

ANNUAL REPORT

2015-16



Bella Casa Fashion & Retail Ltd.

Formerly known as Gupta Fabtex Pvt. Ltd.
(Manufacturer of Home Textile & Garments)

Regd Office : E-102-103, E.P.I.P., Sitapura Industrial Area,
Tonk Road, Jaipur - 302022, Rajasthan (INDIA)

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Harish Kumar Gupta	Chairman & Whole- Time Director
Mr. Pawan Kumar Gupta	Managing Director
Mr. Saurav Gupta	Whole Time Director
Mr. Gaurav Gupta	Whole Time Director
Mr. Sharad Mangal	Independent Director
Mr. Gunjan Jain	Independent Director
Ms. Kalpana Juneja	Independent Director
Mr. Vikas Mathur	Independent Director

AUDIT COMMITTEE

Mr. Sharad Mangal	Chairman
Mr. Gunjan Jain	Member
Mr. Harish Kumar Gupta	Member

SHAREHOLDER'S RELATIONSHIP COMMITTEE

Ms. Kalpana Juneja	Chairperson
Mr. Sharad Mangal	Member
Mr. Pawan Kumar Gupta	Member

NOMINATION AND REMUNERATION COMMITTEE

Ms. Kalpana Juneja	Chairperson
Mr. Sharad Mangal	Member
Mr. Gunjan Jain	Member

CHIEF FINANCIAL OFFICER

Mr. Naresh Manwani

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms Sonika Gupta

BOOK CLOSURE

22nd September to 28th September, 2016

AUDITORS OF THE COMPANY

Kalani & Company, Chartered Accountants
705, VIIth Floor Milestone Building,
Gandhi Nagar crossing, Tonk Road,
Jaipur 302 015

BANKERS OF THE COMPANY

HDFC Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Karvy Computer Share Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District
Nanakramguda, Hyderabad 500 032

SECRETARIAL AUDITORS

Shailja Sharma & Associates
Company Secretaries
295, Vinoba Vihar
Behind Trimurti Appt., Model Town
Malviya Nagar
Jaipur - 302 017

REGISTERED OFFICE

E-102, 103, EPIP, Sitapura Industrial
Area, Jaipur- 302 022 (Rajasthan)

20TH ANNUAL GENERAL MEETING

Date- 28th September, 2016
Time- 11:00 A.M.
Venue- E-102, 103, EPIP, Sitapura
Industrial Area, Jaipur- 302 022
(Rajasthan)

CHAIRMAN MESSAGE



As I began to compose this letter, I realized how quickly my first year has passed as chairman of Bella Casa Fashion & Retail Limited. It has been a year with many rewarding moments as well as some challenges even though we made solid progress on many fronts including building out strategic platforms while establishing existing one.

I am honored to be the first Chairman of the Company. I am truly humbled to lead the incredibly talented and dedicated people who work for your Company.

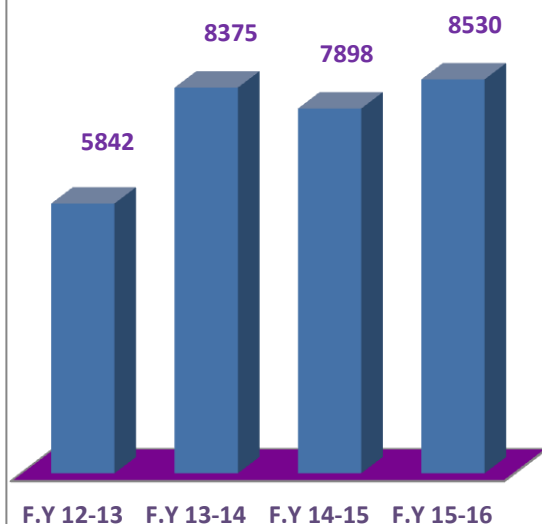
Our solid business results in 2015-2016 were achieved while continuing to deliver innovation in the home textile to readymade garments to our customers.

We continued our track record of consistent performance and generated significant cash flow thus upbrining our credit rating.

