BELLA CASA
Fashion & Retail Ltd.





ANNUAL REPORT 2018-2019

Disney | MARVEL | Hallmark DESIGN COLLECTION






MARVEL
DER-MAN

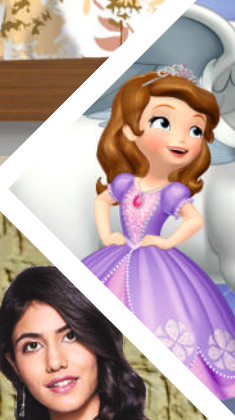

BELLA CASA


Disney · PIXAR
Cars




nayak


Disney
MICKEY MOUSE
& Friends



indigo
















BELLA CASA
Fashion & Retail Ltd.

ANNUAL REPORT
2018-2019

I N D E X

Corporate Information	01
Board of Directors & Key Managerial Personnel	02
Chairman Message	03
Financial Highlights	04
Notice of the Annual General Meeting	05
Director's Report	14
Annexure to Board Report	20
Corporate Governance	38
Declaration-Compliance with Code of Governance	53
Compliance Certificate on Corporate Governance	54
Management Discussion Analysis	55
Whole-Time Director and CFO Certificate	59
Independent Auditor's Report	60
Audited Financial Statement	69
Proxy Form	106
Attendance Slip	108
Route Map	109

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

REGISTRAR & SHARE TRANSFER AGENT
Karvy Fintech Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad 500032

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)

BOOK CLOSURE
23rd September to 28th September, 2019

BANKERS OF THE COMPANY
HDFC Bank Limited

23RD ANNUAL GENERAL MEETING

Date - 28th September, 2019 | Day - Saturday | Time - 12:00 P.M.
Venue - AS-1, EPIP, Sitapura Industrial Association Office, Above ICICI Bank, Sitapura Industrial Area, Jaipur - 302022 (Raj) INDIA.

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

Awards and Recognition



International Product & Service Awards 2019



Best Supplier - Partner, Reliance Trends 2019



CHAIRMAN MESSAGE

Dear Shareholders,

It gives me a lot of pleasure to inform you that we have had another wonderful year of growth. In this challenging year our sales grew by 17.50% & profit after tax by 54%.

Expanded capacity has now become operational and the focus is on maximising the utilisation of the plant in this year and the next.

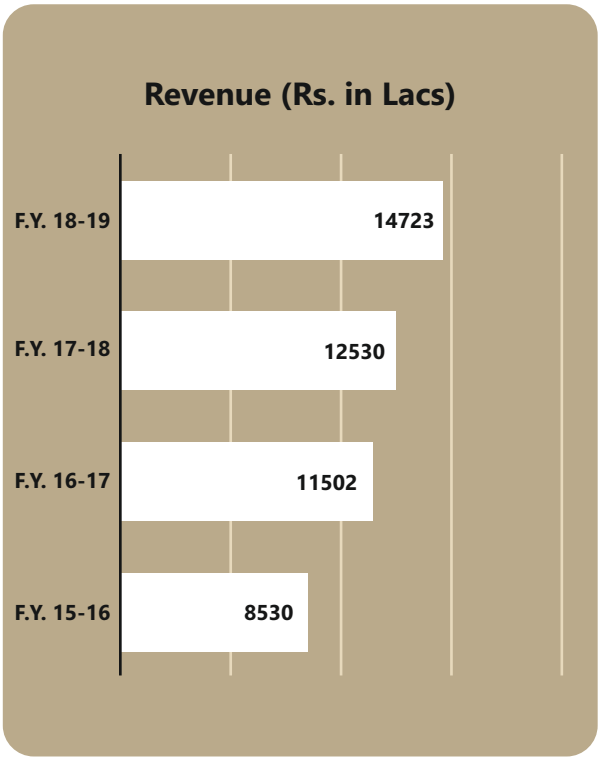
We continue to execute the business strategy without any major changes. While expanding the distribution for Bella Casa in India, we are making ourselves more efficient in manufacturing by investing in designing and production capabilities. We want our products to be known for their innovative designs and good quality. Our association with Disney & Marvel continues. Our products are now available in more than 4000 outlets across India.

