

ANNUAL REPORT

★ ★ ★

2017-2018





ANNUAL REPORT 2017-18

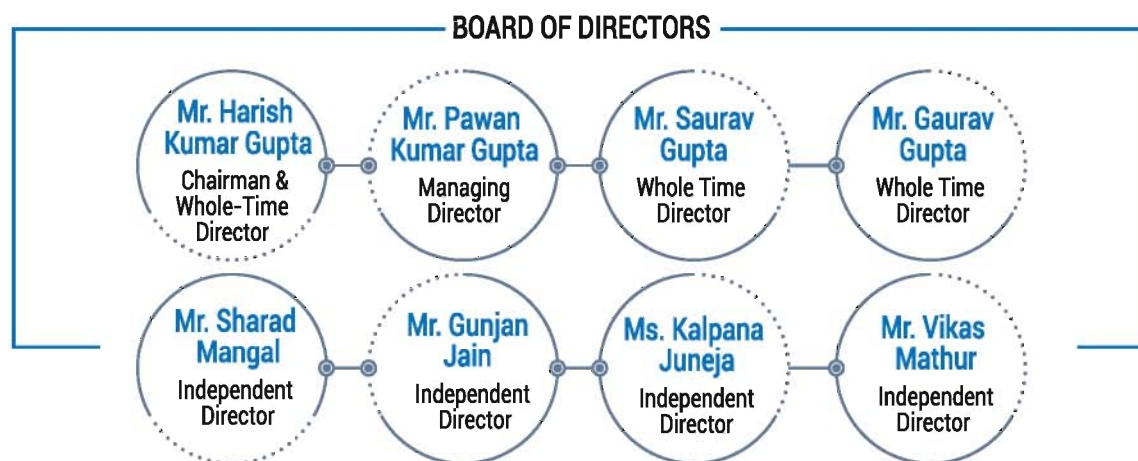
INDEX

CONTENTS	PAGE NO
Corporate Information	01
Chairman Message	02
Financial Highlights	03
Notice of the Annual General Meeting	04
Director's Report	25
Corporate Governance	51
Declaration-Compliance with Code of Governance	71
Compliance-Company secretaries compliance certificate with the corporate Governance	72
Management Discussion Analysis	73
Whole-Time Director and CFO Certificate	78
Independent Auditor's Report	79
Proxy Form	108
Attendance slip	110





CORPORATE INFORMATION



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

25th August to 31, August, 2018

AUDITORS OF THE COMPANY

Kalani & Company,
 Chartered Accountants
 705, VIIth Floor Milestone Building,
 Gandhi Nagar crossing, Tonk Road,
 Jaipur - 302015

BANKERS OF THE COMPANY

HDFC Bank Limited

REGISTERED OFFICE

E-102, 103, EPIP, Sitapura Industrial Area, Jaipur - 302022 (Rajasthan)

REGISTRAR & SHARE TRANSFER AGENT

Karvy Computer Share Private Limited
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District
 Nanakramguda, Hyderabad - 500032

22ND ANNUAL GENERAL MEETING

Date- 31st August, 2018

Day- Friday, Time- 12:00 P.M.

Venue- AS-1, EPIP, Sitapura Industrial Association Office,
 Above ICICI Bank, Sitapura Industrial Area, Jaipur,
 Rajasthan - 302022

SECRETARIAL AUDITORS

Shailja Sharma & Associates

Company Secretaries

295, Vinoba Vihar, Behind Trimurti Appt., Model Town
 Malviya Nagar, Jaipur - 302017

CHAIRMAN MESSAGE



Harish Gupta

Dear Shareholders,

It gives me immense joy to share with you the details of the year that has gone by. By all standards, it was one of the best years for your company. We recorded our highest ever sales & profits, completed the capacity expansion program in just 11 months and took the annual capacity of the plant to Rs 300 cr.

India is one of the youngest nation in the world with a very large millennial population. This group has high disposable income and yearning for good and fashionable products. Our single minded focus is on creating exciting brands in home textiles and fashion business for these young customers.

In home textiles our brand "Bella Casa" is doing extremely well and has crossed a sale of Rs.100 cr. I am sure that this challenger brand of ours is soon going to attain leadership position in its segment. To this end, we have roped in one of the most glamours & fashionable celebrity Jacqueline Fernandez to be the face of our brand for next two years. This has given a huge impetus to the sales and distribution. The products are available in 1000+ retail stores across India. Our target is to reach 5000+ outlets in next 2 years.

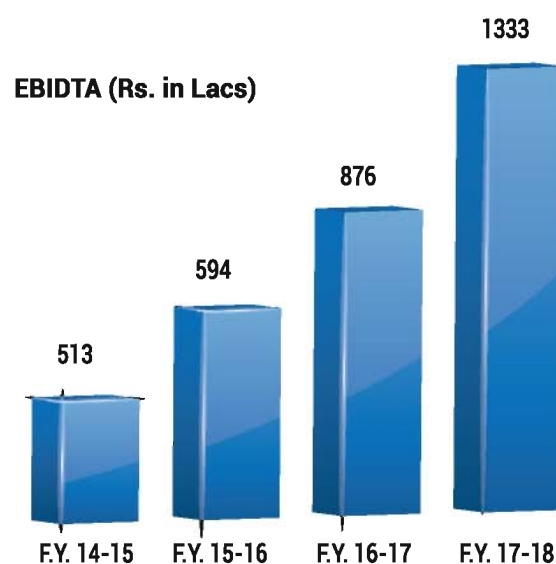
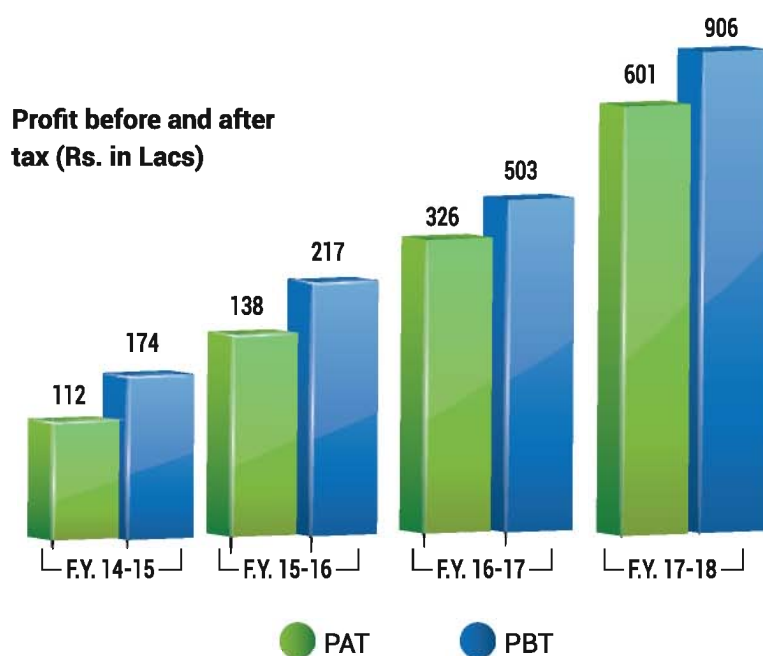
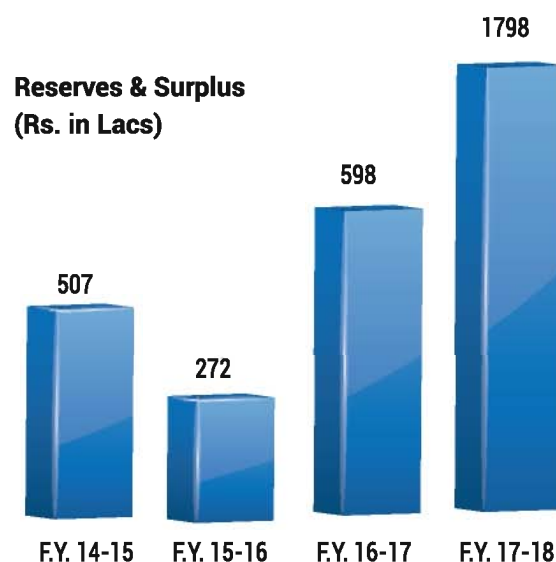
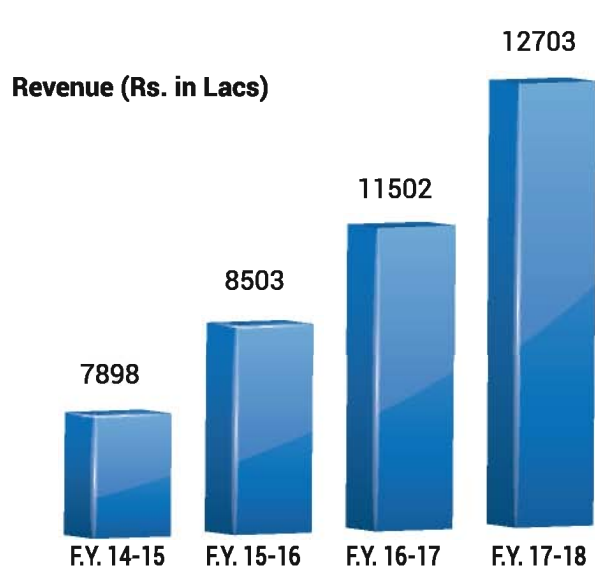
We have also entered into a co-branding exercise with 3 very exciting brands: Disney, Marvel & Hallmark Design Collection (all 3 from USA). These brands add a lot of premium to Bella Casa. I am sure that this will lead to higher sales and better margins for us in next few quarters.

In fashion business, we are doing brisk business with modern trade. Our brands "Indigo" & "Nayak" in this space are another challenger brands which are generating good sales. I will have more details to share with you on this front in my next letter.

With capacity expansion & other initiatives already completed, I am sure that your company is going to see wonderful years of sales and profit growth.

I am thankful to you for your trust and assure you that a team of young, hardworking and ambitious professionals is working tirelessly to take your company to new heights!

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





NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of Members of Bella Casa Fashion & Retail Limited will be held on Friday, 31st August, 2018 at 12:00 P.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, 2018 including Audited Balance Sheet as at 31st March, 2018 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 declare Final Dividend on equity shares for the financial year ended 31st March, 2018.

ITEM NO. 3

To appoint a director in place of Mr. Saurav Gupta (DIN:- 07106619) 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. 4

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 2018-19 at such remuneration as may be determined by the Board of Directors of the Company."

Special Business

ITEM NO.5

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 further to the Special Resolution passed by the Shareholders of the Company at Extra Ordinary General Meeting of the Company held on July 31, 2015, according their consent for appointment read with resolution no. 4 of 21st Annual General Meeting held on 12th August, 2017 according their consent for revision of remuneration of Mr. Harish Kumar Gupta (DIN:01323944) as Chairman & Whole-Time Director of the Company for five years with effect from July 31, 2015, and in accordance with the provisions of Sections 196, 197, 198, 203 and Section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and such modifications and conditions as may be prescribed the approval of the Company be and is hereby accorded to revise the maximum salary payable to Mr. Harish Kumar Gupta as Chairperson & Whole-Time Director of the Company as set out in the Explanatory Statement annexed to the Notice, with effect from April 01, 2018 for the remaining period of his tenure ending on July 30, 2020.

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution the Board of Directors and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard."

ITEM NO.6

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 further to the Special Resolution passed by the Shareholders of the Company at Extra Ordinary General Meeting of the Company held on July 31, 2015, according their consent for appointment read with resolution no. 5 of 21st Annual General Meeting held on 12th August, 2017 according their consent for revision of remuneration of Mr. Pawan Kumar Gupta (DIN:01543446) as Managing Director of the Company for five years with effect from July 31, 2015, and in accordance with the provisions of Sections 196, 197, 198, 203 and Section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and such modifications and conditions as may be prescribed approval of the Company be and is hereby accorded to revise the maximum salary payable to Mr. Pawan Kumar Gupta as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice, with effect from April 01, 2018 for the remaining period of his tenure ending on July 30, 2020.

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution the Board of Directors and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard."

ITEM NO.7

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 further to the Special Resolution passed by the Shareholders of the Company at Extra Ordinary General Meeting of the Company held on July 31, 2015, according their consent for appointment read with resolution no. 6 of 21st Annual General Meeting held on 12th August, 2017 according their consent for revision of remuneration of Mr. Gaurav Gupta (DIN:07106587) as Whole-Time Director of the Company for five years with effect from July 31, 2015, and in accordance with the provisions of Sections 196, 197, 198, 203 and Section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and such modifications and conditions as may be prescribed approval of the Company be and is hereby accorded to revise the maximum salary payable to Mr. Gaurav Gupta as Whole-Time Director of the Company as set out in the Explanatory Statement annexed to the Notice, with effect from April 01, 2018 for the remaining period of his tenure ending on July 30, 2020.

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution the Board of Directors and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard."

ITEM NO.8

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 further to the Special Resolution passed by the Shareholders of the Company at Extra Ordinary General Meeting of the Company held on July 31, 2015, according their consent for appointment read with resolution no. 7 of 21st Annual General Meeting held on 12th August, 2017 according their consent for revision of remuneration of Mr. Saurav Gupta (DIN:07106619) as Whole-Time Director of the Company for five years with effect from July 31, 2015, and in accordance with the provisions of Sections 196, 197, 198, 203 and Section II of Part II of Schedule V of the Companies