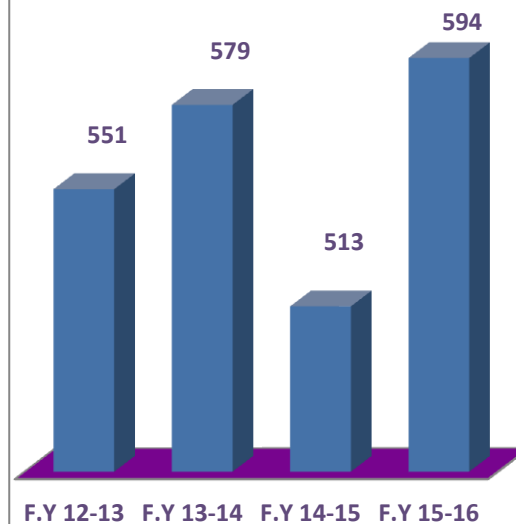
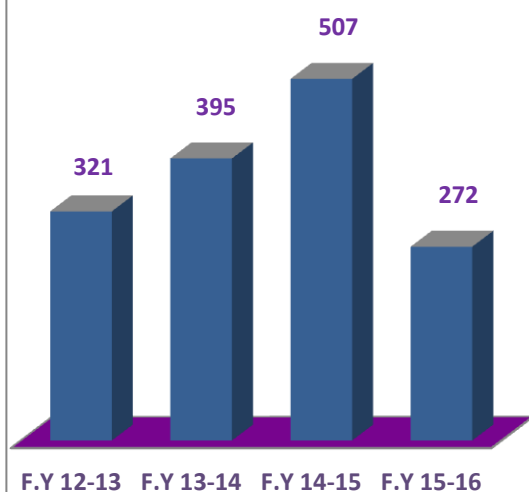
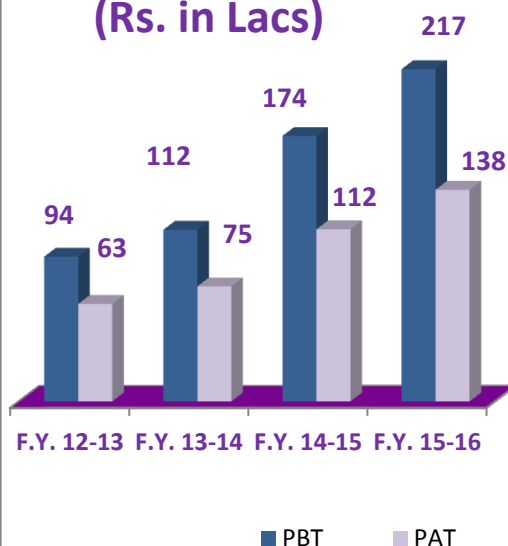
I thank all valued shareholders of the Company for their confidence and trust and we assure that all efforts shall be put forth for achieving greater heights in future and shareholders can look forward for robust growth of Bella Casa in the years to come.

FINANCIAL HIGHLIGHTS

Revenue (Rs. in Lacs)



EBIDTA (Rs. in Lacs)

Reserves & Surplus
(Rs. in Lacs)Profit Before Tax
& Profit After tax
(Rs. in Lacs)

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of Members of Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited) will be held on Wednesday, 28th September, 2016 at 11:00 A.M. at the Registered office of the Company at E-102, 103, EPIP, Sitapura Industrial Area, Jaipur- 302 022 (Rajasthan) 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, 2016 including Audited Balance Sheet as at 31st March, 2016 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. Harish Kumar Gupta (DIN:-1323944) liable to retire by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible offers, himself for reappointment.

Item No. 3

To ratify the appointment of Auditors and fix their remuneration in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kalani & Co., Chartered Accountants, were appointed in the 18th Annual General Meeting held on September 30, 2014, as the Statutory Auditors of the Company for a period of 5 years subject to annual ratification, be and is hereby ratified for the financial year 2016-17 at such remuneration as may be determined by the Board of Directors of the Company.”

