 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.

24. 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 annexure to the notice.

25. Instructions for attending the AGM through VC/OAVM :

- (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- (ii) 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 MCA 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/EGM. 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.
- (iii) 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.
- (iv) 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.
- (v) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- (vi) 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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.
- (vii) 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 April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

26. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and the Listing Regulations a member of the Company holding shares in dematerialized form, may exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.

The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited ("Kavy") as the Authorized Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).

Those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.

The Board of Directors has appointed Indrajeet Sharma as the Scrutinizer, for conducting the voting/ poll and remote e-voting

process in a fair and transparent manner.

The instructions to members for voting electronically are as under:

- (i) The voting period (including e-voting) begins on Sunday, September 27, 2020 at 09:00 a.m. and ends on Tuesday, September 29, 2020 at 05:00 p.m. 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, September 23, 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders/Members" tab.
- (v) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d) **OR**
 - e) Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none"> 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 as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant < Bella Casa Fashion & Retail Limited > on which you choose to vote.
- (xiii) 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
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE :

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER :

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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 atleast 7 days prior to 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 prior to 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.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER :

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. 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 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx)Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bellacasa.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (xxi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bellacasa.in and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS

ITEM No.3

At the AGM held on 31st July, 2015, Mr Harish Kumar Gupta (DIN:01323944) Chairman & Whole-Time Director was appointed for a period of 5 years with effect from 31st July, 2015 to 30th July, 2020. Thereafter, the members at its 21st AGM of the Company held on 12th August, 2017 approved the revision in his remuneration payable to them was revised w.e.f. 1st April, 2017 to the remainder of his term i.e. up to 31st July, 2020.

After that, the Members at its 22nd AGM of the Company held on 31st August, 2018 approved the revision in his remuneration whereby the maximum remuneration payable to them was revised w.e.f. 1st April, 2018 to the remainder of his term i.e. upto 31st July, 2020.

As the current term expired on 31st July, 2020, the Board of Directors at its Meeting held on 25th June, 2020, has re-appointed Mr. Harish Kumar Gupta (DIN:01323944) Chairman & Whole-Time Director pursuant to provisions of Sections 196, 197, 198 and 203, read with Schedule V of the Act and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Act, if any, for a further period of five years with effect from 31st July 2020 up to 30th July, 2025 on his existing terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the Agreement to be entered into between them and the Company.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Mr Harish Kumar Gupta (DIN:01323944) Chairman & Whole-Time Director, as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder. Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, is the member of promoter group.

Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Harish Kumar Gupta for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment and continuance of payment of remuneration of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director of the Company.

Mr Harish Kumar Gupta (DIN: 01323944) Chairman & Whole-Time Director satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Chairman & Whole-Time Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Harish Kumar Gupta have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Mr. Harish Kumar Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM No.4

At the AGM held on 31st July, 2015, Mr. Pawan Kumar Gupta (DIN:01543446) Managing Director was appointed for a period of 5 years with effect from 31st July, 2015 to 30th July, 2020. Thereafter, the members at its 21st AGM of the Company held on 12th August, 2017 approved the revision in his remuneration payable to them was revised w.e.f. 1st April, 2017 to the remainder of his term i.e. upto 31st July, 2020.

After that, the Members at its 22nd AGM of the Company held on 31st August, 2018 approved the revision in his remuneration whereby the maximum remuneration payable to them was revised w.e.f. 1st April, 2018 to the remainder of his term i.e. upto 31st July, 2020.

As the current term expired on 31st July, 2020, the Board of Directors at its Meeting held on 25th June, 2020, has re-appointed Mr. Pawan Kumar Gupta (DIN:01543446) Managing Director pursuant to provisions of Sections 196, 197, 198 and 203, read with Schedule V of the Act and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Act, if any, for a further period of five years with effect from 31st July 2020 upto 30th July, 2025 on his existing terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the Agreement to be entered into between them and the Company.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder.

The remuneration to be paid/payable to Mr. Pawan Kumar Gupta (DIN:01543446) Managing Director, as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder.

Mr. Pawan Kumar Gupta (DIN: 01543446) Managing Director, is the member of promoter group. Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Pawan Kumar Gupta for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment and continuance of payment of remuneration of Mr. Pawan Kumar Gupta, Managing Director of the Company.

