



ANNUAL REPORT

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".