



**BELLA CASA FASHION & RETAIL LTD**

(Formerly Known as Gupta Fabtex Pvt. Ltd.)

Importers, Manufacturer & Exporters of :  
Home Furnishing, Garment & Fabrics

Ph. : 0141-2771844  
E-mail : info@bellacasa.in  
Website : www.bellacasa.in

CIN : L17124RJ1996PLC011522

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E-102, 103, EPIP, Sitapura Industrial Area, Jaipur – 302022, INDIA

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Ref- BSE/2023-24/28

Date: 27<sup>th</sup> September, 2023

To,

**Corporate Relationship Department,  
BSE Limited**

Phioze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai – 400 001

**Subject- Proceedings of the 27<sup>th</sup> Annual General Meeting of Bella Casa Fashion & Retail Limited Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III**

**Scrip Code- 539399**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III (Part A) (13) and any other applicable provisions, we hereby submit proceedings of 27<sup>th</sup> Annual General Meeting held on Wednesday, 27<sup>th</sup> September, 2023 commenced at 12:00 P.M (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

The details of consolidated voting results of both the 'Venue E-Voting' and the 'Remote e-voting' by the shareholders on all the resolutions as set out in the Notice of the AGM will be intimated in the prescribed format under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, within the prescribed time limits.

Kindly take this information on record.

**For and on behalf of Bella Casa Fashion & Retail Limited**

**Sonika Gupta  
Company Secretary & Compliance Officer  
Membership No. A38676**

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**Summary of Proceedings of 27<sup>th</sup> Annual General Meeting of Bella Casa Fashion & Retail Limited**

The 27<sup>th</sup> Annual General Meeting (AGM) of the members of Bella Casa Fashion & Retail Limited ('the Company') held on Wednesday, 27<sup>th</sup> September, 2023 commenced at 12.00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 issued by the Ministry of Corporate Affairs ('MCA') and Circular Numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by the Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as 'Circulars').

Mr. Harish Kumar Gupta chaired the meeting and commenced the meeting by welcoming all shareholders, directors, auditors, scrutinizer and other invitees who have joined the meeting and informed that the annual general meeting is being held through video conference / other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. He confirmed that the requisite quorum was present and called the meeting in order. The Chairman informed that the Audit reports for the financial year 2022-23 do not contain any qualification, reservation, adverse remark and disclaimer and the same shall be taken as read. He also informed that the Register of Directors/KMP and their shareholding, the Register of Contracts with Related party and Contracts and Bodies etc. in which Directors are interested, have been made available for inspection electronically by the members during the AGM. He then delivered the speech at the meeting and presented an update on the business performance and achievements for FY 2022-23 along with Company's journey of transformation and long-term strategic objectives and outlook. The Notice of 27<sup>th</sup> AGM and Director's Report were taken as read.

Thereafter, Ms. Sonika Gupta, Company Secretary of the company took over the proceedings of the meeting and informed that the Company had provided remote e-voting facility to members to cast votes on all resolutions set forth in the Notice of 27<sup>th</sup> AGM and that the remote e-voting commenced on Sunday, 24<sup>th</sup> September, 2023 at 09.00 A.M. and ended on Tuesday, 26<sup>th</sup> September, 2023 at 05.00 P.M. She further informed that members who had not cast their votes through remote e-voting and who participated in this meeting may cast their votes through the e-voting system provided by Central Depository Services (India) Limited. She further informed that Mr. Manish Sancheti has been appointed as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and e-voting during the AGM.

Further with the permission of the Chairman meeting proceeded with the following resolutions, set out at Sr. No. 1 to 6 in the Notice of 27<sup>th</sup> AGM.

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The following items of business, as per the Notice of the 27<sup>th</sup> AGM, were transacted at the Meeting.

<b>Item No.</b>	<b>Resolution(s)</b>	<b>Resolution Type</b>
<b>Ordinary Business</b>		
1.	To Consider and adopt the audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023 together with report of the Board of Directors and Auditors thereon	<b>Ordinary</b>
2.	To appoint Director in place of Mr. Gaurav Gupta (DIN:-07106587), Whole-Time Director liable to retire by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible offers, himself for reappointment.	<b>Ordinary</b>
<b>Special Resolution</b>		
3.	To approve payment of remuneration to Shri Harish Kumar Gupta (DIN-01323944), Chairman & Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.	<b>Special</b>
4.	To approve payment of remuneration to Shri Pawan Kumar Gupta (DIN: 01543446) Managing Director of the Company, as per Schedule V of the Companies Act, 2013.	<b>Special</b>
5.	To approve payment of remuneration to Shri Saurav Gupta (DIN: 07106619), Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.	<b>Special</b>
6.	To approve payment of remuneration to Shri Gaurav Gupta (DIN: 07106587) Whole-Time Director of the Company, as per Schedule V of the Companies Act, 2013.	<b>Special</b>

Mr. Harish Kumar Gupta then requested to explain the journey and a glimpse of where the Company is going in the future through a presentation.

Post Investor presentation, during Q & A session, Unfortunately, the registered speaker was unable to attend the meeting, and as a result, the Company Secretary took charge of the session and proceeded further.



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The voting for the members attending the AGM, who could not cast their vote by remote e-voting, was opened and remained open for 15 minutes after the conclusion of the Meeting. It was informed that the results shall be disseminated at the website of the company, and stock exchange and shall be displayed at the notice board of the registered office of the Company. The resolutions shall be deemed to be passed in this AGM subject to receipt of requisite votes.

The meeting was declared as closed after thanks to the members who attended the meeting. The Annual General Meeting Commenced at 12.00 P.M. and concluded at 12:48 P.M. and the E-voting window was closed at 01:03 P.M.

**For and on behalf of Bella Casa Fashion & Retail Limited**

**Sonika Gupta**  
**Company Secretary & Compliance Officer**  
**Membership No. A38676**