Mr. Pawan Kumar Gupta (DIN:01543446) Managing Director satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Pawan Kumar Gupta have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations. Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Mr. Pawan Kumar Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM No.5

At the AGM held on 31st July, 2015, Mr. Saurav Gupta (DIN:07106619) Whole-Time Director was appointed for a period of 5 years with effect from 31st July, 2015 to 30th July, 2020. Thereafter, the members at its 21st AGM of the Company held on 12th August, 2017 approved the revision in his remuneration payable to them was revised w.e.f. 1st April, 2017 to the remainder of his term i.e. upto 31st July, 2020.

After that, the Members at its 22nd AGM of the Company held on 31st August, 2018 approved the revision in his remuneration whereby the maximum remuneration payable to them was revised w.e.f. 1st April, 2018 to the remainder of his term i.e. upto 31st July, 2020.

As the current term expired on 31st July, 2020, the Board of Directors at its Meeting held on 25th June, 2020, has re-appointed Mr. Saurav Gupta (DIN:07106619) Whole-Time Director pursuant to provisions of Sections 196, 197, 198 and 203, read with Schedule V of the Act and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Act, if any, for a further period of five years with effect from 31st July 2020 upto 30th July, 2025 on his existing terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the Agreement to be entered into between them and the Company.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder.

The remuneration to be paid/payable to Mr. Saurav Gupta (DIN:07106619) Whole-Time Director, as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder.

Mr. Saurav Gupta (DIN: 07106619) Whole-Time Director, is the member of promoter group. Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Saurav Gupta for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment and continuance of payment of remuneration of Mr. Saurav Gupta, Whole-Time Director of the Company.

Mr. Saurav Gupta (DIN:07106619) Whole-Time Director satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Whole-Time Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Saurav Gupta have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations. Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Mr. Saurav Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM No.6

At the AGM held on 31st July, 2015, Mr. Gaurav Gupta (DIN:07106587) Whole-Time Director was appointed for a period of 5 years with effect from 31st July, 2015 to 30th July, 2020. Thereafter, the members at its 21st AGM of the Company held on 12th August, 2017 approved the revision in his remuneration payable to them was revised w.e.f. 1st April, 2017 to the remainder of his term i.e. upto 31st July, 2020.

After that, the Members at its 22nd AGM of the Company held on 31st August, 2018 approved the revision in his remuneration whereby the maximum remuneration payable to them was revised w.e.f. 1st April, 2018 to the remainder of his term i.e. upto 31st July, 2020.

As the current term expired on 31st July, 2020, the Board of Directors at its Meeting held on 25th June, 2020, has re-appointed Mr. Gaurav Gupta (DIN:07106587) Whole-Time Director pursuant to provisions of Sections 196, 197, 198 and 203, read with Schedule V of the Act and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Act, if any, for a further period of five years with effect from 31st July 2020 upto 30th July, 2025 on his existing terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the Agreement to be entered into between them and the Company.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder.

The remuneration to be paid/payable to Mr. Gaurav Gupta (DIN:07106587) Whole-Time Director, as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder.

Mr. Gaurav Gupta (DIN: 07106587) Whole-Time Director, is the member of promoter group. Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Gaurav Gupta for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment and continuance of payment of remuneration of Mr. Gaurav Gupta, Whole-Time Director of the Company.

Mr. Gaurav Gupta (DIN:07106587) Whole-Time Director satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Whole-Time Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Gaurav Gupta have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations. Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Saurav Gupta and Mr. Gaurav Gupta are interested in the resolution. The relatives of Mr. Harish Kumar Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Main terms and conditions and remuneration and perquisites for the Directors appointed in Item No. 3, 4, 6, 7 above payable are as under:

(i) Period: 3 years with effect from 31st July, 2020

(ii) Salary: Rs. 2,00,000 per month

(iii) Perquisites: Perquisites shall be allowed in addition to salary and they shall be restricted to the following:

CATEGORY 'A'

1) Housing :

a) The expenditure by the Company on hiring furnished accommodation for the Managing Director will be subject to the following ceiling: 60% of the salary, over and above 10% payable by the Managing Director.

b) In case the accommodation is owned by the Company 10% of the salary of the Managing Director shall be deducted by the Company.

c) In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling laid down in (a) above.

Explanation.-The expenditure incurred by the Company on gas, electricity, water and furnishing will be valued as per the Income-tax Rules, 1962. This shall however be subject to a ceiling of 10% of the salary of the Chairman.

2) Medical Reimbursement :

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

3) Leave Travel Concession :

For self and family, once in a year incurred in accordance with the rules of the Company.

4) Club Fees:

Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

5) Personal Accident Insurance:

Premium not to exceed Rs. 15,000 per annum.

