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

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Ref-BSE/2024-25/15

Date: 26<sup>th</sup> July, 2024

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

Scrip Code: 539399

**Sub: Outcome under Regulation 30 & 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (“LODR”) for the Meeting of the Board of Directors of the Company held today on 26<sup>th</sup> July, 2024**

Dear Sir/Madam,

Pursuant to Regulation 30 & 33 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation of our letter No. BSE/2024-25/14 dated 19<sup>th</sup> July, 2024, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. Friday, 26<sup>th</sup> day of July, 2024 at registered office of the Company has inter alia:

1. Upon recommendation of the Audit Committee, has approved the Unaudited Financial results of the Company for the quarter ended on 30<sup>th</sup> June, 2024. and took note of Limited Review Report of Statutory Auditors on the Unaudited Financial Results for the quarter ended on 30<sup>th</sup> June, 2024 thereon.
2. Approved Appointment of M/s Kalani & Co. Chartered Accountants, (FRN: 000722C) as the Statutory Auditor of the Company as recommended by the Audit Committee and subject to the approval of the members of the Company in their ensuing general meeting of the Company. (Annexure-A)
3. Approved appointment of M/s. Ranjan Mehta & Associates Chartered Accountants, (FRN:022927C) as an Internal Auditor of the Company for the Financial Year 2024-25 as recommended by the Audit Committee. (Annexure-B)
4. Approved increase in the Authorized Share Capital of the Company from Rs. 11,75,00,000 (Rupees Eleven Crore Seventy-Five Lakh) divided into 1,17,50,000 (One Crore Seventeen Lakh Fifty Thousand) shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company subject to the approval of the members of the Company in their ensuing annual general meeting and substitute the existing clause V the Memorandum of Association of the Company with the following clause.

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"V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten Only)."

5. The Board took note of elevated capacity utilization of the company during quarter ended June 2024 and for the month of June, in particular. Consequently, proposed capacity expansion at the existing plants no. 2 & 3 and at the two new factory buildings leased during this quarter was also discussed. Board further advised the management to execute the Company's expansion plans, as detailed in Annexure-C.
6. Approved Director's Report, Corporate Governance Report and Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2024.
7. Approved convening 28<sup>th</sup> Annual General Meeting of the Company on Friday, 23<sup>rd</sup> August, 2024, at 1:00 P.M. (IST), through VC/OAVM facility to transact the business as set out in the notice convening the AGM.
8. Approved closure of register of members and share transfer books of the Company from Saturday, 17<sup>th</sup> August, 2024 to Friday, 23<sup>rd</sup> August, 2024 (both days inclusive) for the purpose of Annual General Meeting and determining the eligibility of members for the payment of final dividend.
9. In terms of Regulation 42 of Listing Regulations read with Section 91 of the Companies Act, 2013 including rules made thereunder, Friday, 16<sup>th</sup> August 2024 has been fixed as the Record date to determine entitlement of the members of the Company to receive Dividend
10. The e-voting period begins on Tuesday, 20<sup>th</sup> August, 2024 at 09:00 A.M. (IST) and ends on Thursday, 22<sup>nd</sup> August, 2024 at 5:00 P.M (IST) during the period shareholders of the Company holding shares as on the cut-off date i.e. Friday, 16<sup>th</sup> August 2024, may cast their votes electronically. The facility for e-voting will also be made available during the AGM to those members who could not cast their vote(s) by remote e-voting;

The Meeting of the Board of Directors of the company commenced at 01:00 P.M. and concluded at 02:15 P.M.

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

Thanking you.

For **Bella Casa Fashion & Retail Limited**

**Saurav Gupta**  
**Whole-Time Director**  
**DIN: 07106619**  
**Place: Jaipur**

**Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

Review Report to  
The Board of Directors,  
Bella Casa Fashion & Retail Limited, Jaipur

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results ("Statement") of **Bella Casa Fashion & Retail Limited** ("Company") for the quarter ended June 30, 2024, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. Our view of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. Our view is substantially less in scope than an audit conducted in accordance with Standards on Auditing



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and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Vikas Jain & Associates  
**Chartered Accountants**  
**FRN: 006803C**

