

Annual Report

2016 - 2017



**BELLA
CASA**
Joy by the bedside

Bella Casa Fashion & Retail Ltd.

(Formerly known as Gupta Fabtex Pvt. Ltd.)

E - 102-103, E.P.I.P, Sitapura Industrial Area,
Tonk Road, Jaipur - 302022 , Rajasthan (India)

Website - www.bellacasa.in

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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

07th August to 12th August, 2017

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)

21ST ANNUAL GENERAL MEETING

Date- 12th August, 2017
Day- Saturday
Time- 11:30 A.M.
Venue- AS-1, EPIP, Sitapura
Industrial Association Office, Above
ICICI Bank, Sitapura Industrial Area,
Jaipur, Rajasthan 302022

CHAIRMAN MESSAGE

Dear Shareholders,

Last year was an exceptional year for your company. The sale of the company grew by 34.54% and PAT by 135.50%.

What is even more satisfying is the way our brand “Bella Casa” has been accepted by the trade and the consumers alike. In a very short span of time, the brand has become available through thousands of outlets in wholesale, modern trade and E-commerce.

Our apparel business has also shown excellent performance. Our efforts in generating superlative designs and maintaining consistent quality has resulted in long term supply contracts from all major retailers of the country.

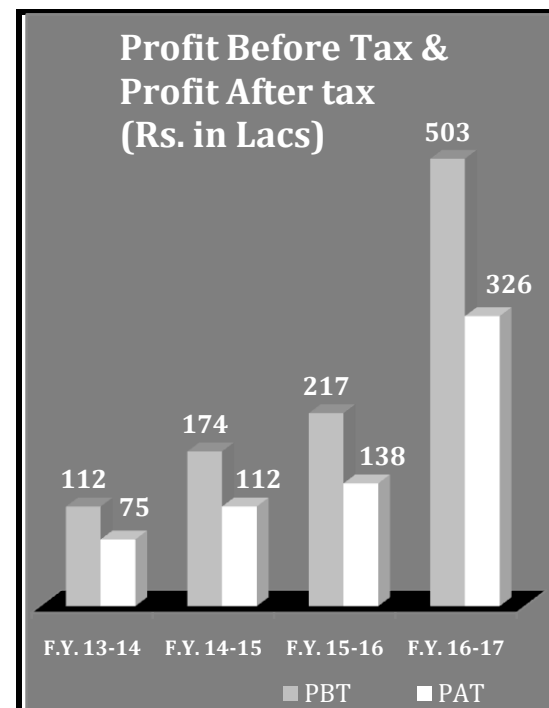
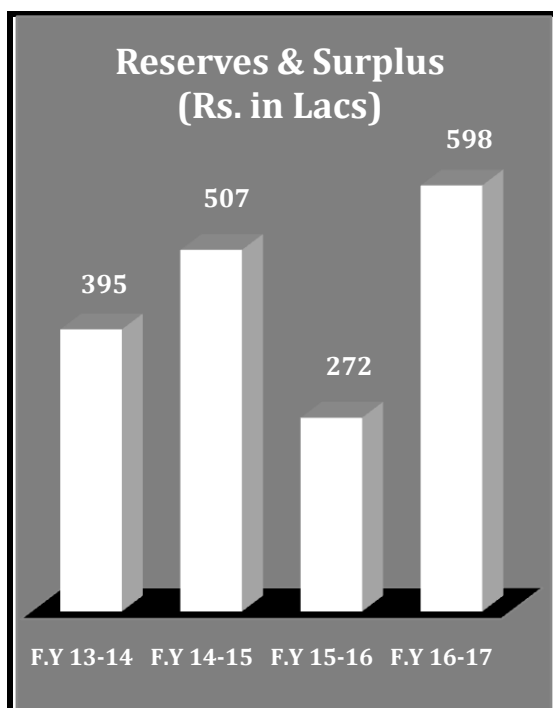
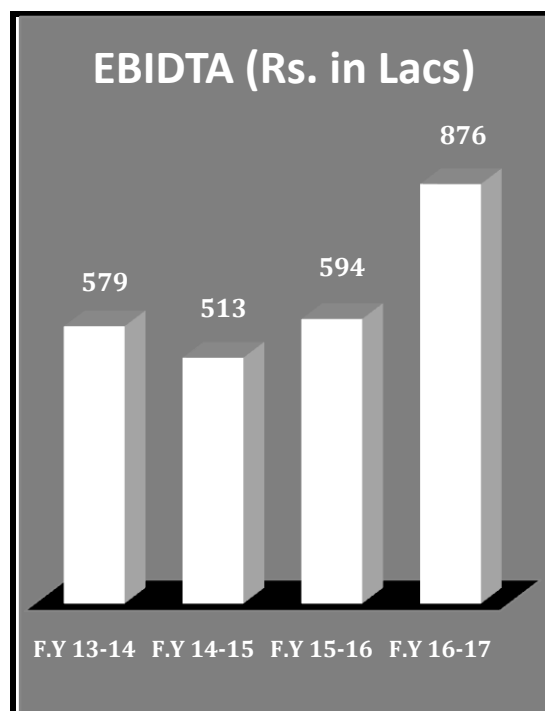
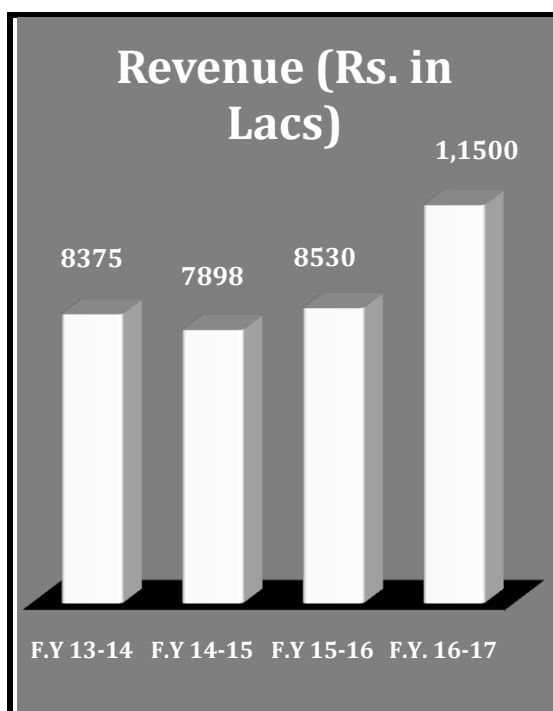
We have been able to achieve this success due to our strong focus on design, quality and distribution. We plan to keep investing in these areas.