Explanation.-"Family" means the spouse, the dependent children and dependent parents of Managing Director. Perquisites as above, shall be restricted to an amount equal to the annual salary or Rs. 50,000 per annum, whichever is less.

CATEGORY 'B'

6) (a) Company's contribution towards Provident Fund and Family Pension: Fund as per the Rules of the Company but not exceeding 12% of the Salary.

(b) Company's contribution towards Superannuation Fund as per the Rules of the Company but it shall not, together with Company's contribution to Provident Fund, exceed 25 % of the Salary.

Contribution to Provident Fund, Family Pension Fund and Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.

(7) Gratuity as per the Rules of the Company, but shall not exceed one-half month's salary for each completed year of service.

(8) Earned Leave: On full pay and allowances as per the Rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

CATEGORY 'C'

(i) Free use of Company's car on Company's business and telephone at residence and mobile phone will not be considered as

perquisites.

- (ii) Personal long distance calls and use of car for private purpose shall be billed by the Company.
- (iii) Reimbursement of entertainment expenses, travelling and all other expenses actually and properly incurred for the purpose of Company's business.
- (iv) No sitting fees shall be paid for attending the meeting of Board of Directors or Committee thereof.
- (v) Unless otherwise stipulated, for the purpose of this resolution, the perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.
- (vi) The total remuneration and perquisites benefits contemplated as per Category (A) and (B) above, including contribution towards Provident fund, Superannuation Fund, Annuity Fund, Gratuity fund (including any unfunded retirement benefits as per the rules of the Company), overseas medical, leave encashment, home leave expenses for expatriates, etc. payable to all the Managing/Whole time Directors of the Company shall not exceed 10% of the profits of the Company calculated in accordance with Section 197 of the Companies Act, 2013.
- (vii) The limits stipulated in this Resolution are the maximum limits and the Board may in its absolute discretion pay a lower remuneration and revise the same from time to time within the maximum limits stipulated by this resolution.
- (viii) In the absence or inadequacy of profits in any financial year, the remuneration payable to Chairman by way of salary and perquisites shall not exceed the maximum limits prescribed under Schedule V of the Companies Act, 2013.
- (ix) The maximum limit for salary and other perquisites shall be enhanced by 15% every year over the preceding year's salary and other perquisites.
- (x) In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or the Amendment thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 2013, or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

ITEM No.7 to 10

The first term of Mr. Sharad Mangal, Mr. Gunjan Jain, Ms. Kalpana Juneja, Nonexecutive Independent Directors of the Company has expired on 14th July 2020 and the first term of Mr. Vikas Mathur, Nonexecutive Independent Director of the Company has expired on 30th July 2020. Accordingly, on the recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 25th June, 2020 has approved to seek the approval of shareholders of the Company, in the ensuing Annual General Meeting, for the reappointment of Mr. Sharad Mangal, Mr. Gunjan Jain, Ms. Kalpana Juneja Nonexecutive Independent Directors for second term of five years with effect from 15th July, 2020 to 14th July 2025 and Mr. Vikas Mathur, Nonexecutive Independent Director for second term of five years with effect from 31st July, 2020 to 30th July 2025.

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Mr. Sharad Mangal, Mr. Gunjan Jain, Ms. Kalpana Juneja as an Independent Directors at the EGM of the Company held on 15th July, 2015 and Mr. Vikas Mathur at the EGM held on 31st July, 2015 for a term of 5 years and their term ends on the 14th July, 2020 and 30th July, 2020 respectively.

As the above-named Independent Directors shall be completing their first term of appointment and they are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by Special Resolution. All the above-named Independent Directors have consented to their re-appointment and confirmed that they are not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. The Company has also received the declarations from the said Directors stating that they meet all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and they are not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meeting held on 25th, June, 2020 have recommended the re-appointment of Mr. Sharad Mangal, Mr. Gunjan Jain, Ms. Kalpana Juneja as an Independent Director for a second term of five consecutive years effective from 15th July, 2020 to 14th July, 2025 and Mr. Vikas Mathur as an Independent Director for a second term of five consecutive years effective from 31st July, 2020 to 30th July, 2025. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. In the opinion of the Board, they fulfil the conditions for re-appointment as Independent Directors and they are independent of the Management.

Brief resume of above Independent Directors, nature of their expertise in specific function areas and names of companies in which they hold directorship and memberships/ chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015, are provided in the Annexure to this Notice, which is forming part of the Annual Report.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 7, 8, 9 and 10 of the Notice.