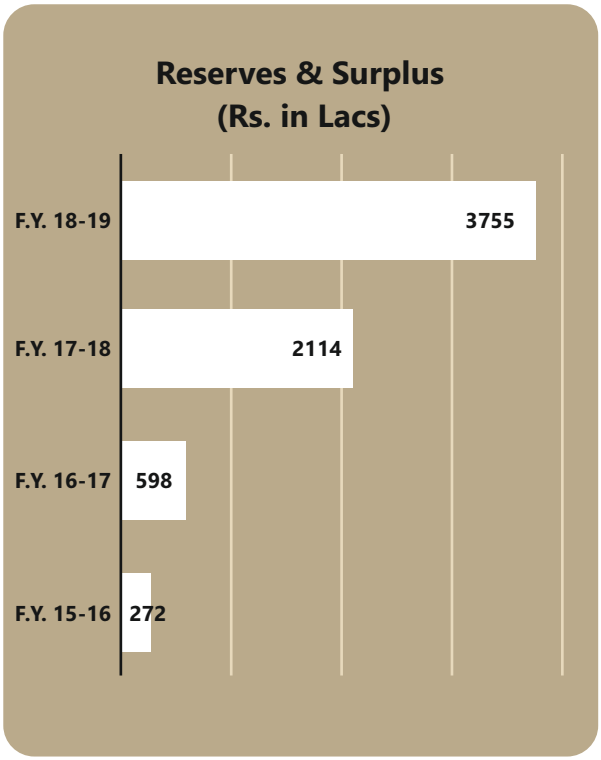
Please note that your company is in the business of fashion and this business is extremely suitable business to be in at this point of time. With such a young and growing population of India which has high aspirations, the demand for all things fashionable is bound to increase.

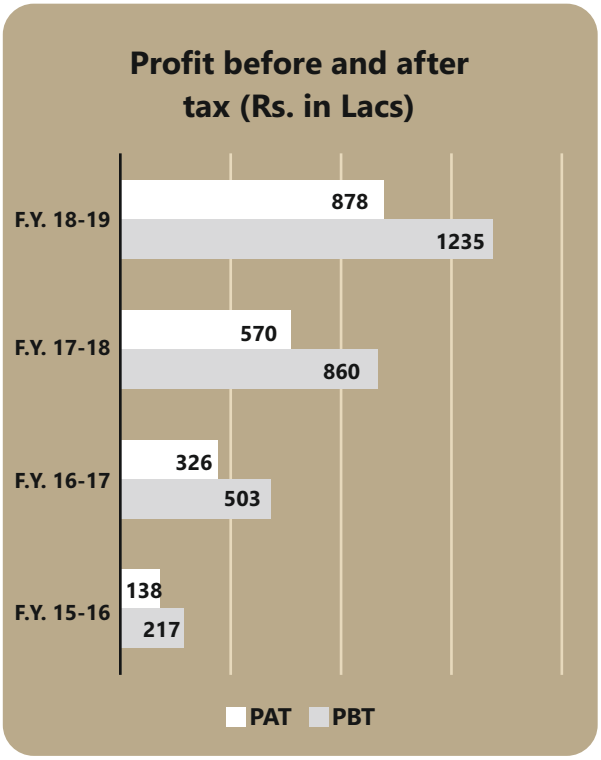
I am thankful to you for your support and want to mention that although the macro economic indicators show a challenging economic scene in the country, I feel confident that the way we have planned our business we shall be able to deliver expected sales and profits in the years to come.

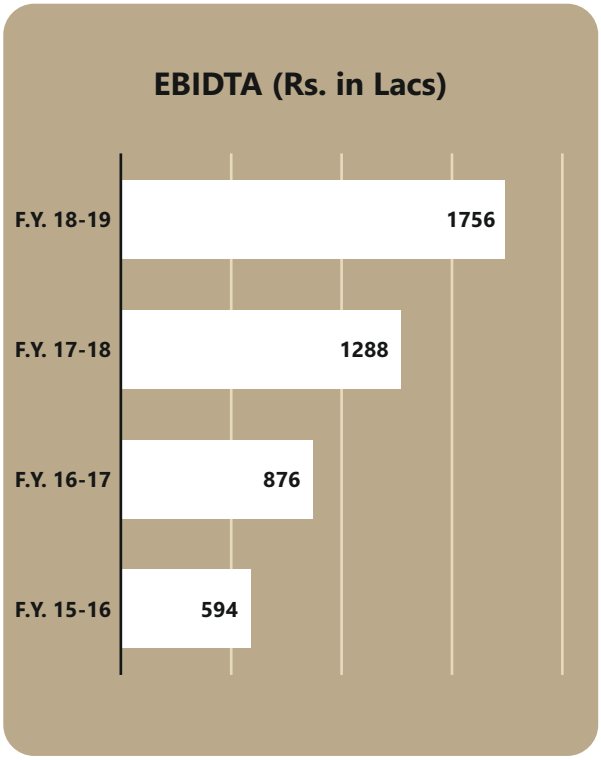
Yours sincerely
Harish Kumar Gupta
Chairman & Whole-Time Director

FINANCIAL HIGHLIGHTS









* The company adopted Ind AS from 1st April, 2018 with a transition date of 1st April, 2017 and accordingly the financial statements and financial results are prepared in compliance with Ind AS pursuant to the Notification of Ministry of Corporate Affairs (MCA) dated 16 February 2015. The comparative figures for the year ended 31st March, 2018 and 3lst March, 2017 has been restated as per Ind AS.



BELLA CASA
FASHION & RETAIL LIMITED
ANNUAL REPORT 2018-2019

NOTICE OF THE ANNUAL GENERAL MEETING