(Harshit Karodia)  
Partner  
M. No. 429023

Place: Jaipur  
Date: 26<sup>th</sup> July, 2024  
UDIN: 24429023BKBIOX8846

Particulars	Quarter Ended			Rs in lakhs
			Year Ended	
	30th June 2024 (Unaudited)	31st March 2024 (Audited)	30th June 2023 (Unaudited)	31st March 2024 (Audited)
<b>Income</b>				
Revenue from operations	7,386.86	6,107.31	4,688.40	23,009.88
Other income	18.93	5.01	10.56	36.45
<b>Total Income</b>	<b>7,405.79</b>	<b>6,112.32</b>	<b>4,698.96</b>	<b>23,046.34</b>
<b>Expenses:</b>				
Cost of materials consumed	3,165.08	3,106.62	2,161.30	10,466.23
Direct Manufacturing Expenses	3,234.17	2,775.91	1,878.01	10,334.75
Changes in inventories of finished goods and Work-in-progress	(183.74)	(716.77)	(121.27)	(1,320.91)
Employee benefits expenses	208.25	193.03	182.81	772.03
Finance costs	115.99	100.91	90.55	387.80
Depreciation and Amortisation Expenses	60.15	48.02	45.13	188.57
Other expenses	327.00	184.49	190.92	860.49
<b>Total expenses</b>	<b>6,926.90</b>	<b>5,692.21</b>	<b>4,427.44</b>	<b>21,688.95</b>
<b>Profit before tax</b>	<b>478.89</b>	<b>420.11</b>	<b>271.51</b>	<b>1,357.39</b>
<b>Tax expense:</b>				
Current tax	125.00	133.00	70.00	357.00
Income tax for earlier year	-	-	-	(7.04)
Deferred tax	20.45	(19.57)	(0.11)	(10.78)
<b>Total Tax Expenses</b>	<b>145.45</b>	<b>113.43</b>	<b>69.89</b>	<b>339.17</b>
<b>Profit for the Period</b>	<b>333.44</b>	<b>306.68</b>	<b>201.62</b>	<b>1,018.22</b>
<b>Other Comprehensive Income</b>				
A. Items that will not be reclassified to profit or loss				
- Actuarial gains/(losses) on defined benefit plans	-	3.11	-	3.11
- Tax relating to Net actuarial gains/(losses) on defined benefit plans	-	(0.78)	-	(0.78)
B. Items that will be reclassified to profit or loss (net of tax)				
<b>Total Other Comprehensive Income for the period</b>	<b>-</b>	<b>2.33</b>	<b>-</b>	<b>2.33</b>
<b>Total Comprehensive Income for the year (Comprising Profit and Other Comprehensive Income for the period )</b>	<b>333.44</b>	<b>309.00</b>	<b>201.62</b>	<b>1,020.55</b>
<b>Paid up Equity Share Capital (Face value of Rs. 10 each)</b>	<b>1,147.50</b>	<b>1,147.50</b>	<b>1,147.50</b>	<b>1,147.50</b>
<b>Other Equity excluding Revaluation Reserve</b>				<b>7,340.39</b>
<b>Earnings per equity share: (Face value per Equity Share of Rs. 10 each) (In Rs.)</b>				
(1) Basic	2.91	2.69	1.76	8.89
(2) Diluted	2.91	2.69	1.76	8.89

**Notes:**

- 1 The above financial results have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016.
- 2 The above financial results have been reviewed and recommended by the Audit Committee and have been approved and taken on record by the Board of Directors at its meeting held on 26th July 2024. These financial results have been reviewed by Statutory Auditors as required under Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.
- 3 The Company is engaged in production and retailing of apparels and home furnishing products having integrated working. For management purposes, Company is organized into major operating activity of the textile products. The company has no activity outside India except export of textile products manufactured in India. Thereby, there is no geographical segment. Accordingly, segment-wise information is not being reported.
- 4 The Code on Social Security 2020 has been notified in the Official Gazette on 29th September, 2020 which could impact the contributions by the Company towards certain employee benefits. The effective date from which the changes are applicable yet to be notified, and the rules are yet to be framed. Impact, if any of the changes will be assessed and accounted in period of notification of the relevant provisions.
- 5 The financial results of the company will be available on the investor section of our website <http://www.bellacasa.in> and under the corporate section of BSE Limited at <https://www.bseindia.com>.
- 6 The figures for quarter ended 31st March 2024 are balancing figures between the audited figures in respect of the financial year ended 31st March 2024 and year to date unaudited reviewed figures up to the third quarter ended 31st December, 2023.
- 7 Figures for the previous periods have been regrouped wherever necessary.

**For and on behalf of the Board of  
Directors**

**Saurav Gupta**  
Whole Time Director  
DIN: 07106619

**Gaurav Gupta**  
Whole Time Director  
DIN: 07106587

**Place : Jaipur**  
**Date: 26th, July 2024**

**“Annexure A”**

Appointment of M/s Kalani & Co. Chartered Accountants, (FRN: 000722C) as the Statutory Auditor of the Company.