The Board recommends the Special Resolutions as set out in Item Nos. 7, 8, 9 and 10 of the Notice for approval of the Member.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their reappointment is available for inspection by the Members may write to the Company on cs@bellacasa.in for inspection of said documents till the conclusion of the ensuing General Meeting.

ITEM NO. 11

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its annual general meeting. Accordingly, the Board of Directors recommend the resolution for your approval by a special resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

For and on the behalf of the
BELLA CASA FASHION & RETAIL LIMITED

Sd/-
Sonika Gupta
Company secretary & Compliance Officer
Place: Jaipur
Date: 05.09.2020

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

1.General Information	
(a) Nature of industry	Retailing & Manufacturing of Apparels, Bed sheets, Quilts, home furnishing textile items, printed/dyed furnishing fabrics.
(b) Date or expected date of commencement of commercial production.	05/02/1996
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.
(d) Financial performance based on given indicators.	Rs.in Lacs
Particulars	2019-20 2018-19
Total Income	16,353.72 14723.50
Total Expenditure	15,143.13 13488.95
Earning Before Finance Cost, Depreciation & Amortization and Tax (EBIDTA)	1802.81 1755.58
Less: Finance Cost	482.38 422.50
Less: Depreciation & Amortization expenses	109.84 98.52
Profit Before Tax and Exceptional Items	1,210.59 1234.56
Less: Tax Expenses	297.51 356.97
Comprehensive Income	2.70 24.81
Total Comprehensive Income for the period after Tax	915.78 902.40
Paid-Up Capital	1147.50 1147.50
(e) Foreign investments or collaborators, if any	NIL
Information about the appointee:	
(1) HARISH KUMAR GUPTA	
(a) Background details	Mr. Harish Kumar Gupta aged approximately 63 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.
(b) Past remuneration	He has been paid annual Remuneration of Rs. 15 lacs during the Financial 2017-18 (i.e. 1.75 lacs per month during the whole year), Rs. 24 lacs during the Financial year 2018-19 (i.e. 2 lacs per month during the whole year) and Rs. 24 lacs during the Financial year 2019-20 (i.e. 2 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) Job profile and his suitability	Presently, his vast experience of more than 45 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.
(e) Remuneration proposed	There are no changes in the existing remuneration.
(f) 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.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Harish Kumar Gupta is the Chairman & Whole-Time Director of the Company, belongs to promoter group & holds 10.05% of total shareholding of the company as on 31st March, 2020. He is brother of Managing Director Mr. Pawan Kumar Gupta, and Father of Whole-Time Director Mr. Gaurav Gupta.
(2) PAWAN KUMAR GUPTA	
(a) Background details	Pawan Kumar Gupta aged approximately 59 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 27 Years of experience in textile Business and 20 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.
(b) Past remuneration	He has been paid annual Remuneration of Rs. 15 lacs during the Financial 2017-18 (i.e. 1.75 lacs per month during the whole year), Rs. 24 lacs during the Financial year 2018-19 (i.e. 2 lacs per month during the whole year) and Rs. 24 lacs during the Financial year 2019-20 (i.e. 2 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) Job profile and his suitability	Being the founder of the organization he has worked on almost all areas in the organization which helps him understand and handle 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.
(e) Remuneration proposed	There are no changes in the existing remuneration.
(f) 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.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the	Mr. Pawan Kumar Gupta is the Managing Director of the Company, belongs to promoter group & holds 9.73% of total shareholding of the