All macro indicators in economy support the hypothesis that domestic market for both fashion apparels & home decor will keep growing for many years to come. To benefit from this growth, we have decided to double our capacity. We expect the expansion to be completed by Mid-October and we should start seeing the benefits of this from the next financial year.

Efforts of government like demonetisation and GST are a huge positive for our company. The notion of “One country-One tax” will result in a seamless movement of goods and it will bring a lot of cost benefits.

To conclude, I can confidently say that your company is at the right place at the right time and we shall leave no stone unturned to achieve best results in years to come.

Yours sincerely,
Harish Kumar Gupta
Chairman & Whole-Time Director

FINANCIAL HIGHLIGHTS

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 21ST Annual General Meeting of Members of Bella Casa Fashion & Retail Limited (Formerly known as Gupta Fabtex Private Limited) will be held on Saturday, 12th August, 2017 at 11:30 A.M. at AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur, Rajasthan 302022 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, 2017 including Audited Balance Sheet as at 31st March, 2017 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.

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 2017-18 at such remuneration as may be determined by the Board of Directors of the Company.”

Special Business:-**ITEM NO.4****REVISION IN TERMS OF REMUNERATION OF MR. HARISH KUMAR GUPTA (DIN- 01323944)
CHAIRMAN & WHOLE-TIME DIRECTOR OF THE COMPANY**

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, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the

Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Harish Kumar Gupta (DIN 01323944), Chairman & Whole-Time Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

ITEM NO.5**REVISION IN TERMS OF REMUNERATION OF MR. PAWAN KUMAR GUPTA (DIN- 01543446)
MANAGING DIRECTOR OF THE COMPANY**

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, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Pawan Kumar Gupta (DIN 01543446), Managing Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard.”

ITEM NO.6**REVISION IN TERMS OF REMUNERATION OF MR. GAURAV GUPTA (DIN- 07106587) WHOLE-TIME DIRECTOR OF THE COMPANY**

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, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Gaurav Gupta (DIN: 07106587), Whole-Time Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard.”

ITEM NO.7**REVISION IN TERMS OF REMUNERATION OF MR. SAURAV GUPTA (DIN- 07106619) WHOLE-TIME DIRECTOR OF THE COMPANY**

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, 198, 203 and any other applicable provisions of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting of the Company held on July 31, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration by way of change in the maximum amount of basic salary payable to Mr. Saurav Gupta (DIN: 07106619), Whole-Time Director (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard.”

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: 15.07.2017
Place: Jaipur

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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 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 07th August to 12th August, 2017 (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 are requested to 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 holders, who are higher in the order of names, will be entitled to vote at 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