Registered office-
E-102-103, EPIP, Sitapura Industrial Area,
Jaipur-302 022 (Rajasthan)

By Order of the Board
For Bella Casa Fashion & Retail Limited

Sd/
Sonika Gupta
Company Secretary
M. No. A38676
Date: 03.09.2016
Place: Jaipur

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIS/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. ‘

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting .
3. The Register of the Members and Share Transfer Books of the Company will remain closed from 22nd September to 28th September, 2016 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange.
4. The Ministry of Corporate Affairs has come out with a circular dated 29th April, 2011 which allows the Companies to send documents including Annual Reports and other information by an e-mail. Therefore you are requested to register your e-mail IDs with the Registrar and Share Transfer Agent of the Company. The Company is already having e-mail IDs of the members holding their shares in Demat through their respective Depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or Registrar or Share Transfer Agent.
5. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing e-voting facility to its shareholders.
6. The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to the members whose email address are registered with the Company or Depository Participant(s), unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email addresses with the Company or Depository Participant(s). Members who have received Notice of AGM, Annual Report and Attendance Slip and submit a duly filled in attendance slip at the registration Counter of the AGM.
7. In case of Joint holders, attending the Meeting, only such joint holder, who is higher in the names, will be entitled to attend the meeting.
8. 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

9. 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
10. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by the Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter at the venue.
11. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting.
12. 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.
13. Members are requested to bring their copy of the Annual report to the Annual General Meeting.
14. Members are requested to quote Folio number in their correspondence.
15. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
16. Members are requested to inform the Company immediately any changes, if any, in their address specifying full address in Block Capital with Pin code of the Post Office.
17. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
18. In terms of Section 152 of the Companies Act, 2013, Mr. Harish Kumar Gupta (DIN), 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.
Brief resume of Director 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 as under:

Details of Director seeking Appointment / Re-appointment at the Annual General Meeting

Name of the Director	Mr. Harish Kumar Gupta
DIN	01323944
Date of Birth	27/07/1957
Appointed on	31/07/2015*
Qualification	He holds a Bachelor Degree in Commerce
Brief profile	He is a Chairman & Whole Time Director of your Company. He 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 43 years in textile industry is enshrined on the company for formation of policies and developmental activities of the company. He is responsible for the Companies health and legislative adherence and maintains links with other trade and professionals associations.
Directorship held in other Company	NIL
Committee position held in other Companies	NIL
Number of shares held in company as on 31.03.2016	10,11,483
Relationship with other Directors	Relative of Mr. Pawan Kumar Gupta, Managing Director of the Company, Saurav Gupta, Whole Time Director of the Company and Gaurav Gupta, Whole- Time Director of the Company.

*Appointed as Chairman and Whole-Time Director of the Company as on 31.07.2015, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013

DIRECTOR'S REPORT

To,

Dear Shareholders,

The Directors of Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited) have pleasure in submitting their 20th Annual Report together with the Audited Statements of Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

The audited financial results of the Company for the year ended March 31st, 2016 are summarized below:

Particulars	2015-16	2014-15
Total Income	85,30,17,619	78,98,97,865
Total Expenditure	83,13,10,055	77,68,05,356
Earning Before Finance Cost, Depreciation & Amortization and Tax (EBIDTA)	5,94,69,351	5,13,82,138
Less: Finance Cost	3,25,03,245	3,22,90,058
Less: Depreciation & Amortization expenses	52,58,542	59,99,571
Profit Before Tax and Exceptional Items	2,17,07,564	1,30,92,509
Exceptional Items	-76,416	-43,12,580
Profit from Ordinary Activities before Tax	2,17,83,981	1,74,05,089
Less: Extra Ordinary Items	—	—
Less: Tax Expenses	79,07,123	61,22,408
Profit After Tax (PAT)	1,38,76,858	1,12,82,682

2. REVIEW OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The Company recorded total revenue of Rs. 85,30,17,619 during the year under review as against Rs.78,98,97,865 in the previous year thereby registering growth of 7.99 %. The profit after tax for the year ended 31st March, 2016 is Rs. 1,38,76,858 as against Rs. 1,12,82,682 in the previous year showing growth of 22.99%.

EBIDTA during the year increased from 5, 13,82,138 to 5,94,69,351 registering a significant growth of 15.74%.