managerial personnel, if any	Company as on 31st March, 2020. He is brother of Chairman & Whole-Time Director Mr. Harish Kumar Gupta, and Father of Whole-Time Director Mr. Saurav Gupta.
(3) SAURAV GUPTA	
(a) Background details	Mr. Saurav Gupta aged approximately 39 years is a Whole Time Director of our Company. He is a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT.
(b) Past remuneration	He has been paid annual Remuneration of Rs. 15 lacs during the Financial 2017-18 (i.e. 1.75 lacs per month during the whole year), Rs. 24 lacs during the Financial year 2018-19 (i.e. 2 lacs per month during the whole year) and Rs. 24 lacs during the Financial year 2019-20 (i.e. 2 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) Job profile and his suitability	He has been handling the marketing, merchandising and product development functions of the company from past 15 years. His expertise has helped in accelerating growth in the apparel section of the company.
(e) Remuneration proposed	There are no changes in the existing remuneration.
(f) 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 herein above.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Saurav Gupta is a Whole-Time Director of the Company, belongs to promoter group & holds 8.73% of total shareholding of the Company as on 31st March, 2020. He is a son of Managing Director Mr. Pawan Kumar Gupta.
(4) GAURAV GUPTA	
(a) Background details	Mr. Gaurav Gupta aged approximately 39 years is a Whole Time Director of our Company. He has a post graduate 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.
(b) Past remuneration	He has been paid annual Remuneration of Rs. 15 lacs during the Financial 2017-18 (i.e. 1.75 lacs per month during the whole year), Rs. 24 lacs during the Financial year 2018-19 (i.e. 2 lacs per month during the whole year) and Rs. 24 lacs during the Financial year 2019-20 (i.e. 2 lacs per month during the whole year)
(c) Recognition or awards	The Company has received various awards and recognition during his tenure.
(d) Job profile and his 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.
(e) Remuneration proposed	There are no changes in the existing remuneration.
(f) 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.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Gaurav Gupta is a Whole-Time Director of the Company, belongs to promoter group & holds 9.21% of total shareholding of the Company as on 31st March, 2020. He is a son of Chairman & Whole-Time Director, Mr. Harish Kumar Gupta.
3. OTHER INFORMATION	
Reason of Loss or inadequate profits	Slowdown of Indian economy, competition, increased cost of raw materials, higher interest cost, general reversionary trend in the textile industry, global slowdown has squeezed the margins of the Company.
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.
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.
4. DISCLOSURES	
<p>The details required to be given under this head is disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2019-20. 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.</p> <p>The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 3, 4, 5, and 6 of the notice. Other than Mr. Harish Kumar Gupta, Mr. Pawan Kumar Gupta, Mr. Gaurav Gupta and Mr. Saurav Gupta and their respective relatives none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this Resolution.</p>	

ANNEXURE - II

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 24th ANNUAL GENERAL MEETING [In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Harish Kumar Gupta
DIN	01323944
Item No.	3
Date of Birth	27/07/1957
Age	63
Nationality	Indian
Qualification	He holds a bachelor's degree in commerce
Brief profile	Mr. Harish Kumar Gupta has acquired expertise in various areas of 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. Presently, his vast experience of more than 45 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. Further, he is heavily involved in maintaining the budget of the company and ensures that the expenditure does not cross the actual limit of the company.
Terms and Conditions of re-appointment	As stated in the resolution set out in item number 3 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 3 of the Notice
Last Remuneration Drawn	₹24,36,000/-
Date of first appointment on the Board	05/02/1996
Directorship held in other Company	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Member-Audit Committee Member-Corporate Social Responsibility Committee
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2020	11,58,414
Number of the Meetings attended during the year	7 out of 7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Mr. Pawan Kumar Gupta, Managing Director, Saurav Gupta, Whole Time Director and Gaurav Gupta, Whole-Time Director of the Company.
Name of the Director	Pawan Kumar Gupta
DIN	01543446
Item No.	4
Date of Birth	01/09/1961
Age	59
Nationality	Indian
Qualification	He holds a bachelor's degree in commerce.
Brief profile	He is the founder promoter of the Company and has more than 27 Years of experience in textile trading and 20 of experience in textile manufacturing. Under his dynamic leadership and vast experience, we are able to deliver constant value to our Company's projects and expansion strategy. Being the founder of the organization he has worked on almost all areas in the organization which helps him understand and handle major function of Purchasing and Resource Management of our company. He is responsible for building client relationship that results in revenue and profitability growth.
Terms and Conditions of re-appointment	As stated in the resolution set out in item number 4 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 4 of the Notice
Last Remuneration Drawn	₹24,36,000/-
Date of first appointment on the Board	05/02/1996
Directorship held in other Company	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Member-Shareholder's / Investors Grievance Committee Member-Corporate Social Responsibility Committee
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2020	11,21,964
Number of the Meetings attended during the year	7 out of 7