Disclosure of information pursuant to Regulation 30 (read with Part A of Schedule III) of SEBI (LODR) Regulations, 2015.

<b>S. No.</b>	<b>Details of events that need to be provided</b>	<b>Information of such event</b>
1.	Name of the Company	Bella Casa Fashion & Retail Limited
2.	Name of the Statutory Auditor	M/s. Kalani & Co., Chartered Accountants (FRN: 000722C)
3.	Reason for change viz. appointment, <del>resignation,</del> <del>removal,</del> <del>death or otherwise.</del>	Pursuant to end of tenure of M/s. Vikas Jain & Associates, Chartered Accountants as the Statutory Auditor of the Company, the Board appointed M/s. Kalani & Co., Chartered Accountants as the Statutory Auditor of the Company for a tenure of five years subject to the approval of the shareholders at the ensuing Annual General Meeting.
4.	Date of Appointment/Cessation	Subject to the approval of the Shareholders, for a period of five years from the conclusion of the 28 <sup>th</sup> Annual General Meeting until the conclusion of the 33 <sup>rd</sup> Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31st March 2025 till 31st March, 2029.
5.	Brief Profile (in case of Appointment)	M/s. Kalani & Co. (“the Firm”) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) with Registration No. 000722C. The firm was established in 1952 with its HQ in Jaipur. Kalani & Co. is one of the eminent and largest Chartered Accountancy and Consulting firms in Rajasthan. The Firm has a valid Peer Review certificate. Entrenched in 1952 as a proprietorship firm is a multifaceted organization providing professional services in various sectors viz. accounting, auditing, assurance, risk management, taxation (both direct & indirect), company law matters, management consultancy, project financing, business restructuring, arbitration, investigation, back-office handling etc.
6.	Disclosure of Relationships between Directors (in case of appointment of Director)	Not Applicable

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**“Annexure B”**

Appointment of M/s. Ranjan Mehta & Associates Chartered Accountants, (FRN:022927C) as an Internal Auditor of the Company for the Financial Year 2024-25.

Disclosure of information pursuant to Regulation 30 (read with Part A of Schedule III) of SEBI (LODR) Regulations, 2015

S. No.	Details of events that need to be provided	Information of such event
1.	Name of the Company	Bella Casa Fashion & Retail Limited
2.	Name of the Internal Auditor	M/s. Ranjan Mehta & Associates Chartered Accountants, (FRN:022927C)
3.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
4.	Date of appointment/ <del>re-appointment/cessation</del> (as applicable) & term of <del>appointment/re-appointment</del> ;	M/s. Ranjan Mehta & Associates Chartered Accountants, (FRN:022927C) have been appointed as Internal Auditor of the Company at the Board Meeting held on 26 <sup>th</sup> July, 2024 to conduct Internal Audit for the Financial Year 2024-25.
5.	Brief profile (in case of appointment);	Ranjan Mehta & Associates, among Rajasthan’s leading professional services firms in the domain of Indirect Taxations, has built a reputation for its expertise, specialized solutions and ability to think beyond, having a niche in Goods & Services Tax covering complete spectrum of assurance, audit, advisory, litigation, and related support services. Founded in 2017, it provides qualitative business-critical services to large number of corporate clients, including various listed companies, in the field of Indirect Taxes, Internal Audits and Litigation.
6.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable



**“Annexure C”**

Details of capacity expansion

<b>Sr. No.</b>	<b>Particulars</b>	<b>Information</b>
1.	Existing Capacity	10 mn pieces per annum
2.	Existing capacity utilization	~75%
3.	Proposed capacity addition	Expansion of capacity by 10 mn pieces per annum by adding two new plants located at H-83, Sitapura Industrial Area, Jaipur- 302022, G1-31, Sitapura Industrial Area, 302022 and brownfield expansion at existing facilities at E-102 and G-273/274, Sitapura Industrial Area, Jaipur- 302022.
4.	Period within which proposed capacity is to be added	Over a period up to next 12 months.
5.	Investment required	Up to Rs. 50 crores
6.	Mode of Financing	Any one or combination of the below modes: <ul style="list-style-type: none"> <li>- Internal accruals</li> <li>- Bank loan</li> <li>- Capital raise by way of preferential issue, right issue, or any other way as thought fit, subject to required approvals</li> <li>- Any other means as deem fit by the board &amp; management, subject to required approvals</li> </ul>
7.	Rationale	As the existing capacity utilization is at elevated levels and future the demand scenario looks healthy, the above capacity utilization is planned.