

Ref-BSE/2020-21/12

Date: 03.07,2021

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

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2020-21.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with SEBI Circular CIR/CFD/ CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report of the Company issued by Ms. Shailja Sharma, Practicing Company Secretary, Proprietor of M/s. Shailja Sharma & Associates for the financial year ended on 31st March, 2021.

You are requested to kindly take the same on record and acknowledge.

Thanking You,

For **BELLA CASA FASHION & RETAIL LIMITED**




Sonika Gupta
Company Secretary & Compliance officer
Membership No.: A38676

Annual secretarial compliance report of Bella Casa Fashion & Retail Limited for the year ended 31st March, 2021

[Regulation 24(A) of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015] read with SEBI Circular CIR / CFD / CMD 1 / 27 / 2019 dated 08th February, 2019]

To,
The Board of Directors of
Bella Casa Fashion & Retail Limited
E-102, 103, EPIP, Sitapura Industrial Area,
Jaipur- 302022 (Rajasthan)

I, Shailja Sharma, Practicing Company Secretary, Proprietor of Shailja Sharma & Associates, have examined:

- all the documents and records made available to us and explanation provided by **Bella Casa Fashion & Retail Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **31st March, 2021** ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there-under;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there-under, except in respect of matters specified below:-

S. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delayed in filling disclosures of related party transactions on a consolidated basis for the half year ended September 2020 within the prescribed time limit as required as per Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 results for the half year ended Sept 2020	As per examination of records and submissions made during the review period it was found that Company had delayed in filling disclosures of Related Party Transactions on a consolidated basis for the half year ended September 2020 within the prescribed time limit as required under Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same were filled on 09.01.2021.
2	Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015	An Independent Director had traded in shares of Company, value of the which exceeded Rs. 10 Lakh, during the quarter	Company had not been intimated by concerned Director within time but after receiving intimation from him, Company had filed requisite disclosures on July 02, 2021 as needed under SEBI (Prohibition of



		January 2021 to March 2021 But had delayed inadvertently in giving intimation to Company within time.	Insider Trading) Regulations, 2015.
3	Schedule B Clause 10 of SEBI (Prohibition of Insider Trading) Regulations, 2015	An Independent Director executed Contra Trade, Which is restricted under SEBI (Prohibition of Insider Trading) Regulations, 2015 But had delayed inadvertently in giving intimation to Company within time.	Company had not been intimated by concerned director within time but after receiving intimation from him, Company had filed requisite disclosures on July 02, 2021 as needed under SEBI (Prohibition of Insider Trading) Regulations, 2015

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

S. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE Limited	Delayed in submission of disclosures of related party transactions on a consolidated basis for the half year ended September 2020 under Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Stock Exchange imposed fine of Rs. 5000 per day i.e. 159300/- (inclusive Tax)	The Company had sent the written representation to BSE on 23.01.2021 and had made payment of fine on 06.02.2021. <i>Although Company received an email dated 25.06.2021 from BSE Limited for Waiver of fines Levied pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. (Erstwhile SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018.)</i>



(d) The listed entity has taken the following actions to comply with the observations made in previous report:

S. No	Compliance requirement (Regulations /Circulars/ Guidelines including specific clause)	Deviation	Observations made in the Annual Secretarial Compliance Report for the year ended 31st March, 2020	Action taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the Action taken by the listed entity
NIL					

(e) The reporting of clause 6(A) and 6(B) of the circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the review period.

**For Shailja Sharma & Associates
Company Secretaries**



(Shailja Sharma)
Proprietor
FCS No.: 6872
CP No.: 7554

Place: Jaipur
Date: 03.07.2021
ICSI UDIN: F006872C000573691

NOTE: Due to restricted movements amid COVID-19 pandemic, we are issuing this secretarial compliance report by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This report is limited to the Statutory Compliances on Laws / regulations / guidelines listed in our report of which, the due date has been ended / expired on or before March 31st, 2021 pertaining of Financial Year 2020-21.