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Mr. Harish Kumar Gupta, Whole-Time Director, Saurav Gupta, Whole Time Director and Gaurav Gupta, Whole-Time Director of the Company.
Name of the Director	Saurav Gupta
DIN	07106619
Item No.	5
Date of Birth	02/07/1981
Age	39
Nationality	Indian
Qualification	Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT
Brief profile	He has a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT. He has been handling the marketing, merchandising and product development functions of the company from past 15 years. His expertise has helped in accelerating growth in the apparel and home furnishing section of the company.
Terms and Conditions of re-appointment	As stated in the resolution set out in item number 5 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 5 of the Notice
Last Remuneration Drawn	₹24,36,000/-
Date of first appointment on the Board	20/03/2015
Directorship held in other Company	Dynamic Cables Limited
Chairman/ Member of the Committee of the Board of Directors of our Company	NIL
Committee position held in other Companies	Member- Audit Committee Member-Nomination and Remuneration/ Compensation Committee Member-Shareholder's/Investors Grievance Committee
Number of shares held in company as on 31.03.2020	10,01,975
Number of the Meetings attended during the year	7 out of 7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, Pawan Kumar Gupta, Managing Director and Gaurav Gupta, Whole-Time Director of the Company.
Name of the Director	Gaurav Gupta
DIN	07106587
Item No.	6
Date of Birth	20/07/1981
Age	39
Nationality	Indian
Qualification	Post Graduate Diploma in International Trade from Bhartiya Vidhya Bhawan and also having Diploma in Textile Design.
Brief profile	He has a post graduate 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. 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.

Terms and Conditions of re-appointment	As stated in the resolution set out in item number 6 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 6 of the Notice
Last Remuneration Drawn	₹ 24,36,000/-
Date of first appointment on the Board	20/03/2015
Directorship held in other Company	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	NIL
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2020	10,57,000
Number of the Meetings attended during the year	7 out of 7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Mr. Harish Kumar Gupta, Chairman & Whole-Time Director, Pawan Kumar Gupta, Managing Director and Saurav Gupta, Whole-Time Director of the Company.
Name of the Director	Sharad Mangal
DIN	01127317
Item No.	7
Date of Birth	10/12/1980
Age	40
Nationality	Indian
Qualification	He holds a Master's degree in Commerce
Brief profile	He has wide experience of working for 12 years in cables and conductor industry. He is also a Director in Shree Mangal Sodium India Private Limited.
Terms and Conditions of re-appointment	As stated in the resolution set out in item number 7 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 7 of the Notice
Last Remuneration Drawn	NA
Date of first appointment on the Board	15/07/2015
Directorship held in other Company	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Chairman-Audit Committee Member- Shareholder's / Investors Grievance Committee Member- Nomination and Remuneration/ Compensation Committee
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2020	5009
Number of the Meetings attended during the year	3 out of 7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Name of the Director	Gunjan Jain
DIN	07223400
Item No.	8
Date of Birth	08/02/1982
Age	38

Nationality	Indian
Qualification	He holds a bachelor's degree in Commerce.
Brief profile	He has experience of working for 14 years in International Journal House and is also a major partner in Overlay.
Terms and Conditions of re-appointment	As stated in the resolution set out in item number 8 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 8 of the Notice
Last Remuneration Drawn	NA
Date of first appointment on the Board	15/07/2015
Directorship held in other Company	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Chairman-Audit Committee Member- Nomination and Remuneration/ Compensation Committee Chairman-Corporate Social Responsibility Committee
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2020	NIL
Number of the Meetings attended during the year	4 out of 7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Name of the Director	Kalpana Juneja
DIN	07226135
Item No.	9
Date of Birth	14/06/1981
Age	39
Nationality	Indian
Qualification	She holds Master's degree in Computer Applications Ms. Kalpana Juneja is the
Brief profile	Non-Executive Independent Director of our Company. She has wide experience of working for 14 years in sales and marketing.
Terms and Conditions of re-appointment	As stated in the resolution set out in item number 9 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 9 of the Notice
Last Remuneration Drawn	NA
Date of first appointment on the Board	15/07/2015
Directorship held in other Company	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Chairperson- Shareholder's/ Investors Grievance Committee Chairperson- Nomination and Remuneration/ Compensation Committee
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2020	NIL
Number of the Meetings attended during the year	1 out of 7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL

Name of the Director	Vikas Mathur
DIN	07252879
Item No.	10
Date of Birth	08/07/1981
Age	39
Nationality	Indian
Qualification	Master of Physiotherapy
Brief profile	Mr. Vikas Mathur is the Non-Executive Independent Director of Our Company. He is a Master of Physiotherapy and has wide experience of working around 11 years.
Terms and Conditions of re-appointment	As stated in the resolution set out in item number 10 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 10 of the Notice
Last Remuneration Drawn	NA
Date of first appointment on the Board	31/07/2015
Directorship held in other Company	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	NIL
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2020	NIL
Number of the Meetings attended during the year	1 out of 7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL