

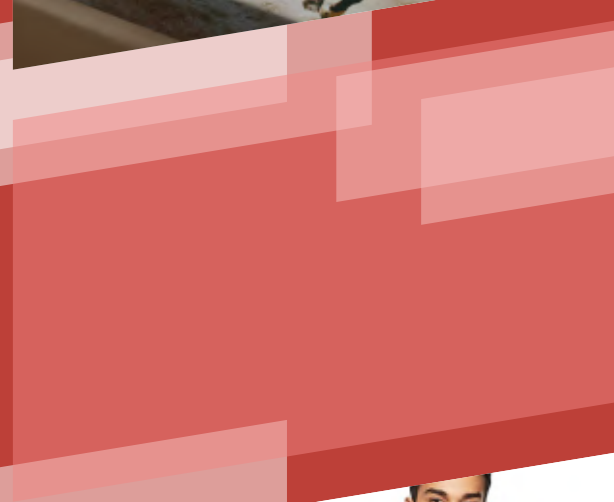


# ANNUAL REPORT

## 2019-2020













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2019-2020

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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

#### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Gunjan Jain, Chairperson | Mr. Harish Kumar Gupta, Member | Mr. Pawan Kumar Gupta, Member

#### CHIEF FINANCIAL OFFICER

Mr. Naresh Manwani

#### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sonika Gupta

#### AUDITORS OF THE COMPANY

Vikas Jain & Associates  
Chartered Accountants  
O-14, 2nd Floor, Amber Tower, S.C. Road, Jaipur-302001

#### REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Pvt. Ltd.  
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- 302022  
(Rajasthan)

#### BANKERS OF THE COMPANY

HDFC Bank Limited

**24th September, 2020 to 30th September, 2020**

**BOOK CLOSURE**

### 24th ANNUAL GENERAL MEETING

Date - 30th September, 2020 | Day - Wednesday | Time - 12:00 P.M.  
Mode - VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM')

## BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL



**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



**Mr. Naresh Manwani**  
Chief Financial Officer



**Ms. Sonika Gupta**  
Company Secretary &  
Compliance Officer



## CHAIRMAN MESSAGE

**Dear Shareholders,**

Greetings!

I hope you & your dear ones are keeping safe. 2019-20 was one of the best years for Bell Casa. Even though the last two weeks of the year were washed out due to Covid-19, we managed to clock our highest ever sales. To understand Bella Casa, you have to look beyond the figures. Our company's performance is, above all, the consequence of our long-term vision. A shared passion for achieving and inspire drives all of us at Bella Casa and thrives within each of us.

We scaled new heights in 2019-20. Our revenue exceeded Rs 164 cr, up 15%, while profit from recurring operations touched the Rs 9 cr. This excellent performance, to which all our business lines contributed, was buoyed by momentum in both the markets where we operate. They saw strong growth because of the creativity and quality of our products.

Our brands Bella Casa, Indigo & Nayak continue to perform well and penetrate deeper inside the markets. We continue to rely on creating beautiful designs, follow cost-competitive and sustainable manufacturing practises and focus on emerging trends in fashion & lifestyle business.

We are focused on digitising all processes and leveraging the power of technology to reach consumers in every nook and corner of India for our products and brands. I believe that the use of Artificial intelligence, Machine Learning & Internet of Things will power our journey and help us in expanding quickly and profitably in the years to come.

While I write this letter to you, our country and economy are going through its most formidable challenge ever in the form of COVID-19. I am happy to report that your company has managed to successfully negotiate the headwinds and we are back to the last year's level. With Capex done and our debt at its lowest in the many previous years, I am sure it is well-positioned to capitalise the enormous demand that awaits us once the vaccination process starts in a couple of months.

Yours sincerely  
Harish Kumar Gupta  
Chairman & Whole-Time Director



BELLA CASA FASHION & RETAIL LIMITED  
ANNUAL REPORT 2019-2020



# NOTICE OF THE ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF MEMBERS OF BELLA CASA FASHION & RETAIL LIMITED WILL BE HELD ON, WEDNESDAY, 30TH SEPTEMBER, 2020 AT 12:00 P.M. **THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY**, 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, 2020 including Audited Balance Sheet as at 31st March, 2020 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.

## SPECIAL BUSINESS

### ITEM NO. 3

**Re-appointment of Mr. Harish Kumar Gupta as the Chairman & Whole-Time Director of the Company for a period of five (5) years.**

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, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harish Kumar Gupta (DIN: 01323944) be and is hereby re-appointed as the Chairman & Whole-Time Director of the Company for a period of five (5) years with effect from 31st July 2020 to 30th July, 2025 liable to retire by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Harish Kumar Gupta (DIN: 01323944) Chairman & Whole-Time Director, who is also Promoter of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Harish Kumar Gupta as the Chairman & Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

### ITEM NO. 4

**Re-appointment of Mr. Pawan Kumar Gupta as the Managing Director of the Company for a period of five (5) years.**

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, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any



statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pawan Kumar Gupta (DIN: 01543446) be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 31st July 2020 to 30th July, 2025 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Pawan Kumar Gupta, Managing Director (DIN: 01543446), who is also Promoter of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during his tenure of appointment."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Pawan Kumar Gupta, Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

#### ITEM NO. 5

##### **Re-appointment of Mr. Saurav Gupta as the Whole-Time Director of the Company for a period of five (5) years.**

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, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Saurav Gupta (DIN: 07106619) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 31st July 2020 to 30th July, 2025 liable to retire by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Saurav Gupta (DIN: 07106619), Whole-Time Director who is also Promoter of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Saurav Gupta as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".